Synchrony Financial
Form S-1
July 03, 2014
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As filed with the Securities and Exchange Commission on July 3, 2014

Registration No. 333 -

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

SYNCHRONY FINANCIAL

(Exact Name of Registrant as Specified in its Charter)

Delaware **(State or Other Jurisdiction of Incorporation or Organization)**	**6199** **(Primary Standard Industrial Classification Code Number)**	**51-0483352** **(I.R.S. Employer Identification Number)**

777 Long Ridge Road

Stamford, Connecticut 06902

(203) 585-2400

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant s Principal Executive Offices)

Jonathan S. Mothner, Esq.

General Counsel

Synchrony Financial

777 Long Ridge Road

Stamford, Connecticut 06902

(203) 585-2400

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

David S. Lefkowitz, Esq.	**Stuart C. Stock, Esq.**	**Richard J. Sandler, Esq.**
Corey R. Chivers, Esq.	**David B.H. Martin, Esq.**	**John B. Meade, Esq.**
Weil, Gotshal & Manges LLP	**Covington & Burling LLP**	**Davis Polk & Wardwell LLP**
767 Fifth Avenue	**1201 Pennsylvania Avenue, NW**	**450 Lexington Avenue**
New York, New York 10153	**Washington, DC 20004**	**New York, New York 10017**
(212) 310-8000	**(202) 662-6000**	**(212) 450-4000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ¨

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

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

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

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Proposed Maximum Aggregate Offering Price[(1)]	Amount of Registration Fee
Senior notes	$100,000,000	$12,880

(1) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933. This amount represents the proposed maximum aggregate offering price of the securities

registered hereunder to be sold by the Registrant.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

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The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PROSPECTUS (Subject to Completion)

Dated July 3, 2014

$

$ Floating Rate Senior Notes due 20

$ % Senior Notes due 20

$ % Senior Notes due 20

We are offering $ aggregate principal amount of Floating Rate Senior Notes due 20 (the floating rate notes), $ aggregate principal amount of % Senior Notes due 20 (the 20 notes), and $ aggregate principal amount of % Senior Notes due 20 (the 20 notes and, together with the 20 notes, the fixed rate notes and, collectively with the floating rate notes, the notes).

Interest on the floating rate notes will be payable quarterly in arrears on , , and of each year, beginning on , 2014. Interest on each series of fixed rate notes will be payable semi-annually in arrears on and of each year, beginning on , 2015. The floating rate notes will mature on , 20 , the 20 notes will mature on , 20 , and the 20 notes will mature on , 20 . The floating rate notes are not redeemable prior to maturity. We may redeem each series of fixed rate notes, in whole or in part, at any time before the applicable maturity date at the prices described under Description of the Notes Optional Redemption.

The notes will be our senior obligations and will rank without preference or priority among themselves and equally in right of payment with all of our other unsecured and unsubordinated obligations. The notes are not savings accounts, deposits or other obligations of any of our bank or non-bank subsidiaries and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

On , 2014, we priced the initial public offering (the IPO) of our common stock. The IPO is scheduled to close on , 2014. At the closing of the IPO, we will issue shares (or %) of our common stock and receive net proceeds of $ billion. We also granted to the underwriters in the IPO an option (exercisable at any time prior to , 2014) to purchase up to an aggregate of additional shares (or %) of our common stock at the IPO price, which if exercised in full will result in our receipt of $ million of additional net proceeds. The disclosure in this prospectus assumes the IPO has closed as scheduled prior to the closing of this offering of our notes.

Investing in the notes involves risks. See Risk Factors beginning on page 22.

	Floating Rate Notes		20 Notes		20 Notes	
	Per Floating Rate Note	Total	Per 20 Note	Total	Per 20 Note	Total
Price to public[1]	%	$	%	$	%	$
Underwriting discounts and commissions	%	$	%	$	%	$
Proceeds to us	%	$	%	$	%	$

(1) Plus accrued interest, if any, from , 2014.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The Underwriters expect to deliver the notes to purchasers in book-entry form only through The Depository Trust Company, for the benefit of its participants, including Clearstream Banking, S.A. and Euroclear Bank S.A./N.V., on or about , 2014.

Joint Book-Running Managers

Barclays **BofA Merrill Lynch** **Citigroup** **Credit Suisse**
Deutsche Bank Securities **Goldman, Sachs & Co.** **J.P. Morgan** **Morgan Stanley**

, 2014

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Neither we nor any of the underwriters has authorized anyone to provide you with information different from, or in addition to, that contained in this prospectus or any free writing prospectus prepared by or on behalf of us or to which we may have referred you in connection with this offering. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you.

Neither we nor any of the underwriters is making an offer to sell or seeking offers to buy these securities in any jurisdiction where or to any person to whom the offer or sale is not permitted. The information in this prospectus is accurate only as of the date on the front cover of this prospectus and the information in any free writing prospectus that we may provide you in connection with this offering is accurate only as of the date of that free writing prospectus. Our business, financial condition, results of operations and future growth prospects may have changed since those dates.

Through and including , 2014 (the 40th day after the date of this prospectus), all dealers effecting transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to a dealer s obligation to deliver a prospectus when acting as an underwriter and with respect to an unsold allotment or subscription.

For investors outside the United States: Neither we nor any of the underwriters has done anything that would permit this offering or possession or distribution of this prospectus or any free writing prospectus we may provide to you in connection with this offering in any jurisdiction where action for that purpose is required, other than in the United States. You are required to inform yourselves about and to observe any restrictions relating to this offering and the distribution of this prospectus and any such free writing prospectus outside of the United States.

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Certain Defined Terms

Except as the context may otherwise require in this prospectus, references to:

- we, us, our, and the Company are to SYNCHRONY FINANCIAL and its subsidiaries, which together represent the businesses that historically have conducted GE s North American retail finance business;
- Synchrony are to SYNCHRONY FINANCIAL only;
- GE are to General Electric Company and its subsidiaries;
- GECC are to General Electric Capital Corporation (a subsidiary of GE) and its subsidiaries;
- GECFI are to GE Consumer Finance, Inc. (a subsidiary of GECC that, immediately prior to the IPO, owned 100% of the common stock of Synchrony) and its subsidiaries; and
- the Bank are to Synchrony Bank (a subsidiary of Synchrony), previously known as GE Capital Retail Bank.

FICO score means a credit score developed by Fair Isaac & Co., which is widely used as a means of evaluating the likelihood that credit users will pay their obligations. For a description of certain other terms we use, including active account, open account and purchase volume, see the notes to Prospectus Summary Summary Historical and Pro Form Financial Information Other Financial and Statistical Data. There is no standard industry definition for many of these terms, and other companies may define them differently than we do.

We provide a range of credit products through programs we have established with a diverse group of national and regional retailers, local merchants, manufacturers, buying groups, industry associations and healthcare service providers, which, in our business and in this prospectus, we refer to as our partners. The terms of the programs all require cooperative efforts between us and our partners of varying natures and degrees to establish and operate the programs. Our use of the term partners to refer to these entities is not intended to, and does not, describe our legal relationship with them, imply that a legal partnership or other relationship exists between the parties or create any legal partnership or other relationship. The average length of our relationship with respect to a specified group of partners or programs is measured on a weighted average basis by platform revenue for the year ended December 31, 2013 for those partners or for all partners participating in a program, based on the date each partner relationship or program, as applicable, started. Information with respect to partner locations in this prospectus is given at December 31, 2013.

Synchrony and its logos and other trademarks referred to in this prospectus, including, Optimizer™, Optimizer™plus Perks, CareCredit®, Quickscreen® and eQuickscreen belong to us. Solely for convenience, we refer to our trademarks in this prospectus without the and® symbols, but such references are not intended to indicate that we will not assert, to the fullest extent under applicable law, our rights to our trademarks. Other service marks, trademarks and trade names referred to in this prospectus are the property of their respective owners.

Industry and Market Data

This prospectus contains various historical and projected financial information concerning our industry and market. Some of this information is from industry publications and other third party sources, and other information is from our own data and market research that we commission. All of this information involves a variety of assumptions, limitations and methodologies and is inherently subject to uncertainties, and therefore you are cautioned not to give undue weight to it. Although we believe that those industry publications and other third party sources are reliable, we have not independently verified the accuracy or completeness of any of the data from those publications or sources. Statements in this prospectus that we are the largest provider of private label credit cards in the United States (based on purchase volume and receivables) are based on issue number

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1,039 of The Nilson Report, a subscription-based industry newsletter, dated April 2014 (based on 2013 data), and references to The Nilson Report (December 2013) are to issue number 1,031 of The Nilson Report, dated December 2013.

Non-GAAP Measures

To assess and internally report the revenue performance of our three sales platforms, we use a measure we refer to as platform revenue. Platform revenue is the sum of three line items in our Combined Statements of Earnings prepared in accordance with U.S. generally accepted accounting principles (GAAP): interest and fees on loans, plus other income, less retailer share arrangements. Platform revenue itself is not a measure presented in accordance with GAAP. For a reconciliation of platform revenue to interest and fees on loans, see Management s Discussion and Analysis of Financial Condition and Results of Operations Results of Operations For the Three Months Ended March 31, 2014 and 2013 Platform Analysis and Management s Discussion and Analysis of Financial Condition and Results of Operations Results of Operations For the Year Ended December 31, 2013 Platform Analysis. We deduct retailer share arrangements but do not deduct other line item expenses, such as interest expense, provision for loan losses and other expense, because those items are managed for the business as a whole. We believe that platform revenue is a useful measure to investors because it represents management s view of the net revenue contribution of each of our platforms. This measure should not be considered a substitute for interest and fees on loans or other measures of performance we have reported in accordance with GAAP.

We also present certain capital ratios for the Company calculated on a pro forma basis. As a new savings and loan holding company, the Company historically has not been required by regulators to disclose capital ratios, and therefore these capital ratios are non-GAAP measures. We believe these capital ratios are useful measures to investors because they are widely used by analysts and regulators to assess the capital position of financial services companies, although our pro forma Basel I Tier 1 common ratio is not a Basel I defined regulatory capital ratio, and our pro forma Basel I and Basel III Tier 1 common ratios may not be comparable to similarly titled measures reported by other companies. Our pro forma Basel I Tier 1 common ratio is the ratio of Tier 1 common equity (as calculated in the reconciliation referred to below) to total risk-weighted assets as calculated in accordance with the U.S. Basel I capital rules. Our pro forma Basel III Tier 1 common ratio is the ratio of common equity Tier 1 capital to total risk-weighted assets, each as calculated in accordance with the U.S. Basel III capital rules (on a fully phased-in basis). Our pro forma Basel III Tier 1 common ratio is a preliminary estimate reflecting management s interpretation of the final Basel III capital rules adopted in July 2013 by the Federal Reserve Board, which have not been fully implemented, and our estimate and interpretations are subject to, among other things, ongoing regulatory review and implementation guidance. For a reconciliation of the components of these capital ratios to their nearest comparable GAAP component, see Management s Discussion and Analysis of Financial Condition and Results of Operations Capital.

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PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus and may not contain all of the information that may be important to you. You should read this entire prospectus carefully, including the information set forth in Risk Factors, our combined financial statements and the related notes thereto, and Management s Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this prospectus, before making an investment decision.

Our Company

We are one of the premier consumer financial services companies in the United States. Our roots in consumer finance trace back to 1932, and today we are the largest provider of private label credit cards in the United States based on purchase volume and receivables. We provide a range of credit products through programs we have established with a diverse group of national and regional retailers, local merchants, manufacturers, buying groups, industry associations and healthcare service providers, which we refer to as our partners. Through our partners 329,000 locations across the United States and Canada, and their websites and mobile applications, we offer their customers a variety of credit products to finance the purchase of goods and services. During 2013 and the first quarter of 2014, we financed $93.9 billion and $21.1 billion of purchase volume, respectively, and at March 31, 2014, we had $54.3 billion of loan receivables and 57.3 million active accounts. Our active accounts represent a geographically diverse group of both consumers and businesses, with an average FICO score of 710 for consumer active accounts at March 31, 2014. Our business has been profitable and resilient, including through the recent U.S. financial crisis and ensuing years. For the year ended December 31, 2013, we had net earnings of $2.0 billion, representing a return on assets of 3.5%, and for the three months ended March 31, 2014, we had net earnings of $558 million, representing a return on assets of 3.9%.

Our business benefits from longstanding and collaborative relationships with our partners, including some of the nation s leading retailers and manufacturers with well-known consumer brands, such as Lowe s, Wal-Mart, Amazon and Ethan Allen. We believe our partner-centric business model has been successful because it aligns our interests with those of our partners and provides substantial value to both our partners and our customers. Our partners promote our credit products because they generate increased sales and strengthen customer loyalty. Our customers benefit from instant access to credit, discounts and promotional offers. We seek to differentiate ourselves through deep partner integration and our extensive marketing expertise. We have omni-channel (in-store, online and mobile) technology and marketing capabilities, which allow us to offer and deliver our credit products instantly to customers across multiple channels. For example, the purchase volume in our Retail Card platform from our online and mobile channels increased by $3.0 billion, or 39.5%, from $7.6 billion in 2011 to $10.6 billion in 2013.

We offer our credit products primarily through our wholly-owned subsidiary, Synchrony Bank (previously known as GE Capital Retail Bank) (the Bank). Through the Bank, we offer, directly to retail and commercial customers, a range of deposit products insured by the Federal Deposit Insurance Corporation (FDIC), including certificates of deposit, individual retirement accounts (IRAs), money market accounts and savings accounts, under our Optimizer Plus brand. We also take deposits at the Bank through third-party securities brokerage firms that offer our FDIC-insured deposit products to their customers. We are expanding our online direct banking operations to increase our deposit base as a source of stable and diversified low cost funding for our credit activities. We had $27.4 billion in deposits at March 31, 2014.

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Our Sales Platforms

We offer our credit products through three sales platforms: Retail Card, Payment Solutions and CareCredit. Set forth below is a summary of certain information relating to our Retail Card, Payment Solutions and CareCredit platforms at or for the three months ended March 31, 2014:

($ in millions, except for average loan receivable balances)	Retail Card	Payment Solutions	CareCredit
Partner locations (at December 31, 2013)	34,000	118,000	177,000
Period end active accounts (in millions)	46.2	6.7	4.4
Average loan receivable balance	$ 794	$ 1,599	$ 1,464
Average FICO for consumer active accounts	713	708	683
Period end loan receivables	$ 37,175	$ 10,647	$ 6,463

Retail Card. Retail Card is a leading provider of private label credit cards, and also provides Dual Cards and small and medium-sized business credit products. We offer one or more of these products primarily through 19 national and regional retailers with which we have program agreements that have an expiration date in 2015 or beyond and which accounted for 95.3% of our Retail Card platform revenue for the year ended December 31, 2013 and 94.9% of our Retail Card loan receivables at March 31, 2014. The average length of our relationship with all of our Retail Card partners is 15 years and collectively they have 34,000 retail locations. Our partners are diverse by industry and include Amazon, Belk, Chevron, Gap, JCPenney, Lowe s, Sam s Club, T.J.Maxx and Wal-Mart. Our Retail Card programs typically are exclusive with respect to the credit products we offer at that partner. Private label credit cards are partner-branded credit cards that are used for the purchase of goods and services from the partner. Our patented Dual Cards are credit cards that function as a private label credit card when used to purchase goods and services from our partners and as a general purpose credit card when used elsewhere. Substantially all of the credit extended in this platform is on standard (i.e., non-promotional) terms. Retail Card accounted for $6.4 billion, or 68.0%, of our total platform revenue for the year ended December 31, 2013, and $1.7 billion, or 69.0%, of our total platform revenue for the three months ended March 31, 2014.

Payment Solutions. Payment Solutions is a leading provider of promotional financing for major consumer purchases, offering primarily private label credit cards and installment loans. We offer these products through 264 programs with national and regional retailers, manufacturers, buying groups and industry associations, and a total of 62,000 participating partners that collectively have 118,000 retail locations. Our partners operate in seven product markets: automotive (tires and repair), home furnishing/flooring, electronics/appliances, jewelry and other luxury items, power (motorcycles, ATVs and lawn and garden), home specialty (windows, doors, roofing, siding, HVAC and repair) and other retail. We have programs with a diverse group of retailers, manufacturers, buying groups and industry associations, such as Ashley HomeStores, Discount Tire, h.h.gregg, the North American Home Furnishings Association and P.C. Richard & Son. Substantially all of the credit extended in this platform is promotional financing for major purchases. We offer three types of promotional financing: deferred interest, no interest and reduced interest. In almost all cases, our partners compensate us for all or part of the cost of providing this promotional financing. Payment Solutions accounted for $1.5 billion, or 16.0%, of our total platform revenue for the year ended December 31, 2013, and $371 million, or 15.1%, of our total platform revenue for the three months

ended March 31, 2014.

CareCredit. CareCredit is a leading provider of promotional financing to consumers for elective healthcare procedures or services, such as dental, veterinary, cosmetic, vision and audiology. We offer our products through a network we have developed of 152,000 healthcare partners that collectively have 177,000 locations. The vast majority of our partners are individual and small groups of independent healthcare providers, and the remainder are national and regional healthcare providers and manufacturers. Our national and regional healthcare and manufacturer partners include LCA-Vision, Heartland Dental, Starkey Laboratories and Veterinary Centers of America (VCA Antech). We also have relationships with more than 100 professional and other associations, including the American

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Dental Association and the American Animal Hospital Association, various state dental and veterinary associations, manufacturers and buying groups, which endorse and promote (in some cases for compensation) our credit products to their members. We offer customers a CareCredit-branded private label credit card that may be used across our network of CareCredit providers. Substantially all of the credit extended in this platform is promotional financing, and in almost all cases, our partners compensate us for all or part of the cost of providing this promotional financing. CareCredit accounted for $1.5 billion, or 16.0%, of total platform revenue for the year ended December 31, 2013, and $388 million, or 15.9%, of our total platform revenue for the three months ended March 31, 2014.

Our Value Proposition

We offer strong value propositions to both our partners and our customers.

Our Value Proposition

Value to Our Partners

Our consumer finance programs deliver the following benefits to our partners:

Increased sales. Our programs drive increased sales for our partners by providing instant credit with an attractive value proposition (which may include discounts, promotional financing and customized loyalty rewards). Based on our research and experience in our Retail Card and Payment Solutions platforms, we believe average sales per customer in these platforms are generally higher for customers who use our cards compared to consumers who do not. In Payment Solutions, the availability of promotional financing is important to the consumer s decision to make purchases of big-ticket items and a driver of retailer selection. In CareCredit, the availability of credit can also have a substantial influence over consumer spending with a significant number of consumers indicating in our research that they would postpone or forego all or a portion of their desired healthcare procedures or services if credit was not available through their healthcare providers.

Strengthened customer loyalty. Our programs benefit our partners through strengthened customer loyalty. Our Retail Card customers have had their cards an average of 7.9 years at March 31, 2014. We believe customer loyalty drives repeat business and additional sales. In the year ended December 31, 2013, our 50.8 million active Retail Card accounts made an average of more than 12 purchases per account. Our CareCredit customers can use their card at any provider within our provider network, which we believe is an important source of new business to our providers, and 69% of CareCredit transactions in 2013 were from existing customers reusing their card at one or more providers.

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Enhanced marketing. We have developed significant marketing expertise that we share with our partners, including through dedicated on-site teams, a national field sales force and experts who reside in our marketing centers of excellence. We believe this expertise is of substantial value to our partners in increasing sales and profitability. Our omni-channel capabilities allow us to market our credit products wherever our partners offer their products. Our customer relationship management (CRM) and data analytics capabilities allow us to track customer responsiveness to different marketing strategies, which helps us target marketing messages and promotional offers to our partners customers. In Payment Solutions, our dedicated industry-focused sales and marketing teams bring substantial retailer marketing expertise to our smaller retailer and merchant partners. These partners benefit from our research on how to increase store traffic with various promotional offerings. We also provide them with website and e-commerce capabilities that many could not afford to develop on their own.

Additional economic benefits. Our programs provide economic benefits to our partners in addition to increasing sales. Our Retail Card partners typically benefit from retailer share arrangements that provide for payments to them once the economic performance of the program exceeds a contractually-defined threshold. These shared economics enhance our partners engagement with us and provide an incentive for partners to support our programs. In addition, for most of our partners, our credit programs reduce costs by eliminating the interchange fees for in-store purchases that would otherwise be paid when general purpose credit cards or debit cards are used. Our programs also allow our partners to avoid the risks and administrative costs associated with carrying an accounts receivable balance for their customers, and this is particularly attractive to many of our CareCredit partners.

Value to Our Customers

Our consumer finance programs deliver the following benefits to our customers:

Instant access to credit. We offer qualified customers instant access to credit at the point of sale and across multiple channels. Annual applications for our credit products increased by 24.7%, from 37.7 million applications in 2011 to 47.0 million in 2013. In addition, our applications from online and mobile channels increased by 42.6%, from 9.4 million in 2011 to 13.4 million in 2013. Our Retail Card programs provide financing for frequent purchases with attractive program benefits, including, in the case of our Dual Card, the convenience of a general purpose credit card. Payment Solutions and CareCredit offer promotional financing that enables qualified customers to make major purchases, including, in the case of CareCredit, elective healthcare procedures or services that typically are not covered by insurance.

Attractive discounts, promotional terms and loyalty rewards. We believe our programs provide substantial value to our customers through attractive discounts, promotional terms and loyalty rewards. Retail Card customers typically benefit from first purchase discounts (e.g., 10% or more off the purchase price when a new account is opened) and discounts or loyalty rewards when their card is used to make subsequent purchases from our partners. Our Retail Card customers typically earn rewards based on the amount of their purchases from our partners at a rate which is generally higher than the reward rate on general purpose cash back credit cards. Our Payment Solutions and CareCredit customers typically benefit from promotional financing such as interest-free periods on purchases. These types of promotions typically are not available to consumers when they use a general purpose credit card outside of introductory offer periods.

Ability to obtain separate financing for major purchases. We believe many consumers prefer to obtain separate financing for major purchases or category expenditures rather than accessing available borrowing capacity under their general purpose credit cards or using cash. We believe our customers also value the ability to compartmentalize, budget and track their spending and borrowing through separate financing for a major purchase.

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Our Industry

We believe our business is well positioned to benefit from the following favorable industry trends:

Improvements in consumer spending and credit utilization. Consumer spending has increased as U.S. economic conditions and consumer confidence continue to recover from the recent financial crisis. The U.S. consumer payments industry, which consists of credit, debit, cash, check and electronic payments, is projected to grow by 25% from 2012 to 2017 (from $8.7 trillion in 2012 to $10.9 trillion in 2017) according to The Nilson Report (December 2013). According to that report, credit card payments are expected to account for the majority of the growth of the U.S. consumer payments industry. Credit card payments accounted for $2.3 trillion or 26.7% of U.S. consumer payments volume in 2012 and are expected to grow to $3.8 trillion or 34.9% of U.S. consumer payments volume in 2017. Credit card spending is growing as a percentage of total consumer spending, driven in part by the growth of online and mobile purchases.

Improvements in U.S. household finances. U.S. household finances have recovered substantially since the financial crisis. According to the Board of Governors of the Federal Reserve System (the Federal Reserve Board), the average U.S. household s ratio of debt payments to disposable personal income (debt service ratio) is better than pre-crisis levels, having improved to 9.9% for the three months ended March 31, 2014 from 13.1% for the three months ended September 30, 2007. According to the Federal Reserve Board, aggregate U.S. household net worth also has increased, from $68.0 trillion at December 31, 2007 to $81.8 trillion at March 31, 2014.

Growth of direct banking and deposit balances. According to 2012 and 2013 American Bankers Association surveys, the percentage of customers who prefer to do their banking via direct channels (internet, mail, phone and mobile) increased from 53% to 61% between 2010 and 2013, while those who prefer branch banking declined from 25% to 18% over the same period. This preference for direct banking has been evidenced by robust growth in direct deposits. U.S. direct deposits increased by 41%, from $346.1 billion at December 31, 2010 to $488.4 billion at December 31, 2013, according to data for 17 surveyed banks from SNL Financial, a financial institutions data and analysis provider.

Competitive Strengths

Our business has a number of competitive strengths, including the following:

Large, diversified and well established consumer finance franchise. Our business is large and diversified with 57.3 million active accounts at March 31, 2014 and a partner network with 329,000 locations across the United States and in Canada. At March 31, 2014, we had $54.3 billion in total loan receivables, and we are the largest provider of private label credit cards in the United States based on purchase volume and receivables according to The Nilson Report (April 2014). We have built large scale operations that support each of our sales platforms, and we believe our extensive partner network, with its broad geographic reach and diversity by industry, provides us with a distribution capability that is difficult to replicate. We believe the scale of our business and resulting operating efficiencies also contribute significantly to our success and profitability. In addition, we believe our partner-centric model, including our distribution capability, could

lend itself to geographic expansion.

Partner-centric model with long-standing and stable relationships. Our business is based on a partner-centric, business-to-business model. Our ability to establish and maintain deep, collaborative relationships with our partners is a core skill that we have developed through decades of experience, and we have more than 1,000 dedicated employees, most of whom are co-located with our partners, to help drive the growth of our partners sales and our share of their sales. At December 31, 2013, the average length of our relationship for our 40 largest programs across all platforms, which accounted in aggregate for 75.6% of our platform revenue for the year ended December 31, 2013, is 15 years. From these same 40 programs, 55.6% of our platform revenue for the year ended December 31, 2013 was

generated under programs with current contractual terms that continue through at least January 1, 2017. A diverse and growing group of more than 200,000 partners accounted for the remaining 24.4% of our platform revenue for the year ended December 31, 2013.

Deeply integrated technology across multiple channels. Our proprietary technology is deeply integrated with our partners systems and processes, which enables us to provide customized credit products to their customers at the point of sale across multiple channels. Our technologies enable customers to apply for credit at the point of sale in-store, online or on a mobile device and, if approved, purchase instantly. Our online and mobile technologies are capable of being seamlessly integrated into our partners systems to enable our customers to check their available credit line, manage their account, access our eChat online customer service and participate in the relevant partners loyalty rewards programs online and using mobile devices. In addition, in CareCredit, we have developed what we believe is one of the largest healthcare provider locators of its kind, helping to connect customers to our 177,000 healthcare provider locations. This online locator received an average of 560,000 hits per month in 2013, helping to drive incremental business for our provider partners. We believe that our continued investment in technology and mobile offerings will help us deepen our relationships with our existing partners, as well as provide a competitive advantage when seeking to win new business.

Strong operating performance. Over the three years ended December 31, 2013, we have grown our purchase volume and loan receivables at 9.8% and 8.2% compound annual growth rates, respectively. For the years ended December 31, 2013, 2012 and 2011, our net earnings were $2.0 billion, $2.1 billion and $1.9 billion, respectively, and our return on assets was 3.5%, 4.2% and 4.1%, respectively. For the three months ended March 31, 2014, our net earnings were $558 million, and our return on assets was 3.9%. We were profitable throughout the recent U.S. financial crisis. We believe our ability to maintain profitability through various economic cycles is attributable to our rigorous underwriting process, strong pricing discipline, low cost to acquire new accounts, operational expertise and retailer share arrangements with our largest partners.

Strong balance sheet and capital base. We have a strong capital base and a diversified and stable funding profile with access to multiple sources of funding, including a growing deposit platform at the Bank, securitized financings under well-established programs, a new GECC term loan facility and a new bank term loan facility. In addition, following this offering, we intend to continue to access the public unsecured debt markets as a source of funding. At March 31, 2014, pro forma for the Transactions (as defined under Summary Historical and Pro Forma Financial Information), we would have had a fully phased-in Basel III Tier 1 common ratio of %, and our business would have been funded with $27.4 billion of deposits at the Bank, $14.6 billion of securitized financings, $3.0 billion of transitional funding from the new GECC term loan facility, $ billion from the new bank term loan facility and $ billion of additional unsecured debt from this offering. At March 31, 2014, on a pro forma basis, we would have had $ billion of cash and short-term liquid investments (or % of total assets). We also had, at the same date and on the same basis, more than $25.0 billion of unencumbered assets in the Bank available to be used to generate additional liquidity through secured borrowings or asset sales. In addition, we currently have an aggregate of approximately $5.6 billion of undrawn committed capacity under our securitization programs.

Experienced and effective risk management. We have an experienced risk management team and an enterprise risk management infrastructure that we believe enable us to effectively manage our risk. Our enterprise risk management function is designed to identify, measure, monitor and control risk, including credit, market, liquidity, strategic and operational risks. Our focus on the credit process is evidenced by the success of our business through multiple economic cycles. We control the credit criteria for all of our programs and issue credit only to consumers who qualify under those credit criteria. Our systems are integrated with our partners systems, and therefore we can use our proprietary credit approval processes to make credit decisions instantly at the point of sale and across

all application channels in accordance with our underwriting guidelines and risk appetite. Our risk management strategies are customized by industry and partner, and we believe our proprietary decisioning systems and customized credit scores provide significant incremental predictive capabilities over standard credit bureau-based scores alone. In addition, we have an extensive compliance program, and we have invested, and will continue to invest, in enhancing our regulatory compliance capabilities.

High quality and diverse asset base. The quality of our loan receivables portfolio is high. Our consumer active accounts had an average FICO score of 710, and our total loan receivables had a weighted average consumer FICO score of 694, in each case at March 31, 2014. In addition, 70.4% of our portfolio s loan receivables are from consumers with a FICO score of greater than 660 at March 31, 2014. Our over-30 day delinquency rate at March 31, 2014 is below 2007 pre-financial crisis levels. We have a seasoned customer base with 37.9% of our loan receivables at March 31, 2014 associated with accounts that have been open for more than five years. Our portfolio is also diversified by geography, with receivables balances broadly reflecting the U.S. population distribution.

Experienced management team and business built on GE culture. Our senior management team, including key members who helped us successfully navigate the financial crisis, are continuing to lead our Company following the IPO. We have operated as a largely standalone business within GECC, with our own sales, marketing, risk management, operations, collections, customer service and compliance functions. Our business has been built on GE s culture and heritage, with a strong emphasis on our partners and customers, a rigorous use of metrics and analytics, a disciplined approach to risk management and compliance and a focus on continuous improvement and strong execution.

Our Business and Growth Strategy

We intend to grow our business and increase our profitability by building on our financial and operating strengths and capitalizing on projected favorable industry trends, as well as by pursuing a number of important growth strategies for our business, including the following:

Increase customer penetration at our existing partners. We believe there is a significant opportunity to grow our business by increasing the usage of our cards in each of our sales platforms. In Retail Card, based on sales data provided by our partners, we have increased penetration of our partners aggregate sales in each of the last three years. For the year ended December 31, 2013, penetration of our Retail Card partners sales ranged from 1% to 49%, and the aggregate sales of all Retail Card partners were $555.6 billion, which we believe represents a significant opportunity for potential growth. We believe there is also a significant market opportunity for us to increase our penetration in Payment Solutions and CareCredit.

Attract new partners. We seek to attract new partners by both launching new programs and acquiring existing programs from our competitors. In Retail Card, which is typically characterized by longer-term, exclusive relationships, we added four new Retail Card partners from January 1, 2011 through March 31, 2014, which accounted for $2.1 billion of receivables at March 31, 2014. In Payment Solutions, where a significant portion of our programs include independent dealers and merchants that enter into separate arrangements with us, we established 52 new Payment Solutions programs from January 1, 2011 through March 31, 2014, which accounted for $1.3 billion of loan receivables at March 31, 2014, and we increased our total partners from 57,000 at December 31, 2010 to 62,000 at March 31, 2014. In CareCredit, where we attract new healthcare provider partners largely by leveraging our endorsements from professional associations and healthcare consultants, we increased the number of partners with

which we had agreements from 122,000 at December 31, 2010 to 152,000 at March 31, 2014. We believe there is a significant opportunity to attract new partners in each of our platforms, including by adding additional merchants, dealers and healthcare providers under existing programs.

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Our strategies to both increase penetration among our current partners and attract new partners include the following elements:

Leverage technology to support our partners. Our business model is focused on supporting our partners by offering credit wherever they offer their products and services (i.e., in-store, online and on mobile devices). We intend to continue to make significant investments in online and mobile technologies, which we believe will lead to new accounts, increased sales and deeper relationships with our existing partners and will give us an advantage when competing for new partners. We intend to continue to roll out the capability for consumers to apply for our products via their mobile devices, receive an instant credit decision and obtain immediate access to credit, and to deliver targeted rewards and promotions to our customers via their mobile devices for immediate use.

Capitalize on our advanced data, analytics and customer relationship management capabilities. We believe that our ongoing efforts to expand our data and analytics capabilities help differentiate us from our competitors. We have access to a vast amount of data (such as our customers purchase patterns and payment histories) from our 110.7 million open accounts at March 31, 2014 and the hundreds of millions of transactions our customers make each year. Consistent with applicable privacy rules and regulations, we are developing new tools to assess this data to develop and deliver valuable insights and actionable analysis that can be used to improve the effectiveness of marketing strategies leading to incremental growth for both our partners and our business. Our recently enhanced CRM platform will utilize these insights and analysis to drive more relevant and timely offers to our customers via their preferred channels of communication. We believe the combination of our analytics expertise and extensive data access will drive greater partner engagement and increased sales, strengthen customer loyalty, and provide us a competitive advantage.

Launch our integrated multi-tender loyalty programs. We are leveraging our extensive data analytics, loyalty experience and broad retail presence to launch multi-tender loyalty programs that enable customers to earn rewards from a partner, regardless of how they pay for their purchases (e.g., cash, private label or general purpose credit cards). By expanding our loyalty program capabilities beyond private label credit cards we can provide deeper insights to our partners about their customers, including spending patterns and shopping behaviors. Multi-tender loyalty programs will also provide us with access to non-cardholders, giving us the opportunity to grow our customer base by marketing our credit products to them and delivering a more compelling value proposition.

Increase focus on small and mid-sized businesses. We currently offer private label credit cards and Dual Cards for small to mid-sized commercial customers that are similar to our consumer offerings. We are increasing our focus on marketing our commercial pay-in-full accounts receivable product to a wide range of business customers and are rolling out an improved customer experience for this product with enhanced functionality. Our loan receivables from business customers were $1.3 billion at March 31, 2014, and we believe our strategic focus on business customers will enable us to continue to attract new business customers and increase the diversity of our loan receivables.

Expand our direct banking activities. In January 2013, we acquired the deposit business of MetLife Bank, N.A. (MetLife), which is a direct banking platform that at the time of the acquisition had $6.0 billion in U.S. direct deposits and $0.4 billion in brokered deposits. Our U.S. direct deposits grew from $0.9 billion at December 31, 2012 to $13.0 billion at March 31, 2014 (including the MetLife acquisition). The acquisition of this banking platform is a key part of our strategy to increase our deposit base as a source of stable and diversified low cost funding. The platform is highly scalable, allowing us to expand without the overhead expenses of a traditional brick and mortar branch network. We believe we are well-positioned to benefit from the consumer-driven shift from branch banking to direct banking. According to 2012 and 2013 American Bankers Association surveys, the percentage of customers who prefer to do their banking via direct channels (i.e., internet, mail, phone and mobile) increased from 53%

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to 61% between 2010 and 2013, while those who prefer branch banking declined from 25% to 18% over the same period. To attract new deposits and retain existing ones, we are increasing our advertising and marketing, enhancing our loyalty program and expanding mobile banking offerings. We also intend to introduce new deposit and credit products and enhancements to our existing products. These new and enhanced products may include the introduction of checking accounts, overdraft protection lines of credit, a bill payment account feature and Synchrony-branded debit and general purpose credit cards, as well as enhanced small business deposit accounts and expanded affinity offers.

Formation and Regulation of Synchrony

Synchrony is a holding company for the legal entities that historically conducted GE s North American retail finance business. Synchrony (previously named GE Capital Retail Finance Corporation) was incorporated in Delaware on September 12, 2003, but prior to April 1, 2013 conducted no business. During the period from April 1, 2013 to September 30, 2013, as part of a regulatory restructuring, substantially all of the assets and operations of GE s North American retail finance business, including the Bank, were transferred to Synchrony. The remaining assets and operations of that business were transferred to Synchrony prior to the completion of the IPO.

As a savings and loan holding company, Synchrony is subject to extensive regulation, supervision and examination by the Federal Reserve Board. In addition, as a large provider of consumer financial services, Synchrony is subject to extensive regulation, supervision and examination by the Consumer Financial Protection Bureau (the CFPB).

The Bank is a federally chartered savings association and therefore is subject to extensive regulation, supervision and examination by the Office of the Comptroller of the Currency of the U.S. Treasury (the OCC), which is its primary regulator, and by the CFPB. In addition, the Bank, as an insured depository institution, is supervised by the FDIC.

For a discussion of the regulation of our Company and the Bank, see Regulation. For information regarding certain regulatory matters, including consent orders or assurances of discontinuances that we have entered into with the CFPB, the Department of Justice (the DOJ) and the Attorney General for the State of New York relating to our CareCredit platform, our debt cancellation product and sales practices and certain collection offers, see Regulation Consumer Financial Services Regulation and Risk Factors Risks Relating to Regulation Changes to our methods of offering our CareCredit products could materially impact operating results.

Our Initial Public Offering

On , 2014, we completed the IPO of our common stock. We issued shares (or %) of our common stock in the IPO and received net proceeds of $ billion. We also granted to the underwriters in the IPO an option (exercisable at any time prior to , 2014) to purchase up to an aggregate of additional shares (or %) of our common stock at the IPO price, which if exercised in full will result in our receipt of $ million of additional net proceeds.

GE Ownership and Our Separation from GE

GE currently owns 100% of the common stock of GECC, GECC currently owns 100% of the common stock of GECFI and, immediately prior to the IPO, GECFI owned 100% of the common stock of Synchrony.

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Steps to Our Separation from GE. On November 15, 2013, GE announced that it planned a staged exit from our business, consistent with its strategy of reducing GECC s percentage of GE s total earnings and increasing GECC s focus on its commercial lending and leasing businesses. GE s exit from our business is expected to consist of three distinct, but inter-related steps described below.

The IPO. The IPO was the first step in GE s exit from our business. As a result of the IPO, GE currently beneficially owns % of our outstanding common stock (and will own % if the underwriters option to purchase additional shares of common stock from us in the IPO is exercised in full).

Separation. The second step of GE s exit from our business will involve GE s disposition of all of its remaining shares of our stock through a Split-off (defined below) or one or more other transactions following the IPO, which disposition is referred to as the Separation.

Form of Separation Transaction. GE has indicated that it expects to effect a split-off transaction by making a tax-free distribution of all of its remaining shares of our stock to electing GE stockholders in exchange for shares of GE s common stock (the Split-off). GE may also decide to exit our business by selling or otherwise distributing or disposing of all or a portion of its shares of our stock in a different type of transaction.

Conditions to Separation. The Separation would be subject to various conditions, including receipt of any necessary bank regulatory and other approvals (as discussed below), the existence of satisfactory market conditions, and, in the case of the Split-off, a private letter ruling from the Internal Revenue Service (IRS) as to certain issues relating to, and an opinion from tax counsel confirming, the tax-free treatment of the transaction to GE and its stockholders.

GE SLHC Deregistration. The final step in GE s exit from our business will be complete when the Federal Reserve Board determines that GE no longer controls us for regulatory purposes and releases GE from savings and loan holding company registration (the GE SLHC Deregistration).

Bank Regulatory Approvals Required for Separation and the GE SLHC Deregistration. In addition to GE s application for the GE SLHC Deregistration, we will be required to file an application with, and receive approval from, the Federal Reserve Board to continue to be a savings and loan holding company and to retain ownership of the Bank following the Separation and the GE SLHC Deregistration. In reviewing and acting on our application, the Federal Reserve Board will consider a range of factors and has significant discretion. We do not expect the Federal Reserve Board to act on our application until, among other things, it has completed an in-depth review as to our preparedness to operate on a standalone basis, independently of GE, and is satisfied with the results. We anticipate that this review will not begin until some period after the completion of this offering and will require a considerable period of time. We are taking and will continue to take significant steps in order to prepare to operate on a standalone basis, independently of GE, including the following:

Increase capital and liquidity levels. All of the net proceeds from the IPO will be used to significantly increase our capital levels and, together with the net proceeds of the new debt financings and this offering and after repayment of GECC related party debt (each as described below), our liquidity levels. In connection with our application to the Federal Reserve Board and the Separation, we expect to continue to increase our capital and liquidity levels by, among other things, retaining net earnings and by not paying a dividend or returning capital through stock repurchases until our application to the Federal Reserve Board is approved. We will also seek to continue to increase our liquidity through growth of our direct deposits and other funding sources, including unsecured debt. At March 31, 2014, pro forma for the Transactions, we would have had a fully phased-in Basel III Tier 1 common ratio of %, and we would have had liquidity consisting of $ billion of cash and short-term liquid investments (or % of total assets). In addition, we currently have an aggregate of approximately $5.6 billion of undrawn committed capacity under our securitization programs.

Establish and expand standalone operations and infrastructure. We are currently establishing or significantly expanding, and expect to continue to establish or expand, our standalone corporate governance, risk management, capital planning, treasury, information technology, compliance, regulatory, internal audit and other control operations and infrastructure. Although at the time of this offering we will continue to receive certain services from GE on a transitional basis, we expect to reduce our reliance on these services in connection with our application to the Federal Reserve Board and the Separation, replacing such services with those provided by unaffiliated third parties or with our own capabilities. We may be required to operate without receiving any of these services from GE prior to the Separation.

Reduce or eliminate funding provided by GECC. In connection with the IPO, we repaid all then-outstanding related party debt owed to GECC and its affiliates (of which $8,062 million was outstanding at March 31, 2014), and we incurred $3.0 billion of related party debt under a new GECC term loan facility (described below). We expect that, in connection with our application to the Federal Reserve Board and the Separation, we will prepay part or substantially all of the outstanding related party debt owed to GECC under the new facility.

Diversify funding sources. In addition to reducing the amount of outstanding related party debt owed to GECC, we intend to further diversify our funding sources by growing the amount of our direct deposits, by reducing the proportion of funding provided by brokered deposits, and by accessing the unsecured debt markets.

The Federal Reserve Board may require us to take additional actions beyond the significant infrastructure expansion and other steps we are already planning and implementing and beyond what we are now anticipating.

Anticipated Timeframe for Separation and GE SLHC Deregistration. GE has indicated that it currently is targeting to complete the Separation in 2015. We may not be prepared, or able to satisfy the Federal Reserve Board that we are prepared, to operate on a standalone basis, independently of GE, by that time. More generally, the conditions to any transaction involved in the Separation may not be satisfied in 2015 or thereafter, or GE may decide for any reason not to consummate the Separation in 2015 or thereafter. Further, GE s willingness to proceed with the Separation may effectively be conditioned on its obtaining the necessary determination by the Federal Reserve Board that the GE SLHC Deregistration will occur upon Separation, although the Separation and the GE SLHC Deregistration need not coincide. For this reason, any delays in obtaining the GE SLHC Deregistration may delay the consummation of the Separation.

Anticipated Costs Associated with Separation and GE SLHC Deregistration. We currently expect to incur significant additional expenses to operate as a fully independent public company. For a discussion of these expenses, see Management s Discussion and Analysis of Financial Condition and Results of Operations Business Trends and Conditions, Separation from GE and Related Financial Arrangements, Use of Proceeds and Selected Historical and Pro Forma Financial Information Unaudited Pro Forma Financial Information.

For a discussion of certain risks associated with Separation and the GE SLHC Deregistration, including risks related to anticipated timing and costs, see Risk Factors Risks Relating to Our Separation from GE.

Other Debt Financings

In connection with the IPO, we entered into a term loan facility (the New Bank Term Loan Facility) with third party lenders that provided $ billion principal amount of unsecured term loans maturing in 2019. We also entered

into a term loan facility (the New GECC Term Loan Facility) with GECC that provided $3.0 billion principal amount of unsecured term loans maturing in 2019.

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For a discussion of these financings, see Description of Certain Indebtedness New Bank Term Loan Facility and New GECC Term Loan Facility.

Our primary funding sources historically have included cash from operations, deposits (direct and brokered deposits), securitization financings and related party debt provided by GECC and its affiliates. As described in Use of Proceeds below, we used the net proceeds from the IPO, together with borrowings under the New Bank Term Loan Facility and the New GECC Term Loan Facility, to, among other things, repay all of our related party debt owed to GECC and its affiliates outstanding on the closing date of the IPO ($ million). The weighted average interest rate on this related party debt was 1.7% and 2.3% per annum for the year ended December 31, 2013 and the three months ended March 31, 2014, respectively. The notes and other new debt (including the New GECC Term Loan Facility) are higher cost funding compared to the related party debt repaid, and our debt outstanding has also increased to fund a larger liquidity portfolio. Pro forma for the Transactions, at March 31, 2014 our debt outstanding would have increased by approximately $4.4 billion. For the year ended December 31, 2013, our interest expense would have increased by $263 million, and our cost of funds would have increased from 1.6% to 2.0% per annum, and for the three months ended March 31, 2014, our interest expense would have increased by $58 million, and our cost of funds would have increased from 1.6% to 1.9% per annum. See Selected Historical and Pro Forma Financial Information Unaudited Pro Forma Financial Information and Management s Discussion and Analysis of Financial Condition and Results of Operations Business Trends and Conditions Changing funding mix and increased funding costs.

Risks Relating to Our Company

As part of your evaluation of our Company, you should consider the risks associated with our business, regulation of our business, the Separation and this offering. These risks include:

Risks relating to our business, including: (i) impact of macroeconomic conditions; (ii) retaining existing partners and attracting new partners, concentration of our platform revenue in a small number of Retail Card partners, promotion and support of our products by our partners, and financial performance of our partners; (iii) our need for additional financing, higher borrowing costs and adverse financial market conditions impacting our funding and liquidity, and reduction in our credit ratings; (iv) our ability to securitize our loans, occurrence of an early amortization of our securitization facilities, loss of the right to service or subservice our securitized loans, and lower payment rates on our securitized loans; (v) our ability to grow our deposits in the future; (vi) changes in market interest rates; (vii) effectiveness of our risk management processes and procedures, reliance on models which may be inaccurate or misinterpreted, our ability to manage our credit risk, the sufficiency of our allowance for loan losses, and accuracy of the assumptions or estimates used in preparing our financial statements; (viii) our ability to offset increases in our costs with decreases in retailer share arrangements; (ix) competition in the consumer finance industry; (x) our concentration in the U.S. consumer credit market; (xi) our ability to successfully develop and commercialize new or enhanced products and services; (xii) our ability to realize the value of strategic investments; (xiii) reductions in interchange fees; (xiv) fraudulent activity; (xv) cyber-attacks or other security breaches; (xvi) failure of third parties to provide various services that are important to our operations; (xvii) disruptions in the operations of our computer systems and data centers; (xviii) international risks and compliance and regulatory risks and costs associated with international operations; (xix) catastrophic events; (xx) alleged infringement of intellectual property rights of others and our ability to protect our intellectual property; (xxi) litigation, regulatory actions and compliance issues; (xxii) damage to our reputation; (xxiii) our ability to attract, retain and motivate key officers and employees; (xxiv) tax legislation initiatives or challenges to our tax positions; and (xxv) state sales tax rules and regulations;

Risks relating to regulation, including: (i) significant and extensive regulation, supervision and examination of, and enforcement relating to, our business by governmental authorities, impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act) and, the impact

of the CFPB s regulation of our business; (ii) changes to our methods of offering our CareCredit products; (iii) failure to meet capital adequacy rules; (iv) restrictions that limit the Bank s ability to pay dividends; (v) regulations relating to privacy, information security and data protection; (vi) use of third-party vendors and ongoing third-party business relationships; (vii) failure to comply with anti-money laundering and anti-terrorism financing laws; and (viii) as long as we are controlled by GECC for bank regulatory purposes, regulation and supervision of GECC;

Risks relating to the Separation, including: (i) GE not completing the Separation as planned or at all, GE s inability to obtain the GE SLHC Deregistration and GE continuing to have significant control over us; (ii) completion by the Federal Reserve of a review (with satisfactory results) of our preparedness to operate on a standalone basis, independently of GE, and Federal Reserve Board approval required for us to continue to be a savings and loan holding company; (iii) need to significantly expand many aspects of our operations and infrastructure; (iv) Federal Reserve Board agreement required for us to be treated as a financial holding company after the GE SLHC Deregistration; (v) loss of association with GE s strong brand and reputation; (vi) limited right to use the GE brand name and logo and need to establish a new brand; (vii) terms of our arrangements with GE may be more favorable than we will be able to obtain from unaffiliated third parties, GE has significant control over us and reliance on exemptions from the corporate governance requirements of the NYSE available for a controlled company ; (viii) our historical combined and pro forma financial results may not be a reliable indicator of what we would have achieved or will achieve as a standalone company; (ix) obligations associated with being a public company; (x) GE could engage in businesses that compete with us, and conflicts of interest may arise between us and GE; and (xi) failure caused by us of GE s distribution of our common stock to its stockholders in exchange for its common stock to qualify for tax-free treatment, which may result in significant tax liabilities to GE for which we may be required to indemnify GE; and

Risks relating to this offering, including: (i) we are a holding company and will rely significantly on dividends, distributions and other payments from our subsidiaries, including the Bank, to fund payments on the notes; (ii) the notes will be effectively subordinated to any secured debt we may incur; (iii) the notes will not be guaranteed by any of our subsidiaries and will be effectively subordinated to the debt and other liabilities of our subsidiaries; (iv) there are no covenants in the indenture governing the notes relating to our ability to incur future indebtedness or pay dividends, and there are limited restrictions on our ability to engage in other activities, any of which could adversely affect our ability to pay our obligations under the notes; (v) we may not be able to generate sufficient cash to service all of our indebtedness, including the notes; (vi) it is unclear how increased regulatory oversight and changes in the method for determining LIBOR may affect the value of the floating rate notes and other financial obligations held or issued by us that are linked to LIBOR, or how such changes could affect our results of operations or financial condition; (vii) our credit ratings may not reflect all risks of an investment in the notes; (viii) an active trading market for the notes may not develop; and (ix) changes in our credit ratings or the debt markets could adversely affect the trading price of the notes.

For a discussion of these and other risks, see Risk Factors.

Additional Information

Our corporate headquarters and principal executive offices are located at 777 Long Ridge Road, Stamford, Connecticut 06902. Our telephone number at that address is (203) 585-2400. Our internet address is www.synchronyfinancial.com. Information on, or accessible through, our website is not part of this prospectus.

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The Offering

Issuer	SYNCHRONY FINANCIAL
Notes offered	$ aggregate principal amount of Floating Rate Senior Notes due 20 .
	$ aggregate principal amount of % Senior Notes due 20 .
	$ aggregate principal amount of % Senior Notes due 20 .
Maturity date	The floating rate notes will mature on , 20 .
	The 20 notes will mature on , 20 .
	The 20 notes will mature on , 20 .
Interest rate	Interest on the floating rate notes will accrue at a rate of three-month LIBOR, reset on a quarterly basis, plus % per year.
	Interest on the 20 notes and the 20 notes will accrue at a rate of % and %, respectively, per year.
Interest payment dates	Interest on the floating rate notes will be payable quarterly in arrears on , , and of each year, beginning on , 2014.
	Interest on each series of fixed rate notes will be payable semi-annually in arrears on and of each year, beginning on , 2015.
Ranking	The notes will rank without preference or priority among themselves and equally in right of payment with all of our existing and future unsecured and unsubordinated obligations, and senior in right of payment to all of our existing and future indebtedness that is expressly subordinated to the

notes. The notes will not be obligations of or guaranteed by any of our subsidiaries. As a result, the notes will be structurally subordinated to all indebtedness and other liabilities of our subsidiaries (including deposit liabilities of the Bank), as well as the indebtedness and other liabilities of our securitization entities, which means that creditors of our subsidiaries (including depositors of the Bank) and our securitization entities will be paid from their assets before holders of the notes would have any claims to those assets. As of March 31, 2014, our subsidiaries and securitization entities had outstanding $45,317 million of total liabilities, including $42,195 million of indebtedness and deposit liabilities (excluding, in each case, intercompany liabilities).

The indenture under which the notes will be issued will not limit our ability, or the ability of our subsidiaries, to incur senior, subordinated

or secured debt, or our ability, or that of any of our subsidiaries, to incur other indebtedness and other liabilities or, subject to limited exceptions, issue preferred stock. As a holding company, we depend on the ability of our subsidiaries, particularly the Bank, to transfer funds to us to meet our obligations, including our obligations to pay interest on the notes. See Risk Factors Risk Relating to This Offering We are a holding company and will rely significantly on dividends, distributions and other payments from the Bank to fund payments on the notes.

Optional redemption

The floating rate notes are not redeemable prior to maturity.

At any time and from time to time prior to , 20 (in the case of the 20 notes) and , 20 (in the case of the 20 notes) we may redeem all or a portion of each series of fixed rate notes, in whole or in part, at our option, on at least 30 days and not more than 60 days prior notice, at make-whole redemption prices equal to the greater of:

(i) 100% of the aggregate principal amount of the fixed rate notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date for the fixed rate notes to be redeemed; and

(ii) the sum of the present values of the remaining scheduled payments of principal and interest in respect of the fixed rate notes to be redeemed (not including any portion of interest accrued to, but excluding, the redemption date for the fixed rate notes to be redeemed), discounted to such redemption date, on a semi-annual basis, at the applicable Treasury Rate plus (a) basis points with respect to the 20 notes or (b) basis points with respect to the 20 notes, plus, in each case, accrued and unpaid interest to, but excluding, the redemption date of the fixed rate notes to be redeemed.

At any time and from time to time on or after , 20 (in the case of the 20 notes) and , 20 (in the case of the 20 notes), we may redeem all or a portion of the applicable series of fixed rate notes, in whole or in part, at our option, on at least 30 days and not more than 60 days prior notice, at a redemption price equal to 100% of the principal amount of the fixed rate notes of such series to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date of the series of fixed rate notes to be redeemed.

	See Description of the Notes Optional Redemption.
Sinking fund	None.
Denominations	Each series of the notes will be issued in minimum denominations of $2,000 and integral multiples of $1,000 in excess thereof.

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Form of notes	Each series of notes will be issued in the form of one or more fully registered global notes registered in the name of the nominee of The Depository Trust Company (DTC). Beneficial interests in the notes will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in DTC. Clearstream Banking, S.A. and Euroclear Bank, S.A./N.V., as operator of the Euroclear System, will hold interests on behalf of their participants through their respective United States depositaries, which in turn will hold such interests in accounts as participants of DTC.
Use of proceeds	We estimate that the net proceeds to us from the sale of the notes in this offering will be $ million, after deducting underwriting discounts and commissions and estimated offering expenses. We intend to use the net proceeds from this offering to invest in liquid assets to further increase the size of our liquidity portfolio and for such additional uses as we may determine in the future. See Use of Proceeds.
Trustee	The Bank of New York Mellon
Governing law	The notes and the indenture under which they will be issued will be governed by and construed in accordance with the laws of the State of New York.
No prior market	Each series of notes is a new issue of securities and there is currently no established trading market for any series of the notes. The notes will not be listed on any securities exchange. An active or liquid trading market may not develop for any series of notes. See Underwriters.
Risk factors	See the section entitled Risk Factors beginning on page 22 for a discussion of some of the factors you should consider before investing in the notes.

Unless otherwise indicated, all information in this prospectus, including information regarding the number of shares of our common stock outstanding:

- is based on shares of common stock outstanding at the closing of the IPO;
- reflects the issuance of shares of common stock in the IPO at an initial public offering price of $ per share;

assumes the underwriters option to purchase additional shares of common stock from us as part of the IPO has not been exercised; and

does not include the shares of common stock underlying unvested restricted stock units and stock options issued to certain employees pursuant to founders grants under the Synchrony 2014 Long-Term Incentive Plan or the remaining shares of common stock reserved for issuance under the Synchrony 2014 Long-Term Incentive Plan, as described under Management Compensation Plans Following the IPO Synchrony 2014 Long-Term Incentive Plan.

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Summary Historical and Pro Forma Financial Information

The following table sets forth summary historical combined and unaudited pro forma financial information. You should read this information in conjunction with the information under Selected Historical and Pro Forma Financial Information, Management s Discussion and Analysis of Financial Condition and Results of Operations and our combined historical financial statements and the related notes thereto, which are included elsewhere in this prospectus.

Synchrony is a holding company for the legal entities that historically conducted GE s North American retail finance business. Synchrony was incorporated in Delaware on September 12, 2003, but prior to April 1, 2013, conducted no business. During the period from April 1, 2013 to September 30, 2013, as part of a regulatory restructuring, substantially all of the assets and operations of GE s North American retail finance business, including the Bank, were transferred to Synchrony. The remaining assets and operations of that business were transferred to Synchrony prior to the completion of the IPO.

We have prepared our historical combined financial statements as if Synchrony had conducted GE s North American retail finance business throughout all relevant periods. Our historical combined financial information and statements include the assets, liabilities and operations of GE s North American retail finance business.

The unaudited pro forma information set forth below reflects our historical combined financial information, as adjusted to give effect to the following transactions (the Transactions) as if each had occurred at January 1, 2013, in the case of statements of earnings information, and March 31, 2014, in the case of statements of financial position information:

- issuance of million shares of our common stock in the IPO at an initial public offering price of $ per share;
- repayment of all Outstanding Related Party Debt (as defined under Use of Proceeds);
- entering into of, and costs associated with, the New Bank Term Loan Facility and the New GECC Term Loan Facility;
- completion of, and costs associated with, this offering;
- investment in liquid assets to further increase the size of our liquidity portfolio consistent with our liquidity and funding policies; and
- issuance of a founders grant of restricted stock units and stock options to certain employees under the Synchrony 2014 Long-Term Incentive Plan.

The unaudited pro forma information below is based upon available information and assumptions that we believe are reasonable, that reflect the expected impacts of events that are directly attributable to the Transactions, that are factually supportable and, in connection with earnings information, that are expected to have a continuing impact on

us. The unaudited pro forma financial information is for illustrative and informational purposes only and is not intended to represent what our financial condition or results of operations would have been had the Transactions occurred on the dates indicated. The unaudited pro forma information also should not be considered representative of our future financial condition or results of operations.

In addition to the pro forma adjustments to our historical combined financial statements, various other factors will have an effect on our financial condition and results of operations after the completion of this offering, including those discussed under Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations. For a discussion of the pro forma adjustments, see Selected Historical and Pro Forma Financial Information.

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Condensed Combined Statements of Earnings Information

($ in millions, except per share data)	Pro Forma Three Months Ended March 31, 2014	Historical Three Months Ended March 31, 2014	Historical Three Months Ended March 31, 2013	Pro Forma Year Ended December 31, 2013	Historical Years Ended December 31, 2013	Historical Years Ended December 31, 2012	Historical Years Ended December 31, 2011
Interest income	$ 2,933	$ 2,933	$ 2,704	$ 11,313	$ 11,313	$ 10,309	$ 9,141
Interest expense	248	190	193	1,005	742	745	932
Net interest income	2,685	2,743	2,511	10,308	10,571	9,564	8,209
Retailer share arrangements	(594)	(594)	(484)	(2,373)	(2,373)	(1,984)	(1,428)
Net interest income, after retailer share arrangements	2,091	2,149	2,027	7,935	8,198	7,580	6,781
Provision for loan losses	764	764	1,047	3,072	3,072	2,565	2,258
Net interest income, after retailer share arrangements and provision for loan losses	1,327	1,385	980	4,863	5,126	5,015	4,523
Other income	115	115	132	500	500	484	497
Other expense	616	610	539	2,510	2,484	2,123	2,010
Earnings before provision for income taxes	826	890	573	2,853	3,142	3,376	3,010
Provision for income taxes	(308)	(332)	(214)	(1,055)	(1,163)	(1,257)	(1,120)
Net earnings	$ 518	$ 558	$ 359	$ 1,798	$ 1,979	$ 2,119	$ 1,890
Weighted average shares outstanding (in thousands)							
Basic							
Diluted							
Earnings per share							
Basic							
Diluted							

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Condensed Combined Statements of Financial Position Information

($ in millions)	Pro Forma At March 31, 2014	Historical At March 31, 2014	Historical At December 31, 2013	Historical At December 31, 2012
Assets:				
Cash and equivalents	$	$ 5,331	$ 2,319	$ 1,334
Investment securities	265	265	236	193
Loan receivables	54,285	54,285	57,254	52,313
Allowance for loan losses	(2,998)	(2,998)	(2,892)	(2,274)
Goodwill	949	949	949	936
Intangible assets, net	464	464	300	255
Other assets	979	949	919	705
Total assets	$	$ 59,245	$ 59,085	$ 53,462
Liabilities and Equity:				
Total deposits	27,358	27,358	25,719	18,804
Total borrowings	27,142	22,704	24,321	27,815
Accrued expenses and other liabilities	2,988	3,141	3,085	2,261
Total liabilities	57,488	53,203	53,125	48,880
Total equity		6,042	5,960	4,582
Total liabilities and equity	$	$ 59,245	$ 59,085	$ 53,462

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Other Financial and Statistical Data

($ in millions, except per account data)	Pro Forma[1] At and for the Three Months Ended March 31, 2014	Historical At and for the Three Months Ended March 31, 2014	Historical At and for the Three Months Ended March 31, 2013	Pro Forma[1] At and for the Year Ended December 31, 2013	Historical At and for the Years Ended December 31, 2013	Historical At and for the Years Ended December 31, 2012	Historical At and for the Years Ended December 31, 2011
Financial Position Data (Average):							
Loan receivables	$ 55,495	$ 55,495	$ 50,843	$ 52,407	$ 52,407	$ 47,549	$ 44,131
Total assets	$	$ 59,421	$ 55,990	$	$ 56,184	$ 49,905	$ 46,218
Deposits	$ 26,648	$ 26,648	$ 22,492	$ 22,911	$ 22,911	$ 17,514	$ 15,442
Borrowings	$ 27,554	$ 23,116	$ 25,440	$ 28,750	$ 25,209	$ 25,304	$ 24,687
Total equity	$	$ 6,475	$ 5,555	$	$ 5,121	$ 4,764	$ 4,009
Selected Performance Metrics:							
Purchase volume[2]	$ 21,086	$ 21,086	$ 19,803	$ 93,858	$ 93,858	$ 85,901	$ 77,883
Retail Card	$ 16,713	$ 16,713	$ 15,719	$ 75,739	$ 75,739	$ 69,240	$ 62,663
Payment Solutions	$ 2,687	$ 2,687	$ 2,471	$ 11,360	$ 11,360	$ 10,531	$ 9,798
CareCredit	$ 1,686	$ 1,686	$ 1,613	$ 6,759	$ 6,759	$ 6,130	$ 5,422
Average active accounts (in thousands)[3]	59,342	59,342	55,347	56,253	56,253	53,021	51,313
Average purchase volume per active account	$ 355	$ 355	$ 358	$ 1,668	$ 1,668	$ 1,620	$ 1,518
Average loan receivables balance per active account	$ 935	$ 935	$ 919	$ 932	$ 932	$ 897	$ 860
Net interest margin[4]		18.8%	18.2%		18.8%	19.7%	18.4%
Net charge-offs	$ 658	$ 658	$ 603	$ 2,454	$ 2,454	$ 2,343	$ 2,560
Net charge-offs as a % of average loan receivables	4.9%	4.9%	4.8%	4.7%	4.7%	4.9%	5.8%
Allowance coverage ratio[5]	5.5%	5.5%	5.4%	5.1%	5.1%	4.3%	4.3%
Return on assets[6]	%	3.9%	2.6%	%	3.5%	4.2%	4.1%
Return on equity[7]	%	35.3%	26.2%	%	38.6%	44.5%	47.1%
Equity to assets[8]	%	10.9%	9.9%	%	9.1%	9.5%	8.7%
Other expense as a % of average loan	4.6%	4.5%	4.3%	4.8%	4.7%	4.5%	4.6%

receivables							
Efficiency ratio[9]	27.9%	26.9%	25.0%	29.8%	28.6%	26.3%	27.6%
Effective income tax rate	37.3%	37.3%	37.4%	37.0%	37.0%	37.2%	37.2%
Selected Period End Data:							
Total loan receivables	$ 54,285	$ 54,285	$ 49,931	$ 57,254	$ 57,254	$ 52,313	$ 47,741
Allowance for loan losses	$ 2,998	$ 2,998	$ 2,718	$ 2,892	$ 2,892	$ 2,274	$ 2,052
30+ days past due as a % of loan receivables	4.1%	4.1%	4.2%	4.3%	4.3%	4.6%	4.9%
90+ days past due as a % of loan receivables	1.9%	1.9%	1.9%	2.0%	2.0%	2.0%	2.2%
Total active accounts (in thousands)[3]	57,349	57,349	54,291	61,957	61,957	57,099	56,605
Full time employees	10,034	10,034	8,344	9,333	9,333	8,447	8,203
Capital Ratios[10]:							
Tier 1 common ratio	%						
Tier 1 risk-based capital ratio	%						
Total risk-based capital ratio	%						
Tier 1 leverage ratio	%						

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	Historical				
	At and for the Three Months Ended March 31,		At and for the Years Ended December 31,		
($ in millions)	2014	2013	2013	2012	2011
Platform Revenue[11]					
Total:					
Interest and fees on loans	$ 2,928	$ 2,699	$ 11,295	$ 10,300	$ 9,134
Other income	115	132	500	484	497
Retailer share arrangements	(594)	(484)	(2,373)	(1,984)	(1,428)
Platform revenue	$ 2,449	$ 2,347	$ 9,422	$ 8,800	$ 8,203
Retail Card:					
Interest and fees on loans	$ 2,178	$ 1,990	$ 8,317	$ 7,531	$ 6,536
Other income	96	106	419	400	377
Retailer share arrangements	(584)	(475)	(2,331)	(1,943)	(1,378)
Platform revenue	$ 1,690	$ 1,621	$ 6,405	$ 5,988	$ 5,535
Payment Solutions:					
Interest and fees on loans	$ 372	$ 368	$ 1,506	$ 1,441	$ 1,389
Other income	8	13	36	40	60
Retailer share arrangements	(9)	(7)	(36)	(35)	(43)
Platform revenue	$ 371	$ 374	$ 1,506	$ 1,446	$ 1,406
CareCredit:					
Interest and fees on loans	$ 378	$ 341	$ 1,472	$ 1,328	$ 1,209
Other income	11	13	45	44	60
Retailer share arrangements	(1)	(2)	(6)	(6)	(7)
Platform revenue	$ 388	$ 352	$ 1,511	$ 1,366	$ 1,262

(1) The unaudited pro forma financial information for Financial Position Data (Average) and Selected Performance Metrics give effect to the Transactions as if they had occurred at January 1, 2013 for amounts calculated using average financial position data.
(2) Purchase volume, or net credit sales, represents the aggregate amount of charges incurred on credit cards or other credit product accounts less returns during the period.
(3) Active accounts represent credit card or installment loan accounts on which there has been a purchase, payment or outstanding balance in the current month. Open accounts represent credit card or installment loan accounts that are not closed, blocked or more than 60 days delinquent.
(4) Net interest margin represents net interest income divided by average interest-earning assets.
(5) Allowance coverage ratio represents allowance for loan losses divided by total end-of-period loan receivables.
(6) Return on assets represents net earnings as a percentage of average total assets.
(7) Return on equity represents net earnings as a percentage of average total equity.
(8) Equity to assets represents average equity as a percentage of average total assets.
(9)

Efficiency ratio represents (i) other expense, divided by (ii) net interest income, after retailer share arrangements, plus other income.

(10) Represent Basel I capital ratios calculated for the Company on a pro forma basis. At March 31, 2014, pro forma for the Transactions, the Company would have had a fully phased-in Basel III Tier 1 common ratio of %. The Company s pro forma capital ratios are non-GAAP measures. See Management s Discussion and Analysis of Financial Condition and Results of Operations Capital.

(11) Platform revenue is a non-GAAP measure. The table sets forth each component of our platform revenue for the periods presented. See Management s Discussion and Analysis of Financial Condition and Results of Operations Results of Operations For the Three Months Ended March 31, 2014 and 2013 Platform Analysis and Management s Discussion and Analysis of Financial Condition and Results of Operations Results of Operations For the Years Ended December 31, 2013, 2012 and 2011 Platform Analysis.

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RISK FACTORS

You should carefully consider the following risks before investing in the notes. These risks could materially affect our business, results of operations or financial condition and cause the trading price of the notes to decline. You could lose part or all of your investment.

Risks Relating to Our Businesses

Macroeconomic conditions could have a material adverse effect on our business, results of operations, financial condition and the price of the notes.

Key macroeconomic conditions historically have affected our business, results of operations and financial condition and are likely to affect them in the future. Consumer confidence, unemployment and housing indicators are among the factors that often impact consumer spending behavior. Poor economic conditions reduce the usage of our credit cards and other financing products and the average purchase amount of transactions on our credit cards and through our other products, which, in each case, reduces our interest and fee income. We rely primarily on interest and fee income to generate our net earnings. Our interest and fee income was $11.3 billion and $10.3 billion for the years ended December 31, 2013 and 2012, respectively, and $2.9 billion and $2.7 billion for the three months ended March 31, 2014 and 2013, respectively. Poor economic conditions also adversely affect the ability and willingness of customers to pay amounts owed to us, increasing delinquencies, bankruptcies, charge-offs and allowances for loan losses, and decreasing recoveries. For example, our over-30 day delinquency rate was 8.2% at December 31, 2009 during the financial crisis, compared to 4.1% at March 31, 2014, and our full-year net charge-off rate was 11.3% for the year ended December 31, 2009, compared to 4.7% for the year ended December 31, 2013. We believe the delinquency rate in our portfolio is at historically low levels and charge-off rates in our portfolio are back to pre-recession levels, and they both may increase and are likely to increase materially if economic conditions deteriorate.

While certain economic conditions in the United States have shown signs of improvement, economic growth has been slow and uneven as consumers continue to be affected by high unemployment rates, slowly recovering housing values, continuing concerns about the level of U.S. government debt and fiscal actions that may be taken to address this, as well as economic and political conditions in the global markets. A prolonged period of slow economic growth or a significant deterioration in economic conditions would likely affect consumer spending levels and the ability and willingness of customers to pay amounts owed to us, and could have a material adverse effect on our business, results of operations and financial condition.

Macroeconomic conditions may also cause net earnings to fluctuate and diverge from expectations of securities analysts and investors, who may have differing assumptions regarding the impact of these conditions on our business, and this may adversely impact the trading price of the notes.

Our results of operations and growth depend on our ability to retain existing partners and attract new partners.

Substantially all of our revenue is generated from the credit products we provide to customers of our partners pursuant to program agreements we enter into with our partners. As a result, our results of operations and growth depend on our ability to retain existing partners and attract new partners. Historically, there has been turnover in our partners, and we expect this will continue in the future. For example, five of our 40 largest program agreements measured by platform revenue for the year ended December 31, 2013 will not be extended beyond their contractual expiration dates in 2014 or 2015. These five program agreements represented, in the aggregate, 3.3% of our total platform revenue for the year ended December 31, 2013 and 3.7% of our total loan receivables at March 31, 2014. In addition, based on discussions to date with one of our ten largest partners, PayPal, we expect to extend our program agreement with that partner for

two years beyond its current contractual expiration date in 2014 and do not expect it to extend beyond that date. The extension is expected to eliminate certain exclusivity provisions that exist in the current program agreement which we expect will result in lower

platform revenue and loan receivables from our PayPal program during the extended term of the agreement. The PayPal program agreement represented 3.1% of our total platform revenue for the year ended December 31, 2013 and 2.6% of our total loan receivables at March 31, 2014.

Program agreements with our Retail Card partners and national and regional retailer and manufacturer Payment Solutions partners typically are for multi-year terms. These program agreements generally permit our partner to terminate the agreement prior to its scheduled termination date for various reasons, including, in some cases, if we fail to meet certain service levels, change certain key cardholder terms or, in some cases, certain of our credit criteria, fail to achieve certain targets with respect to approvals of new customers as a result of the credit criteria we use, elect not to increase the program size when the outstanding loan receivables under the program reach certain thresholds or are not adequately capitalized, if certain force majeure events or changes in our ownership occur or if a material adverse change in our financial condition occurs. A few Payment Solutions programs with national and regional retailer and manufacturer partners also may be terminated at will by the partner on specified notice to us (e.g., several months). In addition, programs with manufacturers, buying groups and industry associations generally are made available to Payment Solutions partners such as individual retail outlets, dealers and merchants under dealer agreements, which typically may be terminated at will by the partner on short notice to us (e.g., 15 days).

There is significant competition for our existing partners, and our failure to retain our existing larger partner relationships upon the expiration or our earlier loss of a relationship upon the exercise of a partner s early termination rights, or the expiration or termination of a substantial number of smaller partner relationships, could have a material adverse effect on our results of operations (including growth rates) and financial condition to the extent we do not acquire new partners of similar size and profitability or otherwise grow our business. The competition for new partners is also significant, and our failure to attract new partners could adversely affect our ability to grow.

A significant percentage of our platform revenue comes from relationships with a small number of Retail Card partners, and the loss of any of these Retail Card partners could adversely affect our business and results of operations.

Our ten largest partner relationships are with Retail Card partners and accounted for an aggregate of 59.6% of our total platform revenue for the year ended December 31, 2013. Our five largest programs (Gap, JCPenney, Lowe s, Sam s Club and Wal-Mart) accounted in aggregate for 48.4% of our total platform revenue for the year ended December 31, 2013. Sam s Club is a subsidiary of Wal-Mart that is a separate contracting entity with its own program agreement with us. Our programs with JCPenney and Wal-Mart each accounted for more than 10% of our total platform revenue over the same period. We expect to have significant concentration in our largest relationships for the foreseeable future. Although we have multi-year program agreements with each of our ten largest partners, their current agreements expire at various times, and the agreement with one of these partners, which represented $1.2 billion, or 2.2%, of our total loan receivables at March 31, 2014, is scheduled to expire before the end of 2014 and is one of the five partners discussed in the preceding Risk Factor, whose program agreements will not be extended beyond their contractual expiration dates in 2014 or 2015. In addition, based on discussions to date with another of our ten largest partners, PayPal, we expect to extend our program agreement with that partner for two years beyond its current contractual expiration date in 2014 and do not expect it to extend beyond that date.

The program agreements generally permit us or our partner to terminate the agreement prior to its scheduled termination date under various circumstances as described in the preceding risk factor. Some of our program agreements also provide that, upon expiration or termination, our partner may purchase or designate a third party to purchase the accounts and loans generated with respect to its program and all related customer data. The loss of any of our largest partners or a material reduction in the interest and fees we receive from their customers could have a material adverse effect on our results of operations and financial condition.

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Our results depend, to a significant extent, on the active and effective promotion and support of our products by our partners.

Our partners generally accept most major credit cards and various other forms of payment, and therefore our success depends on their active and effective promotion of our products to their customers. We depend on our partners to integrate the use of our credit products into their store culture by training their sales associates about our products, having their sales associates encourage their customers to apply for, and use, our products and otherwise effectively marketing our products. In addition, although our Retail Card programs and our Payment Solutions programs with national and regional retailer partners typically are exclusive with respect to the credit products we offer at that partner, some Payment Solutions programs and most CareCredit provider relationships are not exclusive to us, and therefore a partner may choose to promote a competitor s financing over ours, depending upon cost, availability or attractiveness to consumers or other factors. Typically we do not have, or utilize, any recourse against these non-exclusive partners when they do not sufficiently promote our products. Partners may also implement changes in their systems and technologies that may disrupt the integration between their systems and technologies and ours, which could disrupt the use of our products. The failure by our partners to effectively promote and support our products or changes they make in their business models that negatively impact card usage could have a material adverse effect on our business and results of operations. In addition, if our partners engage in improper business practices, do not adhere to the terms of our program agreements or other contractual arrangements or standards, or otherwise diminish the value of our brand, we may suffer reputational damage and customers may be less likely to use our products, which could have a material adverse effect on our business and results of operations.

Our results are impacted, to a significant extent, by the financial performance of our partners.

Our ability to generate new loans and the interest and fees and other income associated with them is dependent upon sales of merchandise and services by our partners. The retail and healthcare industries in which our partners operate are intensely competitive. Our partners compete with retailers and department stores in their own geographic areas, as well as catalog and internet sales businesses. Our partners in the healthcare industry compete with other healthcare providers. Our partners sales may decrease or may not increase as we anticipate for various reasons, some of which are in the partners control and some of which are not. For example, partner sales may be adversely affected by macroeconomic conditions having a national, regional or more local effect on consumer spending, business conditions affecting a particular partner or industry, or catastrophes affecting broad or more discrete geographic areas. If our partners sales decline for any reason, it generally results in lower credit sales, and therefore lower loan volume and associated interest and fees and other income for us from their customers. In addition, if a partner closes some or all of its stores or becomes subject to a voluntary or involuntary bankruptcy proceeding (or if there is a perception that it may become subject to a bankruptcy proceeding), its customers who have used our financing products may have less incentive to pay their outstanding balances to us, which could result in higher charge-off rates than anticipated and our costs for servicing its customers accounts may increase. This risk is particularly acute with respect to our largest partners that account for a significant amount of our platform revenue. See A significant percentage of our platform revenue comes from relationships with a small number of Retail Card partners, and the loss of any of these Retail Card partners could adversely affect our business and results of operations. Moreover, if the financial condition of a partner deteriorates significantly or a partner becomes subject to a bankruptcy proceeding, we may not be able to recover for customer returns, customer payments made in partner stores or other amounts due to us from the partner. A decrease in sales by our partners for any reason or a bankruptcy proceeding involving any of them could have a material adverse impact on our business and results of operations.

We will need additional financing, and our borrowing costs are expected to be higher following the completion of the IPO; adverse financial market conditions or our inability to effectively manage our funding and liquidity risk could have a material adverse effect on our funding, liquidity and ability to meet our obligations, including on the

notes.

We need to effectively manage our funding and liquidity in order to meet our cash requirements such as day to day operating expenses, extensions of credit to our customers, payments of principal and interest on our

borrowings, including the notes, and payments on our other obligations. Historically, our primary sources of funding and liquidity have been, and following the IPO are expected to be, collections from our customers, deposits, funds from securitized financings and proceeds from unsecured borrowings. Historically, our unsecured borrowings have come from GECC and we believe our affiliation with GE has made it easier and less expensive for us to obtain some of our funding from third parties. Following completion of the IPO, we do not expect to receive funding from GECC (other than transitional financing we receive from GECC under the New GECC Term Loan Facility) and expect our borrowing costs from third parties will be higher than our historical costs from GECC. In addition, as a result of the IPO, it may be more difficult for us to securitize our loans because our credit rating from the rating agencies will be lower than GECC s current credit rating, which may cause investors, and the credit rating agencies, to view us as a weaker sponsor. To compensate, our recent issuances of asset-backed securities have required, and future issuances likely will require, additional credit enhancements and may require higher interest rates and, even then, the credit ratings on our asset-backed securities may be lower than they have been historically. These factors increase the costs of securitizing our loans relative to our historical costs.

If we do not have sufficient liquidity, we may not be able to meet our obligations, particularly during a liquidity stress event. If we maintain or are required to maintain too much liquidity, it could be costly and reduce our financial flexibility.

We will need additional financing in the future to refinance any existing debt (including the expected prepayment of part or substantially all of the outstanding debt under the New GECC Term Loan Facility in connection with our application to the Federal Reserve Board and the Separation) and finance growth of our business. The availability of additional financing will depend on a variety of factors such as financial market conditions generally, including the availability of credit to the financial services industry, consumers willingness to place money on deposit in the Bank, our performance and credit ratings and the performance of our securitized portfolios. Disruptions, uncertainty or volatility in the capital, credit or deposit markets, such as the uncertainty and volatility experienced in the capital and credit markets during the financial crisis and more recently arising from the sovereign debt crisis in Europe and other economic and political conditions in the global markets and concerning the level of U.S. government debt and fiscal measures that may be taken over the longer term to address these matters, may limit our ability to obtain additional financing or refinance maturing liabilities on desired terms (including funding costs) in a timely manner or at all. It may also be more difficult or costly for us to obtain funds following the Separation. As a result, we may be forced to delay obtaining funding or be forced to issue or raise funding on undesirable terms, which could significantly reduce our financial flexibility and cause us to contract or not grow our business, all of which could have a material adverse effect on our results of operations and financial conditions.

In addition, we currently have an aggregate of approximately $5.6 billion of undrawn committed capacity from private lenders under two of our existing securitization programs. Our ability to draw on such commitments is subject to the satisfaction of certain conditions, including the applicable securitization trust having sufficient collateral to support the asset-backed securities issuance and the absence of an early amortization event. Moreover, there are regulatory reforms that have recently been proposed or adopted in the United States and internationally that are intended to address certain issues that affected banks in the recent financial crisis. These reforms, generally referred to as Basel III, subject banks to more stringent capital, liquidity and leverage requirements. To the extent that the Basel III requirements result in increased costs to the banks providing undrawn committed capacity under our securitization programs, these costs are likely to be passed on to us. In addition, in response to Basel III, some banks in the market have added provisions to their credit agreements permitting them to delay disbursement of funding requests for 30 days or more. If our bank lenders require these delayed funding provisions and/or higher pricing for committing undrawn capacity to us, our cost of funding and access to liquidity could be adversely affected.

While financial market conditions have stabilized and, in many cases, improved since the financial crisis, there can be no assurance that significant disruptions, uncertainties and volatility will not occur in the future. If we are unable to continue to finance our business, access capital markets and attract deposits on favorable terms

and in a timely manner, or if we experience an increase in our borrowing costs or otherwise fail to manage our liquidity effectively, our results of operations and financial condition may be materially adversely affected.

A reduction in our credit ratings could materially increase the cost of our funding from, and restrict our access to, the capital markets.

We expect our senior unsecured debt to be rated by one or more rating agencies prior to the completion of this offering. In addition, certain of the asset-backed securities issued by our publicly registered securitization trust are also rated by Fitch Ratings, Inc. (Fitch), Standard & Poor s (S&P) and/or Moody s Investor Services, Inc. (Moody s The ratings for our unsecured debt are based on a number of factors, including our financial strength, as well as factors that may not be within our control, such as macroeconomic conditions and the rating agencies perception of the industries in which we operate and the products we offer. As a result of the IPO, we expect our unsecured debt credit rating from the rating agencies will be lower than GECC s current unsecured debt credit rating. The ratings of our asset-backed securities are, and will continue to be, based on a number of factors, including the quality of the underlying loans and the credit enhancement structure with respect to each series of asset-backed securities, as well as the credit rating of GECC as the servicer of our publicly registered securitization trust and our credit rating as sponsor. These ratings also reflect the various methodologies and assumptions used by the rating agencies, which are subject to change and could adversely affect our ratings. The rating agencies regularly evaluate our credit ratings and those of GECC, as well as the credit ratings of our asset-backed securities. We expect GECC will resign and assign its servicing obligations for our publicly registered securitization trust to us, and we intend to amend the program documents for this trust to enable that assignment. We expect the GECC resignation and assignment will occur on the earlier of: (i) the date all asset-backed securities outstanding at the effective time of the amendment have been redeemed or paid in full (which is expected to occur no later than 2019) and (ii) when the holders of such securities have consented to an assignment of such servicing obligations to us (the Expected GECC Servicer Assignment Date). There can be no assurance that we will be able to maintain our unsecured debt or asset-backed securities credit ratings or that any of our credit ratings will not be lowered or withdrawn in the future, including as GE decreases its ownership in us or when GECC is no longer the servicer. We also cannot be sure that GECC s credit ratings will not be lowered or what impact any such action would have on our credit ratings as well as those of our asset-backed securities. A downgrade in our unsecured debt or asset-backed securities credit ratings (or investor concerns that a downgrade may occur) could materially increase the cost of our funding from, and restrict our access to, the capital markets.

Neither we nor GE have any obligation to replace or supplement the credit enhancement or to take any other action to maintain any ratings of any asset-backed securities. If the ratings on our asset-backed securities are reduced, put on negative watch or withdrawn as a result of the Separation, the GE SLHC Deregistration or otherwise, it may have an adverse effect on the liquidity or the market price of our asset-backed securities and on the cost of or our ability to continue using securitized financings to the extent anticipated.

Our inability to securitize our loans would have a material adverse effect on our business, liquidity, cost of funds and financial condition.

We use the securitization of loans, which involves the transfer of loans to a trust and the issuance by the trust of asset-backed securities to third-party investors, as a significant source of funding. Our average level of securitized financings from third parties was $16.2 billion and $15.2 billion for the years ended December 31, 2013 and 2012, respectively. For a discussion of our securitization activities, see Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Funding Sources Securitized Financings, Description of Certain Indebtedness Securitized Financings and Note 6. *Variable Interest Entities* to our combined financial statements.

Although the securitization market for credit cards has been re-established since the financial crisis that began in 2008, there can be no assurance that the market will not experience future disruptions. The extent to

which we will securitize our loans in the future will depend in part upon the conditions in the securities markets in general and the credit card asset-backed securities market in particular, the overall credit quality of our loans and the conformity of the loans and our securitization program to rating agency requirements, the costs of securitizing our loans, and the legal, regulatory, accounting and tax requirements governing securitization transactions. In the event we are unable to refinance existing asset-backed securities from our publicly registered securitization trust with new securities from the same trust, there are structural and regulatory constraints on our ability to refinance these asset-backed securities with Bank deposits or other funding at the Bank, and therefore we would be required to rely on sources outside of the Bank, which may not be available or may be available only at higher cost. A prolonged inability to securitize our loans on favorable terms, or at all, or to refinance our asset-backed securities would have a material adverse effect on our business, liquidity, cost of funds and financial condition.

The occurrence of an early amortization of our securitization facilities would have a material adverse effect on our liquidity and cost of funds.

Our liquidity would be materially adversely affected by the occurrence of events resulting in the early amortization of our existing securitized financings. For a description of these early amortization events, see Description of Certain Indebtedness Securitized Financings. During an early amortization period, principal collections from the loans in our asset-backed securitization trusts would be applied to repay principal of the asset-backed securities rather than being available on a revolving basis to fund purchases of newly originated loans. This would negatively impact our liquidity, including our ability to originate new loans under existing accounts, and require us to rely on alternative funding sources, which might increase our funding costs or might not be available when needed.

Our loss of the right to service or subservice our securitized loans would have a material adverse effect on our liquidity and cost of funds.

GECC currently acts as servicer with respect to our publicly registered securitization trust and its related series of asset-backed securities, and the Bank acts as servicer with respect to our other two securitization trusts. If GECC or the Bank, as applicable, defaults in its servicing obligations, an early amortization event could occur with respect to the relevant asset-backed securities and/or GECC or the Bank, as applicable, could be replaced as servicer. Servicer defaults include, for example, the failure of the servicer to make any payment, transfer or deposit in accordance with the securitization documents, a breach of representations, warranties or agreements made by the servicer under the securitization documents, the delegation of the servicer s duties contrary to the securitization documents and the occurrence of certain insolvency events with respect to the servicer. Such an amortization event would have the adverse consequences discussed in the immediately preceding risk factor.

We expect GECC will resign and assign its servicing obligations for our publicly registered securitization trust to us on or shortly after the Expected GECC Servicer Assignment Date and until that time, our ability to service the public securitization trust s assets pursuant to the sub-servicing arrangement with GECC will be dependent on GECC not being terminated as servicer for a servicer default or resigning in accordance with the requirements specified in the trust s program documents, as well as us not being terminated for a default under our sub-servicing arrangement with GECC. If GECC defaults or resigns (or if we default under our sub-servicing arrangement), a third party could be appointed servicer with respect to our publicly registered securitization trust, particularly if neither we nor the Bank have the required ratings to serve as successor servicer. Similarly, if we default in our servicing obligations with respect to either of our other two securitization trusts, a third party could be appointed as servicer of the related trust. If a third-party servicer is appointed, there is no assurance that the third-party will engage us as sub-servicer, in which event we would no longer be able to control the manner in which the related trust s assets are serviced, and the failure of a third party to appropriately service such assets could lead to an early amortization event in the affected securitization trust, which would have the adverse consequences discussed in the immediately preceding risk factor.

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Lower payment rates on our securitized loans could materially adversely affect our liquidity and financial condition.

Certain collections from our securitized loans come back to us through our subsidiaries, and we use these collections to fund our purchase of newly originated loans to collateralize our securitized financings. If payment rates on our securitized loans are lower than they have historically been, fewer collections will be remitted to us on an ongoing basis. Further, certain series of our asset-backed securities include a requirement that we accumulate principal collections in a restricted account for a specified number of months prior to the applicable security s maturity date. We are required under the program documents to lengthen this accumulation period to the extent we expect the payment rates to be low enough that the current length of the accumulation period is inadequate to fully fund the restricted account by the applicable security s maturity date. Lower payment rates, and in particular, payment rates that are low enough that we are required to lengthen our accumulation periods, could materially adversely affect our liquidity and financial condition.

Our inability to grow our deposits in the future could materially adversely affect our liquidity and ability to grow our business.

We obtain deposits directly from retail and commercial customers or through brokerage firms that offer our deposit products to their customers. At March 31, 2014, we had $13.0 billion in direct deposits (which includes deposits from banks and financial institutions and deposits related to prepaid cards) and $14.4 billion in deposits originated through brokerage firms (including network deposit sweeps procured through a program arranger who channels brokerage account deposits to us). A key part of our liquidity plan and funding strategy is to significantly expand our direct deposits. Although we expect to reduce the proportion of our funding provided by brokered deposits in connection with our application to the Federal Reserve Board, we also intend to continue to rely on brokered deposits as a source of funding.

The deposit business is highly competitive, with intense competition in attracting and retaining deposits. We compete on the basis of the rates we pay on deposits, features and benefits of our products, the quality of our customer service and the competitiveness of our digital banking capabilities. Our ability to originate and maintain retail deposits is also highly dependent on the strength of the Bank and the perceptions of consumers and others of our business practices and our financial health. Adverse perceptions regarding our reputation could lead to difficulties in attracting and retaining deposits accounts. Negative public opinion could result from actual or alleged conduct in a number of areas, including lending practices, regulatory compliance, inadequate protection of customer information or sales and marketing activities, and from actions taken by regulators or others in response to such conduct. In addition, our ability to originate and maintain deposits could be adversely affected by the loss of our association with GE s brand and reputation as a result of the IPO or the Separation.

The demand for the deposit products we offer may also be reduced due to a variety of factors, such as demographic patterns, changes in customer preferences, reductions in consumers disposable income, regulatory actions that decrease customer access to particular products or the availability of competing products. Competition from other financial services firms and others that use deposit funding products may affect deposit renewal rates, costs or availability. Changes we make to the rates offered on our deposit products may affect our profitability and liquidity.

The Federal Deposit Insurance Act (the FDIA) prohibits an insured bank from accepting brokered deposits or offering interest rates on any deposits significantly higher than the prevailing rate in the bank s normal market area or nationally (depending upon where the deposits are solicited), unless it is well capitalized, or it is adequately capitalized and receives a waiver from the FDIC. A bank that is adequately capitalized and accepts brokered deposits under a waiver from the FDIC may not pay an interest rate on any deposit in excess of 75 basis points over certain

prevailing market rates. There are no such restrictions under the FDIA on a bank that is well capitalized and at March 31, 2014, the Bank met or exceeded all applicable requirements to be deemed well capitalized for purposes of the FDIA. However, there can be no assurance that the Bank will continue to meet those requirements. Limitations on the Bank s ability to accept brokered deposits for any reason (including regulatory limitations on the amount of brokered deposits in total or as a percentage of total assets) in the future

could materially adversely impact our funding costs and liquidity. Any limitation on the interest rates the Bank can pay on deposits could competitively disadvantage us in attracting and retaining deposits and have a material adverse effect on our business.

Changes in market interest rates could have a material adverse effect on our net earnings, funding and liquidity.

Changes in market interest rates cause our net interest income and our interest expense to increase or decrease, as certain of our assets and liabilities carry interest rates that fluctuate with market benchmarks. At March 31, 2014, 57.4% of our loans bore a fixed interest rate to the customer and we generally fund these assets with fixed rate certificates of deposit, securitized financing and unsecured debt. At March 31, 2014, 42.6% of our loans bore a floating interest rate to the customer, and we generally fund these assets with floating rate deposits, asset-backed securities and unsecured debt. The interest rate benchmark for our floating rate assets is the prime rate, and the interest rate benchmark for our floating rate liabilities is generally either the London Interbank Offered Rate (LIBOR) or the federal funds rate. The prime rate and LIBOR or the federal funds rate could reset at different times or could diverge, leading to mismatches in the interest rates on our floating rate assets and floating rate liabilities. To the extent we are unable to effectively match the interest rates on our assets and liabilities (including, in the future, potentially through the use of derivatives), our net earnings could be materially adversely affected.

Competitive and regulatory factors may limit our ability to raise interest rates, fixed or floating, on our loans. In addition, some of our program agreements limit the rate of interest we can charge to customers under those agreements. If interest rates were to rise materially over a sustained period of time, and we are unable to sufficiently raise our interest rates in a timely manner, or at all, our net interest margin could be adversely impacted, which could have a material adverse effect on our net earnings.

Interest rates may also adversely impact our customers spending levels and ability and willingness to pay amounts owed to us. Our floating rate credit products bear interest rates that fluctuate with the prime rate. Higher interest rates often lead to higher payment obligations by customers to us and other lenders under mortgage, credit card and other consumer loans, which may reduce our customers ability to remain current on their obligations to us and therefore lead to increased delinquencies, bankruptcies, charge-offs and allowances for loan losses, and decreasing recoveries, all of which could have a material adverse effect on our net earnings.

Changes in interest rates and competitor responses to these changes may also impact customer decisions to maintain deposits with us, and reductions in deposits could materially adversely affect our funding costs and liquidity.

We assess our interest rate risk by estimating the effect on our net earnings of various scenarios that differ based on assumptions about the direction and the magnitude of interest rate changes. We take risk mitigation actions based on those assessments. Changes in interest rates could materially reduce our net interest income and our net earnings, and could also increase our funding costs and reduce our liquidity, especially if actual conditions turn out to be materially different from those we assumed. For a discussion of interest rate risk sensitivities, see Management s Discussion and Analysis of Financial Condition and Results of Operations Quantitative and Qualitative Disclosures About Market Risk.

Our risk management processes and procedures may not be effective in mitigating our risks.

Our risk management processes and procedures seek to appropriately balance risk and return and mitigate risks. We have established processes and procedures intended to identify, measure, monitor and control the types of risk to which we are subject, including credit risk, market risk, liquidity risk, strategic risk and operational risk. Credit risk is the risk of loss that arises when an obligor fails to meet the terms of an obligation. We are exposed to both consumer

credit risk, from our customer loans, and institutional credit risk, principally from our partners. Market risk is the risk of loss due to changes in external market factors such as interest rates. Liquidity risk is the risk that financial condition or overall safety and soundness are adversely affected by an inability, or perceived inability, to meet obligations and support business growth. Strategic risk is the risk from changes in the

business environment, improper implementation of decisions or inadequate responsiveness to changes in the business environment. Operational risk is the risk of loss arising from inadequate or failed processes, people or systems, external events (i.e., natural disasters) or compliance, reputational or legal matters and includes those risks as they relate directly to our Company as well as to third parties with whom we contract or otherwise do business. See Business Credit Risk Management and Business Risk Management for additional information on the types of risks affecting our business.

We seek to monitor and control our risk exposure through a framework that includes our risk appetite statement, enterprise risk assessment process, risk policies, procedures and controls, reporting requirements, credit risk culture and governance structure. Management of our risks in some cases depends upon the use of analytical and/or forecasting models. If the models that we use to manage these risks are ineffective at predicting future losses or are otherwise inadequate, we may incur unexpected losses or otherwise be adversely affected. In addition, the information we use in managing our credit and other risk may be inaccurate or incomplete as a result of error or fraud, both of which may be difficult to detect and avoid. There may also be risks that exist, or that develop in the future, that we have not appropriately anticipated, identified or mitigated including when processes are changed or new products and services are introduced. If our risk management framework does not effectively identify and control our risks, we could suffer unexpected losses or be adversely affected, and that could have a material adverse effect on our business, results of operations and financial condition.

We rely extensively on models in managing many aspects of our business, and if they are not accurate or are misinterpreted, it could have a material adverse effect on our business and results of operations.

We rely extensively on models in managing many aspects of our business, including liquidity and capital planning (including stress testing), customer selection, credit and other risk management, pricing, reserving and collections management. The models may prove in practice to be less predictive than we expect for a variety of reasons, including as a result of errors in constructing, interpreting or using the models or the use of inaccurate assumptions (including failures to update assumptions appropriately or in a timely manner). Our assumptions may be inaccurate for many reasons including that they often involve matters that are inherently difficult to predict and beyond our control (e.g., macroeconomic conditions and their impact on partner and customer behaviors) and they often involve complex interactions between a number of dependent and independent variables, factors and other assumptions. The errors or inaccuracies in our models may be material, and could lead us to make wrong or sub-optimal decisions in managing our business, and this could have a material adverse effect on our business, results of operations and financial condition.

Our business depends on our ability to successfully manage our credit risk, and failing to do so may result in high charge-off rates.

Our success depends on our ability to manage our credit risk while attracting new customers with profitable usage patterns. We select our customers, manage their accounts and establish terms and credit limits using proprietary scoring models and other analytical techniques that are designed to set terms and credit limits to appropriately compensate us for the credit risk we accept, while encouraging customers to use their available credit. The models and approaches we use to manage our credit risk may not accurately predict future charge-offs for various reasons discussed in the preceding risk factor.

Our ability to manage credit risk and avoid high charge-off rates also may be adversely affected by economic conditions that may be difficult to predict, such as the recent financial crisis. Although delinquencies and charge-offs continued to decline through 2013, they both may increase in the future and are likely to increase materially if economic conditions deteriorate. We remain subject to conditions in the consumer credit environment. There can be

no assurance that our credit underwriting and risk management strategies will enable us to avoid high charge-off levels or delinquencies, or that our allowance for loan losses will be sufficient to cover actual losses.

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A customer s ability to repay us can be negatively impacted by increases in their payment obligations to other lenders under mortgage, credit card and other loans (including student loans). These changes can result from increases in base lending rates or structured increases in payment obligations, and could reduce the ability of our customers to meet their payment obligations to other lenders and to us. In addition, a customer s ability to repay us can be negatively impacted by the restricted availability of credit to consumers generally, including reduced and closed lines of credit. Customers with insufficient cash flow to fund daily living expenses and lack of access to other sources of credit may be more likely to increase their card usage and ultimately default on their payment obligations to us, resulting in higher credit losses in our portfolio. Our collection operations may not compete effectively to secure more of customers diminished cash flow than our competitors. In addition, we may not identify customers who are likely to default on their payment obligations to us and reduce our exposure by closing credit lines and restricting authorizations quickly enough, which could have a material adverse effect on our business, results of operations and financial condition. At March 31, 2014, 29.6% of our portfolio s loan receivables were from consumers with a FICO score of 660 or less, which typically have higher delinquency and credits losses than consumers with higher FICO scores.

Our ability to manage credit risk also may be adversely affected by legal or regulatory changes (such as bankruptcy laws and minimum payment regulations) and collection regulations, competitors actions and consumer behavior, as well as inadequate collections staffing, techniques, models and performance of vendors such as collection agencies.

Our allowance for loan losses may prove to be insufficient to cover losses on our loans.

We maintain an allowance for loan losses (a reserve established through a provision for losses charged to expense) that we believe is appropriate to provide for incurred losses in our loan portfolio. In addition, for portfolios we may acquire when we enter into new partner program agreements, any deterioration in the performance of the purchased portfolios after acquisition results in incremental loss reserves. Growth in our loan portfolio generally would lead to an increase in the allowance for loan losses.

The process for establishing an allowance for loan losses is critical to our results of operations and financial condition, and requires complex models and judgments, including forecasts of economic conditions. Changes in economic conditions affecting borrowers, new information regarding our loans and other factors, both within and outside of our control, may require an increase in the allowance for loan losses. We may underestimate our incurred losses and fail to maintain an allowance for loan losses sufficient to account for these losses. In cases where we modify a loan, if the modified loans do not perform as anticipated, we may be required to establish additional allowances on these loans.

We periodically review and update our methodology, models and the underlying assumptions, estimates and assessments we use to establish our allowance for loan losses to reflect our view of current conditions. Moreover, our regulators, as part of their supervisory function, periodically review the methodology, models and the underlying assumptions, estimates and assessments we use for calculating, and the adequacy of, our allowance for loan losses. Our regulators, based on their judgment, may conclude that we should modify our methodology, models or the underlying assumptions, estimates and assessments, increase our allowance for loan losses and/or recognize further losses. During 2012 and 2013, we enhanced our allowance for loan losses methodology. This enhancement resulted in a more granular portfolio segmentation analysis, by loss type, included a qualitative assessment of the adequacy of the portfolio s allowance for loan losses, which compared the allowance for losses to projected net charge-offs over the next 12 months, in a manner consistent with regulatory guidance, and was designed to provide a better estimate of the date of a probable loss event and length of time required for a probable loss event to result in a charge-off. As a result, we recognized incremental provisions of $343 million and $642 million in 2012 and 2013, respectively. We continue to review and evaluate our methodology, models and the underlying assumptions, estimates and assessments we use and we will implement further enhancements or changes to them, as needed. We cannot assure you that our loan loss

reserves will be sufficient to cover actual

losses. Future increases in the allowance for loan losses or recognized losses (as a result of any review, update, regulatory guidance or otherwise) will result in a decrease in net earnings and capital and could have a material adverse effect on our business, results of operations and financial condition.

If assumptions or estimates we use in preparing our financial statements are incorrect or are required to change, our reported results of operations and financial condition may be adversely affected.

We are required to make various assumptions and estimates in preparing our financial statements under GAAP, including for purposes of determining allowances for loan losses, asset impairment, reserves related to litigation and other legal matters, valuation of income and other taxes and regulatory exposures and the amounts recorded for certain contractual payments to be paid to or received from partners and others under contractual arrangements. In addition, significant assumptions and estimates are involved in determining certain disclosures required under GAAP, including those involving the fair value of our financial instruments. If the assumptions or estimates underlying our financial statements are incorrect, the actual amounts realized on transactions and balances subject to those estimates will be different, and this could have a material adverse effect on our results of operations and financial condition.

In addition, the Financial Accounting Standards Board (FASB) is currently reviewing or proposing changes to several financial accounting and reporting standards that govern key aspects of our financial statements, including the proposed standard on accounting for credit losses and other areas where assumptions or estimates are required. As a result of changes to financial accounting or reporting standards, whether promulgated or required by the FASB or other regulators, we could be required to change certain of the assumptions or estimates we previously used in preparing our financial statements, which could materially impact how we record and report our results of operations and financial condition generally. For additional information on the key areas for which assumptions and estimates are used in preparing our financial statements, see Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Estimates and Note 2. *Basis of Presentation and Summary of Significant Accounting Policies* to our combined financial statements.

We may not be able to offset increases in our costs with decreased payments under our retailer share arrangements, which could reduce our profitability.

Most of our Retail Card program agreements and certain other program agreements contain retailer share arrangements that provide for payments to our partners if the economic performance of the relevant program exceeds a contractually defined threshold. Although the share arrangements vary by partner, these arrangements are generally structured to measure the economic performance of the program, based typically on agreed upon program revenues (including interest income and certain other income) less agreed upon program expenses (including interest expense, provision for loan losses, retailer payments and operating expenses), and share portions of this amount above a negotiated threshold. These arrangements are typically designed to permit us to achieve an economic return before we are required to make payments to our partners based on the agreed contractually defined threshold. However, because the threshold and the economic performance of a program that are used to calculate payments to our partners may be based on, among other things, agreed upon measures of program expenses rather than our actual expenses, we may not be able to pass on increases in our actual expenses (such as funding costs or operating expenses) in the form of reduced payments under our retailer share arrangements, and our economic return on a program could be adversely affected.

Competition in the consumer finance industry is intense.

The success of our business depends on our ability to retain existing partners and attract new partners. The competition for partners is intense and becoming more competitive. Our primary competitors for partners include

major financial institutions, such as Alliance Data, American Express, Capital One, Chase, Citibank, TD Bank and Wells Fargo, and to a lesser extent, potential partners own in-house financing capabilities. Some of our competitors are substantially larger, have substantially greater resources and may offer a broader range of

products and services. We compete for partners on the basis of a number of factors, including program financial and other terms, underwriting standards, marketing expertise, service levels, product and service offerings (including incentive and loyalty programs), technological capabilities and integration, brand and reputation. In addition, some of our competitors for partners have a business model that allows for their partners to manage underwriting (e.g., new account approval), customer service and collections, and other core banking responsibilities that we retain but some partners may prefer to handle. As a result of competition, we may be unable to acquire new partners, lose existing relationships to competing companies or find it more costly to maintain our existing relationships.

Our success also depends on our ability to attract and retain customers and generate usage of our products by them. The consumer credit and payments industry is highly competitive and we face an increasingly dynamic industry as emerging technologies enter the marketplace. As a form of payment, our products compete with cash, checks, debit cards, general purpose credit cards (including Visa and MasterCard, American Express and Discover Card), other private-label card brands and, to a certain extent, prepaid cards. We also compete with non-traditional providers such as PayPal. In the future, we expect our products will face increased competition from new emerging payment technologies, such as Google Wallet, ISIS Mobile Wallet and Square, as well as consortia of merchants that are expected to combine payment systems to reduce interchange and other costs (e.g., MCX). We may also face increased competition from current competitors or others who introduce or embrace disruptive technology that significantly changes the consumer credit and payment industry. We compete for customers and their usage of our products, and to minimize transfers to competitors of our customers outstanding balances, based on a number of factors, including pricing (interest rates and fees), product offerings, credit limits, incentives (including loyalty programs) and customer service. Although we offer a variety of consumer credit products, some of our competitors provide a broader selection of services, including home and automobile loans, debit cards and bank branch ATM access, which may position them better among customers who prefer to use a single financial institution to meet all of their financial needs. Some of our competitors are substantially larger than we are, which may give those competitors advantages, including a more diversified product and customer base, the ability to reach out to more customers and potential customers, operational efficiencies, more versatile technology platforms, broad-based local distribution capabilities and lower-cost funding. In addition, some of our competitors, including new and emerging competitors in the digital and mobile payments space, are not subject to the same regulatory requirements or legislative scrutiny to which we are subject, which also could place us at a competitive disadvantage. Customer attrition from any or all of our credit products or any lowering of the pricing of our products by reducing interest rates or fees in order to retain customers could reduce our revenues and therefore our earnings.

In our retail deposits business, we have acquisition and servicing capabilities similar to other direct banking competitors. We compete for deposits with traditional banks and, in seeking to grow our direct banking business, we compete with other banks that have direct banking models similar to ours, such as Ally Financial, American Express, Capital One 360 (ING), Discover, Nationwide, Sallie Mae and USAA. Competition among direct banks is intense because online banking provides customers the ability to rapidly deposit and withdraw funds and open and close accounts in favor of products and services offered by competitors.

If we are unable to compete effectively for partners, customer usage or deposits, our business and results of operations could be materially adversely affected.

Our business is heavily concentrated in U.S. consumer credit, and therefore our results are more susceptible to fluctuations in that market than a more diversified company.

Our business is heavily concentrated in U.S. consumer credit. As a result, we are more susceptible to fluctuations and risks particular to U.S. consumer credit than a more diversified company. For example, our business is particularly sensitive to macroeconomic conditions that affect the U.S. economy and consumer spending and consumer credit. We

are also more susceptible to the risks of increased regulations and legal and other regulatory actions that are targeted at consumer credit or the specific consumer credit products that we offer

(including promotional financing). Due to our CareCredit platform, we are also more susceptible to increased regulations and legal and other regulatory actions targeted at elective healthcare related procedures or services, in contrast to other industries. Our business concentration could have an adverse effect on our results of operations.

We may be unable to successfully develop and commercialize new or enhanced products and services.

Our industry is subject to rapid and significant changes in technologies, products and services. A key part of our financial success depends on our ability to develop and commercialize new products and services or enhancements to existing products and services, including with respect to loyalty programs, mobile and point of sale technologies, and new Synchrony-branded bank deposit and credit products. Realizing the benefits of those products and services is uncertain. We may not assign the appropriate level of resources, priority or expertise to the development and commercialization of these new products, services or enhancements. Our ability to develop, acquire or commercialize competitive technologies, products or services on acceptable terms or at all may be limited by intellectual property rights that third parties, including competitors and potential competitors, may assert. In addition, success is dependent on factors such as partner and customer acceptance, adoption and usage, competition, the effectiveness of marketing programs, the availability of appropriate technologies and business processes and regulatory approvals. Success of a new product, service or enhancement also may depend upon our ability to deliver it on a large scale, which may require a significant investment.

We also may select, utilize and invest in technologies, products and services that ultimately do not achieve widespread adoption and therefore are not as attractive or useful to our partners, customers and service partners as we anticipate, or partners may not recognize the value of our new products and services or believe they justify any potential costs or disruptions associated with implementing them. In addition, because our products and services typically are marketed through our partners, if our partners are unwilling or unable to effectively implement our new technologies, products, services or enhancements, we may be unable to grow our business. Competitors may also develop or adopt technologies or introduce innovations that change the markets we operate in and make our products less competitive and attractive to our partners and customers.

In any event, we may not realize the benefit of new technologies, products, services or enhancements for many years or competitors may introduce more compelling products, services or enhancements. Our failure to successfully develop and commercialize new or enhanced products, services or enhancements could have a material adverse effect on our business and results of operations.

We may not realize the value of strategic investments that we pursue and such investments could divert resources or introduce unforeseen risks to our business.

We may execute strategic acquisitions or partnerships or make other strategic investments in businesses, products, technologies or platforms to enhance or grow our business. These strategic investments may introduce new costs or liabilities which could impact our ability to grow or maintain acceptable performance.

We may be unable to integrate systems, personnel or technologies from our strategic investments. These strategic investments may also present unforeseen legal, regulatory or other challenges that we may not be able to manage effectively. The planning and integration of an acquisition, partnership or investment may shift employee time and other resources which could impair our ability to focus on our core business.

Strategic investments may not perform as expected due to lack of acceptance by partners, customers or employees, higher than forecasted costs, lengthy transition periods, synergies or savings not being realized and a variety of other factors. This may result in a delay or unrealized benefit, or in some cases, increased costs or other unforeseen risks to

our business.

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Reductions in interchange fees may reduce the competitive advantages our private label credit card products currently have by virtue of not charging interchange fees and would reduce our income from those fees.

Interchange is a fee merchants pay to the interchange network in exchange for the use of the network s infrastructure and payment facilitation, and which are paid to credit card issuers to compensate them for the risk they bear in lending money to customers. We earn interchange fees on Dual Card transactions but we do not charge or earn interchange fees from our partners or customers on our private label credit card products.

Merchants, trying to decrease their operating expenses, have sought to, and have had some success at, lowering interchange rates. Several recent events and actions indicate a continuing increase in focus on interchange by both regulators and merchants. Beyond pursuing litigation, legislation and regulation, merchants are also pursuing alternate payment platforms as a means to lower payment processing costs. To the extent interchange fees are reduced, one of our current competitive advantages with our partners that we typically do not charge interchange fees when our private label credit card products are used to purchase our partners goods and services may be reduced. Moreover, to the extent interchange fees are reduced, our income from those fees will be lower. We received approximately $324 million of interchange fees for the year ended December 31, 2013 and $76 million of interchange fees for the three months ended March 31, 2014. As a result, a reduction in interchange fees could have a material adverse effect on our business and results of operations. In addition, for our Dual Cards, we are subject to the operating regulations and procedures set forth by the interchange network, and our failure to comply with these operating regulations, which may change from time to time, could subject us to various penalties or fees, or the termination of our license to use the interchange network, all of which could have a material adverse effect on our business and results of operations.

Fraudulent activity associated with our products and services could negatively impact our operating results, brand and reputation and cause the use of our products and services to decrease and our fraud losses to increase.

We are subject to the risk of fraudulent activity associated with partners, customers and third parties handling customer information. Our fraud-related losses have increased significantly from $72 million to $132 million to $134 million for the years ended December 31, 2011, 2012 and 2013, respectively. For the three months ended March 31, 2014 and 2013, fraud-related losses were $28 million and $33 million, respectively. Our fraud-related losses are due primarily to our Dual Card product, which has grown in recent years, and like the overall market for general purpose credit cards has experienced significant counterfeit and mail/phone fraud. Our private label credit card product is also susceptible to application fraud, because among other things, we provide immediate access to the credit line at the time of approval. In addition, sales on the internet and through mobile channels are becoming a larger part of our business and fraudulent activity is higher as a percentage of sales in those channels than in stores. Dual Cards and private label credit cards are susceptible to different types of fraud, and, depending on our product channel mix (including as a result of the introduction, if any, of a Synchrony-branded general purpose credit card), we may continue to experience variations in, or levels of, fraud-related expense that are different from or higher than that experienced by some of our competitors or the industry generally.

The risk of fraud continues to increase for the financial services industry in general, and credit card fraud, identity theft and related crimes are likely to continue to be prevalent, and perpetrators are growing more sophisticated. Our resources, technologies and fraud prevention tools may be insufficient to accurately detect and prevent fraud. For example, credit cards with embedded security chip technology (such as the so-called EMV chips) provide additional security against fraudulent activity and have been widely adopted in Europe and Asia but have not been widely accepted by merchants in the United States. As a result, although we are in the process of rolling out this technology with several of our partners, our credit cards continue to use the traditional magnetic stripes for card processing and therefore do not benefit from the embedded security chip feature, and our adoption of this technology would still require wider acceptance by merchants to reduce our risk. The level of our fraud charge-offs and results of operations

could be materially adversely affected if fraudulent activity were to significantly increase. High profile fraudulent activity also could negatively impact our brand and reputation, which could negatively impact the use of our cards and thereby have a material adverse effect on our results of

operations. In addition, significant increases in fraudulent activity could lead to regulatory intervention (such as increased customer notification requirements and mandatory issuance of cards with EMV chips), which could increase our costs and also negatively impact our operating results, brand and reputation and could lead us to take steps to reduce fraud risk, which could increase our costs.

Cyber-attacks or other security breaches could have a material adverse effect on our business.

In the normal course of business, we collect, process and retain sensitive and confidential information regarding our partners and our customers. We also have arrangements in place with our partners and other third parties through which we share and receive information about their customers who are or may become our customers. Although we devote significant resources and management focus to ensuring the integrity of our systems through information security and business continuity programs, our facilities and systems, and those of our partners and third-party service providers, are vulnerable to external or internal security breaches, acts of vandalism, computer viruses, misplaced or lost data, programming or human errors, or other similar events. We and our partners and third-party service providers have experienced all of these events in the past and expect to continue to experience them in the future. These events could interrupt our business or operations, result in significant legal and financial exposure, supervisory liability, damage to our reputation or a loss of confidence in the security of our systems, products and services. Although the impact to date from these events has not had a material adverse effect on us, we cannot be sure this will be the case in the future.

Information security risks for large financial institutions like us have increased recently in part because of new technologies, the use of the internet and telecommunications technologies (including mobile devices) to conduct financial and other business transactions and the increased sophistication and activities of organized crime, perpetrators of fraud, hackers, terrorists and others. In addition to cyber-attacks or other security breaches involving the theft of sensitive and confidential information, hackers recently have engaged in attacks against large financial institutions that are designed to disrupt key business services, such as consumer-facing web sites. The Separation and our emergence as a separately branded company could increase our profile and therefore risk of being targeted for cyber-attacks and other security breaches, including attacks targeting our key business services and websites. We are not able to anticipate or implement effective preventive measures against all security breaches of these types, especially because the techniques used change frequently and because attacks can originate from a wide variety of sources. We employ detection and response mechanisms designed to contain and mitigate security incidents, but early detection may be thwarted by sophisticated attacks and malware designed to avoid detection.

We also face risks related to cyber-attacks and other security breaches in connection with credit card transactions that typically involve the transmission of sensitive information regarding our customers through various third-parties, including our partners, merchant acquiring banks, payment processors, card networks (e.g., Visa and MasterCard) and our processors (e.g., First Data Corporation (First Data)). Some of these parties have in the past been the target of security breaches and cyber-attacks, and because the transactions involve third-parties and environments such as the point of sale that we do not control or secure, future security breaches or cyber-attacks affecting any of these third-parties could impact us through no fault of our own, and in some cases we may have exposure and suffer losses for breaches or attacks relating to them. We also rely on numerous other third party service providers, such as Fidelity National Information Services, Inc. (FIS), to conduct other aspects of our business operations and face similar risks relating to them. While we regularly conduct security assessments of significant third party service providers, we cannot be sure that their information security protocols are sufficient to withstand a cyber-attack or other security breach.

The access by unauthorized persons to, or the improper disclosure by us of, confidential information regarding our customers or our own proprietary information, software, methodologies and business secrets could interrupt our

business or operations, result in significant legal and financial exposure, supervisory liability, damage to our reputation or a loss of confidence in the security of our systems, products and services, all of which could have a material adverse impact on our business, financial condition and results of operations. In addition, recently there have been a number of well-publicized attacks or breaches affecting others in our

industry that have heightened concern by consumers generally about the security of using credit cards, which have caused some consumers, including our customers, to use our credit cards less in favor of alternative methods of payment and has led to increased regulatory focus on, and potentially new regulations relating to, these matters. Further cyber-attacks or other breaches in the future, whether affecting us or others, could intensify consumer concern and regulatory focus and result in reduced use of our cards and increased costs, all of which could have a material adverse effect on our business.

The failure of third parties to provide various services that are important to our operations could have a material adverse effect on our business.

Some services important to our business are outsourced to third-party vendors. For example, our credit card transaction processing, production and related services (including the printing and mailing of customer statements) are handled by First Data, and the technology platform for our online retail deposits is managed by FIS. First Data and FIS and, in some cases other third-party vendors, are the sole source or one of a limited number of sources of the services they provide for us. It would be difficult and disruptive for us to replace some of our third-party vendors, particularly First Data and FIS, in a timely manner if they were unwilling or unable to provide us with these services in the future (as a result of their financial or business conditions or otherwise), and our business and operations likely would be materially adversely affected. First Data has publicly disclosed that it is highly leveraged and that it has incurred net losses of $869.1 million, $700.9 million and $516.1 million for the years ended December 31, 2013, 2012 and 2011, respectively. Our principal agreements with First Data expire under their existing terms (assuming we exercise our unilateral extension rights but the agreements are not otherwise renewed or extended by mutual agreement of the parties) at various times between 2016 and 2020. Our principal agreement with FIS expires under its existing terms (assuming we exercise our unilateral extension rights but the agreements are not otherwise renewed or extended by mutual agreement of the parties) in 2020. In addition, if a third-party provider fails to provide the services we require, fails to meet contractual requirements, such as compliance with applicable laws and regulations, or suffers a cyber-attack or other security breach, our business could suffer economic and reputational harm that could have a material adverse effect on our business and results of operations.

Disruptions in the operation of our computer systems and data centers could have a material adverse effect on our business.

Our ability to deliver products and services to our partners and our customers, service our loans and otherwise operate our business and comply with applicable laws depends on the efficient and uninterrupted operation of our computer systems and data centers, as well as those of our partners and third-party service providers. These computer systems and data centers may encounter service interruptions at any time due to system or software failure, natural disaster or other reasons. In addition, the implementation of technology changes and upgrades to maintain current and integrate new systems may also cause service interruptions, transaction processing errors and system conversion delays and may cause our failure to comply with applicable laws, all of which could have a material adverse effect on our business.

In connection with the Separation, we must migrate, and in some cases, establish with third parties, key parts of our technology infrastructure, including our data centers. When we migrate our data centers, our partners will also need to make changes to their networks to establish connectivity with us. These infrastructure changes, both the ones that we make and the ones required of our partners, may cause disruptions, systems interruptions, transaction processing errors and system conversion delays. In addition, we have entered into transitional services arrangements with GE pursuant to which it will provide certain services to us relating to technology and business processes. Some of these transitional services arrangements may remain in effect until 2016, and during the transitional period we will rely on GE to provide these services. The complexities of these arrangements and the services provided will increase the

operational risk associated with the Separation, and this increased risk could result in unanticipated expenses, disruptions to our operations or other adverse consequences, all of which could have a material adverse effect on our business.

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We expect that new technologies and business processes applicable to the consumer credit industry will continue to emerge, and these new technologies and business processes may be better than those we currently use. The pace of technology change is high and our industry is intensely competitive, and we cannot assure you that we will be able to sustain our investment in new technology as critical systems and applications become obsolete and better ones become available. A failure to maintain current technology and business processes could cause disruptions in our operations or cause our products and services to be less competitive, all of which could have a material adverse effect on our business, financial condition and results of operations.

We have international operations that subject us to various international risks as well as increased compliance and regulatory risks and costs.

We have international operations, primarily in India, the Philippines and Canada, and some of our third party service providers provide services to us from other countries, all of which subject us to a number of international risks, including, among other things, sovereign volatility and socio-political instability. U.S. regulations also govern various aspects of the international activities of domestic corporations and increase our compliance and regulatory risks and costs. Any failure on our part or the part of our service providers to comply with applicable U.S. regulations, as well as the regulations in the countries and markets in which we or they operate, could result in fines, penalties, injunctions or other similar restrictions, any of which could have a material adverse effect on our business, results of operations and financial condition.

We face risks from catastrophic events.

We are subject to catastrophes such as natural disasters, severe weather conditions, health pandemics and terrorist attacks, any of which could have a negative effect on our business and technology infrastructure (including our computer network systems and data centers), our partners and their business and our customers. Catastrophic events could prevent or make it more difficult for our customers to travel to our partners locations to shop, thereby negatively impacting consumer spending in the effected regions, or in severe cases, nationally, interrupt or disable local or national communications networks, including the payment systems network, which could prevent our partners and our customers from using our products to make purchases or make payments (temporarily or over an extended period). These events could also impair the ability of third parties to provide critical services to us. All of these adverse effects of catastrophic events could result in a decrease in the use of our products or payments to us, which could have a material adverse effect on our business, results of operations and financial condition.

If we are alleged to have infringed upon the intellectual property rights owned by others or are not able to protect our intellectual property, our business and results of operations could be adversely affected.

Competitors or other third parties may allege that we, or consultants or other third parties retained or indemnified by us, infringe on their intellectual property rights. We also may face allegations that our employees have misappropriated intellectual property of their former employers or other third parties. Given the complex, rapidly changing and competitive technological and business environment in which we operate, and the potential risks and uncertainties of intellectual property-related litigation, an assertion of an infringement claim against us may cause us to spend significant amounts to defend the claim (even if we ultimately prevail), pay significant money damages, lose significant revenues, be prohibited from using the relevant systems, processes, technologies or other intellectual property, cease offering certain products or services, or incur significant license, royalty or technology development expenses. Moreover, it has become common in recent years for individuals and groups to purchase intellectual property assets for the sole purpose of making claims of infringement and attempting to extract settlements from companies like ours. Even in instances where we believe that claims and allegations of intellectual property infringement against us are without merit, defending against such claims is time consuming and expensive and could

result in the diversion of time and attention of our management and employees. In addition, although in some cases a third party may have agreed to indemnify us for such costs, such indemnifying party may refuse or be unable to uphold its contractual obligations.

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Moreover, we rely on a variety of measures to protect our intellectual property and proprietary information, including copyrights, trademarks, patents, trade secrets and controls on access and distribution. These measures may not prevent misappropriation or infringement of our intellectual property or proprietary information and a resulting loss of competitive advantage, and in any event, we may be required to litigate to protect our intellectual property and proprietary information from misappropriation or infringement by others, which is expensive, could cause a diversion of resources and may not be successful. Third parties may challenge, invalidate or circumvent our intellectual property, or our intellectual property may not be sufficient to provide us with competitive advantages. Our competitors or other third parties may independently design around or develop similar technology, or otherwise duplicate our services or products such that we could not assert our intellectual property rights against them. In addition, our contractual arrangements may not effectively prevent disclosure of our intellectual property or confidential and proprietary information or provide an adequate remedy in the event of an unauthorized disclosure.

We are launching our new brand, Synchrony, and expect to spend significant amounts over the next few years promoting the new brand. We recently filed trademark applications to protect our new name in the United States and certain other countries, but the registrations of these trademarks are not complete and they may ultimately not become registered. Our use of our new name (for our existing or any new products in the United States or other countries) may be challenged by third parties, and we may become involved in legal proceedings to protect or defend our rights with respect to our new name, all of which could have a material adverse effect on our business and results of operations.

Litigation, regulatory actions and compliance issues could subject us to significant fines, penalties, judgments, remediation costs and/or requirements resulting in increased expenses.

Our business is subject to increased risks of litigation and regulatory actions as a result of a number of factors and from various sources, including the highly regulated nature of the financial services industry, the focus of state and federal prosecutors on banks and the financial services industry and the structure of the credit card industry.

In the normal course of business, from time to time, we have been named as a defendant in various legal actions, including arbitrations, class actions and other litigation, arising in connection with our business activities. Certain of the legal actions include claims for substantial compensatory and/or punitive damages, or claims for indeterminate amounts of damages. In addition, while the arbitration provision in our customer agreements historically has limited our exposure to consumer class action litigation, there can be no assurance that we will be successful in enforcing our arbitration clause in the future. There may also be legislative, administrative or regulatory efforts to directly or indirectly prohibit the use of pre-dispute arbitration clauses, including by the CFPB, or we may be compelled as a result of competitive pressure or reputational concerns to voluntarily eliminate pre-dispute arbitration clauses.

We are also involved, from time to time, in reviews, investigations and proceedings (both formal and informal) by governmental agencies regarding our business (collectively, regulatory matters), which could subject us to significant fines, penalties, obligations to change our business practices or other requirements resulting in increased expenses, diminished earnings and damage to our reputation. The current environment of additional regulation, increased regulatory compliance efforts and enhanced regulatory enforcement has resulted in significant operational and compliance costs and may prevent or make it less attractive for us to continue providing certain products and services. There is no assurance that these regulatory matters or other factors will not, in the future, affect how we conduct our business and in turn have a material adverse effect on our business, results of operations and financial condition.

We contest liability and/or the amount of damages as appropriate in each pending matter. The outcome of pending and future matters could be material to our results of operations, financial condition and cash flows depending on, among other factors, the level of our earnings for that period, and could adversely affect our

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business and reputation. For a discussion of certain legal proceedings, see Regulation Consumer Financial Services Regulation, Note 16. *Legal Proceedings and Regulatory Matters* to our combined financial statements and Note 13. *Legal Proceedings and Regulatory Matters* to our condensed combined financial statements.

In addition to litigation and regulatory matters, from time to time, through our operational and compliance controls, we identify compliance issues that require us to make operational changes and, depending on the nature of the issue, result in financial remediation to impacted cardholders. These self-identified issues and voluntary remediation payments could be significant depending on the issue and the number of cardholders impacted. They also could generate litigation or regulatory investigations that subject us to additional adverse effects on our business, results of operations and financial condition.

Damage to our reputation could negatively impact our business.

Recently, financial services companies have been experiencing increased reputational risk as consumers take issue with certain of their practices or judgments. Maintaining a positive reputation is critical to our attracting and retaining customers, partners, investors and employees. In particular, adverse perceptions regarding our reputation could also make it more difficult for us to execute on our strategy of increasing retail deposits at the Bank and may lead to decreases in deposits. Harm to our reputation can arise from many sources, including employee misconduct, misconduct by our partners, outsourced service providers or other counterparties, litigation or regulatory actions, failure by us or our partners to meet minimum standards of service and quality, inadequate protection of customer information, and compliance failures. Negative publicity regarding us (or others engaged in a similar business or activities), whether or not accurate, may damage our reputation, which could have a material adverse effect on our business, results of operations and financial condition.

Our business could be adversely affected if we are unable to attract, retain and motivate key officers and employees.

Our success depends, in large part, on our ability to retain, recruit and motivate key officers and employees. Our senior management team has significant industry experience and would be difficult to replace. Competition for senior executives in the financial services and payment industry is intense. Although we do not currently anticipate any significant changes to the management team following the completion of the IPO or the Separation, we may not be able to attract and retain qualified personnel to replace or succeed members of our senior management team or other key personnel following the completion of the IPO or the Separation (when we are no longer part of GE) or at any other time. Guidance issued by the federal banking regulators, as well as proposed rules implementing the executive compensation provisions of the Dodd-Frank Act, may limit the type and structure of compensation arrangements that we may enter into with our most senior executives. In addition, proposed rules under the Dodd-Frank Act would prohibit the payment of excessive compensation to our executives. Compensation paid to officers of the Bank would be subject to comparable limitations. These restrictions could negatively impact our ability to compete with other companies in recruiting, retaining and motivating key personnel. Failure to retain talented senior leadership could have a material adverse effect on our business, results of operations and financial condition.

Tax legislation initiatives or challenges to our tax positions could adversely affect our results of operations and financial condition.

We operate in multiple jurisdictions and we are subject to tax laws and regulations of the U.S. federal, state and local governments, and of various foreign jurisdictions. From time to time, legislative initiatives may be proposed, such as proposals for fundamental tax reform in the United States and lowering the corporate tax rate, which may impact our effective tax rate and could adversely affect our deferred tax assets, tax positions and/or our tax liabilities. In addition,

U.S. federal, state and local, as well as foreign, tax laws and regulations are extremely complex and subject to varying interpretations. There can be no assurance that our historical tax positions will not be challenged by relevant tax authorities or that we would be successful in defending our position in connection with any such challenge.

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State sales tax rules and regulations, and their application and interpretation by the respective states, could change and adversely affect our results of operations.

State sales tax rules and regulations, and their application and interpretation by the respective states, could adversely affect our results of operations. Retailers collect sales tax from retail customers and remit those collections to the applicable states. When customers fail to repay their loans, including the amount of sales tax advanced by us to the merchant on their behalf, we are entitled, in some cases, to seek a refund of the amount of sales tax from the applicable state. Sales tax laws and regulations enacted by the various states are subject to interpretation, and our compliance with such laws is routinely subject to audit and review by the states. Audit risk is concentrated in several states, and these states are conducting on-going audits. The outcomes of ongoing and any future audits and changes in the states interpretation of the sales tax laws and regulations involving the recovery of tax on bad debts could materially adversely impact our results of operations.

Risks Relating to Regulation

Our business is subject to extensive government regulation, supervision, examination and enforcement, which could adversely affect our business, results of operations and financial condition.

Our business, including our relationships with our customers, is subject to extensive regulation, supervision and examination under U.S. federal, state and foreign laws and regulations. These laws and regulations cover all aspects of our business, including lending practices, treatment of our customers, safeguarding deposits, customer privacy and information security, capital structure, liquidity, dividends and other capital distributions, transactions with affiliates and conduct and qualifications of personnel. As a unitary savings and loan holding company, Synchrony is subject to extensive regulation, supervision and examination by the Federal Reserve Board. As a large provider of consumer financial services, we are also subject to extensive regulation, supervision and examination by the CFPB. Until the GE SLHC Deregistration, we will be controlled by GECC, which is also subject to extensive regulation, supervision and examination by the Federal Reserve Board. The Bank is a federally chartered savings association. As such, the Bank is subject to extensive regulation, supervision and examination by the OCC, which is its primary regulator, and by the CFPB. In addition, the Bank, as an insured depository institution, is supervised by the FDIC. We, GECC and the Bank are regularly reviewed and examined by our respective regulators, which results in supervisory comments and directions relating to many aspects of our business that require response and attention. See Regulation for more information about the regulations applicable to us.

Banking laws and regulations are primarily intended to protect federally insured deposits, the federal Deposit Insurance Fund (DIF) and the banking system as a whole, and not intended to protect our stockholders, noteholders or creditors. If we or the Bank, or until the GE SLHC Deregistration, GECC, fail to satisfy applicable laws and regulations, our respective regulators have broad discretion to enforce those laws and regulations, including with respect to the operation of our business, required capital levels, payment of dividends and other capital distributions, engaging in certain activities and making acquisitions and investments. Our regulators also have broad discretion with respect to the enforcement of applicable laws and regulations, including through enforcement actions that could subject us to civil money penalties, customer remediations, increased compliance costs, and limits or prohibitions on our ability to offer certain products and services or to engage in certain activities. In addition, to the extent we undertake actions requiring regulatory approval or non-objection, our regulators may make their approval or non-objection subject to conditions or restrictions that could have a material adverse effect on our business, results of operations and financial condition. Any other actions taken by our regulators could also have a material adverse impact on our business, reputation and brand, results of operations and financial condition. Moreover, some of our competitors are subject to different, and in some cases less restrictive, legislative and regulatory regimes, which may have the effect of providing them with a competitive advantage over us.

New laws or regulations or policy or practical changes in enforcement of existing laws or regulations applicable to our businesses or our own reexamination of our current practices could adversely impact our

profitability, limit our ability to continue existing or pursue new business activities, require us to change certain of our business practices or alter our relationships with customers, affect retention of our key personnel, or expose us to additional costs (including increased compliance costs and/or customer remediation). These changes may also require us to invest significant management attention and resources to make any necessary changes and could adversely affect our business, results of operations and financial condition. For example, the CFPB has broad authority over the businesses in which we engage. See The Consumer Financial Protection Bureau is a new agency, and there continues to be uncertainty as to how the agency s actions will impact our business; the agency s actions have had and may continue to have an adverse impact on our business.

We are also subject to potential enforcement and other actions that may be brought by state attorneys general or other state enforcement authorities and other governmental agencies. Any such actions could subject us to civil money penalties and fines, customer remediations and increased compliance costs, as well as damage our reputation and brand and limit or prohibit our ability to offer certain products and services or engage in certain business practices. For a discussion of risks related to actions or proceedings brought by regulatory agencies, see Risks Relating to Our Business Litigation, regulatory actions and compliance issues could subject us to significant fines, penalties, judgments, remediation costs and/or requirements resulting in increased expenses.

The Dodd-Frank Act has had, and may continue to have, a significant impact on our business, financial condition and results of operations.

The Dodd-Frank Act was enacted on July 21, 2010. While certain provisions in the Act were effective immediately, many of the provisions require implementing regulations to be effective. The Dodd-Frank Act and regulations promulgated thereunder have had, and may continue to have, a significant adverse impact on our business, results of operations and financial condition. For example, the Dodd-Frank Act and related regulations restrict certain business practices, impose more stringent capital, liquidity and leverage ratio requirements, as well as additional costs, on us (including increased compliance costs and increased costs of funding raised through the issuance of asset-backed securities), limit the fees we can charge for services and impact the value of our assets. In addition, the Dodd-Frank Act requires us to serve as a source of financial strength for any insured depository institution we control, such as the Bank. Such support may be required by the Federal Reserve Board at times when we might otherwise determine not to provide it or when doing so is not otherwise in the interest of Synchrony or its stockholders, noteholders or creditors. We describe certain provisions of the Dodd-Frank Act and other legislative and regulatory developments in Regulation. Federal agencies continue to promulgate regulations to implement the Dodd-Frank Act, and these regulations may continue to have a significant adverse impact on our business, financial condition and results of operations.

Many provisions of the Dodd-Frank Act require the adoption of additional rules to implement. In addition, the Dodd-Frank Act mandates multiple studies, which could result in additional legislative or regulatory action. As a result, the ultimate impact of the Dodd-Frank Act and its implementing regulations remains unclear and could have a material adverse effect on our business, results of operations and financial condition.

The Consumer Financial Protection Bureau is a new agency, and there continues to be uncertainty as to how the agency s actions will impact our business; the agency s actions have had and may continue to have an adverse impact on our business.

The CFPB, which commenced operations in July 2011, has broad authority over the businesses in which we engage. This includes authority to write regulations under federal consumer financial protection laws and to enforce those laws against and examine large financial institutions, such as us and the Bank, for compliance. The CFPB is authorized to prevent unfair, deceptive or abusive acts or practices through its regulatory, supervisory and enforcement authority.

The Federal Reserve Board and the OCC and state government agencies may also invoke their supervisory and enforcement authorities to prevent unfair and deceptive acts or practices. These federal and state agencies are authorized to remediate violations of consumer protection laws in a number of

ways, including collecting civil money penalties and fines and providing for customer restitution. The CFPB also engages in consumer financial education, requests data and promotes the availability of financial services to underserved consumers and communities. In addition, the CFPB maintains an online complaint system that allows consumers to log complaints with respect to various consumer finance products, including the products we offer. This system could inform future CFPB decisions with respect to its regulatory, enforcement or examination focus.

There continues to be uncertainty as to how the CFPB s strategies and priorities, including in both its examination and enforcement processes, will impact our businesses and our results of operations going forward. Actions by the CFPB could result in requirements to alter or cease offering affected products and services, making them less attractive and restricting our ability to offer them. For example, in July 2012, the CFPB issued an industry bulletin regarding marketing practices with respect to credit card add-on products, including debt cancellation products. See Regulation Consumer Financial Services Regulation. The Bank has made a number of changes, including changes in response to the CFPB bulletin, with respect to its marketing and sale of debt cancellation products to credit card customers, including ceasing all telesales of such products, and the Bank has also enhanced the disclosures associated with its website sales of such products. In addition, in October 2013, the CFPB published its first biennial report reviewing the impact of the Credit Card Accountability Responsibility and Disclosure Act of 2009 (the CARD Act) on the consumer credit card market. In the report, the CFPB identified practices that may warrant further scrutiny by it, including add-on products (such as debt protection, identity theft protection, credit score monitoring and other products that are supplementary to the extension of credit), cards that charge substantial application fees, and deferred interest offers and products (which could include our promotional financing products). The report further identified concerns regarding the adequacy of online disclosures, as well as of the disclosures associated with rewards products and grace periods. Separately, the CFPB is also studying pre-dispute arbitration clauses, and our litigation exposure could increase if the CFPB exercises its authority to limit or ban pre-dispute arbitration clauses.

Although we have committed significant resources to enhancing our compliance programs, changes by the CFPB in regulatory expectations, interpretations or practices or interpretations that are different or stricter than ours or those adopted in the past by other regulators could increase the risk of additional enforcement actions, fines and penalties. Actions by the CFPB could result in requirements to alter our products and services that may make them less attractive to consumers or less profitable to us. In this regard, on December 10, 2013, we entered into a consent order (the 2013 CFPB Consent Order) with the CFPB relating to our CareCredit platform. See Changes to our methods of offering our CareCredit products could materially impact operating results. In addition, on June 19, 2014, we entered into a consent order with the CFPB related to our debt cancellation product and sales practices and an unrelated issue that arose from the Bank s self-identified omission of certain Spanish-speaking customers and customers residing in Puerto Rico from two offers that were made to certain delinquent customers. On June 19, 2014, we also entered into a consent order with the DOJ to resolve its coordinated investigation into issues related to such offers. For the year ended December 31, 2013, we had a $133 million increase in our expenses related to litigation and regulatory matters (primarily an increase to our reserves related to the various matters settled with the CFPB, and one settled with the DOJ). See Regulation Consumer Financial Services Regulation.

Future actions by the CFPB (or other regulators) against us or our competitors that discourage the use of products we offer or suggest to consumers the desirability of other products or services could result in reputational harm and a loss of customers. If the CFPB changes regulations which were adopted in the past by other regulators and transferred to the CFPB by the Dodd-Frank Act, or modifies through supervision or enforcement past related regulatory guidance or interprets existing regulations in a different or stricter manner than they have been interpreted in the past by us, the industry or other regulators, our compliance costs and litigation exposure could increase. If future regulatory or legislative restrictions or prohibitions are imposed that affect our ability to offer promotional financing for certain of our products or require us to make significant changes to our business practices, and we are unable to develop compliant alternatives with acceptable returns, these restrictions or prohibitions could have a material adverse impact

on our business, results of operations and financial condition.

The Dodd-Frank Act authorizes state officials to enforce regulations issued by the CFPB and to enforce the Act s general prohibition against unfair, deceptive or abusive practices. This could make it more difficult than in the past for federal financial regulators to declare state laws that differ from federal standards to be preempted. To the extent that states enact requirements that differ from federal standards or state officials and courts adopt interpretations of federal consumer laws that differ from those adopted by the CFPB, we may be required to alter or cease offering products or services in some jurisdictions, which would increase compliance costs and reduce our ability to offer the same products and services to consumers nationwide, and we may be subject to a higher risk of state enforcement actions.

Changes to our methods of offering our CareCredit products could materially impact operating results.

The 2013 CFPB Consent Order relating to our CareCredit platform requires us to pay up to $34.1 million to qualifying customers, to provide additional training and monitoring of our CareCredit partners, to include provisions in agreements with our CareCredit partners prohibiting charges for certain services not yet rendered, to make changes to certain consumer disclosures, application procedures and procedures for resolution of customer complaints, and to terminate CareCredit partners that have chargeback rates in excess of certain thresholds. Some of the changes required by the 2013 CFPB Consent Order are similar to requirements in an assurance of discontinuation (the Assurance) that we entered with the Attorney General for the State of New York on June 3, 2013. The Bank expects to be in full compliance with the business practice changes required by the 2013 CFPB Consent Order and the Assurance by the third quarter of 2014, subject to ongoing reporting obligations, and will complete the additional provider training by the fourth quarter of 2015. In addition to the costs of remediation, which were not material for the Assurance and will be up to $34.1 million for the 2013 CFPB Consent Order, we estimate we will incur one-time costs of approximately $3 million to implement these changes, and ongoing annual costs of approximately $3 million. Although at this time we do not believe that the 2013 CFPB Consent Order and Assurance will have a material adverse impact on net earnings going forward, we cannot be sure this will be the case and we cannot be sure whether the settlement will have an adverse impact on our reputation or whether the new requirements imposed by the 2013 CFPB Consent Order and the Assurance will adversely affect customers use of our credit cards or our business. Moreover, we may elect or be required to make changes with respect to these and other deferred interest products in the future, and those changes may adversely affect customers use of our credit cards or our business. In addition, our resolutions with the CFPB and the New York Attorney General do not preclude other regulators or state attorneys general from seeking additional monetary or injunctive relief with respect to CareCredit, and any such relief could have a material adverse effect on our business, results of operations or financial condition.

Failure by Synchrony, the Bank and, until the GE SLHC Deregistration, GECC to meet applicable capital adequacy rules could have a material adverse effect on us.

Synchrony and the Bank must meet rules for capital adequacy as discussed in Regulation. As a savings and loan holding company, Synchrony historically has not been required to maintain minimum capital. Beginning as early as 2015, however, we expect that Synchrony will be subject to capital requirements similar to those that apply to the Bank. In addition, as discussed below, until the GE SLHC Deregistration, we will be controlled by GECC, which itself is expected to be subject to capital requirements similar to those that apply to the Bank. See As long as we are controlled by GECC for bank regulatory purposes, regulation and supervision of GECC could adversely affect us. These capital requirements have recently been substantially revised, including as a result of Basel III and the requirements of the Dodd-Frank Act. Moreover, these requirements are supplemented by outstanding regulatory proposals by the federal banking agencies, based on, and in addition to, changes recently adopted by the Basel Committee to increase the amount and scope of the supplemental leverage capital requirement by increasing the assets included in the denominator of the leverage ratio calculation. Although we cannot predict the final form or the effects of these leverage ratio regulatory proposals under the Dodd-Frank Act and the newly adopted rules implementing Basel III (even independent of any potentially increased and expanded supplemental leverage capital requirement),

Synchrony, the Bank and GECC expect to be subject to increasingly stringent capital adequacy standards in the future.

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In connection with applicable capital adequacy standards, Synchrony, the Bank and GECC also will be required to conduct stress tests on an annual basis. Under the Federal Reserve Board s and the OCC s stress test regulations, Synchrony, the Bank and GECC will each be required to use stress-testing methodologies providing for results under at least three different sets of conditions, including baseline, adverse and severely adverse conditions. In addition, as part of meeting our minimum capital requirements, we and GECC may be required to comply with the Federal Reserve Board s Comprehensive Capital Analysis and Review (CCAR) process or some modified version of the CCAR process, which would measure our minimum capital requirement levels under various stress scenarios. In connection with this process, we and GECC may be required to develop for the Federal Reserve Board s review and approval a capital plan that will include how we and GECC will each meet our minimum capital requirements under specified stress scenarios.

If Synchrony, the Bank or, until the GE SLHC Deregistration, GECC fails to meet current or future minimum capital, leverage or other financial requirements, its operations, results of operations and financial condition could be materially adversely affected. Among other things, failure by Synchrony, the Bank or, until the GE SLHC Deregistration, GECC to maintain its status as well capitalized (or otherwise meet current or future minimum capital, leverage or other financial requirements) could compromise our competitive position and result in restrictions imposed by the Federal Reserve Board or the OCC, including, potentially, on the Bank s ability to engage in certain activities. These could include restrictions on the Bank s ability to enter into transactions with affiliates, accept brokered deposits, grow its assets, engage in material transactions and extend credit in certain highly leveraged transactions, amend or change its charter, bylaws or accounting methods, pay interest on its liabilities without regard to regulatory caps on the rates that may be paid on deposits and pay dividends or repurchase stock. In addition, failure to maintain the well capitalized status of the Bank could result in our having to invest additional capital in the Bank, which could in turn require us to raise additional capital. The market and demand for, and cost of, our asset-backed securities also could be adversely affected by failure to meet current or future capital requirements.

We may pay dividends or repurchase our common stock, which may reduce the amount of funds available to satisfy the notes; the Bank is subject to restrictions that limit its ability to pay dividends to us, which could limit our ability to make payments on the notes.

In connection with our application to the Federal Reserve Board described above and the Separation, we expect to continue to increase our capital and liquidity levels by, among other things, retaining net earnings and by not paying a dividend or returning capital through stock repurchases until our application to the Federal Reserve Board is approved. Thereafter, our board of directors intends to consider our policy regarding the payment and amount of dividends and may consider stock repurchases, in each case consistent with maintaining capital ratios well in excess of regulatory requirements. The declaration and amount of any future dividends to holders of our common stock or stock repurchases will be at the discretion of our board of directors and will depend on many factors, including the financial condition, earnings, capital and liquidity requirements of us and the Bank, applicable regulatory restrictions, corporate law and contractual restrictions (including restrictions contained in the New Bank Term Loan Facility and the New GECC Term Loan Facility) and other factors that our board of directors deems relevant. However, any future payment of dividends or repurchases of our capital stock will be for the benefit of our holders of common stock, not the holders of our debt, and will reduce the amount of funds available to satisfy the notes.

We rely significantly on dividends and other distributions and payments from the Bank for liquidity, including to pay our obligations under the notes and other indebtedness as they become due, and federal law limits the amount of dividends and other distributions and payments that the Bank may pay to us. For example, OCC regulations limit the ability of savings associations to make distributions of capital, including payment of dividends, stock redemptions and repurchases, cash-out mergers and other transactions charged to the capital account. The Bank must obtain the OCC s approval prior to making a capital distribution in certain circumstances, including if the Bank proposes to make a

capital distribution when it does not meet certain capital requirements (or will not do so as a result of the proposed capital distribution) or certain net income

requirements. In addition, the Bank must file a prior written notice of a planned or declared dividend or other distribution with the Federal Reserve Board. The Federal Reserve Board or the OCC may object to a capital distribution if, among other things, the Bank is, or as a result of such dividend or distribution would be, undercapitalized or the Federal Reserve Board has safety and soundness concerns. Additional restrictions on bank dividends may apply if the Bank fails the qualified thrift lender (QTL) test. The application of these restrictions on the Bank s ability to pay dividends involves broad discretion on the part of our regulators. The Bank must also meet certain conditions to declare or pay a dividend under the Bank s Operating Agreement with the OCC entered into in connection with its acquisition of the deposit business of MetLife. Limitations on the Bank s payments of dividends and other distributions and payments that we receive from the Bank could reduce our liquidity and limit our ability to pay our obligations under the notes and our other indebtedness. See Regulation Savings Association Regulation Dividends and Stock Repurchases and Activities.

Regulations relating to privacy, information security and data protection could increase our costs, affect or limit how we collect and use personal information and adversely affect our business opportunities.

We are subject to various privacy, information security and data protection laws, including requirements concerning security breach notification, and we could be negatively impacted by them. For example, in the United States, certain of our businesses are subject to the Gramm-Leach-Bliley Act (GLBA) and implementing regulations and guidance. Among other things, the GLBA: (i) imposes certain limitations on the ability of financial institutions to share consumers nonpublic personal information with nonaffiliated third parties, (ii) requires that financial institutions provide certain disclosures to consumers about their information collection, sharing and security practices and affords customers the right to opt out of the institution s disclosure of their personal financial information to nonaffiliated third parties (with certain exceptions) and (iii) requires financial institutions to develop, implement and maintain a written comprehensive information security program containing safeguards that are appropriate to the financial institution s size and complexity, the nature and scope of the financial institution s activities, and the sensitivity of customer information processed by the financial institution as well as plans for responding to data security breaches.

Moreover, various United States federal banking regulatory agencies, states and foreign jurisdictions have enacted data security breach notification requirements with varying levels of individual, consumer, regulatory and/or law enforcement notification in certain circumstances in the event of a security breach. Many of these requirements also apply broadly to our partners that accept our cards. In many countries that have yet to impose data security breach notification requirements, regulators have increasingly used the threat of significant sanctions and penalties by data protection authorities to encourage voluntary notification and discourage data security breaches.

Furthermore, legislators and/or regulators in the United States and other countries in which we operate are increasingly adopting or revising privacy, information security and data protection laws that potentially could have a significant impact on our current and planned privacy, data protection and information security-related practices, our collection, use, sharing, retention and safeguarding of consumer and/or employee information, and some of our current or planned business activities. This could also increase our costs of compliance and business operations and could reduce income from certain business initiatives. In the United States, this includes increased privacy-related enforcement activity at the Federal level, by the Federal Trade Commission, as well as at the state level, such as with regard to mobile applications.

Compliance with current or future privacy, data protection and information security laws (including those regarding security breach notification) affecting customer and/or employee data to which we are subject could result in higher compliance and technology costs and could restrict our ability to provide certain products and services (such as products or services that involve us sharing information with third parties or storing sensitive credit card information), which could materially and adversely affect our profitability. Our failure to comply with privacy, data protection and

information security laws could result in potentially significant regulatory investigations and government actions, litigation, fines or sanctions, consumer or partner actions and damage to our reputation and our brand, all of which could have a material adverse effect on our business and results of operations.

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Our use of third-party vendors and our other ongoing third-party business relationships are subject to increasing regulatory requirements and attention.

We regularly use third-party vendors and subcontractors as part of our business. We also have substantial ongoing business relationships with our partners and other third-parties. These types of third-party relationships are subject to increasingly demanding regulatory requirements and attention by our federal bank regulators (the Federal Reserve Board, the OCC and the FDIC) and our consumer regulator (the CFPB). Regulatory guidance requires us to enhance our due diligence, ongoing monitoring and control over our third-party vendors and subcontractors and other ongoing third-party business relationships, including with our partners. In certain cases we may be required to renegotiate our agreements with these vendors and/or their subcontractors to meet these enhanced requirements, which could increase our costs. We expect that our regulators will hold us responsible for deficiencies in our oversight and control of our third-party relationships and in the performance of the parties with which we have these relationships. As a result, if our regulators conclude that we have not exercised adequate oversight and control over our third-party vendors and subcontractors or other ongoing third-party business relationships or that such third parties have not performed appropriately, we could be subject to enforcement actions, including civil money penalties or other administrative or judicial penalties or fines as well as requirements for customer remediation.

Anti-money laundering and anti-terrorism financing laws could have significant adverse consequences for us.

We maintain an enterprise-wide program designed to enable us to comply with all applicable anti-money laundering and anti-terrorism financing laws and regulations, including the Bank Secrecy Act and the Patriot Act. This program includes policies, procedures, processes and other internal controls designed to identify, monitor, manage and mitigate the risk of money laundering or terrorist financing posed by our products, services, customers and geographic locale. These controls include procedures and processes to detect and report suspicious transactions, perform customer due diligence, respond to requests from law enforcement, and meet all recordkeeping and reporting requirements related to particular transactions involving currency or monetary instruments. We cannot be sure our programs and controls will be effective to ensure our compliance with all applicable anti-money laundering and anti-terrorism financing laws and regulations, and our failure to comply could subject us to significant sanctions, fines, penalties and reputational harm, all of which could have a material adverse effect on our business, results of operations and financial condition.

As long as we are controlled by GECC for bank regulatory purposes, regulation and supervision of GECC could adversely affect us.

GECC is a regulated savings and loan holding company and therefore is subject to all of the regulation and supervision to which we are subject. Until the GE SLHC Deregistration, regulation and supervision of GECC as a savings and loan holding company may, for reasons related or unrelated to us, materially and adversely affect us, including restricting our ability to pay dividends or repurchase our stock, initiate or continue various business activities or practices, grow our assets or complete the Separation.

As a nonbank SIFI, GECC, our indirect parent company, is subject to enhanced prudential standards and regulation by the Federal Reserve Board, which is expected to include regulatory capital requirements. Nonbank SIFIs, such as GECC, currently are subject to some, but not all, of the enhanced prudential standards under the Dodd-Frank Act. The Federal Reserve Board has issued regulations implementing certain of the enhanced prudential standards of the Dodd-Frank Act for bank holding companies and foreign banking organizations, but not for nonbank SIFIs. In connection with these regulations, the Federal Reserve Board has indicated that it will apply enhanced prudential standards to an individual nonbank SIFI, such as GECC, by rule or order. Although the enhanced prudential standards currently applicable to GECC in its capacity as a nonbank SIFI do not have the effect of imposing direct regulatory obligations or restrictions on us, we cannot be certain that standards imposed by rule or order on GECC as a nonbank

SIFI by the Federal Reserve Board in the future will not have the effect of directly or indirectly imposing obligations or restrictions on us so long as we are controlled by GECC for bank regulatory

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purposes and those could have a material adverse effect on our business, results of operations and financial condition. For example, capital plan and stress-testing requirements to which GECC may be made subject as a nonbank SIFI could affect, among other things, our ability to pay dividends or repurchase our stock or affect GECC s ability to complete the Separation.

Risks Relating to Our Separation from GE

GE may not complete the Separation as planned or at all.

On November 15, 2013, GE announced that it planned a staged exit from our business, consistent with its strategy of reducing GECC s percentage of GE s total earnings and increasing GECC s focus on its commercial lending and leasing businesses. The IPO was the first step in that exit. As a result of the IPO, GE currently beneficially owns % of our outstanding common stock (and will own % if the underwriters option to purchase additional shares of common stock from us in the IPO is exercised in full).

GE has indicated that after the IPO it currently is targeting to complete its exit from our business in 2015 through the Separation. The Separation would be subject to various conditions, including receipt of any necessary bank regulatory and other approvals, the existence of satisfactory market conditions, and, in the case of a tax-free transaction, a private letter ruling from the IRS as to certain issues relating to, and an opinion of counsel confirming, the tax-free treatment of the transaction to GE and its stockholders. In addition, since GE s exit from our business will not be completed until GE has obtained the GE SLHC Deregistration, GE s willingness to proceed with the Separation may be conditioned on its obtaining the necessary determination by the Federal Reserve Board that the GE SLHC Deregistration is effective (i.e., that, following the Separation, GE, along with GECC and GECFI, no longer controls us and therefore GE, GECC and GECFI are released from savings and loan holding company registration).

The conditions related to the Separation and the GE SLHC Deregistration may not be satisfied in 2015 or thereafter, or GE may decide for any other reason not to consummate the Separation in 2015 or thereafter. Also, satisfying the conditions related to the Separation and the GE SLHC Deregulation may require actions that GE has not anticipated. Any delay by GE in completing, or uncertainty about its ability or intent to complete, the Separation and the GE SLHC Deregistration on the planned timetable and the contemplated terms (including at the contemplated capital and liquidity levels), or at all, could have a material adverse effect on our business.

If GE is unable to obtain the GE SLHC Deregistration, it will continue to have significant control over us.

If the GE SLHC Deregistration is not obtained (and until it is obtained), GE will continue to have significant control over us. GE s degree of control will depend on, among other things, its level of ownership of our common stock, the number of persons it is entitled to designate for nomination for election to our board of directors under the Master Agreement and the requirement under the Master Agreement that we obtain GECC s prior written approval before undertaking (or permitting or authorizing the Bank or any of our other subsidiaries to undertake) various significant corporate actions. This may mean that GE, through GECC, may not always exercise control of us in a way that benefits our public stockholders or noteholders. Conflicts of interest may arise between us and GE and GECC that could be resolved in a manner unfavorable to us. We will also continue to be subject to the regulation and supervision applicable to GE, GECC and companies under their control, and such regulation and supervision may, for reasons related or unrelated to us, adversely affect us until the GE SLHC Deregistration is obtained. All of the foregoing could have a material adverse effect on us. See GE has significant control over us and may not always exercise its control in a way that benefits our public stockholders or noteholders and Risks Relating to Regulation As long as we are controlled by GECC for bank regulatory purposes, regulation and supervision of GECC could adversely affect us.

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We need Federal Reserve Board approval to continue to be a savings and loan holding company following the GE SLHC Deregistration. We may not receive this approval in a timely manner or at all, and additional approval conditions beyond what we are anticipating may be imposed that prevent or delay the Separation or the GE SLHC Deregistration or require us to incur significant additional expense.

The Savings and Loan Holding Company Act generally requires Federal Reserve Board approval before a company acquires a savings association and becomes a savings and loan holding company. We were exempt from this requirement when we initially acquired the Bank and became a savings and loan holding company, because we were a subsidiary of GE, GECC and GECFI, existing savings and loan holding companies. We do not expect this exemption to continue to apply to us following the GE SLHC Deregistration. As a result, we will be required to file an application with, and receive approval from, the Federal Reserve Board to continue to be a savings and loan holding company and to retain ownership of the Bank following the GE SLHC Deregistration. See Regulation Savings and Loan Holding Company Regulation.

We expect that the Federal Reserve Board will not act on our application to continue to be a savings and loan holding company and to retain ownership of the Bank following the GE SLHC Deregistration until, among other things, it has completed an in-depth review of our preparedness to operate on a standalone basis, independently of GE, and is satisfied with the results. We cannot predict when this review will begin but expect it to be some period of time after the completion of the IPO. In connection with the Federal Reserve Board s review and prior to our filing an application with the Federal Reserve Board to continue to be a savings and loan holding company and to retain ownership of the Bank following the GE SLHC Deregistration, we will continue to establish and expand our operations and infrastructure and take other steps to allow us to operate as a fully standalone public company, independently of GE. See Prospectus Summary GE Ownership and Our Separation from GE.

Once the Federal Reserve Board begins its review of our preparedness to operate on a standalone basis, we cannot predict how long such review will take. We expect, however, that the review will require a considerable period of time. In addition, to obtain approval of our application to continue to be a savings and loan holding company and retain ownership of the Bank following the GE SLHC Deregistration, we may have to take additional actions beyond the significant operations and infrastructure expansion and other steps we are already planning. For example, we may have to increase our capital and liquidity levels beyond what we are anticipating; restrict our payment of dividends, or not make any payment of dividends, for a longer period than what we anticipate; make further changes to our corporate governance, risk management, capital planning, treasury, information technology, compliance, regulatory, internal audit and other control operations and infrastructure; stop receiving any transitional services from GE; repay all related party debt owed to GECC; or further diversify our funding sources, such as by reducing the amount of our brokered deposits or increasing the amount of our unsecured debt beyond what we are anticipating. Those actions may involve significant additional expenses for us and require significant time to implement beyond what we now anticipate.

Even after taking any such actions, there is no assurance that our application to continue to be a savings and loan holding company following the GE SLHC Deregistration will be approved. The Federal Reserve Board will consider a range of factors and has significant discretion in reviewing our application, and its action on our application may be affected by circumstances we do not know or cannot predict at this time, including factors identified in the Federal Reserve Board s in-depth review of us, changes in our current condition or changes in general economic and market conditions relevant to our operations. The Federal Reserve Board will also seek the views of the OCC and FDIC as regulators of the Bank, and their views may have a significant effect on the Federal Reserve Board s action on the application. If the application is not approved, GE will not be able to obtain the GE SLHC Deregistration as currently planned. GE may be unwilling to proceed with the Separation unless or until it is able to obtain the GE SLHC Deregistration.

Even if our application is approved, we cannot be certain when such approval will be granted, or what conditions or restrictions, if any, will be imposed for such approval. The Federal Reserve Board s approval could include conditions or restrictions that are more onerous than those generally applicable to savings and loan

holding companies and that require additional actions or impose additional limitations beyond those we may already have taken or assumed in order to obtain approval and achieve the Separation as described above. Any such conditions or restrictions or additional required actions could be significant, involve significant additional expense for us and have a material adverse effect on our business, results of operations and financial condition. GE s ability or willingness to proceed with the Separation as currently planned could be affected by the nature and effect of any such conditions, restrictions or additional required actions.

Prior to the Separation and the GE SLHC Deregistration, we need to establish and significantly expand many aspects of our operations and infrastructure, and our failure to do so in a timely manner, within anticipated costs and without disrupting our ongoing business, could have a material adverse effect on our business and results of operations and could delay or prevent the Separation and the GE SLHC Deregistration.

Although historically we have operated as a largely standalone business within GECC with our own sales, marketing, risk management, operations, collections, customer service and compliance functions, we need to establish and significantly expand many aspects of our operations and infrastructure prior to the Separation to enable us to operate as a standalone public company after our transitional services with GE terminate (for most services, within 24 months after the completion of the IPO) and to enable GE to obtain the GE SLHC Deregistration in connection with the Separation or thereafter. The operations and infrastructure to be established or expanded relate to, among other areas, corporate governance, risk management, capital planning, treasury, information technology, compliance, regulatory, internal audit and other control operations and infrastructure.

Establishing and expanding our operations and infrastructure will involve substantial costs, the hiring and integration of a large number of new employees (including a number at senior levels), and integration of the new and expanded operations and infrastructure with our existing operations and infrastructure, and in some cases, the operations and infrastructure of our partners and other third parties. It will also require significant time and attention from our senior management and others throughout the Company, in addition to their day-to-day responsibilities running the business. We expect that our operations and infrastructure will need to be more extensive and robust in many respects than those currently in place at our Company and GECC. We cannot be sure we will be able to establish and expand the operations and infrastructure to the extent required, in the time, or at the costs, anticipated, or at the costs anticipated, and without disrupting our ongoing business operations in a material way, all of which could have a material adverse effect on our business and results of operations. Moreover, we do not expect that the Federal Reserve Board will act on our application to continue to be a savings and loan holding company and to retain ownership of the Bank following the GE SLHC Deregistration until, among other things, it has completed an in-depth review of our preparedness to operate on a standalone basis, which we expect to involve a review of the new operations and infrastructure we will be adding. As a result, delays in establishing and expanding our operations and infrastructure may delay the review of our preparedness by the Federal Reserve Board, which could delay the Separation and the GE SLHC Deregistration. Moreover, the Federal Reserve Board may require substantial additions or changes to our operations and infrastructure, including the operations and infrastructure we anticipate adding, all of which could significantly increase our costs and further delay the Separation and the GE SLHC Deregistration. See GE may not complete the Separation as planned or at all.

Even if the GE SLHC Deregistration is obtained, we also will need Federal Reserve Board agreement that we meet the criteria for a savings and loan holding company to be treated as a financial holding company, and we cannot be certain the Federal Reserve Board will provide such agreement or what additional conditions or restrictions it may impose if it does so.

We currently are a grandfathered unitary savings and loan holding company, but do not expect to continue to qualify as such a grandfathered unitary savings and loan holding company following the GE SLHC Deregistration. As a

result, in connection with our application to continue to be a savings and loan holding company, we will need to submit to the Federal Reserve Board a request to become a financial holding company in order to engage in activities that are permissible only for savings and loan holding companies that are treated as financial holding companies (including to continue to obtain financing through our securitization programs).

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We believe that we will meet the criteria for a savings and loan holding company to be treated as a financial holding company. However, we cannot assure you that the Federal Reserve Board will agree, or that the Federal Reserve Board will not, in order for us to be treated as a financial holding company, impose additional conditions or restrictions, which may be similar to or different from those otherwise imposed in connection with the Separation. GE s ability or willingness to proceed with the Separation as currently planned could be affected by the nature of any such conditions or restrictions required by the Federal Reserve Board in order for us to be treated as a financial holding company.

The IPO and Separation could adversely affect our business and profitability due to GE s strong brand and reputation.

As a subsidiary of GE, we market many of our products using the GE brand name and logo, and we believe the association with GE has provided many benefits, including:

- a world-class brand associated with trust, integrity and longevity;
- perception of high-quality products and services;
- strong capital base and financial strength;
- preferred status among our partners, customers and employees; and
- established relationships with bank and other regulators.

The IPO and Separation could adversely affect our ability to attract and retain partners. We may be required to provide more favorable pricing and other terms to our partners and take other action to maintain our relationship with existing, and attract new, partners, all of which could have a material adverse effect on our business, financial condition and results of operations.

Although we do not expect a material loss of customers or usage following the Separation (or more difficulty attracting new customers and increasing their usage) because our product will continue to be closely associated with our partners and their brands, we cannot be sure this will be the case. In addition, although our capital at the Bank was increased in connection with the IPO and the customer-facing aspects of our business will remain largely unchanged following the IPO and the Separation, we cannot be sure that we will not lose deposits or have more difficulty attracting new deposits following the IPO or the Separation because of depositor concerns that we will no longer be part of GE and benefitting from its brand and financial strength.

We cannot predict the effect that the IPO and the Separation will have on our partners, customers, depositors or employees. The risks relating to the IPO and the Separation could materialize at various times, including:

now that GE s beneficial ownership in our common stock has decreased to % (and may decrease further to % if the underwriters option to purchase additional shares of common stock from us in the IPO is exercised in full);

when GE reduces its ownership in our common stock to a level below 50%; and

when we cease using the GE name and logo in our sales and marketing materials, particularly when we deliver notices to partners, customers and depositors that our name and the name of the Bank and some of our other subsidiaries will change.

We will have the right to use the GE brand name and logo for only a limited period of time and if we fail to establish a new, independently recognized brand name, we could be adversely affected.

In March 2014 we changed our corporate name to SYNCHRONY FINANCIAL and in June 2014 the Bank changed its corporate name to Synchrony Bank, although we, the Bank and our other subsidiaries may continue to use the GE brand name and logo in marketing our products and services for a limited period of time. Pursuant to a transitional trademark license agreement, GE will grant us the right to use certain GE, GE Capital, GE Capital Retail Bank, GE Money and GECAF marks and related GECAF logos and the GE monogram in connection with our products and services until such time as GE ceases to beneficially own more

than 50% of our outstanding common stock, subject to certain exceptions (e.g., we generally will have a right to use those marks and related logos and the monogram on our credit cards for a period of three and a half years after the completion of the IPO). Development of a new brand is an expensive, uncertain and long-term process. When our right to use the GE brand name and logo expires, we may not be able to maintain or enjoy comparable name recognition or status under our new brand. If we are unable to successfully manage the transition of our business to our new brand in a timely manner, our reputation among, and relationship with, our partners, customers, depositors and employees could be adversely affected.

The terms of our arrangements with GE may be more favorable than we will be able to obtain from an unaffiliated third party. We may be unable to replace the services GECC provides us in a timely manner or on comparable terms.

We and GECC have entered into a transitional services agreement and other agreements. Pursuant to the transitional services agreement, GECC and its affiliates agreed to provide us with transitional services after the IPO, including treasury, payroll, tax and other financial services, human resources and employee benefits services, information systems and network access, application and support related services, and procurement and sourcing support.

We negotiated these arrangements with GECC in the context of a parent-subsidiary relationship. Although GECC is contractually obligated to provide us with services during the term of the transitional services agreement, we cannot assure you that these services will be sustained at the same level after the expiration of that agreement, or that we will be able to replace these services in a timely manner or on comparable terms. When GECC ceases to provide services pursuant to those arrangements, our costs of procuring those services from third parties may increase. Other agreements with GE and GECC also govern the relationship between us and GE after the IPO and provide for the allocation of employee benefits, tax and other liabilities and obligations attributable or related to periods or events prior to the IPO. They also contain terms and provisions that may be more favorable than terms and provisions we might have obtained in arm s length negotiations with unaffiliated third parties. See Arrangements Among GE, GECC and Our Company Relationship with GE and GECC.

GE has significant control over us and may not always exercise its control in a way that benefits our public stockholders or noteholders.

As a result of the IPO, GE currently beneficially owns approximately % of our outstanding common stock (and will own % if the underwriters option to purchase additional shares of common stock from us in the IPO is exercised in full). GE has indicated that, following completion of the IPO, it intends to divest its remaining interest in us. However, so long as GE continues to beneficially own more than 50% of our outstanding voting stock, GE generally will be able to determine the outcome of corporate actions requiring stockholder approval, GE will have the voting power to elect the board of directors and GE will have significant influence over, and in some cases, the right to approve certain compensation paid to our executive officers.

The Master Agreement gives GECC certain significant rights until such time, if any, as the GE SLHC Deregistration occurs. Some of GECC s rights under the Master Agreement will not terminate until the GE SLHC Deregistration occurs, and therefore it is possible that GE will exercise some or all of such rights at a time when it does not own any of our common stock. Under the Master Agreement, GECC has the right to designate five persons for nomination for election to our nine-member board of directors so long as GE beneficially owns more than 50% of our outstanding common stock and to designate a lesser number as GE s percentage ownership decreases until the GE SLHC Deregistration. In addition, subject to certain exceptions and ownership thresholds, until the GE SLHC Deregistration, we will be required to obtain GECC s prior written approval before undertaking (or permitting or authorizing the Bank or any of our other subsidiaries to undertake) various significant corporate actions. These include (subject to certain

agreed exceptions):

consolidating or merging with or into any person or, subject to certain exceptions, permitting any subsidiary to merge with or into any person;

acquiring control of a bank or savings association or making any other acquisition of assets or equity for a price (including assumed debt) in excess of $500 million (other than acquisitions of receivables portfolios in the ordinary course of business that do not exceed $1 billion); provided, that once GE s beneficial ownership of our common stock decreases below 20%, the general threshold will be increased to $1 billion and the threshold for acquisitions of receivables portfolios in the ordinary course of business will be increased to $2 billion;

disposing of assets or securities in a single transaction or a series of related transactions for a price (including assumed debt) in excess of $500 million (other than dispositions among us and our affiliates, issuances of asset backed securitization debt to maintain the aggregate level of borrowing capacity we had at the time of the IPO and dispositions of receivables in the ordinary course of business that do not exceed $1 billion); provided, that once GE s beneficial ownership of our common stock decreases below 20%, the general threshold will be increased to $1 billion and the threshold for disposition of receivables portfolios in the ordinary course of business will be increased to $2 billion;

incurring or guaranteeing debt that would reasonably be expected to result in a downgrade of our publicly issued debt below specified ratings at the time of the IPO;

dissolving, liquidating, or winding up our Company;

altering, amending, terminating or repealing, or adopting any provision inconsistent with, the provisions of our certificate of incorporation or our bylaws;

adopting or implementing any stockholder rights plan or similar takeover defense measure;

declaring or paying any dividend or other distribution in respect of our common stock;

repurchasing our common stock, subject to certain exceptions;

entering into a new principal line of business or entering into business outside of the United States and Canada; or

establishing an executive committee of our board of directors.

GE s interests may differ from your interests and the interests of our stockholders, and therefore actions GE takes with respect to us, as a controlling or significant stockholder or under the Master Agreement, may not be favorable to you or our stockholders.

As long as GE owns a majority of our common stock, we will rely on certain of the exemptions from the corporate governance requirements of the NYSE available for controlled companies .

We are a controlled company within the meaning of the corporate governance listing standards of the NYSE because GE continues to own more than 50% of our outstanding common stock. A controlled company may elect not to comply with certain corporate governance requirements of the NYSE. Consistent with this, the Master Agreement provides that, so long as we are a controlled company, we will elect not to comply with the requirements to have a majority of independent directors or to have the Nominating and Corporate Governance and Management Development and Compensation Committees of our board of directors consist entirely of independent directors. Six of our nine directors, including one member of the board of directors Nominating and Corporate Governance Committee and one member of the board of directors Management Development and Compensation Committee, do not qualify as independent directors under the applicable listing standards of the NYSE. As a result, you will not benefit from certain of the protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of the NYSE.

Our historical combined and pro forma financial information do not reflect the results we would have achieved as a standalone company and may not be a reliable indicator of our future results.

The historical combined and pro forma financial information included in this prospectus does not reflect the financial condition, results of operations or cash flows we would have achieved as a standalone company during the periods presented and may not be a reliable indicator of our future results. The pro forma financial information depends on various assumptions that may be incorrect. For example, the actual weighted average

funding cost for additional debt incurred in connection with the Transactions may be higher than that assumed for purposes of preparing the pro forma financial information, or interest earned on additional assets may be lower than assumed. The pro forma financial information also does not give effect to or make any adjustment for various factors including anticipated increases in our operating expense as a result of the IPO and increases in payments under recently extended program agreements.

In addition, the historical combined and pro forma financial information does not reflect the impact of any conditions or restrictions that may be imposed by the Federal Reserve Board in connection with the GE SLHC Deregistration and the Separation, including requiring higher capital or liquidity levels or restricting our business activities or growth. Accordingly, our historical combined and pro forma financial information should not be relied upon as representative or indicative of what our financial condition or results of operations would have been had the Transactions occurred on the dates indicated. This information also should not be relied upon as representative or indicative of our future financial condition, results of operations or cash flows. For additional information relating to our historical combined and pro forma financial information, see Selected Historical and Pro Forma Financial Information.

The obligations associated with being a public company will require significant resources and management attention.

As a result of the IPO, we became subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the Sarbanes-Oxley Act of 2002 (the Sarbanes-Oxley Act) and SEC rules under that act. The Exchange Act requires that we file annual, quarterly and current reports with respect to our business and financial condition. The Sarbanes-Oxley Act and SEC rules thereunder require, among other things, that we establish and maintain effective internal controls and procedures for financial reporting. We have established all of the procedures and practices required as a subsidiary of GE but we will have additional procedures and practices to establish as a separate, standalone public company. As a result, we will incur significant legal, accounting and other expenses that we did not previously incur. Furthermore, the need to establish the corporate infrastructure necessary for a standalone public company may divert some of management s attention from operating our business and implementing our strategy. We have made, and will continue to make, changes to our internal controls and procedures for financial reporting and accounting systems to meet our reporting obligations. However, the measures we take may not be sufficient to satisfy our obligations as a public company. In addition, we cannot predict or estimate the amount of additional costs we may incur in order to comply with these requirements.

The Sarbanes-Oxley Act and SEC rules require annual management assessments of the effectiveness of our internal control over financial reporting, starting with the second annual report that we file with the SEC, and, in the annual report for the next succeeding year, a report by our independent auditors addressing such assessments. Failure to achieve and maintain an effective internal control environment could have a material adverse effect on our business and the trading prices of the notes.

GE could engage in business and other activities that compete with us.

GE has agreed that, subject to certain exceptions, for two years after the GE SLHC Deregistration, it will not engage in the business of providing credit to consumers through: (i) private label credit cards or dual cards in conjunction with programs with retailers, merchants or healthcare providers primarily for the purchase of goods and services from the applicable retailer, merchant or healthcare provider or (ii) general purpose credit cards, in each case, in the United States and Canada. See Arrangements Among GE, GECC and Our Company Relationship with GE and GECC Master Agreement Noncompetition Agreement. Our certificate of incorporation provides that, other than that non-compete agreement and any other contractual provisions to the contrary, GE will have no obligation to refrain from:

engaging in the same or similar business activities or lines of business as us; or

doing business with any of our partners, customers or vendors.

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GE has significant financial services businesses, including owning a bank that takes deposits (in addition to the Bank), providing consumer financing outside the United States and Canada (including private label credit cards) and providing commercial financing (including inventory, floorplan and other financing to small and medium-sized businesses). Following the IPO, GE will continue to engage in these businesses. To the extent that GE engages in the same or similar business activities or lines of business as us, or engages in business with any of our partners, customers or vendors, our ability to successfully operate and expand our business may be hampered.

Conflicts of interest may arise between us and GE that could be resolved in a manner unfavorable to us.

Questions relating to conflicts of interest may arise between us and GE in a number of areas relating to our past and ongoing relationships. Six of our directors (one of whom is our Chief Executive Officer) and many of our senior executive officers are also officers of GE and/or GECC. These directors and officers own GE stock and options to purchase GE stock, and all of them participate in GE pension plans. Ownership interests of our directors or officers in GE stock, or service as both a director of our Company and a director, officer and/or employee of GE and/or GECC, could give rise to potential conflicts of interest when a director or officer is faced with a decision that could have different implications for the two companies. These potential conflicts could arise, for example, over matters such as the desirability of changes in our business and operations, funding and capital matters, regulatory matters, matters arising with respect to the Master Agreement and other agreements with GE, employee retention or recruiting, or our dividend policy.

The corporate opportunity policy set forth in our certificate of incorporation addresses certain potential conflicts of interest between our Company, on the one hand, and GE and its officers who are directors of our Company, on the other hand. Although these provisions are designed to resolve certain conflicts between us and GE fairly, we cannot assure you that any conflicts will be so resolved. The principles for resolving these potential conflicts of interest are described under Description of Capital Stock Provisions of Our Certificate of Incorporation Relating to Corporate Opportunities.

If GE distributes our stock to its stockholders in exchange for its common stock in a transaction that is intended to be tax-free to GE, we could have a material indemnification obligation to GE under the TSSA if we cause the distribution or certain related preliminary internal transactions to fail to qualify for tax-free treatment or in the case of certain significant transfers of our stock following such distribution.

GE has indicated that after the IPO it currently intends to complete its exit from its investment in us by making a distribution of all of its remaining shares of our stock to its stockholders in exchange for GE s common stock in a transaction that would be designed to qualify for tax-free treatment to GE and its stockholders under Section 355 of the Internal Revenue Code (the Code). Completion by GE of any such distribution is conditioned on, among other things, a private letter ruling from the IRS regarding certain issues relating to, and an opinion from tax counsel confirming, the tax-free treatment under Section 355 of the Code of the distribution and the tax-free treatment of a series of preliminary transactions that would be required prior to implementing the distribution. The IRS ruling and the opinion of tax counsel will rely on certain facts, assumptions, representations and undertakings from GE and us regarding the past and future conduct of GE s and our businesses and other matters. If any of these facts, assumptions, representations or undertakings is incorrect or not otherwise satisfied, GE may not be able to rely on the IRS ruling or the opinion of tax counsel. Accordingly, notwithstanding the IRS ruling and the opinion of tax counsel, the IRS could determine that the distribution (or any of the preliminary transactions) is taxable if it determines that any of these facts, assumptions, representations or undertakings are not correct or have been violated or if it disagrees with the conclusions in the opinion that are not covered by the IRS ruling, or for other reasons, including as a result of certain significant changes in the stock ownership of GE or us after the distribution. If the distribution (or any of the preliminary transactions) is determined to be taxable, GE could incur significant tax liabilities, and under the tax

sharing and separation agreement (the TSSA) we entered into with GE at the completion of the IPO, we may be required to indemnify GE for any such liabilities if the liability is caused by any action or inaction undertaken by us following the completion of the IPO or as a result of any direct or indirect transfers of our stock following the distribution.

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In order to preserve the tax-free status of the distribution and the preliminary transactions to GE, the TSSA includes a provision generally prohibiting us from taking action after the completion of the IPO that would cause the distribution (or the preliminary transactions) to become taxable. As a result, and given our indemnity obligation to GE under the TSSA for tax liabilities incurred by GE as a result of a breach of these provisions by us or as a result of any direct or indirect transfers of our stock following the distribution, we may be required to forgo certain significant transactions that would otherwise have been advantageous to us for a period of time following the distribution, such as certain dispositions of our assets or issuances of our stock. For a discussion of the TSSA, see Arrangements Among GE, GECC and Our Company Relationship with GE and GECC Tax Sharing and Separation Agreement.

Risks Relating to This Offering

We are a holding company and will rely significantly on dividends, distributions and other payments from the Bank to fund payments on the notes.

As a holding company, we will rely significantly on dividends, distributions and other payments from the Bank to fund any payments on the notes and our other obligations, as well as to fund any dividends to our stockholders and repurchases of our stock. Accordingly, our ability to make payments on the notes depends upon the earnings of and the distribution of funds from our subsidiaries, including the Bank. Restrictions on our subsidiaries ability to distribute cash to us could materially affect our ability to pay principal and interest on our indebtedness, including the notes.

The ability of the Bank to make dividends and other distributions and payments to us is subject to regulation by the OCC and the Federal Reserve Board. Limitations on the amounts we receive from the Bank could impact our liquidity and our ability to fund payments on the notes when due. See Risks Relating to Regulation We may pay dividends or repurchase our common stock, which may reduce the amount of funds available to satisfy the notes; the Bank is subject to restrictions that limit its ability to pay dividends to us, which could limit our ability to make payments on the notes.

In addition, the terms of our indebtedness do not restrict the ability of our subsidiaries to incur indebtedness or enter into other agreements that may restrict or prohibit our subsidiaries from distributing cash to us. We cannot assure you that the indebtedness of our subsidiaries or other agreements to which our subsidiaries are a party will permit our subsidiaries to distribute sufficient cash to us to fund payments on the notes when due.

The notes will be effectively subordinated to any secured debt we may incur.

The notes are unsecured unsubordinated obligations of Synchrony and will rank equally in right of payment with all its other unsecured and unsubordinated indebtedness. As a result, the indebtedness represented by the notes will effectively be subordinated to any secured indebtedness Synchrony may incur, to the extent of the value of the assets securing such indebtedness. As of March 31, 2014, on a pro forma basis after giving effect to the Transactions, Synchrony had no secured indebtedness outstanding, and $9,500 million of indebtedness that ranked equally with the notes.

In the event of any distribution or payment of our assets in any foreclosure, dissolution, winding up, liquidation or reorganization, or other bankruptcy proceeding, any secured creditors would have a superior claim to the extent of their collateral. If any of the foregoing occur, we cannot assure you that there will be sufficient assets to pay amounts due on the notes.

The notes will not be guaranteed by any of our subsidiaries and will be effectively subordinated to the debt and other liabilities of our subsidiaries.

We are a holding company and conduct substantially all of our operations through subsidiaries. However, the notes will be obligations exclusively of Synchrony and will not be guaranteed by any of our subsidiaries. As a result, the notes will be structurally subordinated to all debt and other liabilities of our subsidiaries (including

deposit liabilities of the Bank), as well as the indebtedness and other liabilities of our securitization entities, which means that creditors of our subsidiaries (including depositors of the Bank) and our securitization entities will be paid from their assets before holders of the notes would have any claims to those assets. As of March 31, 2014, our subsidiaries and securitization entities had outstanding $45,317 million of total liabilities, including $42,195 million of indebtedness and deposit liabilities (excluding, in each case, intercompany liabilities).

In the event of the dissolution, winding up, liquidation or reorganization, or other bankruptcy proceeding of a subsidiary or securitization entity, creditors of that subsidiary or securitization entity would generally have the right to be paid in full before any distribution is made to us or the holders of the notes. If any of the foregoing occur, we cannot assure you that there will be sufficient assets to pay amounts due on the notes.

There are no covenants in the indenture governing the notes relating to our ability to incur future indebtedness or pay dividends, and there are limited restrictions on our ability to engage in other activities, any of which could adversely affect our ability to pay our obligations under the notes.

The indenture governing the notes does not prohibit us from incurring substantial additional indebtedness in the future. We are also permitted to incur additional secured indebtedness that would be effectively senior to the notes. The indenture governing the notes also permits unlimited additional borrowings by our subsidiaries or securitization entities that are effectively senior to the notes and, subject to certain exceptions, permits our subsidiaries to issue equity interests that have priority over our interests in the subsidiaries. If we incur additional indebtedness or liabilities, our ability to pay our obligations on the notes could be adversely affected. We expect that we will from time to time incur additional debt and other liabilities.

In addition, the indenture does not contain any restrictive covenants limiting our ability to issue or repurchase securities, pay dividends or make any payments on junior or other indebtedness. Our ability to use our funds for numerous purposes may limit the funds available to pay our obligations under the notes.

There are no financial covenants in the indenture. You are not protected under the indenture in the event of a highly leveraged transaction, reorganization, change of control, restructuring, merger or similar transaction that may adversely affect you, except to the extent described under Description of the Notes Consolidation, Merger and Sale of Assets.

We may not be able to generate sufficient cash to service all of our indebtedness, including the notes.

Our ability to make scheduled payments of principal and interest or to satisfy our obligations in respect of our indebtedness or to refinance our indebtedness will depend on our future operating performance. Prevailing economic conditions (including interest rates), regulatory constraints, including, among other things, on distributions to us from the Bank and required capital levels with respect to the Bank, and financial, business and other factors, many of which are beyond our control, will also affect our ability to meet these needs. We may not be able to generate sufficient cash flows from operations, or obtain future borrowings in an amount sufficient to enable us to pay our indebtedness, or to fund our other liquidity needs. We may need to refinance all or a portion of our indebtedness on or before maturity. We may not be able to refinance any of our indebtedness when needed on commercially reasonable terms or at all.

It is unclear how increased regulatory oversight and changes in the method for determining LIBOR may affect the value of the floating rate notes and other financial obligations held or issued by us that are linked to LIBOR, or how such changes could affect our results of operations or financial condition.

As a result of concerns about the accuracy of the calculation of LIBOR, a number of British Bankers Association (BBA) member banks entered into settlements with certain regulators and law enforcement agencies with respect to the alleged manipulation of LIBOR, and there are ongoing investigations by regulators and governmental authorities in various jurisdictions. Following a review of LIBOR conducted at the request of

the U.K. government, recommendations for reforming the setting and governing of LIBOR were released on September 28, 2012 (the Wheatley Review). The Wheatley Review made a number of recommendations for changes with respect to LIBOR, including the introduction of statutory regulation of LIBOR, the transfer of responsibility for LIBOR from the BBA to an independent administrator, changes to the method of the compilation of lending rates and new regulatory oversight and enforcement mechanisms for rate-setting and a reduction in the number of currencies and tenors for which LIBOR is published. Based on the Wheatley Review and on a subsequent public and governmental consultation process, the U.K. Financial Services Authority published final rules for the U.K. Financial Conduct Authority s regulation and supervision of LIBOR on March 25, 2013 (the FCA Rules). In particular, the FCA Rules include requirements that: (i) an independent LIBOR administrator monitor and survey LIBOR submissions to identify breaches of practice standards and/or potentially manipulative behavior and (ii) firms submitting data to LIBOR establish and maintain a clear conflicts of interest policy and appropriate systems and controls. The FCA Rules took effect on April 2, 2013. Effective early in 2014, ICE Benchmark Administration Ltd. was appointed as the independent LIBOR administrator.

It is uncertain what additional regulatory changes or what changes, if any, in the method of determining LIBOR may be required or made by the U.K. government or other governmental or regulatory authorities. Accordingly, it is not certain whether or to what extent any such changes could have an adverse impact on the value of the floating rate notes, any other LIBOR-linked notes issued by us, or any loans and other financial obligations or extensions of credit for which we are an obligor. It is also not certain whether or to what extent any such changes would have an adverse impact on the value of any LIBOR-linked securities, loans, derivatives and other financial obligations or extensions of credit held by or due to us or on our results of operations or financial condition.

Our credit ratings may not reflect all risks of an investment in the notes.

The credit ratings of a series of notes may not reflect the potential impact of all risks related to structure and other factors on any trading market for, or trading value of, such notes. However, actual or anticipated changes in our credit ratings will generally affect any trading market for, or trading value of, each series of notes.

Agency credit ratings are not a recommendation to buy, sell or hold any security, and may be revised or withdrawn at any time by the issuing organization. Each agency s rating should be evaluated independently of any other agency s rating.

An active trading market for the notes may not develop.

Each series of notes constitutes a new issue of securities, for which there is no existing market. We do not intend to apply for listing of any series of the notes on any securities exchange or for quotation of any series of the notes in any automated dealer quotation system. We cannot provide you with any assurance regarding whether a trading market for any series of notes will develop, the ability of holders of any series of notes to sell their notes or the price at which holders may be able to sell their notes. The underwriters have advised us that they currently intend to make a market in each series of the notes. However, the underwriters are not obligated to do so, and any market-making with respect to any series of notes may be discontinued at any time without notice. If no active trading market develops, you may be unable to resell your notes at any price or at their fair market value.

Changes in our credit ratings or the debt markets could adversely affect the trading price of the notes.

The trading price of each series of notes depends on many factors, including:

the number of holders of the relevant series of notes;

our credit ratings published or otherwise issued by credit rating agencies;

- the interest of securities dealers in making a market in the relevant notes;
- the prevailing interest rates being paid by other companies similar to us;
- general market conditions;
- our financial condition, financial performance and future prospects;
- operating results that vary from the expectations of securities analysts or investors or lack of research and reports by industry analysts;
- domestic and international economic factors unrelated to our performance;
- actual or anticipated variations in quarterly results of our operations;
- changes in or failure to meet our publicly disclosed expectations as to our future financial performance;
- downgrades in securities analysts estimates of our financial performance;
- operating and securities price performance of companies that investors consider to be comparable to us;
- additions or departures of key personnel;
- actions or announcements by our competitors;
- reputational issues;
- regulatory and tax actions;
- announcements or actions taken by GE as our principal stockholder;
- the market prices for our equity securities; and

other matters discussed elsewhere in Risk Factors.

The condition of the financial markets and prevailing interest rates have fluctuated in the past and are likely to fluctuate in the future. Such fluctuations could have an adverse effect on the trading price of the notes.

In addition, credit rating agencies continually review their ratings for the companies that they follow, including us. The credit rating agencies also evaluate the consumer finance industry as a whole and may change their credit rating for us based on their overall view of our industry. A negative change in our rating or that of other peer companies could have an adverse effect on the trading price of the notes.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by words such as expects, intends, anticipates, plans, believes, seeks, targets, estimates, will or words of similar meaning. Examples of forward-looking stat include, but are not limited to, statements regarding the outlook for our future business and financial performance, such as those contained in Management s Discussion and Analysis of Financial Condition and Results of Operations Business Trends and Conditions. Forward-looking statements are based on management s current expectations and assumptions, and are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. As a result, actual results could differ materially from those indicated in these forward-looking statements. Factors that could cause actual results to differ materially include global political, economic, business, competitive, market, regulatory and other factors and risks, such as:

- impact of macroeconomic conditions and whether industry trends we have identified develop as anticipated;
- retaining existing partners and attracting new partners, concentration of our platform revenue in a small number of Retail Card partners, promotion and support of our products by our partners, and financial performance of our partners;
- our need for additional financing, higher borrowing costs and adverse financial market conditions impacting our funding and liquidity, and any reduction in our credit ratings;
- our ability to securitize our loans, occurrence of an early amortization of our securitization facilities, loss of the right to service or subservice our securitized loans, and lower payment rates on our securitized loans;
- our reliance on dividends, distributions and other payments from the Bank;
- our ability to grow our deposits in the future;
- changes in market interest rates and the impact of any margin compression;
- effectiveness of our risk management processes and procedures, reliance on models which may be inaccurate or misinterpreted, our ability to manage our credit risk, the sufficiency of our allowance for loan losses and the accuracy of the assumptions or estimates used in preparing our financial statements;
- our ability to offset increases in our costs in retailer share arrangements;

competition in the consumer finance industry;

our concentration in the U.S. consumer credit market;

our ability to successfully develop and commercialize new or enhanced products and services;

our ability to realize the value of strategic investments;

reductions in interchange fees;

fraudulent activity;

cyber-attacks or other security breaches;

failure of third parties to provide various services that are important to our operations;

disruptions in the operations of our computer systems and data centers;

international risks and compliance and regulatory risks and costs associated with international operations;

catastrophic events;

alleged infringement of intellectual property rights of others and our ability to protect our intellectual property;

- litigation and regulatory actions;
- damage to our reputation;
- our ability to attract, retain and motivate key officers and employees;
- tax legislation initiatives or challenges to our tax positions and state sales tax rules and regulations;
- significant and extensive regulation, supervision, examination and enforcement of our business by governmental authorities, the impact of the Dodd-Frank Act and the impact of the CFPB s regulation of our business;
- changes to our methods of offering our CareCredit products;
- impact of capital adequacy rules;
- restrictions that limit the Bank s ability to pay dividends;
- regulations relating to privacy, information security and data protection as well as anti-money laundering and anti-terrorism financing laws;
- use of third-party vendors and ongoing third-party business relationships;
- effect of GECC being subject to regulation by the Federal Reserve Board both as a savings and loan holding company and as a systematically important financial institution;
- GE not completing the Separation as planned or at all, GE s inability to obtain the GE SLHC Deregistration and GE continuing to have significant control over us;
- completion by the Federal Reserve Board of a review (with satisfactory results) of our preparedness to operate on a standalone basis, independently of GE, and Federal Reserve Board approval required for us to continue to be a savings and loan holding company, including the imposition of any significant additional capital or liquidity requirements;
- our need to establish and significantly expand many aspects of our operations and infrastructure;

- delays in receiving or failure to receive Federal Reserve Board agreement required for us to be treated as a financial holding company after the GE SLHC Deregistration;
- loss of association with GE s strong brand and reputation;
- limited right to use the GE brand name and logo and need to establish a new brand;
- GE has significant control over us;
- terms of our arrangements with GE may be more favorable than we will be able to obtain from unaffiliated third parties;
- obligations associated with being a public company;
- our incremental cost of operating as a standalone public company could be substantially more than anticipated;
- GE could engage in businesses that compete with us, and conflicts of interest may arise between us and GE; and
- failure caused by us of GE s distribution of our common stock to its stockholders in exchange for its common stock to qualify for tax-free treatment, which may result in significant tax liabilities to GE for which we may be required to indemnify GE.

See Risk Factors for a further description of these and other factors. For the reasons described above, we caution you against relying on any forward-looking statements, which should also be read in conjunction with the other cautionary statements that are included elsewhere in this prospectus, including in Risk Factors. Further, any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update or revise any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events, except as otherwise may be required by law.

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USE OF PROCEEDS

We estimate that the net proceeds to us from the sale of the notes in this offering will be $ million, after deducting underwriting discounts and commissions and estimated offering expenses.

Prior to the completion of this offering, we received net proceeds of $ billion in the IPO (and will receive $ million of additional net proceeds if the underwriters exercise their option to purchase additional shares in the IPO in full), and we entered into the $ billion New Bank Term Loan Facility and the $3.0 billion New GECC Term Loan Facility. See Description of Certain Indebtedness New Bank Term Loan Facility and New GECC Term Loan Facility.

We used the net proceeds from the IPO, together with the net proceeds from borrowings under the New Bank Term Loan Facility and the New GECC Term Loan Facility, to repay all of our related party debt owed to GECC and its affiliates that was outstanding on the date of the closing of the IPO (the Outstanding Related Party Debt), to increase our capital, to invest in liquid assets to increase the size of our liquidity portfolio and to pay fees and expenses related to the Transactions. The weighted average interest rate on the Outstanding Related Party Debt for the year ended December 31, 2013 and the three months ended March 31, 2014 was 1.7% and 2.3% per annum, respectively.

We intend to use the net proceeds from this offering to invest in liquid assets to further increase the size of our liquidity portfolio, to pay fees and expenses related to this offering and for such additional uses as we may determine in the future.

The New GECC Term Loan Facility was entered into to formalize the lending relationship between GECC and the Company in light of the IPO and expected Separation and to reflect the fact that the Company is no longer a wholly-owned subsidiary of GECC. The New GECC Term Loan Facility has a five-year maturity, thus providing financing for a transitional period following the IPO and the expected Separation, and bears interest at a higher rate than the Outstanding Related Party Debt being repaid. For a discussion of the Outstanding Related Party Debt, see Management s Discussion and Analysis of Financial Condition and Results of Operations Funding Provided by GECC.

The following table summarizes the estimated sources of funds and uses of funds in connection with this offering, the IPO, the New Bank Term Loan Facility and the New GECC Term Loan Facility. You should read the following together with the information included under the heading Selected Historical and Pro Forma Financial Information included elsewhere in this prospectus.

Sources of Funds ($ in millions)		Uses of Funds ($ in millions)	
Notes offered hereby	$	Repay Outstanding Related Party Debt[1]	$
IPO proceeds		Increase capital and liquidity portfolio	
New Bank Term Loan Facility		Fees and expenses	
New GECC Term Loan Facility			
Total sources of funds	$	Total uses of funds	$

(1) Amount reflects $8,062 million of Outstanding Related Party Debt at March 31, 2014. The amount of Outstanding Related Party Debt actually repaid was $ million. The in the actual Outstanding Related Party Debt

repaid had a corresponding in the amount of our liquidity portfolio.

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CAPITALIZATION

Set forth below is our capitalization at March 31, 2014: (i) on a historical basis; (ii) on an as adjusted basis to give effect to the Transactions (other than this offering); and (iii) on an as further adjusted basis to give effect to this offering. You should read this information in conjunction with the information under Selected Historical and Pro Forma Financial Information, including the notes to the unaudited pro forma financial information, as well as Management s Discussion and Analysis of Financial Condition and Results of Operations and our combined financial statements and the related notes included elsewhere in this prospectus.

As of March 31, 2014 ($ in millions)	**Actual**	**As Adjusted**	**As Further Adjusted**
Cash and Cash Equivalents	$ 5,331		
Deposits:			
Interest bearing deposit accounts	$ 27,123	$ 27,123	$ 27,123
Non-interest bearing deposit accounts	235	235	235
Total deposits	$ 27,358	$ 27,358	$ 27,358
Borrowings:[1]			
Borrowings of consolidated securitization entities	$ 14,642	$ 14,642	$ 14,642
Outstanding Related Party Debt	8,062		
New Bank Term Loan Facility			
New GECC Term Loan Facility		3,000	3,000
Notes offered hereby			
Total borrowings	$ 22,704	$	$
Equity:			
Parent s net investment[2]	$ 6,052	$	$
Common stock[2]			
Additional paid-in capital[2]			
Accumulated other comprehensive income	(10)		
Total stockholders equity	$ 6,042	$	$
Total Capitalization	$ 56,104	$	$

(1) Assumes no borrowing on the $5.6 billion of undrawn committed capacity under two of our existing securitization programs.

(2) Represents the reclassification of GE s net investment in us, which was recorded in Parent s net investment, into Common stock and Additional paid-in capital at a par value of $0.001 per share.

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RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratio of earnings to fixed charges for the periods indicated: (i) on a historical basis and (ii) giving pro forma effect to the Transactions as if each had occurred at January 1, 2013.

For purposes of determining the historical ratio of earnings to fixed charges, earnings consist of earnings before provision for income taxes, plus fixed charges. Fixed charges consist of (i) interest expense on all indebtedness, including amortization of debt expense, discounts and premiums and (ii) the portion of rental expense that is representative of the interest factor.

	Pro forma Three Months Ended March 31, 2014	Historical Three Months Ended March 31, 2014	Pro forma Year Ended December 31, 2013	Historical Years Ended December 31, 2013	2012	2011	2010	2009
Ratio of earnings to fixed charges	4.3x	5.6x	3.8x	5.1x	5.4x	4.2x	2.8x	1.8x

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SELECTED HISTORICAL AND PRO FORMA FINANCIAL INFORMATION

The following table sets forth selected historical combined and unaudited pro forma financial information. The selected historical combined financial information at and for the three months ended March 31, 2014 and 2013 is unaudited and has been derived from our unaudited historical combined financial statements included elsewhere in this prospectus. The selected historical combined financial information at December 31, 2013 and 2012, and for the years ended December 31, 2013, 2012 and 2011 has been derived from our historical combined financial statements, which have been audited by KPMG LLP and are included elsewhere in this prospectus. The selected historical combined financial information at December 31, 2011, 2010 and 2009, and for the years ended December 31, 2010 and 2009 is unaudited and has been derived from our historical combined financial information not included in the prospectus. The selected unaudited pro forma financial information at and for the three months ended March 31, 2014 and for the year ended December 31, 2013 is unaudited and has been derived from our unaudited pro forma financial statements. You should read this information in conjunction with the information under Management s Discussion and Analysis of Financial Condition and Results of Operations and our historical combined financial statements and the related notes thereto, which are included elsewhere in this prospectus.

Synchrony is a holding company for the legal entities that historically conducted GE s North American retail finance business. Synchrony was incorporated in Delaware on September 12, 2003, but prior to April 1, 2013, conducted no business. During the period from April 1, 2013 to September 30, 2013, as part of a regulatory restructuring, substantially all of the assets and operations of GE s North American retail finance business, including the Bank, were transferred to Synchrony. The remaining assets and operations of that business were transferred to Synchrony prior to the completion of the IPO.

We have prepared our historical combined financial statements as if Synchrony had conducted GE s North American retail finance business throughout all relevant periods. Our historical combined financial information and statements include the assets, liabilities and operations of GE s North American retail finance business.

The unaudited pro forma information set forth below reflects our historical combined financial information, as adjusted to give effect to the following Transactions as if each had occurred at January 1, 2013, in the case of statements of earnings information, and at March 31, 2014, in the case of statements of financial position information:

- issuance of million shares of our common stock in the IPO at an initial public offering price of $ per share;
- repayment of all Outstanding Related Party Debt (as defined under Use of Proceeds);
- entering into of, and costs associated with, the New Bank Term Loan Facility and the New GECC Term Loan Facility;
- completion of, and costs associated with, this offering;

- investment in liquid assets to further increase the size of our liquidity portfolio consistent with our liquidity and funding policies; and

- issuance of a founders grant of restricted stock units and stock options to certain employees under the Synchrony 2014 Long-Term Incentive Plan.

The unaudited pro forma financial information is for illustrative and informational purposes only and is not intended to represent what our financial condition or results of operations would have been had the Transactions occurred on the dates indicated. The unaudited pro forma information also should not be considered representative of our future financial condition or results of operations.

The unaudited pro forma information below is based upon available information and assumptions that we believe are reasonable, that reflect the expected impacts of events that are directly attributable to the Transactions, that are factually supportable and, in connection with earnings information, that are expected to have a continuing impact on us.

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In connection with the IPO, we entered into a number of arrangements with GE governing the Separation and a variety of transition matters. Except as described in the notes above, we have not reflected any adjustments for the estimated effects of these arrangements, which are described under Management s Discussion and Analysis of Financial Condition and Results of Operations Separation from GE and Related Financial Arrangements.

In addition to the pro forma adjustments to our historical combined financial statements, various other factors will have an effect on our financial condition and results of operations after the completion of this offering, including those discussed under Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations.

For information with respect to certain items that are not reflected in the pro forma financial information, see note (k) to the unaudited pro forma financial information below.

Condensed Combined Statements of Earnings Information

	Pro Forma	Historical		Pro Forma	Historical[1]				
	Three Months Ended March 31,	Three Months Ended March 31,		Year Ended December 31,		Years Ended December 31,			
($ in millions, except per share data)	2014	2014	2013	2013	2013	2012	2011	2010[2]	2009
Interest income	$ 2,933	$ 2,933	$ 2,704	$ 11,313	$ 11,313	$ 10,309	$ 9,141	$ 8,760	$ 4,636
Interest expense	248	190	193	1,005	742	745	932	1,094	830
Net interest income	2,685	2,743	2,511	10,308	10,571	9,564	8,209	7,666	3,806
Retailer share arrangements	(594)	(594)	(484)	(2,373)	(2,373)	(1,984)	(1,428)	(989)	(799)
Net interest income, after retailer share arrangements	2,091	2,149	2,027	7,935	8,198	7,580	6,781	6,677	3,007
Provision for loan losses	764	764	1,047	3,072	3,072	2,565	2,258	3,151	2,883
Net interest income, after retailer share arrangements and provision for loan losses	1,327	1,385	980	4,863	5,126	5,015	4,523	3,526	124
Other income	115	115	132	500	500	484	497	481	2,550
Other expense	616	610	539	2,510	2,484	2,123	2,010	1,978	1,979
Earnings before provision for income taxes	826	890	573	2,853	3,142	3,376	3,010	2,029	695
Provision for income taxes	(308)	(332)	(214)	(1,055)	(1,163)	(1,257)	(1,120)	(760)	(294)
Net earnings	$ 518	$ 558	$ 359	$ 1,798	$ 1,979	$ 2,119	$ 1,890	$ 1,269	$ 401
Weighted average shares outstanding (in thousands)									

Basic
Diluted

Earnings per share
Basic
Diluted

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Condensed Combined Statements of Financial Position Information

($ in millions)	Pro Forma At March 31, 2014	Historical At March 31, 2014	Historical At December 31, 2013	2012	2011[1]	2010[2]	2009
Assets:							
Cash and equivalents	$	$ 5,331	$ 2,319	$ 1,334	$ 1,187	$ 219	$ 572
Investment securities	265	265	236	193	198	116	7,261
Loan receivables	54,285	54,285	57,254	52,313	47,741	45,230	22,912
Allowance for loan losses	(2,998)	(2,998)	(2,892)	(2,274)	(2,052)	(2,362)	(1,654)
Goodwill	949	949	949	936	936	938	938
Intangible assets, net	464	464	300	255	252	227	396
Other assets	979	949	919	705	1,853	4,438	7,163
Assets of discontinued operations						1,847	3,092
Total assets		59,245	59,085	53,462	50,115	50,653	40,680
Liabilities and Equity:							
Total deposits	27,358	27,358	25,719	18,804	17,832	13,798	11,609
Total borrowings	27,142	22,704	24,321	27,815	25,890	30,936	18,069
Accrued expenses and other liabilities	2,988	3,141	3,085	2,261	2,065	1,600	6,192
Liabilities of discontinued operations						13	6
Total liabilities	57,488	53,203	53,125	48,880	45,787	46,347	35,876
Total equity		6,042	5,960	4,582	4,328	4,306	4,804
Total liabilities and equity	$	$ 59,245	$ 59,085	$ 53,462	$ 50,115	$ 50,653	$ 40,680

(1) In 2011, we completed the sale of a discontinued business operation. See Note 3. *Acquisition and Dispositions* to our combined financial statements. The selected earnings information presented above is of continuing operations.

(2) On January 1, 2010, we adopted FASB Accounting Standards Codification (ASC) Topic 810, *Consolidation,* and began consolidating our securitization entities. In 2009, we recognized gains on the sale of loan receivables to the securitization entities and earnings on retained interests which are included in other income within our Combined Statements of Earnings. The adoption of ASC 810, *Consolidation* on January 1, 2010 resulted in an increase to our total assets of $13.8 billion and an increase to our total liabilities of $15.2 billion. The increase in total assets primarily included an increase in loan receivables of $24.0 billion, but was partially offset by an increase in the allowance for loan losses of $1.6 billion and a decrease in investment securities of $7.2 billion. The increase in total liabilities primarily included an increase in borrowings of $18.8 billion.

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Other Financial and Statistical Data

($ in millions, except per account data)	Pro Forma[1] At and for the Three Months Ended March 31, 2014	Historical At and for the Three Months Ended March 31, 2014	Historical At and for the Three Months Ended March 31, 2013	Pro Forma[1] At and for the Year Ended December 31, 2013	Historical At and for the Years Ended December 31, 2013	Historical At and for the Years Ended December 31, 2012	Historical At and for the Years Ended December 31, 2011
Financial Position Data (Average):							
Loan receivables	$ 55,495	$ 55,495	$ 50,843	$ 52,407	$ 52,407	$ 47,549	$ 44,131
Total assets	$	$ 59,421	$ 55,990	$	$ 56,184	$ 49,905	$ 46,218
Deposits	$ 26,648	$ 26,648	$ 22,492	$ 22,911	$ 22,911	$ 17,514	$ 15,442
Borrowings	$ 27,554	$ 23,116	$ 25,440	$ 28,750	$ 25,209	$ 25,304	$ 24,687
Total equity	$	$ 6,475	$ 5,555	$	$ 5,121	$ 4,764	$ 4,009
Selected Performance Metrics:							
Purchase volume[2]	$ 21,086	$ 21,086	$ 19,803	$ 93,858	$ 93,858	$ 85,901	$ 77,883
Retail Card	$ 16,713	$ 16,713	$ 15,719	$ 75,739	$ 75,739	$ 69,240	$ 62,663
Payment Solutions	$ 2,687	$ 2,687	$ 2,471	$ 11,360	$ 11,360	$ 10,531	$ 9,798
CareCredit	$ 1,686	$ 1,686	$ 1,613	$ 6,759	$ 6,759	$ 6,130	$ 5,422
Average active accounts (in thousands)[3]	59,342	59,342	55,347	56,253	56,253	53,021	51,313
Average purchase volume per active account	$ 355	$ 355	$ 358	$ 1,668	$ 1,668	$ 1,620	$ 1,518
Average loan receivables balance per active account	$ 935	$ 935	$ 919	$ 932	$ 932	$ 897	$ 860
Net interest margin[4]		18.8%	18.2%		18.8%	19.7%	18.4%
Net charge-offs	$ 658	$ 658	$ 603	$ 2,454	$ 2,454	$ 2,343	$ 2,560
Net charge-offs as a % of average loan receivables	4.9%	4.9%	4.8%	4.7%	4.7%	4.9%	5.8%
Allowance coverage ratio[5]	5.5%	5.5%	5.4%	5.1%	5.1%	4.3%	4.3%
Return on assets[6]	%	3.9%	2.6%	%	3.5%	4.2%	4.1%
Return on equity[7]	%	35.3%	26.2%	%	38.6%	44.5%	47.1%
Equity to assets[8]	%	10.9%	9.9%	%	9.1%	9.5%	8.7%
	4.6%	4.5%	4.3%	4.8%	4.7%	4.5%	4.6%

Other expense as a % of average loan receivables							
Efficiency ratio[9]	27.9%	26.9%	25.0%	29.8%	28.6%	26.3%	27.6%
Effective income tax rate	37.3%	37.3%	37.4%	37.0%	37.0%	37.2%	37.2%
Selected Period End Data:							
Total loan receivables	$ 54,285	$ 54,285	$ 49,931	$ 57,254	$ 57,254	$ 52,313	$ 47,741
Allowance for loan losses	$ 2,998	$ 2,998	$ 2,718	$ 2,892	$ 2,892	$ 2,274	$ 2,052
30+ days past due as a % of loan receivables	4.1%	4.1%	4.2%	4.3%	4.3%	4.6%	4.9%
90+ days past due as a % of loan receivables	1.9%	1.9%	1.9%	2.0%	2.0%	2.0%	2.2%
Total active accounts (in thousands)[3]	57,349	57,349	54,291	61,957	61,957	57,099	56,605
Full time employees	10,034	10,034	8,342	9,333	9,333	8,447	8,203
Capital Ratios[10]:							
Tier 1 common ratio	%						
Tier 1 risk-based capital ratio	%						
Total risk-based capital ratio	%						
Tier 1 leverage ratio	%						

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	Historical				
	At and for the Three Months Ended March 31,		At and for the Years Ended December 31,		
($ in millions)	2014	2013	2013	2012	2011
Platform Revenue[11]					
Total:					
Interest and fees on loans	$ 2,928	$ 2,699	$ 11,295	$ 10,300	$ 9,134
Other income	115	132	500	484	497
Retailer share arrangements	(594)	(484)	(2,373)	(1,984)	(1,428)
Platform revenue	$ 2,449	$ 2,347	$ 9,422	$ 8,800	$ 8,203
Retail Card:					
Interest and fees on loans	$ 2,178	$ 1,990	$ 8,317	$ 7,531	$ 6,536
Other income	96	106	419	400	377
Retailer share arrangements	(584)	(475)	(2,331)	(1,943)	(1,378)
Platform revenue	$ 1,690	$ 1,621	$ 6,405	$ 5,988	$ 5,535
Payment Solutions:					
Interest and fees on loans	$ 372	$ 368	$ 1,506	$ 1,441	$ 1,389
Other income	8	13	36	40	60
Retailer share arrangements	(9)	(7)	(36)	(35)	(43)
Platform revenue	$ 371	$ 374	$ 1,506	$ 1,446	$ 1,406
CareCredit:					
Interest and fees on loans	$ 378	$ 341	$ 1,472	$ 1,328	$ 1,209
Other income	11	13	45	44	60
Retailer share arrangements	(1)	(2)	(6)	(6)	(7)
Platform revenue	$ 388	$ 352	$ 1,511	$ 1,366	$ 1,262

(1) The unaudited pro forma financial information for Financial Position Data (Average) and Selected Performance Metrics give effect to the Transactions as if they had occurred at January 1, 2013 for amounts calculated using average financial position data.
(2) Purchase volume, or net credit sales, represents the aggregate amount of charges incurred on credit cards or other credit product accounts less returns during the period.
(3) Active accounts represent credit card or installment loan accounts on which there has been a purchase, payment or outstanding balance in the current month. Open accounts represent credit card or installment loan accounts that are not closed, blocked or more than 60 days delinquent.
(4) Net interest margin represents net interest income divided by average interest-earning assets.
(5) Allowance coverage ratio represents allowance for loan losses divided by total end-of-period loan receivables.
(6) Return on assets represents net earnings as a percentage of average total assets.
(7) Return on equity represents net earnings as a percentage of average total equity.
(8) Equity to assets represents average equity as a percentage of average total assets.
(9)

Efficiency ratio represents (i) other expense, divided by (ii) net interest income, after retailer share arrangements, plus other income.

(10) Represent Basel I capital ratios calculated for the Company on a pro forma basis. At March 31, 2014, pro forma for the Transactions, the Company would have had a fully phased-in Basel III Tier 1 common ratio of %. The Company s pro forma capital ratios are non-GAAP measures. See Management s Discussion and Analysis of Financial Condition and Results of Operations Capital.

(11) Platform revenue is a non-GAAP measure. The table sets forth each component of our platform revenue for the periods presented. See Management s Discussion and Analysis of Financial Condition and Results of Operations Results of Operations For the Three Months Ended March 31, 2014 and 2013 Platform Analysis and Management s Discussion and Analysis of Financial Condition and Results of Operations Results of Operations For the Years Ended December 31, 2013, 2012 and 2011 Platform Analysis.

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Unaudited Pro Forma Financial Information

Condensed Combined Statements of Earnings Information

	Three months ended March 31, 2014			
($ in millions, except per share data)	**Historical**	**Pro Forma Adjustments**	**Notes**	**Pro Forma**
Interest and fees on loans	$ 2,928	$		$ 2,928
Interest on investment securities[(a)]	5			5
Total interest income	**2,933**			**2,933**
Interest on deposits	96			96
Interest on borrowings of consolidated securitization entities	47			47
Interest on third-party debt		74	(c)	74
Interest on related party debt	47	(16)	(c)/(d)	31
Total interest expense	**190**	**58**		**248**
Net interest income	**2,743**	**(58)**		**2,685**
Retailer share arrangements	(594)			(594)
Net interest income, after retailer share arrangements	**2,149**	**(58)**		**2,091**
Provision for loan losses	764			764
Net interest income, after retailer share arrangements and provision for loan losses	**1,385**	**(58)**		**1,327**
Other income	115			115
Other expense	610	6	(e)	616
Earnings (loss) before provision for income taxes	**890**	**(64)**		**826**
Provision for income taxes	(332)	24	(f)	(308)
Net earnings	**$ 558**	**$ (40)**		**$ 518**
Weighted average shares outstanding (in thousands)				
Basic			(j)	
Diluted			(j)	
Earnings per share				
Basic			(j)	

Diluted (j)

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	Year ended December 31, 2013			
($ in millions, except per share data)	**Historical**	**Pro Forma Adjustments**	**Notes**	**Pro Forma**
Interest and fees on loans	$ 11,295	$		$ 11,295
Interest on investment securities(b)	18			18
Total interest income	**11,313**			**11,313**
Interest on deposits	374			374
Interest on borrowings of consolidated securitization entities	211			211
Interest on third-party debt		292	(c)	292
Interest on related party debt	157	(29)	(c)/(d)	128
Total interest expense	**742**	**263**		**1,005**
Net interest income	**10,571**	**(263)**		**10,308**
Retailer share arrangements	(2,373)			(2,373)
Net interest income, after retailer share arrangements	**8,198**	**(263)**		**7,935**
Provision for loan losses	3,072			3,072
Net interest income, after retailer share arrangements and provision for loan losses	**5,126**	**(263)**		**4,863**
Other income	500			500
Other expense	2,484	26	(e)	2,510
Earnings (loss) before provision for income taxes	**3,142**	**(289)**		**2,853**
Provision for income taxes	(1,163)	108	(f)	(1,055)
Net earnings	**$ 1,979**	**$ (181)**		**$ 1,798**
Weighted average shares outstanding (in thousands)				
Basic			(j)	
Diluted			(j)	
Earnings per share				
Basic			(j)	
Diluted			(j)	

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Condensed Combined Statements of Financial Position Information

	At March 31, 2014			
($ in millions, except per share data)	**Historical**	**Pro Forma Adjustments**	**Notes**	**Pro Forma**
Assets:				
Cash and equivalents[(a)(b)]	$ 5,331	$	(c)/(d)/(h)	$
Investment securities	265			265
Loan receivables				
Unsecuritized loans held for investment	29,101			29,101
Restricted loans of consolidated securitization entities	25,184			25,184
Total loan receivables	**54,285**			**54,285**
Less: Allowance for loan losses	(2,998)			(2,998)
Loan receivables, net	**51,287**			**51,287**
Goodwill	949			949
Intangible assets, net	464			464
Other assets	949	30	(c)/(g)	979
Total assets	**$ 59,245**	**$**		**$**
Liabilities and Equity:				
Deposits:				
Interest bearing deposit accounts	27,123			27,123
Non-interest bearing deposit accounts	235			235
Total deposits	**27,358**			**27,358**
Borrowings:				
Borrowings of consolidated securitization entities	14,642			14,642
Related party debt	8,062	(5,062)	(c)/(d)	3,000
Third-party debt		9,500	(c)	9,500
Total borrowings	**22,704**	**4,438**		**27,142**
Accrued expenses and other liabilities	3,141	(153)	(g)	2,988
Total liabilities	**$ 53,203**	**$ 4,285**		**$ 57,488**
Equity:				
			(h)/(i)	

Common stock, par share value $ per share (shares outstanding)					
Additional paid-in capital			145	(g)/(h)/(i)	
Parent s net investment	6,052				
Accumulated other comprehensive income	(10)				
Total equity	**6,042**				
Total liabilities and equity	**$ 59,245**	**$**			**$**

Notes to unaudited pro forma financial information

(a) Cash and equivalents reflects an increase in assets in our liquidity portfolio from $4.8 billion to $ billion. We expect that our liquidity portfolio will consist of cash and equivalents (primarily in the form of deposits with the Federal Reserve Board), debt obligations of the U.S. Treasury, certain securities issued by U.S. government sponsored enterprises and other highly rated and highly liquid assets. We have assumed for purposes of this pro forma presentation that assets contained in the liquidity portfolio will consist entirely of cash and equivalents. Interest on investment securities includes interest on interest-bearing cash and equivalents. We estimate that the additional cash and equivalents

in this liquidity portfolio would have generated incremental interest income of $ million for the year ended December 31, 2013 and $ million for the three months ended March 31, 2014, assuming an interest rate of basis points per annum. This incremental interest income is not reflected in the unaudited pro forma combined financial information. An increase (decrease) in the interest rate of 0.125% would increase (decrease) this estimate by $ million for the year ended December 31, 2013.

(b) Cash and equivalents includes $503 million of cash in transit at March 31, 2014, which is excluded for the purpose of calculating liquidity.

(c) Reflects an adjustment to record $12.5 billion of new borrowings in connection with the IPO, additional borrowing commitments and related interest expense at an estimated weighted average interest rate of 3.2% per annum, as follows:

(1) In connection with the IPO, we entered into the $3.0 billion New GECC Term Loan Facility with GECC.
(2) In connection with the IPO, we entered into the $ billion New Bank Term Loan Facility with third-party lenders.
(3) We plan to issue approximately $ billion of notes in this offering.
(4) We currently have an aggregate of approximately $5.6 billion of undrawn committed capacity from private lenders under two of our existing securitization programs, the commitment fees for which are included in the adjustment to interest expense.

The unaudited pro forma combined financial information also includes an adjustment to record $38 million of deferred financing costs related to the New Bank Term Loan Facility and this offering. The proceeds of the new borrowings will be used to repay all Outstanding Related Party Debt, to increase our capital, to invest in liquid assets to increase the size of our liquidity portfolio, to pay fees and expenses related to the Transactions and for such additional uses as we may determine in the future.

An increase (decrease) in the weighted average interest rate of 0.125% per annum would increase (decrease) pro forma interest expense related to our new borrowings by $4 million for the three months ended March 31, 2014 and $16 million for the year ended December 31, 2013.

(d) Represents the repayment of $8,062 million of Outstanding Related Party Debt at March 31, 2014. The weighted average interest rate on the Outstanding Related Party Debt for the three months ended March 31, 2014 and the year ended December 31, 2013 was 2.3% and 1.7% per annum, respectively. The amount repaid was the actual amount of Outstanding Related Party Debt on the closing date of the IPO.

(e) Represents an estimated annual incremental compensation expense of $26 million related to the issuance of a founders grant of restricted stock units and stock options to a broad group of several hundred employees in connection with the IPO, with an estimated total grant date fair value of $104 million. The grant will be amortized over the four-year cliff vesting period.

(f) Reflects an adjustment to record the tax impact of other pro forma earnings adjustments at a tax rate of 37.3%.

(g) Reflects the elimination of assets and liabilities associated with prior period tax returns, which will be the responsibility of GE in accordance with the TSSA.

(h) Represents the net increase in cash and equity of $ billion from the proceeds of the IPO based on an initial public offering price of $ per share, assuming the underwriters option to purchase additional shares of common stock from us in the IPO is not exercised, and less underwriting discounts and commissions and estimated expenses of the IPO.

(i) Represents the reclassification of GE s net investment in us, which was recorded in Parent s net investment, into Common stock and Additional paid-in capital at a par value of $0.001 per share.

(j) Basic and diluted earnings per share and the weighted average shares outstanding for the pro forma earnings per share calculation included in our unaudited pro forma Combined Statements of Earnings are calculated as follows:

	Three Months Ended March 31, 2014		**Year Ended December 31, 2013**	
($ in millions, except share and per share data)	**Basic**	**Diluted**	**Basic**	**Diluted**
Pro forma net earnings				
Common stock				
Restricted stock units				
Stock options[1]				
Pro forma shares outstanding				
Pro forma earnings per share				

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(1) Reflects million shares of common stock available under stock options based on the treasury stock method.

(k) We have not reflected any adjustments in our unaudited pro forma combined financial information for the following:

(1) GE and its subsidiaries, including GECC, historically have provided a variety of services to us, including direct costs associated with services provided directly to us and indirect costs related to GE corporate overhead allocation and assessment. Prior to the completion of the IPO, we entered into a number of arrangements with GE governing the Separation and a variety of transition matters. We expect that GE will continue to provide us with some of the services related to certain functions on a transitional basis in exchange for agreed-upon fees, and we expect to incur other costs to replace the services and resources that will not be provided by GE. We currently expect to incur significant additional expenses to operate as a fully independent public company. See Management s Discussion and Analysis of Financial Condition and Results of Operations Business Trends and Conditions Increases in other expense to operate as a fully independent company and Separation from GE and Related Financial Arrangements.

(2) We expect increased payments to partners under our recently extended retailer share arrangements and increased other expense, primarily marketing and other expenses dedicated to promoting the extended programs. See Management s Discussion and Analysis of Financial Condition and Results of Operations Increases in retailer share arrangement payments and other expense under extended program agreements.

(3) We will transition to our benefit plans under the employee matters agreement we entered into with GE prior to the completion of the IPO. Effective as of the date that GE ceases to own at least 50% of our outstanding common stock, our applicable U.S. employees will cease to participate in the GE plans and will participate in employee benefit plans established and maintained by us. For at least the one-year period following the date that GE ceases to own at least 50% of our outstanding common stock, we will maintain plans that will provide our employees with benefits that are comparable in the aggregate to the value of those benefits provided by the GE plans. See Arrangements Among GE, GECC and Our Company Relationship with GE and GECC Employee Matters Agreement for further description of these matters.

(4) Certain of our employees have historically been granted GE stock options and GE restricted stock units under GE s 2007 Long-Term Incentive Plan, and as of the date GE ceases to own at least 50% of our outstanding common stock, all unvested GE stock options that are held by our employees at that time will vest. We have not reflected any adjustment for the expense related to the accelerated vesting of these awards as the date of vesting has not been determined and this expense would be non-recurring.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our combined financial statements and related notes included elsewhere in this prospectus. The discussion below contains forward-looking statements that are based upon current expectations and are subject to uncertainty and changes in circumstances. Actual results may differ materially from these expectations. See Cautionary Note Regarding Forward-Looking Statements.

Introduction

Business Overview

We are one of the premier consumer financial services companies in the United States. We provide a range of credit products through programs we have established with a diverse group of national and regional retailers, local merchants, manufacturers, buying groups, industry associations and healthcare service providers, which we refer to as our partners. During 2013, we financed $93.9 billion of purchase volume, and at December 31, 2013, we had $57.3 billion of loan receivables and 62.0 million active accounts. For the three months ended March 31, 2014, we financed $21.1 billion of purchase volume, and at March 31, 2014, we had $54.3 billion of loan receivables and 57.3 million active accounts. For the year ended December 31, 2013, we had net earnings of $2.0 billion, representing a return on assets of 3.5%, and for the three months ended March 31, 2014, we had net earnings of $558 million, representing a return on assets of 3.9%. See Summary Historical and Pro Forma Financial Information for return on assets, return on equity and equity to assets ratios.

We offer our credit products primarily through our wholly-owned subsidiary, the Bank. Through the Bank, we offer a range of direct and brokered deposit products insured by the FDIC. We are expanding our direct banking operations to increase our deposit base as a source of stable and diversified low cost funding for our credit activities. We had $27.4 billion in deposits at March 31, 2014.

Our Sales Platforms

We conduct our operations through a single business segment and offer our products through three sales platforms (Retail Card, Payment Solutions and CareCredit). Those platforms are organized by the types of products we offer and the partners we work with, and are measured on platform revenues, loan receivables, new accounts and other sales metrics.

Retail Card. Retail Card is a leading provider of private label credit cards, and also provides Dual Cards and small and medium-sized business credit products. We offer one or more of these products primarily through 19 national and regional retailers with which we have program agreements that have an expiration date in 2015 or beyond and which accounted for 95.3% of our Retail Card platform revenue for the year ended December 31, 2013 and 94.9% of our Retail Card loan receivables at March 31, 2014. The average length of our relationship with all of our Retail Card partners is 15 years and collectively they have 34,000 retail locations. Retail Card s platform revenue consists of interest and fees on our loan receivables, plus other income, less retailer share arrangements. Other income primarily consists of interchange fees earned on Dual Card transactions (when the card is used outside of our partners sales channels) and fees paid to us by customers who purchase our debt cancellation products, less loyalty program payments. Substantially all of the credit extended in this platform is on standard terms. Retail Card accounted for $6.4 billion, or 68.0%, of our total platform revenue for the year ended December 31, 2013, and $1.7 billion, or 69.0%, of our total platform revenue for the three months ended March 31, 2014.

Payment Solutions. Payment Solutions is a leading provider of promotional financing for major consumer purchases, offering primarily private label credit cards and installment loans. At March 31, 2014, Payment Solutions offered these products through 264 programs with national and regional retailers, manufacturers, buying groups and industry associations, and a total of 62,000 participating partners. Substantially all of the credit extended in this platform is promotional financing. Payment Solutions platform revenue primarily consists

of interest and fees on our loan receivables, including merchant discounts, which are fees paid to us by our partners in almost all cases to compensate us for all or part of foregone interest revenue associated with promotional financing. Payment Solutions accounted for $1.5 billion, or 16.0%, of our total platform revenue for the year ended December 31, 2013, and $371 million, or 15.1%, of our total platform revenue for the three months ended March 31, 2014.

CareCredit. CareCredit is a leading provider of promotional financing to consumers for elective healthcare procedures or services, such as dental, veterinary, cosmetic, vision and audiology. At March 31, 2014, we had a network of 152,000 CareCredit providers, the vast majority of which are individual or small groups of independent healthcare providers, through which we offer a CareCredit branded private label credit card. Substantially all of the credit extended in this platform is promotional financing. CareCredit s platform revenue primarily consists of interest and fees on our loan receivables, including merchant discounts. CareCredit accounted for $1.5 billion, or 16.0%, of total platform revenue for the year ended December 31, 2013, and $388 million, or 15.9%, of our total platform revenue for the three months ended March 31, 2014.

Our Credit Products

Through our platforms, we offer three principal types of credit products: credit cards, commercial credit products and consumer installment loans.

The following table sets forth each credit product by type (and within credit cards, by private label and Dual Cards) and indicates the percentage of our total loan receivables that are under standard terms only or pursuant to a promotional financing offer at March 31, 2014.

Credit Product	Standard Terms	Promotional Offer	Total
Private label credit cards	45.4%	28.0%	73.4%
Dual Cards	22.2	0.2	22.4
Total credit cards	67.6	28.2	95.8
Commercial credit products	2.4		2.4
Consumer installment loans		1.8	1.8
Total	70.0%	30.0%	100.0%

Credit Cards. We offer two principal types of credit cards: private label credit cards and Dual Cards:

Private label credit cards. Private label credit cards are partner-branded credit cards (e.g., Lowe s or Amazon) or program-branded credit cards (e.g., CarCareONE or CareCredit) that are used primarily for the purchase of goods and services from the partner or within the program network. In Retail Card, credit under our private label credit cards typically is extended on standard terms only, and in Payment Solutions and CareCredit, credit under our private label credit cards typically is extended pursuant to a promotional financing offer.

Dual Cards. Our proprietary Dual Cards are credit cards that function as a private label credit card when used to purchase goods and services from our partners and as a general purpose credit card when used elsewhere. Credit extended under our Dual Cards typically is extended under standard terms only. Currently, only Retail Card offers Dual Cards. At March 31, 2014, we offered Dual Cards through 18 of our 24 Retail Card programs.

Commercial Credit Products. We offer private label cards and co-branded cards for commercial customers that are similar to our consumer offerings. We also offer a commercial pay-in-full accounts receivable product to a wide range of business customers, and are rolling out an improved customer experience for this product with enhanced functionality. We offer commercial credit products primarily through our Retail Card platform to the commercial customers of our Retail Card partners.

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Installment Loans. In Payment Solutions, we originate installment loans to consumers (and a limited number of commercial customers) in the United States, primarily in the power segment. Installment loans are closed-end credit accounts where the customer pays down the outstanding balance in installments. Installment loans are assessed periodic finance charges using fixed interest rates.

Business Trends and Conditions

We believe our business and results of operations will be impacted in the future by various trends and conditions, including the following:

Growth in loan receivables and interest income. We believe continuing improvement in the U.S. economy and employment rates will contribute to an increase in consumer credit spending. In addition, we expect the use of credit cards to continue to increase versus other forms of payment such as cash and checks. We anticipate that these trends, combined with our marketing and partner engagement strategies, will contribute to growth in our loan receivables. In the near-to-medium term, we expect our total interest income to continue to grow, driven by the expected growth in average loan receivables. Our historical growth rates in loan receivables and interest income have benefitted from new partner acquisitions (including the significant portfolio acquisitions described in Description of Key Combined Statements of Earnings Line Items Interest Income) and therefore if we do not continue to acquire new partners, replace the Retail Card programs that are not being extended or otherwise grow our business, our growth rates in loan receivables and interest income in the future will be lower than in recent periods. In addition, we do not expect to make any significant changes to customer pricing or merchant discount pricing in the near term, and therefore we expect yields generated from interest and fees on interest-earning assets will remain relatively stable.

Changing funding mix and increased funding costs. Our primary funding sources historically have included cash from operations, deposits (direct and brokered deposits), securitized financings and related party debt provided by GECC and its affiliates. In connection with the IPO, we added third-party credit facilities and transitional funding from GECC as funding sources, and we are adding unsecured debt financing with this offering. We intend to raise additional unsecured debt financing and significantly increase our level of direct deposits to refinance, in advance of the Separation, all or a substantial portion of the transitional funding provided by GECC, increase liquidity levels and support growth in our business. We expect the following factors to impact our funding costs:

- continued growth in our direct deposits as a source of stable and low cost funding;
- a significant increase in the amount of debt outstanding to fund an increase in the size of our liquidity portfolio;
- the changing mix in our funding sources, as existing related party debt is replaced by higher cost funding provided by third-party credit facilities, unsecured debt financing and transitional funding from GECC; and

a rising interest rate environment.

As a result of these factors, we expect our funding costs in the aggregate following the IPO to increase. Pro forma for the Transactions, at March 31, 2014, our debt outstanding would have increased by approximately $4.4 billion. For the year ended December 31, 2013, our interest expense would have increased by $263 million, and our cost of funds would have increased from 1.6% to 2.0% per annum, and for the three months ended March 31, 2014, our interest expense would have increased by $58 million, and our cost of funds would have increased from 1.6% to 1.9% per annum. See Selected Historical and Pro Forma Financial Information Unaudited Pro Forma Financial Information.

Extended duration of program agreements. Since January 1, 2012, we have extended the duration of 19 of our 40 largest program agreements with a new expiration date in 2016 or beyond. These extended program agreements represented, in the aggregate, 53.6% of our total platform revenue for the year ended December 31, 2013 and 50.9% of our total loan receivables at March 31, 2014. As a result, we expect to

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continue to benefit from these programs on a long-term basis as indicated by the following expiration schedule, which indicates for each period the number of programs scheduled to expire and the platform revenue and loan receivables that these programs accounted for at the dates and for the periods indicated.

	Scheduled Program Expiration at March 31, 2014				
($ in millions)	**2014-15**	**2016**	**2017-18**	**2019-2020**	**2021 and beyond**
40 largest programs[1]	4	9	12	6	4
Platform revenue (for the year ended December 31, 2013)	$ 290	$ 1,283	$ 1,078	$ 2,604	$ 1,560
Loan receivables (at March 31, 2014)	$ 1,947	$ 10,517	$ 6,395	$ 12,184	$ 9,786

(1) Excludes five program agreements that will not be extended beyond their current contractual expiration dates in 2014 or 2015.

A total of 31 of our 40 largest program agreements (including the 19 program agreements we have extended since January 2012) now have an expiration date in 2016 or beyond. These 31 program agreements represented in the aggregate, 69.3% of our total platform revenue for the year ended December 31, 2013 and 71.6% of our total loan receivables at March 31, 2014. Five of our 40 largest program agreements will not be extended beyond their contractual expiration dates in 2014 or, in one case, 2015. These five program agreements represented, in the aggregate, 3.3% of our total platform revenue and 5.2% of our retailer share arrangements, in each case for the year ended December 31, 2013, and 3.7% of our total loan receivables at March 31, 2014. In addition, based on discussions to date with another of our 40 largest programs, PayPal, we expect to extend our program agreement for two years beyond its current contractual expiration date in 2014 and do not expect it to extend beyond that date. The extension is expected to eliminate certain exclusivity provisions that exist in the current program agreement which we expect will result in lower platform revenue and loan receivables from our PayPal program during the extended term of the agreement. The PayPal program agreement represented 3.1% of our total platform revenue and 2.5% of our retailer share arrangements, in each case for the year ended December 31, 2013, and 2.6% of our total loan receivables at March 31, 2014. The table and percentages above reflect the expected extended PayPal term expiring in 2016.

Increases in retailer share arrangement payments and other expense under extended program agreements. We believe that as a result of both the overall growth of our programs generally as well as amendments we have made to the terms of certain program agreements that we extended during 2013 and to date in 2014, the payments we make to our partners under these extended retailer share arrangements, in the aggregate are likely to increase both in absolute terms and as a percentage of our net earnings. These increases will be offset in part by decreases in retailer share arrangement payments made to those partners whose programs are not being extended.

In addition, under the terms of certain program agreements we have recently extended, we have agreed to dedicate increased marketing expense and other investments to promote these programs. We estimate that the increases in marketing expense and other investments will result in an increase in other expense of approximately $100 million to $150 million per year (based on the anticipated performance of these programs).

We also expect to benefit from these increased payments and other expense, as they will create additional incentives for our partners to support their programs and, in the case of increased marketing expense and other investments,

directly promote these programs, all of which we expect will have a positive impact on purchase volume and result in higher loan receivables and increased interest and fees on loans. We also expect to benefit from the extended duration of our amended program agreements.

Stable asset quality and enhancements to allowance for loan loss methodology. Our credit performance continued to improve through 2013 and the first quarter of 2014. Our net charge-off rates

decreased from 4.9% for the year ended December 31, 2012 to 4.7% for the year ended December 31, 2013 and our over-30 day delinquency rate decreased from 4.6% at December 31, 2012 to 4.3% at December 31, 2013, which are the lowest year-end levels we have experienced since 2007. Our net charge-off rate for the three months ended March 31, 2014 was 4.9% and our over-30 day delinquency rate at March 31, 2014 was 4.1%. In the near term, we expect the U.S. employment rate to continue to stabilize, and we do not anticipate making significant changes to our underwriting standards. Accordingly, we expect our charge-off rates to remain relatively stable in the near term.

During 2012 and 2013, we enhanced our methodology for determining our allowance for loan losses, and as a result we recognized incremental provisions of $343 million and $642 million in 2012 and 2013, respectively. We continue to review and evaluate our methodology and models, and we will implement further enhancements or changes to them, as needed.

Increases in other expense to operate as a fully independent company. We currently estimate incremental other expense of approximately $300 million to $400 million per year in order to operate as a fully independent public company. We expect that the largest component of this increase will be a $90 million to $100 million increase in our annual advertising and marketing expense to establish a new brand identity and support the growth of our direct banking operations. Other components of this increase include significant increases in our corporate governance, risk management, capital planning, treasury, information technology, compliance, regulatory, internal audit and other control operations and infrastructure that is necessary to enable us to operate as a fully standalone company. We expect this incremental increase in our annual run rate of other expense to be fully incurred by the end of 2015 after giving effect to anticipated savings from the reductions in corporate allocations by GE and transitional service payments to GE following the Separation.

The increase in other expense described above does not include the variable component of our other expense, which we expect to increase in absolute terms in line with the growth of our business unrelated to the Separation. These increases in other expense also do not include the increased marketing expenses and other investments under our extended program agreements, as described above under Increases in retailer share arrangement payments and other expense under extended program agreements.

Impact of regulatory developments. For the year ended December 31, 2013, our other expense included a $133 million increase in our expenses related to litigation and regulatory matters (primarily an increase to our reserves related to the matters settled with the CFPB and the DOJ in late 2013 and 2014). See Regulation Consumer Financial Services Regulation.

Increased capital and liquidity levels. We expect to maintain sufficient capital and liquidity resources to support our daily operations, our business growth, our credit ratings as well as regulatory and compliance requirements in a cost effective and prudent manner through expected and unexpected market environments. In connection with our application to the Federal Reserve Board described above and the Separation, we expect to continue to increase our capital and liquidity levels by, among other things, retaining net earnings and not paying a dividend or returning capital through stock repurchases until our application to the Federal Reserve Board is approved. Thereafter, our board of directors intends to consider a policy for paying dividends and may consider stock repurchases, in each case consistent with maintaining capital ratios well in excess of regulatory requirements. At March 31, 2014, pro forma for the Transactions, the Company would

have had a fully phased-in Basel III Tier 1 common ratio of %.

In addition, to manage liquidity following the IPO, we will significantly increase the size of our liquidity portfolio, which will consist of cash and equivalents (primarily in the form of deposits with the Federal Reserve Board), debt obligations of the U.S. Treasury, certain securities issued by U.S. government sponsored enterprises and other highly rated and highly liquid assets. At March 31, 2014, pro forma for the Transactions, we would have had a liquidity portfolio with $ billion of assets (or % of total assets), which would have been funded by increased debt as described above and the proceeds of the IPO. We expect that following the completion of the Transactions, our liquidity portfolio will continue to grow primarily as a result of anticipated increases in our deposits.

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Seasonality

In our Retail Card and Payment Solutions platforms, we experience fluctuations in transaction volumes and the level of loan receivables as a result of higher seasonal consumer spending and payment patterns that typically result in an increase of loan receivables from August through a peak in late December, with reductions in loan receivables occurring over the first quarter of the following year as customers pay their balances down. Loan receivables decreased by $2,969 million, or 5.2%, to $54,285 million at March 31, 2014 compared to $57,254 million at December 31, 2013, reflecting these patterns.

The seasonal impact to transaction volumes and the loan receivables balance results in fluctuations in our results of operations, delinquency metrics and the allowance for loan losses as a percentage of total loan receivables between quarterly periods. For example, in addition to the seasonal increase in loan receivables at year end as a result of higher levels of consumer spending during the fourth quarter of 2013, we also experienced a seasonal increase in delinquency rates and delinquent loan receivables balances during the fourth quarter of 2013 due to lower customer payment rates, consistent with our historical fourth quarter experience. Our delinquency rates and delinquent loan receivables balances then decreased during the subsequent first quarter as customers began to pay down their loan balances and returned to current status. Because customers who were delinquent during the fourth quarter of 2013 had a higher probability of returning to current status during the first quarter of 2014 than customers who were delinquent at the end of the first quarter of 2014, we expected that a higher proportion of delinquent accounts outstanding at the end of the first quarter of 2014 would result in charge-offs as compared to the end of the fourth quarter of 2013. Consistent with historical experience, this resulted in a higher allowance for loan losses as a percentage of total loan receivables at the end of the first quarter of 2014 as compared to the preceding period end. Accordingly, our allowance for loan losses as a percentage of total loan receivables of 5.4% at March 31, 2013 decreased to 5.1% at December 31, 2013 and again increased to 5.5% at March 31, 2014, reflecting the effects of these seasonal trends. Past due balances declined to $2,220 million at March 31, 2014 from $2,488 million at December 31, 2013, primarily due to collections from customers that were previously delinquent, resulting in their accounts returning to current status. The increase in the allowance for loan losses at March 31, 2014 compared to December 31, 2013, despite a decrease in our past due balances as a percentage of loan receivables at March 31, 2014 compared to December 31, 2013, reflected these same seasonal trends.

Separation from GE and Related Financial Arrangements

GE and its subsidiaries, including GECC, historically have provided a variety of services and funding to us. In connection with the IPO, we entered into a transitional services agreement and various other agreements with GE that, together with a number of existing agreements relating to our securitized financings that will remain in effect following the IPO, will govern the relationship between GE and us after the IPO. We also entered into the New GECC Term Loan Facility, pursuant to which GECC provided us with transitional funding. The principal financial implications of these arrangements are discussed below, and the arrangements are described more fully under Arrangements Among GE, GECC and Our Company and Description of Certain Indebtedness New GECC Term Loan Facility.

The historical costs and expenses related to the services and funding provided by GE include:

- direct costs associated with services provided directly to us;

indirect costs related to GE corporate overhead allocation and assessments; and

interest expense for related party debt.

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The following table sets forth our direct costs, indirect costs, and interest expenses related to services and funding provided by GE for the periods indicated.

	Three months ended March 31,		Years ended December 31,		
($ in millions)	**2014**	**2013**	**2013**	**2012**	**2011**
Direct costs[1]	$ 64	$ 47	$ 207	$ 184	$ 181
Indirect costs[1]	61	53	230	206	183
Interest expense[2]	47	43	157	155	333
Total expenses for services and funding provided by GE	$ 172	$ 143	$ 594	$ 545	$ 697

(1) Direct costs and indirect costs are included in the other expense line items in our Combined Statements of Earnings.
(2) Included in the interest expense line item in our Combined Statements of Earnings.

Direct Costs. Certain functions and services, such as employee benefits and insurance, are centralized at GE. In addition, certain third-party contracts for goods and services, such as technology licenses and telecommunication contracts, from which we benefit are entered into by GE. GE allocates the costs associated with these goods and services to us using established allocation methodologies (e.g., pension costs are allocated using an actuarially determined percentage applied to the total compensation of employees who participate in such pension plans). Below is a description of the services resulting in the most significant direct costs, and how those services will be impacted by the Separation.

Employee benefits and benefit administration. Historically, we have reimbursed GE for benefits provided to our employees under various U.S. GE employee benefit plans, including costs associated with our employees participation in GE s retirement plans (pension, retiree health and life insurance, and savings benefit plans) and active health and life insurance benefit plans. We incurred expenses (including administrative costs) associated with these plans of $41 million and $28 million for the three months ended March 31, 2014 and 2013, respectively, and $129 million, $110 million and $110 million for the years ended December 31, 2013, 2012 and 2011, respectively. GE will continue to provide these benefits to our employees at our cost as long as GE owns at least 50% of our outstanding common stock. See Arrangements Among GE, GECC and Our Company and Note 11. *Employee Benefit Plans* to our combined financial statements.

Information technology. GE provides us with certain information technology infrastructure (e.g., data centers), applications and support services. We have incurred expenses for these services of $9 million and $8 million for the three months ended March 31, 2014 and 2013, respectively, and $32 million, $30 million and $31 million for the years ended December 31, 2013, 2012 and 2011, respectively.

Telecommunication costs. GE provides us with telecommunication services. These third-party costs are allocated to our business based on the number of phone lines used by our business. We have incurred expenses for these services of $10 million and $8 million for the three months ended March 31, 2014 and 2013, respectively, and $33 million, $34 million and $33 million for the years ended December 31, 2013, 2012 and 2011, respectively.

Other including leases for vehicles, equipment and facilities. GE and GE affiliates provide us with certain vehicle and equipment leases. In addition, we have certain facilities shared with GE and GE affiliates for which we are allocated our share of the cost based on space occupied by our business and employees. We have incurred $4 million and $3 million for the three months ended March 31, 2014 and 2013, respectively, and $13 million, $10 million and $7 million for the years ended December 31, 2013, 2012 and 2011, respectively.

In addition to the allocations for the direct costs of the described services, there are expenses for certain items, such as payroll for our employees, corporate credit card bills and freight expenses, which we incur directly but for which GE advances the payment through a centralized payment system on our behalf and we reimburse

GE in full for amounts paid. These expenses are reflected in the relevant line items of our financial statements, but are not included in the direct costs identified above.

Under the Transitional Services Agreement, direct costs billed to us after the completion of the IPO will be at GE s cost in accordance with historic allocation methodologies. We expect the majority of the services provided by GE will be replaced within two years from the completion of the IPO.

Indirect Costs. GE and GECC allocate costs to us related to corporate overhead that directly or indirectly benefits our business. These assessments relate to information technology, insurance coverage, tax services provided, executive incentive payments, advertising and branding and other functional support. These allocations are determined primarily using our percentage of GECC s relevant expenses. Following the IPO, any assessment made by GE will be made under the Transitional Services Agreement in respect of specified services.

We expect to incur incremental advertising and marketing costs, currently estimated to be approximately $90 million to $100 million per year, to establish a new brand identity and support the growth of our direct banking operations.

For a discussion of the aggregate impact of the expected changes relating to these costs, see Business Trends and Conditions Increases in other expense to operate as a fully independent company above.

Interest Expense. Historically, we have had access to funding provided by GECC. We used related party debt provided by GECC to meet our funding requirements after taking into account deposits held at the Bank, funding from securitized financings and cash generated from our operations. We incurred borrowing costs for related party debt of $47 million and $43 million for the three months ended March 31, 2014 and 2013, respectively, and $157 million, $155 million and $333 million, for the years ended December 31, 2013, 2012 and 2011, respectively. Our average cost of funds for related party debt was 2.3% and 2.1% for the three months ended March 31, 2014 and 2013, respectively, and 1.7%, 1.5% and 2.8% for the years ended December 31, 2013, 2012 and 2011, respectively. In connection with the IPO, all of the related party debt outstanding on the closing date of the IPO was repaid, and GECC provided transitional funding pursuant to the $3.0 billion New GECC Term Loan Facility.

Single Operating Segment

We conduct our business through a single operating segment. See Note 2. *Basis of Presentation and Summary of Significant Accounting Policies Segment Reporting* to our combined financial statements. Profitability and expenses, including funding costs, loan losses and operating expenses, are managed for the business as a whole. We offer our products through three sales platforms (Retail Card, Payment Solutions and CareCredit), which management measures based on their platform revenues and other revenue-related sales metrics, including purchase volume, loan receivables and new accounts. See Results of Operations For the Three Months Ended March 31, 2014 and 2013 Platform Analysis and Results of Operations For the Years Ended December 31, 2013, 2012 and 2011 Platform Analysis.

Description of Key Combined Statements of Earnings Line Items

Below is a summary description of the key line items included in our Combined Statements of Earnings.

Interest Income

Interest income is comprised of interest and fees on loans, which includes merchant discounts provided by partners in almost all cases to compensate us for all or part of the promotional financing provided to their customers, and interest on cash and equivalents and investment securities. We include in interest and fees on

loans any past due interest and fees deemed to be collectible. Direct loan origination costs on credit card loans are deferred and amortized on a straight-line basis over a one-year period and recorded in interest and fees on loans. For non-credit card receivables, direct loan origination costs are deferred and amortized over the life of the loan and recorded in interest and fees on loans.

We analyze interest income as a function of two principal components: average interest-earning assets and yield on average interest-earning assets. Key drivers of average interest-earning assets include:

- purchase volumes, which are influenced by a number of factors including macroeconomic conditions and consumer confidence generally, our partners sales and our ability to increase our share of those sales;
- payment rates, reflecting the extent to which customers maintain a credit balance;
- charge-offs, reflecting the receivables that are deemed not to be collectible;
- the size of our liquidity portfolio; and
- portfolio acquisitions when we enter into new partner relationships.

Since January 1, 2011, our significant portfolio acquisitions, which in the aggregate accounted for $1.8 billion of loan receivables at the time of acquisition and $2.9 billion of loan receivables at March 31, 2014, were as follows:

- Phillips 66 acquired on June 28, 2013;
- Toys R Us acquired on June 21, 2012;
- TJX (including T.J.Maxx, Marshalls and HomeGoods) acquired on June 15, 2011; and
- Ashley HomeStores acquired on January 11, 2011.

Key drivers of yield on average interest-earning assets include:

- pricing (contractual rates of interest, late fees and merchant discount rates);
- changes to our mix of loans (e.g., the number of loans bearing promotional rates as compared to standard rates);

- frequency of late fees incurred when account holders fail to make their minimum payment by the required due date;
- credit performance and accrual status of our loans; and
- yield earned on our liquidity portfolio.

Interest Expense

Interest expense is incurred on our interest-bearing liabilities, which consisted of interest-bearing deposit accounts, borrowings of consolidated securitization entities and related party debt provided by GECC.

Key drivers of interest expense include:

- the amounts outstanding of our borrowings, deposits and other funding sources;
- the interest rate environment and its effect on interest rates paid on our funding sources; and
- the changing mix in our funding sources among deposits, GECC financing and third-party securitization and unsecured borrowings.

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Net Interest Income

Net interest income represents the difference between interest income and interest expense. We expect net interest income as a percentage of interest-earning assets to be influenced by changes in the interest rate environment, changes in our mix of products, the level of loans bearing promotional rates as compared to our standard rates, credit performance of our loans and changes in the amount and composition of our interest-bearing liabilities.

Retailer Share Arrangements

Most of our Retail Card program agreements and certain other program agreements contain retailer share arrangements that provide for payments to our partner if the economic performance of the program exceeds a contractually defined threshold. These arrangements are designed to align our interests and provide an additional incentive to our partners to promote our credit products. Although the share arrangements vary by partner, these arrangements are generally structured to measure the economic performance of the program, based typically on agreed upon program revenues (including interest income and certain other income) less agreed upon program expenses (including interest expense, provision for loan losses, retailer payments and operating expenses), and share portions of this amount above a negotiated threshold. The threshold and economic performance of a program that are used to calculate payments to our partners may be based on, among other things, agreed upon measures of program expenses rather than our actual expenses, and therefore increases in our actual expenses (such as funding costs or operating expenses) may not necessarily result in reduced payments under our retailer share arrangements. These arrangements are typically designed to permit us to achieve an economic return before we are required to make payments to our partners based on the agreed contractually defined threshold. Our payments to partners pursuant to these retailer share arrangements have increased in recent years (both in absolute terms and as a proportion of interest income), partially as a result of the growth of our receivables related to programs with retailer share arrangements and improvements in the credit performance of these receivables. In addition, we have made changes to the terms of certain program agreements that have been re-negotiated in the past few years that have contributed to the increase in payments to partners pursuant to retailer share arrangements.

We believe that our retailer share arrangements have been effective in helping us to grow our business by aligning our partners interests with ours. We also believe that changes to the terms of certain program agreements that have contributed to the increase in our retailer share arrangement payments will help us to grow our business by providing an additional incentive to the relevant partners to promote our credit products going forward. Payments to partners pursuant to these retailer share arrangements would generally decrease, and mitigate the impact on our profitability, in the event of declines in the performance of the programs or the occurrence of other unfavorable developments that impact the calculation of payments to our partners pursuant to our retailer share arrangements.

Provision for Loan Losses

Provision for loan losses is the expense related to maintaining the allowance for loan losses at an appropriate level to absorb the estimated probable losses inherent in the loan portfolio at each period end date. Provision for loan losses in each period is a function of net charge-offs (gross charge-offs net of recoveries) and the required level of the allowance for loan losses. During 2012 we began a process to enhance our allowance for loan losses methodology by revising our estimates to determine the incurred loss period for each type of loss (i.e., aged, fraud, deceased, settlement, other non-aged and bankruptcy) by partner. This enhancement resulted in a more granular portfolio segmentation analysis, by loss type, included a qualitative assessment of the adequacy of the portfolio s allowance for loan losses, which compared the allowance for losses to projected net charge-offs over the next 12 months, in a manner consistent with regulatory guidance, and was designed to provide a better estimate of the date of a probable loss event and length of time required for a probable loss event to result in a charge-off. We continue to review and

evaluate our methodology, models and the underlying assumptions, estimates and assessments we use, and we will implement further enhancements or changes to them, as needed.

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Other Income

Other income consists of the following components:

Interchange revenue. We earn interchange fees on Dual Card transactions outside of our partners locations, based on a flat fee plus a percent of the purchase amount. We also process general purpose card transactions for some Payment Solutions and CareCredit partners as their acquiring bank, for which we obtain an interchange fee. Growth in interchange revenue has been, and is expected to continue to be, driven primarily by growth in our Dual Card product.

Debt cancellation fees. Debt cancellation fees relate to payment protection products purchased by our credit card customers. Customers who choose to purchase these products are charged a monthly fee based on their account balance. In return, we will cancel all or a portion of a customer s credit card balance in the event of certain qualifying life events. In October 2012, we ceased debt cancellation product sales via phone calls to our customer service department and began to only offer the product online and, on a limited basis, by direct mail, which has led to a decrease in new enrollments for this product and is expected to result in a lower level of income generated by this product in the future as the balances of existing accounts enrolled in this program decrease over time.

Loyalty programs. We operate a number of loyalty programs in our Retail Card platform that are designed to generate incremental purchase volume per customer, while reinforcing the value of the card and strengthening cardholder loyalty. These programs typically provide cardholders with rewards in the form of merchandise discounts that are earned by achieving a pre-set spending level on their private label or Dual Card. Other programs provide cash back or reward points, which are redeemable for a variety of products or awards. Growth in loyalty program payments has been, and is expected to continue to be, driven by growth in purchase volume related to existing loyalty programs and the rollout of new loyalty programs.

Other. Other includes a variety of items including ancillary fees and investment gains/losses.

Other Expense

Other expense consists of the following components:

Employee costs. Employee costs primarily consist of employee compensation and benefit costs.

Professional fees. Professional fees consist primarily of outsourced provider fees (e.g., collection agencies and call centers), legal, accounting and consulting fees, and recruiting expenses.

Marketing and business development. Marketing and business development costs consist of both our contractual and discretionary marketing spend, as well as amortization expense associated with retail partner contract acquisitions and extensions.

Information processing. Information processing costs primarily consist of fees related to outsourced information processing providers, credit card associations and software licensing agreements.

Corporate overhead allocations. As discussed above under Separation from GE and Related Financial Arrangements, GE provides certain services, which we allocate to corporate overhead unless the costs associated with such services are directly billed and included in the appropriate cost categories (e.g., employee benefit costs are included in employee costs above). In our Combined Statements of Earnings presented elsewhere herein, this component is included within the Other component of Other expense described immediately below.

Other. Other primarily consists of postage, fraud expense, litigation and regulatory matters expense and various other smaller cost items such as facilities leases and maintenance, leased equipment and telephone

charges. Postage is driven primarily by the number of our active accounts and the percentage of customers that utilize our electronic billing option. Fraud is driven primarily by the number of our Dual Card active accounts.

Provision for Income Taxes

We are included in the consolidated federal and state income tax returns of GE, where applicable, but also file certain separate state and foreign income tax returns. The tax provision is presented on a separate company basis as if we were a separate filer. The effects of tax adjustments and settlements from taxing authorities are presented in our combined financial statements in the period to which they relate as if we were a separate filer. Our current obligations for taxes are settled with our parent on an estimated basis and adjusted in later periods as appropriate and are reflected in our combined financial statements in the periods in which those settlements occur. We are subject to income tax in the United States (federal, state and local) as well as other jurisdictions in which we operate. Our provision for income tax expense is based on our income, the statutory tax rates and other provisions of the tax laws applicable to us in each of these various jurisdictions. These laws are complex, and their application to our facts is at times open to interpretation. The process of determining our consolidated income tax expense includes significant judgments and estimates, including judgments regarding the interpretation of those laws. Our provision for income taxes and our deferred tax assets and liabilities incorporate those judgments and estimates, and reflect management s best estimate of current and future income taxes to be paid. Deferred tax assets and liabilities relate to temporary differences between the financial reporting and income tax bases of our assets and liabilities, as well as the impact of tax loss carryforwards or carrybacks. Deferred income tax expense or benefit represents the expected increase or decrease to future tax payments as these temporary differences reverse over time. Deferred tax assets are specific to the jurisdiction in which they arise, and are recognized subject to management s judgment that realization of those assets is more likely than not. In making decisions regarding our ability to realize tax assets, we evaluate all positive and negative evidence, including projected future taxable income, taxable income in carryback periods, expected reversal of deferred tax liabilities, and the implementation of available tax planning strategies.

We recognize the financial statement impact of uncertain income tax positions when we conclude that it is more likely than not, based on the technical merits of a position, that the position will be sustained upon audit by the taxing authority. In certain situations, we establish a liability that represents the difference between a tax position taken (or expected to be taken) on an income tax return and the amount of taxes recognized in our financial statements. We recognize accrued interest and penalties related to uncertain income tax positions as interest expense and provision for income taxes, respectively.

Results of Operations For the Three Months Ended March 31, 2014 and 2013

The discussion below provides an analysis of our combined results of operations for the three months ended March 31, 2014 and 2013.

2014 First Quarter Highlights

Below are highlights of our performance for the three months ended March 31, 2014 compared to the three months ended March 31, 2013, except as otherwise noted.

We had net earnings of $558 million on total net interest income of $2,743 million for the three months ended March 31, 2014 compared to net earnings of $359 million on total net interest income of $2,511 million for three months ended March 31, 2013. The increase in net earnings

was driven by a reduction in our provision for loan losses and an increase in net interest income driven by higher average loan receivables partially offset by an increase in retailer share arrangements and other expenses.

Average loan receivables increased from $50,843 million for the three months ended March 31, 2013 to $55,495 million for the three months ended March 31, 2014. The increase was driven primarily by purchase volume growth of 6.5%.

Net interest income increased from $2,511 million for the three months ended March 31, 2013 to $2,743 million for the three months ended March 31, 2014 due to higher average loan receivables. Net interest income, after retailer share arrangements, increased from $2,027 million for the three months ended March 31, 2013 to $2,149 million for the three months ended March 31, 2014 as the increase in net interest income was offset in part by increased payments to partners under our retailer share arrangements.

Payments to our partners under our retailer share arrangements increased from $484 million for the three months ended March 31, 2013 to $594 million for the three months ended March 31, 2014, primarily as a result of improved performance, including lower provision for loan losses, and the growth of the programs in which we have retailer share arrangements, as well as by changes to the terms of the retailer share arrangements for those partners with whom we extended program agreements in 2013 and 2014.

Loan delinquencies as a percentage of receivables decreased with the over-30 day delinquency rate decreasing from 4.3% at December 31, 2013 to 4.1% at March 31, 2014. The lower delinquency rates were driven by improvements in the quality of our loan receivables and continued improvement in the U.S. economy and employment rates. Net charge-off rates increased from 4.8% for the three months ended March 31, 2013 to 4.9% for the three months ended March 31, 2014.

Provision for loan losses decreased from $1,047 million for the three months ended March 31, 2013 to $764 million for the three months ended March 31, 2014 primarily as a result of an incremental provision of $538 million during the first quarter of 2013 relating to the enhancements to our allowance for loan loss methodology, which was not repeated during the three months ended March 31, 2014, partially offset by increased charge-offs and an incremental provision for expected losses due to an increase in loan receivables. The allowance coverage ratio (allowance for loan losses as a percent of end of period loan receivables) increased from 5.4% at March 31, 2013 to 5.5% at March 31, 2014.

Other expense increased from $539 million for the three months ended March 31, 2013 to $610 million for the three months ended March 31, 2014. The increase was driven by business growth, incremental costs associated with building a standalone infrastructure, and increased marketing investments, partially offset by a reduction in our expenses for litigation and regulatory matters.

We have invested in our direct banking activities to grow our deposit base. Direct deposits have increased from $10.9 billion at December 31, 2013 to $13.0 billion at March 31, 2014. As our direct deposits have increased, we have reduced our brokered deposits from $14.8 billion at December 31, 2013 to $14.4 billion at March 31, 2014 and decreased our funding from our securitization financings from $15.4 billion at December 31, 2013 to $14.6 billion at March 31, 2014.

During the three months ended March 31, 2014, we entered into new programs with five Payment Solutions partners and added 3,935 new providers to our CareCredit network. We extended three program agreements in Retail Card (American Eagle, Gap, Inc. and Sam s Club) and two in Payment Solutions, representing $9.7 billion in loan receivables at March 31, 2014. Based on notices received to date, existing program agreements with an aggregate of five Retail Card partners and eight Payment Solutions partners,

representing $2.1 billion in loan receivables at March 31, 2014, will not be extended beyond their current contractual expiration dates, which are primarily in 2014. These programs that were not extended will continue to be reported in our results of operations through their contractual expirations.

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Summary Earnings

The following table sets forth our results of operations for the periods indicated.

Three months ended March 31 ($ in millions)	**2014**	**2013**
Interest income	$ 2,933	$ 2,704
Interest expense	190	193
Net interest income	2,743	2,511
Retailer share arrangements	(594)	(484)
Net interest income, after retailer share arrangements	2,149	2,027
Provision for loan losses	764	1,047
Net interest income, after retailer share arrangements and provision for loan losses	1,385	980
Other income	115	132
Other expense	610	539
Earnings before provision for income taxes	890	573
Provision for income taxes	(332)	(214)
Net earnings	$ 558	$ 359

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Average Balance Sheet

The following tables set forth information for the periods indicated regarding average balance sheet data, which are used in the discussion of interest income, interest expense and net interest income that follows.

Three months ended March 31 ($ in millions)	2014 Average Balance[1]	2014 Interest Income / Expense	2014 Average Yield / Rate[2]	2013 Average Balance[1]	2013 Interest Income/ Expense	2013 Average Yield / Rate[2]
Assets						
Interest-earning assets:						
Interest-earning cash and equivalents[3]	$ 4,001	$ 2	0.2%	$ 4,892	$ 3	0.2%
Securities available for sale	250	3	4.9%	193	2	4.2%
Other short-term investment securities			0.0%			0.0%
Loan receivables[4]:						
Credit cards[5]	53,211	2,867	22.1%	48,153	2,629	22.1%
Consumer installment loans	959	23	9.8%	1,393	33	9.6%
Commercial credit products	1,311	38	11.9%	1,287	37	11.7%
Other	14		0.0%	10		0.0%
Total loan receivables	55,495	2,928	21.6%	50,843	2,699	21.5%
Total interest-earning assets	59,746	2,933	20.1%	55,928	2,704	19.6%
Non-interest-earning assets:						
Cash and due from banks	457			523		
Allowance for loan losses	(2,931)			(2,395)		
Other assets	2,149			1,934		
Total non-interest-earning assets	(325)			62		
Total assets	$ 59,421			$ 55,990		
Liabilities						
Interest-bearing liabilities:						
Interest-bearing deposit accounts	$ 26,317	$ 96	1.5%	$ 21,959	$ 94	1.7%
Borrowings of consolidated securitization entities	14,830	47	1.3%	16,986	56	1.3%
Related party debt	8,286	47	2.3%	8,454	43	2.1%
Total interest-bearing liabilities	49,433	190	1.6%	47,399	193	1.7%
Non-interest-bearing liabilities						
Non-interest-bearing deposit accounts	331			533		
Other liabilities	3,182			2,503		

Total non-interest-bearing liabilities	3,513		3,036	
Total liabilities	52,946		50,435	
Equity				
Total equity	6,475		5,555	
Total liabilities and equity	$ 59,421		$ 55,990	
Interest rate spread[(6)]		18.5%		17.9%
Net interest income		$ 2,743		$ 2,511
Net yield on total interest-earning assets[(7)]		18.8%		18.2%

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(1) Average balances are based on monthly balances, including beginning of period balances, except where monthly balances are unavailable, quarterly balances are used. Collection of daily averages involves undue burden and expense. We believe our average balance sheet data appropriately incorporates the seasonality in the level of our loan receivables and is representative of our operations.
(2) Average yields/rates are based on total interest income/expense over average monthly balances.
(3) Includes average restricted cash balances of $104 million and $52 million for the periods ended March 31, 2014 and 2013, respectively.
(4) Non-accrual loans are included in the average loan receivables balances.
(5) Interest income on credit cards includes fees on loans of $528 million and $482 million for the periods ended March 31, 2014 and 2013, respectively.
(6) Interest rate spread represents the difference between the yield on total interest-earning assets and the rate on total interest-bearing liabilities.
(7) Net yield on interest-earning assets represents net interest income divided by average total interest-earning assets.

Interest Income

Interest income increased from $2,704 million for the three months ended March 31, 2013 to $2,933 million for the three months ended March 31, 2014, or by 8.5%. This increase was driven primarily by the increase in average interest-earning assets for the three months ended March 31, 2014.

Average interest-earning assets. Interest-earning assets are comprised primarily of loan receivables. Average loan receivables increased from $50,843 million for the three months ended March 31, 2013 to $55,495 million for the three months ended March 31, 2014. This increase in average loan receivables was driven primarily by increased purchase volumes, as average active credit card accounts increased from 55.3 million for the three months ended March 31, 2013 to 59.3 million for the three months ended March 31, 2014. The increase in average loan receivables also reflects the addition of assets related to the acquisition of the Phillips 66 portfolio, which was completed in the second quarter of 2013.

Yield on average interest-earning assets. The yield on interest-earning assets increased from 19.6% for the three months ended March 31, 2013 to 20.1% for the three months ended March 31, 2014 largely driven by a reduction in our average interest-earning cash and equivalents which earn a lower yield than our loan receivables.

Interest Expense

Interest expense remained relatively flat decreasing from $193 million for the three months ended March 31, 2013 to $190 million for the three months ended March 31, 2014. The effect of a lower average cost of funds from 1.7% for the three months ended March 31, 2013 to 1.6% for the three months ended March 31, 2014 was substantially offset by an increase in average interest-bearing liabilities, from $47,399 million for the three months ended March 31, 2013 to $49,433 million for the three months ended March 31, 2014.

Net Interest Income

Net interest income increased from $2,511 million for the three months ended March 31, 2013 to $2,743 million for the three months ended March 31, 2014, or by 9.2%. This increase was driven by an increase in average

interest-earning receivables and an increase in our yield on interest-earning assets.

Retailer Share Arrangements

Payments under retailer share arrangements increased from $484 million for the three months ended March 31, 2013 to $594 million for the three months ended March 31, 2014. This increase was driven by the

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growth and improved performance of the programs in which we have retailer share arrangements, including lower provision for loan losses, as well as by changes to the terms of the retailer share arrangements for those partners with whom we extended program agreements in 2013 and 2014.

Provision for Loan Losses

Provision for loan losses decreased from $1,047 million for the three months ended March 31, 2013 to $764 million for the three months ended March 31, 2014. This decrease was driven primarily as a result of an incremental provision of $538 million during the first quarter of 2013 relating to the enhancements to our allowance for loan loss methodology, which was not repeated in the three months ended March 31, 2014. This decrease was offset in part by increased provisions relating to loan receivables growth.

Other Income

The following table sets forth our other income for the periods indicated.

Three months ended March 31 ($ in millions)	**2014**	**2013**
Interchange revenue	$ 76	$ 72
Debt cancellation fees	70	85
Loyalty programs	(43)	(40)
Other	12	15
Total other income	$ 115	$ 132

Other income decreased from $132 million for the three months ended March 31, 2013 to $115 million for the three months ended March 31, 2014 primarily due to lower debt cancellation fees driven by fewer customers being enrolled in the product, which reduced the aggregate average balance enrolled.

Other Expense

The following table sets forth our other expense for the periods indicated.

Three months ended March 31 ($ in millions)	**2014**	**2013**
Employee costs	$ 193	$ 162
Professional fees	141	102
Marketing and business development	83	45
Information processing	52	46
Corporate overhead allocations and assessments[(1)]	61	53
Other[(1)]	80	131
Total other expense	$ 610	$ 539

(1) In our Combined Statements of Earnings, these two items are combined and included under a single line item in other expense under the heading other.

Other expense increased from $539 million for the three months ended March 31, 2013 to $610 million for the three months ended March 31, 2014 primarily due to increases in employee costs, professional fees, marketing and business development and corporate overhead allocations, partially offset by lower other expenses.

Employee costs increased primarily due to additional compensation expenses for new employees and salary increases for existing employees driven by the growth of our business and the building of our standalone infrastructure.

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Professional fees increased due to higher professional and other consulting fees related to the Separation, support of the retail deposit platform and interim servicing for a new program we acquired in 2013.

Marketing and business development costs increased due to increased contractual marketing expenses under our program agreements resulting from growth in the business and increased amortization expense associated with program acquisitions and extensions.

Information processing costs increased driven primarily by the growth of our business.

Corporate overhead allocations and assessments are determined primarily using our percentage of GECC s relevant expenses and increased in the current period as we comprised a greater percentage of GECC s total costs. These amounts do not include services provided by GE where the costs associated with such services are directly billed and included in the appropriate cost categories (e.g., employee benefit costs are included in employee costs above).

Other expenses decreased primarily due to a $44 million reduction in our estimated reserves for litigation and regulatory matters as a result of developments during the first quarter of 2014.

Provision for Income Taxes

Our effective tax rate remained relatively flat at 37.4% and 37.3% for the three months ended March 31, 2013 and 2014, respectively. In each period the effective tax rate differs from the U.S. federal statutory tax rate of 35.0% primarily due to state income taxes.

Platform Analysis

As discussed above under Introduction Our Sales Platforms, we offer our products through three sales platforms (Retail Card, Payment Solutions and CareCredit), which management measures based on their revenue-generating activities. The following is a discussion of the platform revenue for each of our platforms.

Non-GAAP Measures

In order to assess and internally report the revenue performance of our three sales platforms, we use a measure we refer to as platform revenue. Platform revenue is the sum of three line items in our Combined Statements of Earnings prepared in accordance with GAAP: interest and fees on loans, plus other income, less retailer share arrangements. Platform revenue itself is not a measure presented in accordance with GAAP. We deduct retailer share arrangements but do not deduct other line item expenses, such as interest expense, provision for loan losses and other expense, because those items are managed for the business as a whole. We believe that platform revenue is a useful measure to investors because it represents management s view of the net revenue contribution of each of our platforms. This measure should not be considered a substitute for interest and fees on loans or other measures of performance we have reported in accordance with GAAP. The reconciliation of platform revenue to interest and fees on loans for each platform is set forth in the table included in the discussion of each of our three platforms below. The following table sets forth the reconciliation of total platform revenue to total interest and fees on loans for the periods indicated.

Three months ended March 31 ($ in millions)	**2014**	**2013**
Interest and fees on loans	$ 2,928	$ 2,699
Other income	115	132

Retailer share arrangements	(594)	(484)
Platform revenue	$ 2,449	$ 2,347

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Retail Card

The following table sets forth supplemental information related to our Retail Card platform for the periods indicated.

Three months ended March 31 ($ in millions, except per account data)	**2014**	**2013**
Purchase volume	$ 16,713	$ 15,719
Period-end loan receivables	$ 37,175	$ 33,878
Average loan receivables	$ 38,223	$ 34,622
Average active accounts (in thousands)	48,168	45,014
Average purchase volume per account	$ 347	$ 349
Average loan receivable balance per account	$ 794	$ 769
Interest and fees on loans	$ 2,178	$ 1,990
Other income	96	106
Retailer share arrangements	(584)	(475)
Platform revenue	$ 1,690	$ 1,621

Retail Card platform revenue increased from $1,621 million for the three months ended March 31, 2013 to $1,690 million for the three months ended March 31, 2014. This increase was primarily the result of an increase in interest and fees on loans driven by an increase in average loan receivables, offset in part by an increase in retailer share arrangement payments as a result of program growth and improved performance of the programs in which we have retailer share arrangements, as well as changes to the terms of the retailer share arrangements for those partners with whom we extended programs agreements in 2013 and 2014.

Payment Solutions

The following table sets forth supplemental information relating to our Payment Solutions platform for the periods indicated.

Three months ended March 31 ($ in millions, except per account data)	**2014**	**2013**
Purchase volume	$ 2,687	$ 2,471
Period-end loan receivables	$ 10,647	$ 10,088
Average loan receivables	$ 10,775	$ 10,276
Average active accounts (in thousands)	6,737	6,225
Average purchase volume per account	$ 399	$ 397
Average loan receivable balance per account	$ 1,599	$ 1,651
Interest and fees on loans	$ 372	$ 368
Other income	8	13
Retailer share arrangements	(9)	(7)
Platform revenue	$ 371	$ 374

Payment Solutions platform revenue decreased from $374 million for the three months ended March 31, 2013 to $371 million for the three months ended March 31, 2014. This decrease was driven by lower debt cancellation fees and increased retailer share arrangements partially offset by an increase in interest and fees on loans driven by an increase in average receivable balances.

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CareCredit

The following table sets forth supplemental information relating to our CareCredit platform for the periods indicated.

Three months ended March 31 ($ in millions, except per account data)	2014	2013
Purchase volume	$ 1,686	$ 1,613
Period-end loan receivables	$ 6,463	$ 5,965
Average loan receivables	$ 6,497	$ 5,945
Average active accounts (in thousands)	4,437	4,108
Average purchase volume per account	$ 380	$ 393
Average loan receivable balance per account	$ 1,464	$ 1,447
Interest and fees on loans	$ 378	$ 341
Other income	11	13
Retailer share arrangements	(1)	(2)
Platform revenue	$ 388	$ 352

CareCredit platform revenue increased from $352 million for the three months ended March 31, 2013 to $388 million for the three months ended March 31, 2014. This increase was primarily the result of an increase in interest and fees on loans driven by an increase in average loan receivables and higher yield on average receivables.

Results of Operations For the Years Ended December 31, 2013, 2012 and 2011

The discussion below provides an analysis of our combined results of operations for the years ended December 31, 2013, 2012 and 2011.

2013 Highlights

Below are highlights of our performance in 2013. These highlights generally are based on a comparison between our 2013 and 2012 results, except as otherwise noted.

We had net earnings of $1,979 million on total net interest income of $10,571 million in 2013 compared to net earnings of $2,119 million on total net interest income of $9,564 million in 2012. The decrease in net earnings was driven primarily by an increase in our provision for loan losses as a result of enhancements to our allowance for loan loss methodology.

Loan receivables increased from $52,313 million at December 31, 2012 to $57,254 million at December 31, 2013. The increase was driven primarily by purchase volume growth of 9.3% in 2013, which was driven by an increase in active accounts and higher purchase volume per account.

Net interest income increased from $9,564 million in 2012 to $10,571 million in 2013 due to higher average loan receivables. Net interest income, after retailer share arrangements increased from $7,580 million in 2012 to $8,198 million in 2013 as net interest income was offset in part by increased payments to partners under our retailer share arrangements.

Payments to our partners under our retailer share arrangements increased from $1,984 million in 2012 to $2,373 million in 2013, primarily as a result of the growth and improved performance of the programs in which we have retailer share arrangements, as well as by changes to the terms of the retailer share arrangements for those partners with whom we extended programs agreements in 2013.

Loan delinquencies as a percentage of receivables decreased over the prior year with the over 30-day delinquency rate decreasing from 4.6% at December 31, 2012 to 4.3% at December 31, 2013. Reduced

delinquency rates were driven by improvements in the quality of our loan receivables and continued improvement in the U.S. economy and employment rates. Net charge-off rates decreased from 4.9% in 2012 to 4.7% in 2013.

Our provision for loan losses decreased from $2,565 million in 2012 to $3,072 million in 2013 as a result of enhancements to our allowance for loan loss methodology, offset in part by improved portfolio performance. Our allowance coverage ratio (allowance for loan losses as a percent of end of period loan receivables) increased from 4.3% in 2012 to 5.1% in 2013.

Other expense increased from $2,123 million in 2012 to $2,484 million in 2013. The increase to other expense was driven primarily by a $133 million increase in our consumer regulatory expenses (primarily related to an increase in our reserves for the matters settled with the CFPB and the DOJ in late 2013 and 2014), $78 million increase in employee costs, $61 million increase in marketing expense, $35 million related to professional fees and $24 million increase in GE allocations and assessments. These increases (excluding the consumer regulatory expenses) were predominantly driven by the growth in purchase volume, transactions and receivables of our business.

We acquired MetLife s direct-to-consumer retail banking platform. Primarily as a result of the MetLife acquisition, we increased our deposit funding from 40% at December 31, 2012 to 51% of our total funding at December 31, 2013 (an increase of $6,915 million) while decreasing funding from securitized financings from 37% to 31% and related party debt from 23% to 18%.

In 2013, we launched new programs with 16 partners (two in Retail Card (EBates and Phillips 66) and 14 in Payment Solutions) and added 17,000 new providers to our CareCredit network. We extended four program agreements in Retail Card (Belk, Brooks Brothers, JCPenney and Wal-Mart) and 55 program agreements in Payment Solutions, representing $16.7 billion in loan receivables at December 31, 2013, and did not extend agreements with 34 retailers in Payment Solutions, representing $0.1 billion in loan receivables at December 31, 2013.

2012 Highlights

Below are highlights of our performance in 2012. These highlights generally are based on a comparison between our 2012 and 2011 results, except as otherwise noted.

We had net earnings of $2,119 million on total net interest income of $9,564 million in 2012 compared to net earnings of $1,890 million on total net interest income of $8,209 million in 2011.

Loan receivables increased from $47,741 million at December 31, 2011 to $52,313 million at December 31, 2012. The net increase was driven primarily by purchase volume growth of 10.3% in 2012, which was driven by more active accounts and higher purchase volume per account.

Net interest income increased from $8,209 million in 2011 to $9,564 million in 2012 due to higher average loan receivables and increased yield. Net interest income, after retailer share arrangements, increased from $6,781 million in 2011 to $7,580 million in 2012 as net interest income was offset in part by increased payments to partners under our retailer share arrangements.

Payments to our partners under our retailer share arrangements increased from $1,428 million in 2011 to $1,984 million in 2012, primarily as a result of growth and improved performance of the programs in which we have retailer share arrangements, as well as by changes to the terms of the retailer share arrangements for those partners with whom we extended programs agreements in 2012.

Loan delinquencies as a percentage of receivables decreased over the prior year with the over-30 day delinquency rate decreasing from 4.9% at December 31, 2011 to 4.6% at December 31, 2012. Reduced delinquency rates were driven by improvements in the quality of our loan receivables and continued improvement in the U.S. economy and employment rates. Net charge-off rates decreased from 5.8% in 2011 to 4.9% in 2012.

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Despite improvement in our loan delinquencies and charge-off rates, we increased our provision for loan losses by $307 million from $2,258 million in 2011 to $2,565 million in 2012 primarily as a result of enhancements to our allowance for loan loss methodology. Our allowance coverage ratio was stable at 4.3% in 2012.

Other expense increased from $2,010 million in 2011 to $2,123 million in 2012. The increase to other expense was driven primarily by a $60 million increase in fraud expense, a $24 million increase in employee costs and a $19 million increase in professional fees.

Our funding mix continued to shift in 2012 from earlier periods. Our total securitized financings increased from $14.2 billion in 2011 to $17.2 billion in 2012; our deposits increased from $17.8 billion in 2011 to $18.8 billion in 2012, and related party debt was reduced from $11.7 billion in 2011 to $10.6 billion in 2012.

In 2012, we launched new programs with 21 partners (one in Retail Card (Toys R Us) and 20 in Payment Solutions) and added 19,000 new providers to our CareCredit network. We extended three program agreements in Retail Card (Amazon, Gap and Sam s Club) and 60 program agreements in Payment Solutions, representing $12.0 billion in loan receivables at December 31, 2012, and did not extend agreements with five retailers in Payment Solutions, representing $0.3 billion in loan receivables at December 31, 2012.

Summary Earnings

The following table sets forth our results of operations for the periods indicated.

Years ended December 31 ($ in millions)	**2013**	**2012**	**2011**
Interest income	$ 11,313	$ 10,309	$ 9,141
Interest expense	742	745	932
Net interest income	10,571	9,564	8,209
Retailer share arrangements	(2,373)	(1,984)	(1,428)
Net interest income, after retailer share arrangements	8,198	7,580	6,781
Provision for loan losses	3,072	2,565	2,258
Net interest income, after retailer share arrangements and provision for loan losses	5,126	5,015	4,523
Other income	500	484	497
Other expense	2,484	2,123	2,010
Earnings before provision for income taxes	3,142	3,376	3,010
Provision for income taxes	(1,163)	(1,257)	(1,120)
Net earnings	$ 1,979	$ 2,119	$ 1,890

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Average Balance Sheet and Volume/Rate Analyses

The following table sets forth information for the periods indicated regarding average balance sheet data and volume/rate variance data, which are used in the discussion of interest income, interest expense and net interest income that follows.

	2013			2012			2011		
Years ended December 31 ($ in millions)	**Average Balance[1]**	**Interest Income / Expense**	**Average Yield / Rate[2]**	**Average Balance[1]**	**Interest Income/ Expense**	**Average Yield / Rate[2]**	**Average Balance[1]**	**Interest Income / Expense**	**Average Yield / Rate[2]**
Assets									
Interest-earning assets:									
Interest-earning cash and equivalents[3]	$ 3,651	$ 10	0.3%	$ 787	$ 2	0.3%	$ 130	$	0.0%
Securities available for sale	217	8	3.7%	189	7	3.7%	155	7	4.5%
Other short-term investment securities			0.0%	50		0.0%	188		0.0%
Loan receivables[4]:									
Credit cards[5]	49,704	11,015	22.2%	44,460	9,967	22.4%	40,219	8,720	21.7%
Consumer installment loans	1,336	129	9.7%	1,705	176	10.3%	2,468	245	9.9%
Commercial credit products	1,355	150	11.1%	1,366	156	11.4%	1,420	168	11.8%
Other	12	1	8.3%	18	1	5.6%	24	1	4.2%
Total loan receivables	52,407	11,295	21.6%	47,549	10,300	21.7%	44,131	9,134	20.7%
Total interest-earning assets	56,275	11,313	20.1%	48,575	10,309	21.2%	44,604	9,141	20.5%
Non-interest-earning assets:									
Cash and due from banks	552			475			457		
Allowance for loan losses	(2,693)			(1,908)			(2,034)		
Other assets	2,050			2,763			3,191		
Total non-interest-earning assets	(91)			1,330			1,614		
Total assets	$ 56,184			$ 49,905			$ 46,218		
Liabilities									

Interest-bearing liabilities:									
Interest-bearing deposit accounts	$ 22,405	$ 374	1.7%	$ 17,039	$ 362	2.1%	$ 15,025	$ 351	2.3%
Borrowings of consolidated securitization entities	16,209	211	1.3%	15,172	228	1.5%	12,958	248	1.9%
Related party debt	9,000	157	1.7%	10,132	155	1.5%	11,729	333	2.8%
Total interest-bearing liabilities	47,614	742	1.6%	42,343	745	1.8%	39,712	932	2.3%
Non-interest-bearing liabilities									
Non-interest-bearing deposit accounts	506			475			417		
Other liabilities	2,943			2,323			2,080		
Total non-interest-bearing liabilities	3,449			2,798			2,497		
Total liabilities	51,063			45,141			42,209		
Equity									
Total equity	5,121			4,764			4,009		
Total liabilities and equity	$ 56,184			$ 49,905			$ 46,218		
Interest rate spread[6]			18.5%			19.4%			18.2%
Net interest income		$ 10,571			$ 9,564			$ 8,209	
Net yield on total interest-earning assets[7]			18.8%			19.7%			18.4%

(1) Average balances are based on monthly balances, except that where monthly balances are unavailable, quarter end balances are used. Collection of daily averages involves undue burden and expense. We believe our average balance sheet data is representative of our operations.

(2) Average yields/rates are based on total interest income/expense over average monthly balances.

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(3) Includes average restricted cash balances of $58 million, $55 million and $33 million for the years ended December 31, 2013, 2012 and 2011, respectively.
(4) Non-accrual loans are included in the average loan receivables balances.
(5) Interest income on credit cards includes fees on loans of $2,029 million, $1,928 million and $1,649 million for the years ended December 31 2013, 2012 and 2011 respectively.
(6) Interest rate spread represents the difference between the yield on total interest-earning assets and the rate on total interest-bearing liabilities.
(7) Net yield on interest-earning assets represents net interest income, divided by average total interest-earning assets.

The following table sets forth the amount of changes in interest income and interest expense due to changes in average volume and average yield/rate. Variances due to changes in both average volume and average yield/rate have been allocated between the average volume and average yield/rate variances on a consistent basis based upon the respective percentage changes in average volume and average yield/rate.

	2013 vs. 2012			2012 vs. 2011		
	Increase (decrease) due to change in:			Increase (decrease) due to change in:		
($ in millions)	Average Volume	Average Yield / Rate	Net Change	Average Volume	Average Yield / Rate	Net Change
Interest-earning assets:						
Interest-earning cash and equivalents	$ 8	$	$ 8	$	$ 2	$ 2
Securities available for sale	1		1	1	(1)	
Loan receivables:						
Credit cards	1,163	(115)	1,048	944	303	1,247
Consumer installment loans	(36)	(11)	(47)	(78)	9	(69)
Commercial credit products	(1)	(5)	(6)	(6)	(6)	(12)
Other						
Total loan receivables	1,126	(131)	995	860	306	1,166
Change in interest income from total interest-earning assets	$ 1,135	$ (131)	$ 1,004	$ 861	$ 307	$ 1,168
Interest-bearing liabilities:						
Interest-bearing deposit accounts	$ 99	$ (87)	$ 12	$ 45	$ (34)	$ 11
Borrowings of consolidated securitization entities	15	(32)	(17)	38	(58)	(20)
Related party debt	(18)	20	2	(41)	(137)	(178)
Change in interest expense from total interest-bearing liabilities	96	(99)	(3)	42	(229)	(187)
Change in net interest income from total interest-earning assets	$ 1,039	$ (32)	$ 1,007	$ 819	$ 536	$ 1,355

Interest Income

Interest income increased from $10,309 million for the year ended December 31, 2012 to $11,313 million for the year ended December 31, 2013, or by 9.7%. This increase was driven primarily by the increase in average interest-earning assets, which contributed $1,135 million to interest income for the year ended December 31, 2013, partially offset by the decrease in the yield on interest-earning assets from 21.2% to 20.1%, which reduced interest income by $131 million. While yield on interest-earning loan receivables was relatively flat, the significant increase in the amount of cash and equivalents in our liquidity portfolio negatively impacted overall yield on interest-earning assets.

Average interest-earning assets. Interest-earning assets are comprised primarily of loan receivables. Average loan receivables increased from $47,549 million for the year ended December 31, 2012 to $52,407 million for the year ended December 31, 2013. This increase in average loan receivables was

driven primarily by increased purchase volumes, as average annual purchase volume per account increased from $1,620 for the year ended December 31, 2012 to $1,668 for the year ended December 31, 2013, and the average active credit card accounts increased from 53.0 million for the year ended December 31, 2012 to 56.3 million for the year ended December 31, 2013. Our average account balance increased from $897 for the year ended December 31, 2012 to $932 for the year ended December 31, 2013, reflecting the increase in purchase volumes and lower payment rates. The increase in average loan receivables also reflects the addition of the assets related to the acquisition of the Phillips 66 portfolio, which was completed in the second quarter of 2013.

Yield on average interest-earning assets. The yield on interest-earning assets is driven primarily by yield on average interest-earning loan receivables (which decreased from 21.7% for the year ended December 31, 2012 to 21.6% for the year ended December 31, 2013) and the size of our liquidity portfolio (which increased from $1,037 million for the year ended December 31, 2012 to $2,103 million for the year ended December 31, 2013). The lower interest yield on interest-earning loan receivables for the year ended December 31, 2013 was largely attributable to a decrease in late fees as a percentage of average interest-earning loan receivables.

Interest income increased from $9,141 million for the year ended December 31, 2011 to $10,309 million for the year ended December 31, 2012, or by 12.8%. This increase was driven by the increase in average balances of interest-earning assets, which contributed $861 million, and the increase in the yield on interest-earning assets from 20.5% for the year ended December 31, 2011 to 21.2% for the year ended December 31, 2012, which contributed $307 million to the increase in interest income for the year ended December 31, 2012.

Average interest-earning assets. Average loan receivables increased from $44,131 million for the year ended December 31, 2011 to $47,549 million for the year ended December 31, 2012. This increase in average loan receivables reflects a $8,018 million increase in purchase volume and the addition of assets related to the acquisition of the Toys R Us portfolio, which was completed in the second quarter of 2012. The growth in purchase volume reflected an increase in average annual purchase volume per account from $1,518 for the year ended December 31, 2011 to $1,620 for the year ended December 31, 2012 and an increase in average active credit card accounts from 51.3 million for the year ended December 31, 2011 to 53.0 million for the year ended December 31, 2012.

Yield on average interest-earning assets. Yield on interest-earning assets is driven primarily by yield on average interest-earning loan receivables, which increased from approximately 20.7% for the year ended December 31, 2011 to approximately 21.7% for the year ended December 31, 2012. The higher interest yield in 2012 was largely attributable to higher average annual percentage rate mix and higher late fees as a percentage of average interest-earning loan receivables.

Interest Expense

Interest expense decreased from $745 million for the year ended December 31, 2012 to $742 million for the year ended December 31, 2013. The effect of an increase in average interest-bearing liabilities, from $42,343 million for the year ended December 31, 2012 to $47,614 million for the year ended December 31, 2013, was more than offset by a lower average cost of funds (1.8% for the year ended December 31, 2012 versus 1.6% for the year ended December 31, 2013).

Interest expense decreased from $932 million for the year ended December 31, 2011 to $745 million for the year ended December 31, 2012. The effect of an increase in average interest-bearing liabilities, from $39,712 million for the year ended December 31, 2011 to $42,343 million for the year ended December 31, 2012, was more than offset by a lower average cost of funds (2.3% for the year ended December 31, 2011 versus 1.8% for the year ended December 31, 2012) due to a lower interest rate environment and a reduction of the interest rate assessed by GECC on related party debt.

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Net Interest Income

Net interest income increased from $9,564 million for the year ended December 31, 2012 to $10,571 million for the year ended December 31, 2013, or by 10.5%. This increase was driven primarily by an increase in average interest-earning receivables, which contributed $1,126 million.

Net interest income increased from $8,209 million for the year ended December 31, 2011 to $9,564 million for the year ended December 31, 2012, or by 16.5%. This increase was driven primarily by three components: an increase in average interest-earning assets which contributed $861 million, an increase in the yield on interest-earning assets from 20.5% for the year ended December 31, 2011 to 21.2% for the year ended December 31, 2012, which contributed $307 million, and a decrease in the yield on interest-bearing liabilities from 2.3% for the year ended December 31, 2011 to 1.8% for the year ended December 31, 2012, which contributed $229 million.

Retailer Share Arrangements

Payments under retailer share arrangements increased from $1,984 million for the year ended December 31, 2012 to $2,373 million for the year ended December 31, 2013. This increase was driven by the growth and improved performance of the programs in which we have retailer share arrangements, as well as by changes to the terms of the retailer share arrangements for those partners with whom we extended program agreements in 2013.

Retailer share arrangements increased from $1,428 million for the year ended December 31, 2011 to $1,984 million for the year ended December 31, 2012. This increase was driven by the growth and improved performance of the programs in which we have retailer share arrangements, as well as by changes to the terms of the retailer share arrangements for those partners with whom we extended program agreements in 2012.

Provision for Loan Losses

Provision for loan losses increased from $2,565 million for the year ended December 31, 2012 to $3,072 million for the year ended December 31, 2013. This increase was driven primarily by the enhancements to our allowance for loan loss methodology referred to above and loan receivables growth, which was offset in part by lower provisions as a result of improvements to our delinquency and charge-off rates.

Provision for loan losses increased from $2,258 million for the year ended December 31, 2011 to $2,565 million for the year ended December 31, 2012. This increase was driven primarily by the enhancements to our allowance for loan loss methodology and loan receivables growth, which was offset in part by lower provisions as a result of improvements to our delinquency and charge-off rates.

Other Income

The following table sets forth our other income for the periods indicated.

Years ended December 31 ($ in millions)	**2013**	**2012**	**2011**
Interchange revenue	$ 324	$ 287	$ 235
Debt cancellation fees	324	309	319
Loyalty programs	(213)	(199)	(198)
Other	65	87	141

Total other income	$ 500	$ 484	$ 497

Interchange revenue increased from $287 million for the year ended December 31, 2012 to $324 million for the year ended December 31, 2013, or by 12.9%. Interchange revenue increased from $235 million for the year

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ended December 31, 2011 to $287 million for the year ended December 31, 2012, or by 22.1%. These increases were due to increases in Dual Card purchase volume outside of our partners locations. Debt cancellation fees increased from $309 million for the year ended December 31, 2012 to $324 million for the year ended December 31, 2013, driven primarily by higher average account balances of customers that have purchased our debt cancellation product. Debt cancellation fees decreased from $319 million for the year ended December 31, 2011 to $309 million for the year ended December 31, 2012, primarily due to reduced pricing. Loyalty programs cost increased from $199 million for the year ended December 31, 2012 to $213 million for the year ended December 31, 2013, or by 7.0%, primarily due to increased purchase volume. Loyalty program cost did not change materially from 2011 to 2012. Other decreased from $87 million for the year ended December 31, 2012 to $65 million for the year ended December 31, 2013, primarily due to lower ancillary fees. Other decreased from $141 million for the year ended December 31, 2011 to $87 million for the year ended December 31, 2012, primarily due to a 2011 gain related to the sale of a portfolio and lower ancillary fees.

Other Expense

The following table sets forth our other expense for the periods indicated.

Years ended December 31 ($ in millions)	**2013**	**2012**	**2011**
Employee costs	$ 698	$ 620	$ 596
Professional fees	486	451	432
Marketing and business development	269	208	221
Information processing	193	165	157
Corporate overhead allocations and assessments[(1)]	230	206	183
Other[(1)]	608	473	421
Total other expense	$ 2,484	$ 2,123	$ 2,010

(1) In our Combined Statements of Earnings, these two items are both combined and included under a single line item in other expense under the heading other.

Employee costs. Employee costs increased from $620 million for the year ended December 31, 2012 to $698 million for the year ended December 31, 2013, primarily related to additional compensation expenses for new employees and salary increases for existing employees. Employee costs increased from $596 million for the year ended December 31, 2011 to $620 million for the year ended December 31, 2012, primarily related to additional compensation expenses for new employees and salary increases for existing employees.

Professional fees. Professional fees increased from $451 million for the year ended December 31, 2012 to $486 million in 2013. Professional fees increased from $432 million for the year ended December 31, 2011 to $451 million for the year ended December 31, 2012. These expense increases were driven primarily by our business growth (e.g., increased active accounts and increased purchase volumes).

Marketing and business development. Marketing and business development costs increased from $208 million for the year ended December 31, 2012 to $269 million for the year ended December 31, 2013, due to increased contractual marketing expenses under our program agreements resulting from growth in the business. Marketing and business development costs remained relatively flat between 2011 and 2012.

Information processing. Information processing costs increased from $165 million for the year ended December 31, 2012 to $193 million for the year ended December 31, 2013, due to higher transaction volume and associated outsourcing fees. Information processing costs increased from $157 million for the year ended December 31, 2011 to $165 million for the year ended December 31, 2012.

Corporate overhead allocations. As discussed above under Separation from GE and Related Financial Arrangements, corporate overhead allocations were $230 million, $206 million and $183 million for the years

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ended December 31, 2013, 2012 and 2011, respectively. These amounts do not include services provided by GE where the costs associated with such services are directly billed and included in the appropriate cost categories (e.g., employee benefit costs are included in employee costs above).

Other. Other primarily consists of postage ($223 million, $214 million and $213 million for the years ended December 31, 2013, 2012 and 2011, respectively), fraud expense ($134 million, $132 million and $72 million for the years ended December 31, 2013, 2012, and 2011, respectively), litigation and regulatory matters expense described above ($133 million, $0 million and $0 million for the years ended December 31, 2013, 2012 and 2011, respectively) and various other smaller cost items such as facilities leases and maintenance, leased equipment and telephone charges. Our litigation and regulatory matters expense increased in 2013 as we settled a CareCredit investigation pursuant to which we will pay up to $34.1 million, as well as increased reserves for other regulatory matters.

Provision for Income Taxes

Our effective tax rate remained relatively flat at 37.0%, 37.2% and 37.2% for the years ended December 31, 2013, 2012 and 2011, respectively. In 2013, 2012 and 2011, the effective tax rate differs from the U.S. federal statutory tax rate of 35.0% primarily due to state income taxes.

Platform Analysis

As discussed above under Introduction Our Sales Platforms, we offer our products through three sales platforms (Retail Card, Payment Solutions and CareCredit), which management measures based on their revenue-generating activities. The following is a discussion of the platform revenue for each of our platforms.

Non-GAAP Measures

In order to assess and internally report the revenue performance of our three sales platforms, we use a measure we refer to as platform revenue. Platform revenue is the sum of three line items in our Combined Statements of Earnings prepared in accordance with GAAP: interest and fees on loans, plus other income, less retailer share arrangements. Platform revenue itself is not a measure presented in accordance with GAAP. We deduct retailer share arrangements but do not deduct other line item expenses, such as interest expense, provision for loan losses and other expense, because those items are managed for the business as a whole. We believe that platform revenue is a useful measure to investors because it represents management s view of the net revenue contribution of each of our platforms. This measure should not be considered a substitute for interest and fees on loans or other measures of performance we have reported in accordance with GAAP. The reconciliation of platform revenue to interest and fees on loans for each platform is set forth in the table included in the discussion of each of our three platforms below. The following table sets forth the reconciliation of total platform revenue to total interest and fees on loans for the periods indicated.

Years Ended December 31 ($ in millions)	**2013**	**2012**	**2011**
Interest and fees on loans	$ 11,295	$ 10,300	$ 9,134
Other income	500	484	497
Retailer share arrangements	(2,373)	(1,984)	(1,428)
Platform revenue	$ 9,422	$ 8,800	$ 8,203

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Retail Card

The following table sets forth supplemental information related to our Retail Card platform for the periods indicated.

Years ended December 31 ($ in millions, except per account data)	**2013**	**2012**	**2011**
Purchase volume	$ 75,739	$ 69,240	$ 62,663
Period-end loan receivables	$ 39,834	$ 35,952	$ 32,087
Average loan receivables	$ 35,716	$ 31,907	$ 28,743
Average active accounts (in thousands)	45,690	43,223	42,079
Average purchase volume per account	$ 1,658	$ 1,602	$ 1,489
Average loan receivable balance per account	$ 782	$ 738	$ 683
Interest and fees on loans	$ 8,317	$ 7,531	$ 6,536
Other income	419	400	377
Retailer share arrangements	(2,331)	(1,943)	(1,378)
Platform revenue	$ 6,405	$ 5,988	$ 5,535

Retail Card platform revenue increased from $5,988 million for the year ended December 31, 2012 to $6,405 million for the year ended December 31, 2013. This increase was primarily the result of an increase in interest and fees on loans driven by an increase in average loan receivables, offset in part by an increase in retailer share arrangement payments as a result of program growth and improved performance of the programs in which we have retailer share arrangements, as well as changes to the terms of the retailer share arrangements for those partners with whom we extended programs agreements in 2013.

Retail Card platform revenue increased from $5,535 million for the year ended December 31, 2011 to $5,988 million for the year ended December 31, 2012. This increase was primarily the result of an increase in interest and fees on loans driven by an increase in average loan receivables, offset in part by an increase in retailer share arrangement payments as a result of program growth and improved performance of the programs in which we have retailer share arrangements, as well as changes to the terms of the retailer share arrangements for those partners with whom we extended programs agreements in 2012.

Payment Solutions

The following table sets forth supplemental information relating to our Payment Solutions platform for the periods indicated.

Years ended December 31 ($ in millions, except per account data)	**2013**	**2012**	**2011**
Purchase volume	$ 11,360	$ 10,531	$ 9,798
Period-end loan receivables	$ 10,893	$ 10,430	$ 10,245
Average loan receivables	$ 10,469	$ 10,000	$ 10,208
Average active accounts (in thousands)	6,330	5,969	5,809
Average purchase volume per account	$ 1,795	$ 1,764	$ 1,686
Average loan receivable balance per account	$ 1,654	$ 1,675	$ 1,757

Interest and fees on loans	$ 1,506	$ 1,441	$ 1,389
Other income	36	40	60
Retailer share arrangements	(36)	(35)	(43)
Platform revenue	$ 1,506	$ 1,446	$ 1,406

Payment Solutions platform revenue increased from $1,446 million for the year ended December 31, 2012 to $1,506 million for the year ended December 31, 2013. This increase was primarily the result of an increase in interest and fees on loans driven by an increase in average loan receivables.

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Payment Solutions platform revenue increased from $1,406 million for the year ended December 31, 2011 to $1,446 million for the year ended December 31, 2012. This increase was driven primarily by an increased yield on interest-earning loan receivables offset in part by lower average loan receivables.

CareCredit

The following table sets forth supplemental information relating to our CareCredit platform for the periods indicated.

Years ended December 31 ($ in millions, except per account data)	**2013**	**2012**	**2011**
Purchase volume	$ 6,759	$ 6,130	$ 5,422
Period-end loan receivables	$ 6,527	$ 5,931	$ 5,409
Average loan receivables	$ 6,222	$ 5,642	$ 5,180
Average active accounts (in thousands)	4,233	3,829	3,425
Average purchase volume per account	$ 1,597	$ 1,601	$ 1,583
Average loan receivable balance per account	$ 1,470	$ 1,474	$ 1,512
Interest and fees on loans	$ 1,472	$ 1,328	$ 1,209
Other income	45	44	60
Retailer share arrangements	(6)	(6)	(7)
Platform revenue	$ 1,511	$ 1,366	$ 1,262

CareCredit platform revenue increased from $1,366 million for the year ended December 31, 2012 to $1,511 million for the year ended December 31, 2013. This increase was primarily the result of an increase in interest and fees on loans driven by an increase in average loan receivables.

CareCredit platform revenue increased from $1,262 million for the year ended December 31, 2011 to $1,366 million for the year ended December 31, 2012. This increase was primarily the result of an increase in interest and fees on loans driven by an increase in average loan receivables.

Financial Information by Geography

Substantially all of our operations are within the United States. For the years ended December 31, 2013, 2012 and 2011, our U.S. operations accounted for $11,276 million, $10,278 million and $9,101 million of our total interest and fees on loans, respectively, and our non-U.S. operations accounted for $19 million, $22 million and $33 million of our total interest and fees on loans, respectively. At December 31, 2013, 2012 and 2011, our long-lived assets in the United States were $42 million, $47 million and $39 million, respectively, and our long-lived assets outside the United States were $4 million, $5 million and $1 million, respectively.

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Selected Quarterly Financial Information

The following table sets forth selected unaudited quarterly financial information for the periods indicated.

	Quarterly Periods Ended								
($ in millions)	March 31, 2014	December 31, 2013	September 30, 2013	June 30, 2013	March 31, 2013	December 31, 2012	September 30, 2012	June 30, 2012	March 31, 2012
Interest income	$ 2,933	$ 3,037	$ 2,886	$ 2,686	$ 2,704	$ 2,734	$ 2,618	$ 2,465	$ 2,492
Interest expense	190	188	183	178	193	169	176	191	209
Net interest income	**2,743**	**2,849**	**2,703**	**2,508**	**2,511**	**2,565**	**2,442**	**2,274**	**2,283**
Retailer share arrangements	(594)	(662)	(680)	(547)	(484)	(550)	(498)	(470)	(466)
Net interest income, after retailer share arrangements	**2,149**	**2,187**	**2,023**	**1,961**	**2,027**	**2,015**	**1,944**	**1,804**	**1,817**
Provision for loan losses	764	818	541	666	1,047	818	848	439	460
Net interest income, after retailer share arrangements and provision for loan losses	**1,385**	**1,369**	**1,482**	**1,295**	**980**	**1,197**	**1,096**	**1,365**	**1,357**
Other income	115	130	114	124	132	121	111	125	127
Other expense	610	807	575	563	539	582	540	499	502
Earnings before provision for income taxes	**890**	**692**	**1,021**	**856**	**573**	**736**	**667**	**991**	**982**
Provision for income taxes	(332)	(249)	(380)	(320)	(214)	(270)	(249)	(371)	(367)
Net earnings	**$ 558**	**$ 443**	**$ 641**	**$ 536**	**$ 359**	**$ 466**	**$ 418**	**$ 620**	**$ 615**
Basic earnings per share									
Diluted earnings per share									
Investment Securities									

The following discussion provides supplemental information regarding our investment securities portfolio. All of our investment securities are classified as available-for-sale at March 31, 2014, December 31, 2013, 2012 and 2011, and are held primarily to comply with the Community Reinvestment Act (CRA). Investment securities classified as available-for-sale are reported in our Combined Statements of Financial Position at fair value. Our portfolio of investment securities consisted primarily of state and municipal bonds and residential mortgage backed securities.

The following table sets forth the amortized cost and fair value of our investment securities at the dates indicated.

	At March 31,		At December 31,					
	2014		2013		2012		2011	
($ in millions)	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Debt:								
State and municipal	$ 59	$ 53	$ 53	$ 46	$ 42	$ 39	$ 39	$ 32
Residential mortgage-backed	203	197	183	175	144	149	157	162
Equity	15	15	15	15	5	5	4	4
Total	$ 277	$ 265	$ 251	$ 236	$ 191	$ 193	$ 200	$ 198

Unrealized gains and losses, net of the related tax effect, on available-for-sale securities that are not other-than-temporarily impaired are excluded from earnings and are reported as a separate component of comprehensive income

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(loss) until realized. At March 31, 2014, our investment securities had gross unrealized gains of $1 million, and gross unrealized losses of $13 million. At December 31, 2013, 2012 and 2011, our investment securities had gross unrealized gains of $1 million, $6 million and $6 million, respectively, and gross unrealized losses of $16 million, $4 million and $8 million, respectively.

Our investment securities portfolio had the following maturity distribution at March 31, 2014. Equity securities have been excluded from the table because they do not have a maturity.

($ in millions)	Due in 1 Year or Less	Due After 1 through 5 Years	Due After 5 through 10 Years	Due after 10 years	Total
Debt:					
State and municipal	$	$ 1	$ 1	$ 51	$ 53
Residential mortgage-backed				197	197
Total	$	$ 1	$ 1	$ 248	$ 250
Weighted average yield[1]	%	3.7%	3.9%	3.6%	3.6%

(1) Weighted average yield is calculated based on the amortized cost of each security. In calculating yield, no adjustment has been made with respect to any tax exempt obligations.

At March 31, 2014, we did not hold investments in any single issuer with an aggregate book value that exceeded 10% of equity.

Loan Receivables

The following discussion provides supplemental information regarding our loan receivables portfolio.

Loan receivables are our largest category of assets and represent our primary source of revenues. The following tables set forth the composition of our loan receivables portfolio by product type at the dates indicated.

($ in millions)	At March 31, 2014	(%)	At December 31, 2013	(%)
Loans				
Credit cards	$ 52,008	95.8%	$ 54,958	96.0%
Consumer installment loans	963	1.8	965	1.7
Commercial credit products	1,299	2.4	1,317	2.3
Other	15		14	
Total loans	$ 54,285	100.0%	$ 57,254	100.0%

Loan receivables decreased by $2,969 million, or 5.2%, to $54,285 million at March 31, 2014 compared to $57,254 million at December 31, 2013. The decrease was driven primarily by the seasonality of our business as customers paid their balances down in the first quarter.

At December 31 ($ in millions)	**2013**	**(%)**	**2012**	**(%)**	**2011**	**(%)**	**2010[1]**	**(%)**	**2009**	**(%)**
Loans										
Credit cards	$ 54,958	96.0%	$ 49,572	94.8%	$ 44,287	92.7%	$ 40,960	90.6%	$ 17,574	76.7%
Consumer installment loans	965	1.7	1,424	2.7	2,078	4.4	2,737	6.1	3,544	15.5
Commercial credit products	1,317	2.3	1,307	2.5	1,350	2.8	1,414	3.1	1,533	6.7
Other	14		10		26	0.1	119	0.2	261	1.1
Total loans	$ 57,254	100.0%	$ 52,313	100.0%	$ 47,741	100.0%	$ 45,230	100.0%	$ 22,912	100.0%

(1) On January 1, 2010, we adopted ASC 810, *Consolidation*, pursuant to which we consolidated the assets and liabilities of certain previously unconsolidated securitization entities.

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Our loan receivables portfolio had the following maturity distribution at March 31, 2014.

($ in millions)	Within 1 Year[1]	1-5 Years	After 5 Years	Total
Loans				
Credit cards	$ 52,008	$	$	$ 52,008
Consumer installment loans	28	542	393	963
Commercial credit products	1,299			1,299
Other	3	5	7	15
Total loans	$ 53,338	$ 547	$ 400	$ 54,285
Loans due after one year at fixed interest rates	N/A	$ 547	$ 400	$ 947
Loans due after one year at variable interest rates	N/A			
Total loans due after one year	N/A	$ 547	$ 400	$ 947

(1) Credit card loans have minimum payment requirements but no stated maturity and therefore are included in the due within one year category. However, many of our credit card holders will revolve their balances, which may extend their repayment period beyond one year for balances at March 31, 2014.

Our loan receivables portfolio had the following geographic concentration at March 31, 2014 (based on customer March 2014 statement-end balances (our statement cut-off dates vary within the month) extrapolated to our March 31, 2014 total customer balances because actual March 31, 2014 individual customer balances are not available without undue burden and expense).

($ in millions) State	Loan Receivables Outstanding	% of Total Loan Receivables Outstanding
Texas	$ 5,556	10.2%
California	5,248	9.7%
Florida	4,127	7.6%
New York	3,086	5.7%
Pennsylvania	2,351	4.3%

Impaired Loans and Troubled Debt Restructurings

Our loss mitigation strategy is intended to minimize economic loss and at times can result in rate reductions, principal forgiveness, extensions or other actions, which may cause the related loan to be classified as a Troubled Debt Restructuring (TDR) and also be impaired. We use short term (3 to 12 months) or long term (12 to 60 months) modification programs for borrowers experiencing financial difficulty as a loss mitigation strategy to improve long-term collectability of the loans that are classified as TDRs. For our credit card customers, the short term program primarily consists of a reduced minimum payment and an interest rate reduction, both lasting for a period no longer than 12 months. The long term program involves changing the structure of the loan to a fixed payment loan with a

maturity no longer than 60 months and reducing the interest rate on the loan. The long term program does not normally provide for the forgiveness of unpaid principal, but may allow for the reversal of certain unpaid interest or fee assessments. We also make loan modifications for some customers who request financial assistance through external sources, such as a consumer credit counseling agency program. The loans that are modified typically receive a reduced interest rate but continue to be subject to the original minimum payment terms and do not normally include waiver of unpaid principal, interest or fees. The determination of whether these changes to the terms and conditions meet the TDR criteria includes our consideration of all relevant facts and circumstances.

Loans classified as TDRs are recorded at their present value with impairment measured as the difference between the loan balance and the discounted present value of cash flows expected to be collected. Consistent with our measurement of impairment of modified loans on a collective basis, the discount rate used for credit card loans is the original effective interest rate.

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Interest income from loans accounted for as TDRs is accounted for in the same manner as other accruing loans. The following table presents the amount of loan receivables that are not accruing interest, loans that are 90 days or more past-due and still accruing interest, and earning TDRs.

	At March 31,		At December 31,			
($ in millions)	2014	2013	2012	2011	2010	2009
Non-accrual loan receivables[1]	$ 2	$ 2	$ 1,042	$ 1,003	$ 1,216	$ 900
Loans contractually 90 days past-due and still accruing interest	1,044	1,119	15	36	53	
Earning TDRs[2]	719	741	866	1,082		
Non-accrual past due and restructured loan receivables	$ 1,765	$ 1,862	$ 1,923	$ 2,121	$ 1,269	$ 900

(1) Beginning in the fourth quarter of 2013, we revised our methods of classifying loan receivables as non-accrual to more closely align with regulatory guidance. As a result we continue to accrue interest on credit card balances until they reach 180 days past due.
(2) At March 31, 2014 and December 31, 2013 balances exclude $67 million and $70 million, respectively, of TDRs which are included in loans contractually 90 days past-due and still accruing interest balance.

($ in millions)	Three months ended March 31, 2014	Year ended December 31, 2013
Gross amount of interest income that would have been recorded in accordance with the original contractual terms	$ 36	$ 180
Interest income actually recognized	15	81
Total interest income foregone	$ 21	$ 99

Non-accrual loan receivables totaled $2 million (less than 0.1% of outstanding loan receivables) at March 31, 2014 and at December 31, 2013, compared with $1,042 million (2% of outstanding loan receivables) at December 31, 2012. Non-accrual loan receivables decreased from December 31, 2012, primarily due to the revision of our method of classifying loan receivables as non-accrual which was made in the fourth quarter of 2013. We now continue to accrue interest on credit cards until the accounts are charged-off in the period the accounts become 180 days past due. Previously, we stopped accruing interest on credit cards when the accounts became 90 days past due. See Note 2. *Basis of Presentation and Summary of Significant Accounting Policies* to our combined financial statements for further information, including a description of our accrual policies.

Net charge-offs consist of the unpaid principal balance of loans held for investment that we determine are uncollectible, net of recovered amounts. We exclude accrued and unpaid finance charges and fees and third-party fraud losses from charge-offs. Charged-off and recovered accrued and unpaid finance charges and fees are included in interest and fees on loans while third party fraud losses are included in other expense. Charge-offs are recorded as a

reduction to the allowance for loan losses and subsequent recoveries of previously charged off amounts are credited to the allowance for loan losses. Costs incurred to recover charged-off loans are recorded as collection expense and included in other expense in our Combined Statements of Earnings.

The allowance for loan losses totaled $2,998 million at March 31, 2014 compared with $2,892 million at December 31, 2013. Our assessment of our allowance for loan losses at each date represents our best estimate of probable losses inherent in the portfolio as of each such date and is not directly correlated with the seasonal movements in our loan receivables balance. The increase in the allowance for loan losses at March 31, 2014 compared to December 31, 2013, despite a decrease in our balance of loan receivables outstanding at March 31, 2014 compared to December 31, 2013, reflected among other things our expectation that a higher proportion of the seasonally high level of delinquent accounts outstanding at December 31, 2013 would return to current status during the first quarter without resulting in loan losses and that a higher proportion of delinquent accounts

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outstanding at March 31, 2014 would result in charge-offs as compared to December 31, 2013, in each case taking into account the seasonal trends in delinquent customer payment patterns described above under the heading Seasonality. The allowance for losses totaled $2,892 million at December 31, 2013 compared with $2,274 million at December 31, 2012. The increase of $618 million was primarily attributable to the methodology enhancement discussed in the sections Results of Operations Results of Operations For the Three Months Ended March 31, 2014 and 2013 Provision for Loan Losses and Results of Operations Results of Operations For the Years Ended December 31, 2013, 2012 and 2011 Provision for Loan Losses above.

The following tables provide changes in our allowance for loan losses for the periods presented:

($ in millions)	Balance at January 1, 2014	Provision Charged to Operations	Other[1]	Gross Charge-Offs[2]	Recoveries[2]	Balance at March 31, 2014
Credit cards	$ 2,827	$ 752	$	$ (781)	$ 137	$ 2,935
Consumer installment loans	19	2		(7)	3	17
Commercial credit products	46	10		(12)	2	46
Other						
Total	$ 2,892	$ 764	$	$ (800)	$ 142	$ 2,998

($ in millions)	Balance at January 1, 2013	Provision Charged to Operations	Other[1]	Gross Charge-Offs[2]	Recoveries[2]	Balance at March 31, 2013
Credit cards	$ 2,174	$ 1,016	$	$ (732)	$ 148	$ 2,606
Consumer installment loans	62	8		(13)	6	63
Commercial credit products	38	23		(15)	3	49
Other						
Total	$ 2,274	$ 1,047	$	$ (760)	$ 157	$ 2,718

($ in millions)	Balance at January 1, 2013	Provision Charged to Operations	Other[1]	Gross Charge-Offs[2]	Recoveries[2]	Balance at December 31, 2013
Credit cards	$ 2,174	$ 2,970	$	$ (2,847)	$ 530	$ 2,827
Consumer installment loans	62	49		(111)	19	19

Commercial credit products	38	53		(53)	8	46
Other						
Total	$ 2,274	$ 3,072	$	$ (3,011)	$ 557	$ 2,892

($ in millions)	**Balance at January 1, 2012**	**Provision Charged to Operations**	**Other[1]**	**Gross Charge-Offs[2]**	**Recoveries[2]**	**Balance at December 31, 2012**
Credit cards	$ 1,902	$ 2,438	$	$ (2,680)	$ 514	$ 2,174
Consumer installment loans	113	54		(130)	25	62
Commercial credit products	37	69		(76)	8	38
Other		4		(4)		
Total	$ 2,052	$ 2,565	$	$ (2,890)	$ 547	$ 2,274

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($ in millions)	Balance at January 1, 2011	Provision Charged to Operations	Other[1]	Gross Charge-Offs[2]	Recoveries[2]	Balance at December 31, 2011
Credit cards	$ 2,137	$ 2,130	$ (8)	$ (2,850)	$ 493	$ 1,902
Consumer installment loans	176	54		(151)	34	113
Commercial credit products	49	74		(99)	13	37
Other						
Total	$ 2,362	$ 2,258	$ (8)	$ (3,100)	$ 540	$ 2,052

($ in millions)	Balance at January 1, 2010[3]	Provision Charged to Operations	Other[1]	Gross Charge-Offs[2]	Recoveries[2]	Balance at December 31, 2010
Credit cards	$ 3,058	$ 2,899	$ 3	$ (4,263)	$ 440	$ 2,137
Consumer installment loans	135	135		(131)	37	176
Commercial credit products	64	116		(142)	11	49
Other		1		(1)		
Total	$ 3,257	$ 3,151	$ 3	$ (4,537)	$ 488	$ 2,362

($ in millions)	Balance at January 1, 2009	Provision Charged to Operations	Other[4]	Gross Charge-Offs[2]	Recoveries[2]	Balance at December 31, 2009[3]
Credit cards	$ 1,249	$ 2,321	$ (211)	$ (2,166)	$ 143	$ 1,336
Consumer installment loans	314	387		(479)	34	256
Commercial credit products	61	168		(180)	10	59
Other	2	7		(6)		3
Total	$ 1,626	$ 2,883	$ (211)	$ (2,831)	$ 187	$ 1,654

(1) Other primarily included the effects of foreign currency exchange.
(2)

Net charge-offs (gross charge-offs less recoveries) in certain portfolios may exceed the beginning allowance for loan losses as our revolving credit portfolios turn over more than once per year or, in all portfolios, can reflect losses that are incurred subsequent to the beginning of the year due to information becoming available during the year, which may identify further deterioration of existing loan receivables.

(3) Differences between December 31, 2009 and January 1, 2010 reflect the effects of our adoption of ASC 810, *Consolidation*, on January 1, 2010 and the consolidation of assets and liabilities of certain previously unconsolidated securitization entities.

(4) Other primarily included $217 million of transfers of allowance for loan losses relating to the sales of loan receivables to unconsolidated securitization entities and $6 million of effects of foreign currency exchange.

The table below sets forth the ratio of net charge-offs to average loan receivables outstanding for the periods indicated.

	At March 31,		At December 31,				
	2014	**2013**	**2013**	**2012**	**2011**	**2010**	**2009**
Ratio of net charge-offs to average loan receivables outstanding[1]	4.9%	4.8%	4.7%	4.9%	5.8%	9.3%	11.3%

(1) Calculated based on monthly average loan receivables outstanding, except that where monthly balances are unavailable, quarter-end balances are used.

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Liquidity and Capital Resources

We maintain a strong focus on liquidity and capital. Our funding, liquidity and capital policies are designed to ensure our business has the liquidity and capital resources to support our daily operations, our business growth, our credit ratings and our regulatory and compliance requirements, in a cost effective and prudent manner through expected and unexpected market environments.

Funding Sources

Our primary funding sources historically have included cash from operations, deposits (direct and brokered deposits), securitized financings and related party debt provided by GECC and its affiliates. In connection with the IPO, we added third-party credit facilities and transitional funding from GECC as funding sources, and we are adding unsecured debt financing with this offering. In addition to these components of our funding plan, we currently have an aggregate of approximately $5.6 billion of undrawn committed capacity, subject to customary borrowing conditions, under two of our existing securitization programs.

The following tables summarize information concerning our funding sources during the periods indicated:

	2014			2013		
Three months ended March 31 ($ in millions)	**Average Balance**	**%**	**Average Rate**	**Average Balance**	**%**	**Average Rate**
Deposits[1]	$ 26,317	53%	1.5%	$ 21,959	46%	1.7%
Securitized financings	14,830	30	1.3	16,986	36	1.3
Related party debt	8,286	17	2.3	8,454	18	2.1
Total	$ 49,433	100%	1.6%	$ 47,399	100%	1.7%

(1) Excludes $331 million and $533 million average balance of non-interest bearing deposits for the three months ended March 31, 2014 and March 31, 2013, respectively. Non-interest bearing deposits comprise less than 10% of total deposits for the three months ended March 31, 2014, and 2013.

	2013			2012			2011		
Years ended December 31 ($ in millions)	**Average Balance**	**%**	**Average Rate**	**Average Balance**	**%**	**Average Rate**	**Average Balance**	**%**	**Average Rate**
Deposits[1]	$ 22,405	47%	1.7%	$ 17,039	40%	2.1%	$ 15,025	38%	2.3%
Securitized financings	16,209	34	1.3	15,172	36	1.5	12,958	33	1.9
Related party debt	9,000	19	1.7	10,132	24	1.5	11,729	29	2.8