

***RBS Securities Inc.***

**Statement of Financial Condition**

As of June 30, 2016

**Unaudited**

**RBS SECURITIES INC.**

**STATEMENT OF FINANCIAL CONDITION**

**June 30, 2016**

**(Unaudited)**

	<u>\$m</u>
<b>ASSETS</b>	
Cash and cash equivalents	57
Cash and securities segregated under federal and other regulations	769
Receivables from brokers, dealers and other institutions	585
Receivables from customers	459
Securities purchased under agreements to resell and other collateralized financing arrangements	23,276
Financial instruments owned, at fair value (\$2,091 million pledged as collateral)	7,468
Accrued interest receivable	31
Other assets	466
	<u>33,111</u>
Total Assets	<u>33,111</u>
	<u>\$m</u>
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>	
Short-term borrowings	206
Payables to brokers, dealers and other institutions	419
Payables to customers	1,779
Securities sold under agreements to repurchase and other collateralized financing arrangements	20,370
Financial instruments sold, but not yet purchased, at fair value	3,524
Accrued interest payable	10
Other liabilities	2,706
	<u>29,014</u>
Total Liabilities	<u>29,014</u>
<b>STOCKHOLDER'S EQUITY</b>	
Common stock, par value \$1 per share, 10,000 shares authorized, 8,000 shares issued and outstanding	-
Additional paid-in capital	1,569
Retained earnings	2,528
	<u>4,097</u>
Total Stockholder's Equity	<u>4,097</u>
Total Liabilities and Stockholder's Equity	<u>33,111</u>

The accompanying notes are an integral part of this statement of financial condition.

# RBS SECURITIES INC.

## NOTES TO STATEMENT OF FINANCIAL CONDITION

As of June 30, 2016

(Unaudited)

---

### 1. Organization and Nature of Business

RBS Securities Inc. (“RBSSI” or the “Company”) is a wholly owned subsidiary of RBS Holdings USA Inc. (“RBSHI”). RBSHI is a wholly owned subsidiary of NatWest Group Holdings Corporation, which is an indirect wholly owned subsidiary of The Royal Bank of Scotland Group plc (“RBS”). The UK Government is the ultimate majority shareholder of RBS. The UK Government’s shareholding is managed by UK Financial Investments Limited (“UKFI”), a company wholly owned by the UK Government.

RBSSI is a registered broker-dealer and a registered Futures Commission Merchant (“FCM”) and, accordingly, is subject to the minimum net capital requirements of the U.S. Securities and Exchange Commission (“SEC”) and the U.S. Commodity Futures Trading Commission (“CFTC”). RBSSI is a primary dealer of U.S. Government securities and is principally engaged in the purchase, sale and financing of U.S. Treasury, U.S. Agency, corporate debt, and the execution and clearance of exchange traded futures and options on futures contracts. RBSSI transacts primarily with institutional counterparties and government sponsored entities.

### 2. Significant Accounting Policies

#### *Basis of Presentation / Use of Estimates*

This statement of financial condition has been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) that require management to make estimates and assumptions regarding financial instrument valuations, compensation expense accruals, tax provision calculations including valuation allowance for deferred tax assets, provision for losses that may arise from litigation or regulatory matters, and other items that affect the statement of financial condition and related disclosures. These estimates and assumptions are based on judgment and available information and, consequently, actual results could be materially different from these estimates.

#### *Cash and Cash Equivalents*

RBSSI has defined cash equivalents as highly liquid investments including money market instruments, federal funds sold and overnight time deposits with original maturities of three months or less. Substantially all cash is on deposit with major money center banks.

#### *Receivables from and Payables to Brokers, Dealers, Other Institutions and Customers*

Receivables from brokers and dealers primarily include amounts receivable for securities not delivered by the Company to a purchaser by the settlement date (“fails-to-deliver”), cash margin receivables on financing transactions and receivables related to futures contracts. Payables to brokers and dealers include net payables arising from unsettled trades, amounts payable for securities not received by the Company from a seller by the settlement date (“fails-to-receive”), cash margin payables on financing transactions and payables related to futures contracts.

Receivables from customers include amounts receivable for securities not delivered by the Company to a customer by the settlement date (“delivery-versus-payment”) and receivables due from customers on cash margin transactions for futures contracts. Payables to customers include amounts payable for securities not received by the Company from a customer by the settlement date (“receive-versus-payment”) and payables due to customers on cash margin transactions for futures and listed options contracts.

Continued

## RBS SECURITIES INC.

### NOTES TO STATEMENT OF FINANCIAL CONDITION

As of June 30, 2016  
(Unaudited)

---

Receivables and payables arising from unsettled securities transactions that have not reached their contractual settlement date are recorded net in the statement of financial condition. The Company provides for receivables from brokers, dealers, other institutions and customers when the receivable is no longer believed to be collectible. Receivables and payables arising from fails-to-deliver and fails-to-receive transactions are presented on a net basis, by security and counterparty.

#### *Collateralized Financing Arrangements*

Collateralized financing transactions, including securities purchased under agreements to resell and securities sold under agreements to repurchase, are carried at the contract value plus accrued interest as specified in their respective agreements. Securities subject to these arrangements are principally U.S. Government and U.S. Government Agency obligations. Principal and accrued interest amounts are presented on a net basis by counterparty and maturity date where trades are subject to master netting agreements. It is RBSSI's policy to obtain collateral with a market value equal to or in excess of the principal amount loaned under collateralized financing arrangements. Collateral is valued daily and RBSSI may require counterparties to deposit additional collateral or return pledged collateral when appropriate.

Most collateralized financing arrangements terminate prior to the maturity date of the underlying collateral received or pledged. However, in certain situations, RBSSI may enter into agreements where the termination date of the collateralized financing arrangement effectively matches the maturity date of the underlying security received or pledged. These are referred to as "repo to maturity" or "reverse repo to maturity" transactions. These transactions involve highly rated, liquid securities such as U.S. Government securities. RBSSI accounts for repo to maturity transactions as secured borrowings. Reverse repo to maturity transactions are accounted for as secured lendings.

Securities borrowed and securities loaned, respectively, are carried at the amounts of cash collateral advanced and received in connection with those transactions. Securities subject to these arrangements are primarily U.S. Government securities and U.S. Government Agency obligations. Interest is accrued at the stipulated contract rate. RBSSI's policy is to monitor the value of the securities borrowed and loaned on a daily basis and to obtain or return additional collateral as is necessary.

#### *Fair Value Measurements*

Fair value is defined as the price that could be received in an asset sale or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value option permits entities to irrevocably elect on an instrument-by-instrument basis to measure certain financial assets and financial liabilities at fair value that are not currently required to be measured at fair value.

#### *Control Environment*

The control environment for the determination of the fair value of financial instruments includes formalized protocols for the review and validation of fair values independent of the businesses entering into the transactions. There are specific controls to ensure consistent pricing policies and procedures, incorporating disciplined price verification.

A key element of the control environment is the independent price verification ("IPV") process. Valuations are first performed by the business which entered into the transaction. Such valuations may be directly observable from available prices, or may be derived using a model and variable inputs. These valuations are

Continued

**RBS SECURITIES INC.**

**NOTES TO STATEMENT OF FINANCIAL CONDITION**

**As of June 30, 2016  
(Unaudited)**

---

reviewed, and if necessary amended, by a team independent of those trading the financial instruments, in light of available pricing evidence.

The minimum frequency of review of these financial instruments is monthly. Monthly meetings are held between the business and the support functions to discuss the results of the IPV process. The IPV control includes formalized reporting and escalation of any valuation differences in breach of established thresholds.

The Company's IPV Committee meets formally on a monthly basis to discuss independent pricing, reserving and valuation issues. All material methodology changes require review and ratification by this committee. This committee includes members representing several independent review functions including market risk and finance.

*Valuation Hierarchy*

The accounting guidance for fair value measurements establishes a framework for measuring fair value using a three level hierarchy based upon the market observability and reliability of inputs used to value assets and liabilities, and requires enhanced disclosures about fair value measurements. Fair value measurement accounting guidance does not dictate when fair value should be the basis to account for a financial instrument, nor does it prescribe which valuation technique should be used. An entity is required to choose appropriate valuation techniques based upon market conditions, availability, reliability, and observability of valuation inputs.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value based upon the transparency and observability of such inputs. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 – Valuations are based upon unadjusted quoted prices for identical assets or liabilities in active markets that the Company has the ability to access at the measurement date. An active market is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Valuations are based upon either quoted prices for the same or like asset or liability in markets that are not active, or significant model inputs all of which are observable, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 – Valuations are based upon prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. Such inputs reflect management's own assumptions that the Company believes would be used by market participants in valuing the asset or liability but that are unobservable.

The level which a financial instrument is categorized under the fair value hierarchy is based on the lowest level input that is significant to the fair value measurement in its entirety. RBSSI reviews its fair value hierarchy classifications periodically and changes in the observability of valuation inputs and in their significance which may result in a transfer between fair value hierarchy level categories. Any reclassifications are treated as if they occurred at the beginning of the reporting period.

Continued

**RBS SECURITIES INC.**

**NOTES TO STATEMENT OF FINANCIAL CONDITION**

**As of June 30, 2016**

**(Unaudited)**

---

***Financial Instruments***

Regular-way securities transactions are recorded in the statement of financial condition on trade date and measured at fair value. Fair value is based generally on quoted market prices or dealer price quotations. To the extent that prices are not readily available, fair value is based on either internal valuation models or management's estimate of amounts that could be realized under current market conditions, assuming an orderly liquidation over a reasonable period of time.

***Litigation and Other Matters***

RBSSI is involved, from time to time, in reviews, investigations and proceedings (both formal and informal) regarding its businesses, certain of which may result in judgments, settlements, fines, penalties or other injunctions. RBSSI recognizes a contingent liability in other liabilities in the statement of financial condition when it is probable that a liability has been incurred and when the amount of loss can be reasonably estimated. When a range of probable loss can be estimated, RBSSI accrues the most likely amount of such loss, and if such amount is not determinable, RBSSI accrues the minimum of the range of probable loss. The determination of the outcome and loss estimates requires significant judgment on the part of management. In many instances, it is not possible to determine the degree to which any loss is probable or reasonably estimable.

***Income Taxes***

RBSSI is included in the consolidated U.S. federal and certain combined state income tax returns of RBSSI's U.S. holding company parent, NatWest Group Holdings Corporation. In addition, the Company files returns on a separate company basis in certain jurisdictions as required. The Company's federal and certain combined state income taxes are calculated as if the Company filed on a separate return basis and any tax attributes are utilized according to the combined return as filed, as opposed to a stand-alone calculation. The current state tax payables/receivables as per the combined state returns are settled annually when filed.

RBSSI's deferred income taxes are provided based upon the net tax effects of temporary differences between the financial reporting and tax bases of assets and liabilities. In addition, deferred income taxes are determined using the enacted tax rates and laws which are expected to be in effect when the related temporary differences reverse.

Management assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. On the basis of this evaluation, a valuation allowance has been recorded for the portion of the deferred tax asset that more likely than not will not be realized. The amount of the deferred tax asset considered realizable, however, could be adjusted if estimates of future taxable income during the carry forward period are reduced or increased and additional weight may be given to subjective evidence such as our projections for growth.

RBSSI recognizes tax positions in the statement of financial condition only when it is more likely than not that the position will be sustained upon examination by the relevant taxing authority based on the technical merits of the position. A position that meets this standard is measured at the largest amount of benefit that will more likely than not be realized upon settlement. A liability is established for differences between positions taken in a tax return and amounts recognized in the statement of financial condition.

Continued

## RBS SECURITIES INC.

### NOTES TO STATEMENT OF FINANCIAL CONDITION

As of June 30, 2016

(Unaudited)

---

#### ***Compensation Plans***

The 2010 Deferral Plan and the 2014 Employee Share Plan (“the Plans”) of RBS affect employees of RBS, including employees of the Company. The Plans require that a predefined amount be paid in the current year with the remaining award to be deferred over a period of up to 32 months from the reporting date for awards granted to date. Multiple payments are made to employees over the deferred period which will be settled in RBS equity shares, debt of RBS or cash. Awards may be subject to forfeiture and clawback, as defined in the Plans, at the discretion of the RBS Board of Directors’ Remuneration Committee. Effective December 2014, no new awards were granted under the 2010 Deferral Plan.

RBSSI recognizes compensation expense for each payment, as if it was a separate award with a separate service period. The overall cost of each payment is measured at fair value as of the grant date, which may coincide with the end of the service period as a result of the clawback provision. At each reporting date, RBSSI estimates the fair value of each payment by estimating fair value of the RBS debt and utilizing the quoted market price for RBS equity shares. RBSSI does not expect to reimburse RBS or receive payment from RBS for any increase or decrease in the value of the RBS equity shares, respectively. Recognition of additional compensation expense attributable to appreciation in RBS equity shares is accounted for as a capital contribution and decreases in compensation expense attributable to a decrease in the value of RBS equity shares are accounted for as a reduction of capital. RBSSI accrues compensation expense on a straight-line basis over the applicable service period for the fair value of each respective payment, less a provision for forfeitures. Management utilizes historical data to estimate the impact of forfeitures. The ultimate impact of forfeitures may materially differ from management’s estimate. Interest on RBS debt is accrued at stipulated rates.

In connection with the 2014 Employee Share Plan, employees in certain roles of the Company may be eligible for Role Based Allowances (“RBA”) which are payable in cash and/or RBS equity shares. RBA is fixed compensation that settles in cash and/or the appropriate quantity of RBS shares which have an aggregate market value on RBA payment date equal to the RBA installment. RBSSI accrues compensation expense on a straight-line basis over the period the RBA is in effect. RBSSI reimburses RBS for the value of RBS equity shares paid to RBSSI employees in connection with the RBA.

#### ***Recent Accounting Pronouncements***

In May 2014, the FASB issued ASU 2014-09 “Revenue from Contracts with Customers (Topic 606).” ASU 2014-09 provides comprehensive guidance on the recognition of revenue from customers arising from the transfer of goods and services. The ASU also provides guidance on accounting for certain contract costs, and requires new disclosures. ASU 2014-09, as amended by ASU 2015-14, ASU 2016-08, ASU 2016-12 and ASU 2016-10, is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Early adoption is permitted. This ASU is not expected to have a material impact on the Company’s statement of financial condition.

In August 2014, the FASB issued ASU 2014-13, “Consolidation (Topic 810): Measuring the Financial Assets and the Financial Liabilities of a consolidated Collateralized Financing Entity”. This update provides a new measurement alternative for companies that consolidate collateralized financial entities. The new alternative allows a company to measure the financial assets and liabilities of a consolidated collateralized financing entity using the fair value of either the financial assets or the financial liabilities, whichever is more observable. The Company adopted this ASU for the period beginning January 1, 2016 and it did not have a material impact on the Company’s statement of financial condition.

Continued

## RBS SECURITIES INC.

### NOTES TO STATEMENT OF FINANCIAL CONDITION

As of June 30, 2016

(Unaudited)

---

In August 2014, the FASB issued ASU 2014-15, “Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern”. This update defines management’s responsibility in evaluating a company’s ability to continue as a going concern and establishes related footnote disclosures. Management will be required to evaluate whether conditions or other events exist at each reporting date that raise substantial doubt about a company’s ability to continue as a going concern within one year after issuance of the financial statements. The update will be effective beginning January 1, 2017 with early adoption permitted and is not expected to have a material impact on the Company’s statement of financial condition.

In February 2015, the FASB issued ASU 2015-02, “Consolidation (Topic 810) - Amendments to the Consolidation Analysis”. ASU 2015-02 eliminates the deferral of the requirements of ASU 2009-17, “Consolidations (Topic 810) - Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities” for certain interests in investment funds and provides a scope exception from Topic 810 for certain investments in money market funds. The ASU also makes several modifications to the consolidation guidance for Variable Interest Entities (“VIEs”) and general partners’ investments in limited partnerships, as well as modifications to the evaluation of whether limited partnerships are VIEs or voting interest entities. ASU 2015-02 is effective for interim and annual reporting periods beginning after December 15, 2015. The Company adopted this ASU for the period beginning January 1, 2016 and it did not have a material impact on the Company’s statement of financial condition.

In June 2015, the FASB issued ASU 2015-10 “Technical Corrections and Improvements”. ASU 2015-10 covers a wide range of topics making technical updates within the FASB accounting codification. ASU 2015-15 provides amendments related to differences between original FASB guidance and the codification, guidance clarification and reference corrections, simplification and other minor improvements. ASU 2015-10 is effective for interim and annual reporting periods beginning after December 15, 2015. This ASU did not have a material impact on the Company’s statement of financial condition.

In January 2016, the FASB issued ASU 2016-01, “Recognition and Measurement of Financial Assets and Financial Liabilities” (“ASU 2016-01”), which provides guidance for the recognition, measurement, presentation, and disclosure of financial assets and liabilities. This ASU will be effective for the Company beginning in the first quarter of fiscal year 2019. The Company is currently evaluating the impact that the standard will have on its statement of financial condition and does not expect the impact to be material.

In March 2016, the FASB issued ASU 2016-09 “Compensation-Stock Compensation (Topic 718)”. ASU 2016-09 simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. ASU 2016-09 will be effective for annual reporting periods beginning after December 15, 2016, and interim periods within those annual periods. The Company is currently evaluating the impact that the standard will have in its statement of financial condition and does not expect the impact to be material.

In June 2016, the FASB issued ASU 2016-13 “Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments”. ASU 2016-13 amends the criteria for recognizing credit losses on financial assets not carried at fair value through net income. US GAAP requires an incurred loss methodology for recognizing credit losses which delays recognition until it is probable. Under ASU 2016-13 the criteria would be amended to reflect credit losses that are expected but do not yet meet the

Continued

## RBS SECURITIES INC.

### NOTES TO STATEMENT OF FINANCIAL CONDITION

As of June 30, 2016

(Unaudited)

probable threshold. ASU 2016-13 will be effective for the Company beginning January 1, 2020. The Company is currently evaluating the impact that the standard will have in its statement of financial condition and does not expect the impact to be material.

#### 3. Cash and Securities Segregated Under Federal and Other Regulations

Under the provisions of SEC Rule 15c3-3, “qualified securities” (as defined under SEC Rule 15c3-3) with a fair value of \$1,664 million have been segregated for the exclusive benefit of customers and qualified securities with a fair value of \$52 million, and \$1 million in cash, has been segregated for the proprietary accounts of brokers. Of the qualified securities, securities with a fair value of \$142 million are included in cash and securities segregated under federal and other regulations in the statement of financial condition. Additionally, securities received as collateral from securities purchased under agreements to resell transactions with a fair value of \$1,574 million have been segregated under federal and other regulations.

As a FCM, RBSSI is required to segregate funds in segregated funds accounts (under Section 4d(2) of the Commodity Exchange Act (“CEA”)) and secured funds held in separate accounts (under CFTC Regulation 30.7) and cleared swap customer accounts (under 4D(F) of the CEA). For these purposes, \$504 million and \$122 million are held in accounts at banks and exchanges, respectively, and are reflected in the statement of financial condition as cash and securities segregated pursuant to federal regulations, \$120 million of which are in the form of money market funds. Additionally, RBSSI segregated \$983 million of customer owned securities deposited at clearing organizations. These segregated securities are not included in the statement of financial condition.

#### 4. Securities purchased/sold under agreements to resell/repurchase and other collateralized financing agreements

The Company enters into various collateralized financing transactions to, among other things, acquire securities to cover short positions, to settle other securities obligations, and to finance the Company’s long inventory positions. The table below summarizes the type of collateralized financing arrangements reported in the statement of financial condition at June 30, 2016:

<u>Assets</u>	<u>\$m</u>
Securities purchased under agreements to resell	19,028
Securities borrowed	4,248
	<u>23,276</u>
<u>Liabilities</u>	<u>\$m</u>
Securities sold under agreements to repurchase	<u>20,370</u>

In order to manage credit exposure arising from such transactions, the Company enters into master netting agreements and collateral agreements with counterparties that provide the Company the right to net a counterparty’s rights and obligations under such agreement and liquidate and setoff collateral against the net amount owed by the counterparty in the event of a counterparty default, such as bankruptcy or a counterparty’s failure to pay or perform. The Company generally takes possession of securities purchased

Continued

**RBS SECURITIES INC.**

**NOTES TO STATEMENT OF FINANCIAL CONDITION**

**As of June 30, 2016  
(Unaudited)**

under agreements to resell and securities borrowed and receives securities and cash posted as collateral with the right to re-hypothecate. In certain cases, the Company may agree for such collateral to be posted to a third party custodian under a tri-party arrangement that enables the Company to take control of such collateral in the event of a counterparty default. The Company also continuously monitors the fair value of the transactions' underlying securities as compared with the related receivable or payable, including accrued interest and requests additional collateral as provided under the applicable agreement, to ensure such transactions are adequately collateralized.

The following tables summarize the offsetting of these instruments and related collateral amounts:

	Gross Amounts \$m	Amounts offset in the Statement of Financial Condition \$m	Net amounts of Assets/Liabilities Presented in the Statement of Financial Condition \$m	Amounts Not Offset in the Statement of Financial Condition <sup>(1)</sup> \$m	Net Exposure \$m
<u>Assets</u>					
Securities purchased under agreements to resell	41,467	(22,439)	<b>19,028</b>	(19,028)	-
Securities borrowed	4,248	-	<b>4,248</b>	(4,151)	97
<u>Liabilities</u>					
Securities sold under agreements to repurchase	42,809	(22,439)	<b>20,370</b>	(20,370)	-

(1) Amounts relate to transactions under master netting agreements and collateral agreements which have been determined by the Company to be legally enforceable in the event of default but where certain other criteria are not met in accordance with applicable offsetting accounting guidance.

RBSSI pledges collateral in conjunction with its securities sold under agreements to repurchase. At June 30, 2016, \$42,749 million of the Company's securities sold under agreements to repurchase and other collateralized financing arrangements were collateralized with U.S. Government and U.S. Government Agency securities. Transactions with maturities of one month or less amounted to \$37,128 million as of June 30, 2016, with the remaining transactions having maturities up to six months.

**RBS SECURITIES INC.**

**NOTES TO STATEMENT OF FINANCIAL CONDITION**

**As of June 30, 2016**

**(Unaudited)**

---

**5. Receivables and Payables from/to brokers, dealers and other institutions**

The following table represents RBSSI's receivables and payables from/to brokers, dealers and other institutions as of June 30, 2016:

	Assets	Liabilities
	\$m	\$m
Unsettled trades	-	128
Securities failed-to-deliver/receive	235	192
Broker receivables/payables	229	73
Cash margin receivables/payables	117	26
Other	4	-
	<u>585</u>	<u>419</u>

**6. Receivables and Payables from/to customers**

The following table represents RBSSI's receivables and payables from/to customers as of June 30, 2016:

	Assets	Liabilities
	\$m	\$m
Customer receivables/payables	6	1,258
Delivery/receive versus payment	453	520
Other	-	1
	<u>459</u>	<u>1,779</u>

Continued

**RBS SECURITIES INC.**

**NOTES TO STATEMENT OF FINANCIAL CONDITION**

**As of June 30, 2016**

**(Unaudited)**

---

**7. Financial Instruments**

The following table presents RBSSI's financial instruments owned, at fair value, including those pledged as collateral, and financial instruments sold, but not yet purchased, at fair value by type, as of June 30, 2016:

	Assets	Liabilities
	<u>\$m</u>	<u>\$m</u>
U.S. Government obligations	6,753	3,395
U.S. Government Agency obligations	635	75
Corporate debt securities	74	48
Equities and other	6	6
	<u>7,468</u>	<u>3,524</u>

**8. Fair Value Disclosures**

RBSSI's assets and liabilities that are recorded at fair value have been categorized pursuant to a fair value hierarchy. See Note 2 for additional information regarding the fair value hierarchy.

In determining fair value, RBSSI separates financial instruments owned, at fair value and financial instruments sold, but not yet purchased, at fair value into categories (U.S. Government obligations, U.S. Government Agency obligations, Corporate debt securities, and Equities and other). Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

At June 30, 2016, all of RBSSI's securities are generally classified within Level 1 or 2 of the fair value hierarchy because they are valued using quoted market prices, broker or dealer quotations, or alternate pricing sources with reasonable levels of price transparency. The types of instruments valued based on quoted market prices in active markets include primarily U.S. Government obligations and U.S. Government Agency obligations. Such instruments are generally classified as Level 1. The types of instruments that trade in markets that are not considered to be active, but are valued based on quoted market prices, broker or dealer quotations, or alternate pricing sources with reasonable levels of price transparency include corporate bonds, money market funds and other securities. Such instruments are generally classified as Level 2.

Continued

**RBS SECURITIES INC.**

**NOTES TO STATEMENT OF FINANCIAL CONDITION**

**As of June 30, 2016  
(Unaudited)**

The following tables present RBSSI's assets and liabilities that are measured at fair value on a recurring basis as of June 30, 2016 by financial statement line item caption, type of instrument, and level within the fair value hierarchy:

	Level 1 \$m	Level 2 \$m	Total \$m
<b><u>Assets</u></b>			
<b>Cash and securities segregated under federal and other regulations <sup>(1)</sup></b>	<b>142</b>	<b>120</b>	<b>262</b>
<b>Financial instruments owned, at fair value:</b>			
U.S. Government obligations	6,753	-	6,753
U.S. Government Agency obligations	617	18	635
Corporate debt securities	-	74	74
Equities and other	3	3	6
<b>Total financial instruments owned, at fair value</b>	<b>7,373</b>	<b>95</b>	<b>7,468</b>
<b>Total assets at fair value</b>	<b>7,515</b>	<b>215</b>	<b>7,730</b>
	Level 1 \$m	Level 2 \$m	Total \$m
<b><u>Liabilities</u></b>			
<b>Financial instruments sold, not yet purchased, at fair value</b>			
U.S. Government obligations	3,395	-	3,395
U.S. Government Agency obligations	75	-	75
Corporate debt securities	-	48	48
Equities and other	6	-	6
<b>Total liabilities at fair value</b>	<b>3,476</b>	<b>48</b>	<b>3,524</b>

(1) This population consists of U.S. Government obligations and money market funds.

During the period and as of June 30, 2016, there were no Level 3 assets or liabilities.

There were \$128 million of assets reclassified from Level 1 to Level 2 primarily due to decreased market activity for these instruments.

**RBS SECURITIES INC.**

**NOTES TO STATEMENT OF FINANCIAL CONDITION**

**As of June 30, 2016  
(Unaudited)**

***Financial Instruments not carried at Fair Value***

The following table presents the carrying values and estimated fair values of certain financial assets that are not measured at fair value, including their classification in the fair value hierarchy:

	Carrying Value \$m	Estimated Fair Value		Total \$m
		Level 1 \$m	Level 2 \$m	
<b><u>Assets</u></b>				
Cash and cash equivalents	57	57	-	57
Cash and securities segregated under federal and other regulations	507	507	-	507
Receivables from brokers, dealers and other institutions	585	-	585	585
Receivables from customers	459	-	459	459
Securities purchased under agreements to resell and other collateralized financing arrangements	23,276	-	23,278	23,278
Accrued interest receivable	31	-	31	31
Other assets	80	-	80	80
<b><u>Liabilities</u></b>				
Short-term borrowings	206	-	206	206
Payables to brokers, dealers and other insitutions	419	-	419	419
Payables to customers	1,779	-	1,779	1,779
Securities sold under agreements to repurchase and other collateralized financing arrangements	20,370	-	20,369	20,369
Accrued interest payable	10	-	10	10
Other liabilities	282	-	282	282

At June 30, 2016, there were no financial instruments which are not carried at fair value that were classified as Level 3.

The carrying value of Company's assets and liabilities in the table above approximates fair value due to the relatively short-term nature of the instruments. The estimated fair value of securities purchased under agreements to resell, securities sold under agreements to repurchase and other collateralized financings is determined using a discounted cash flow methodology.

**RBS SECURITIES INC.**

**NOTES TO STATEMENT OF FINANCIAL CONDITION**

**As of June 30, 2016**

**(Unaudited)**

---

**9. Risk Management**

As a participant in the government securities and credit markets, RBSSI is exposed to various risks that arise in the normal course of its business. The risks to which RBSSI are subject to include market, credit, operational, legal, regulatory and financial control risks.

RBSSI monitors and controls its risk exposures on a daily basis through a multi-faceted and interrelated series of financial, credit and market risk management monitoring systems that are independent of the front office. Accordingly, RBSSI believes that it has effective procedures for evaluating and limiting, where possible, the market, credit, operational and other risks to which it is subject. RBSSI's senior management has an active role in the risk management process and through documented policies and procedures, requires that various internal control and business groups participate in providing monitoring and oversight. These include, but are not limited to Governance and Control Committee, Asset and Liability Committee, the Equity and Fixed Income Underwriting Committees, Independent Price Verification Committee, Legal/Regulatory Accrual Committee, Services and Vendor Oversight Committee, the Compliance Risk Committee, the Operating Committee, Model Risk Committee, the New Product Risk Assessment ("NPRA") Process (including the Significant Change Assessment Process ("SCAP")), and the Credit Approval Process. In addition, the Company's risk management practices are subject to periodic review by the Company's internal auditors and RBS Risk Management.

***Market Risk***

Market risk refers to the risk that a change in the level of one or more market prices, rates, indices, implied volatilities, or other market factors, such as liquidity, will result in market value losses for a position or portfolio. The Company's exposure to market risk is affected by the factors of the markets in which the Company participates.

Market risk is monitored daily and controlled through risk limits, position limits, management oversight, stress testing and regular independent pricing reviews. The Company attempts to control its market risk exposures through hedging strategies and a wide variety of quantitative and qualitative monitoring and analytical review mechanisms, including Value-at-Risk measures.

***Credit Risk***

Credit risk arises from the potential that a counterparty to a transaction with the Company or an issuer of securities or underlying instruments held by RBSSI might fail to perform under its contractual obligations, which could result in RBSSI incurring losses.

The Company controls credit risk by monitoring counterparty credit exposures, haircut and collateral values on a daily basis, following an established credit approval process which includes reviewing the financial health of counterparties at inception of the relationship with the Company and on an ongoing basis, and requiring haircut levels to be adjusted or collateral to be deposited with the Company when deemed necessary. Collateral held is most often in the form of U.S. Government securities, U.S. Government Agency securities or cash. The Company has established credit limits for issuers and counterparties that are also monitored on a daily basis. The Company further reduces credit risk, where appropriate, by entering into enforceable netting agreements and arrangements that enable the Company to terminate the agreement or reset specific contractual terms upon the occurrence of certain events or time periods.

Continued

**RBS SECURITIES INC.**

**NOTES TO STATEMENT OF FINANCIAL CONDITION**

**As of June 30, 2016  
(Unaudited)**

---

***Concentrations of Credit Risk***

Concentrations of credit risk arise when a number of customers are engaged in similar business activities or activities in the same geographic region, or when they have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic conditions. The Company's credit concentrations may arise from trading, underwriting and financing activities. The Company monitors credit risk on both an individual issuer and group counterparty basis.

The Company is engaged in various activities serving a diverse group of corporate and institutional investors. A substantial portion of the Company's transactions are executed with financial institutions that include broker-dealers, commercial banks, money managers and insurance companies. The Company's exposure to credit risk can be directly impacted by political, industry, and economic factors including volatile trading markets which may impair counterparties' ability to satisfy their obligations to the Company.

The Company's largest concentration of credit risk and issuer risk relates to securities issued by the U.S. Government and U.S. Government Agencies. At June 30, 2016, financial instruments owned that were obligations of the U.S. Government or U.S. Government Agencies represented 99% of the Company's financial instruments owned, at fair value. At June 30, 2016, approximately 99% of the Company's securities purchased under obligations to resell and other collateralized financing arrangements were collateralized by such obligations, after any netting.

***Other Risks***

Operational, legal, regulatory and financial control risk relate to losses the Company may incur due to items such as the failure in execution and settlement of securities transactions, deficiencies in legal documentation or compliance, or inadequacies in financial control systems.

Operational risk is managed through the creation and monitoring of key risk indicators, the review/challenge of testing performed on key control processes, escalation procedures for risk events, the promulgation of documented policies and procedures, and the monitoring and tracking of operational risk issues & events. New products and significant change are risk assessed and approved via the NPRA Process and SCAP.

Legal and regulatory risk is managed through the assistance of in-house Legal and Compliance Departments staffed with experienced attorneys and compliance professionals knowledgeable in the firm's areas of business. RBSSI's in-house lawyers and compliance professionals work closely with the business on significant transactions, develop and utilize standard transaction documentation, obtain assistance and advice from experienced outside counsel as needed, and establish and communicate to employees and their supervisors written policies and procedures for the proper conduct of business in accordance with applicable law, regulation and RBSSI policy.

RBSSI seeks to minimize financial control risk through the segregation of responsibility for key functions involved in the gathering, analysis, and presentation of financial information, documented policies and procedures that establish authorized signatories for various key financial control activities, use of external resources for price verification, and multiple reconciliation and confirmation processes performed at regular intervals.

**RBS SECURITIES INC.**

**NOTES TO STATEMENT OF FINANCIAL CONDITION**

**As of June 30, 2016**

**(Unaudited)**

---

**10. Short-term Borrowings**

In addition to obtaining short-term financing through the repurchase and securities lending markets, RBSSI obtains short-term unsecured financing from RBSHI and The Royal Bank of Scotland plc (“RBS plc”). The Company’s borrowing with RBS plc was pursuant to a \$4.5 billion unsecured financing facility with a maturity date of August 31, 2017 as discussed in note 18. At June 30, 2016, RBSSI had the following short-term liabilities set forth below with maturities of one month or less:

	<u>\$m</u>	<u>Weighted Average Interest Rates</u>
RBS Holdings USA Inc.	186	0.36%
The Royal Bank of Scotland plc	20	0.40%
Total Short-term borrowings	<u>206</u>	

Of the above amounts, \$205 million is borrowed on an overnight basis.

**11. Commitments and Contingencies**

***Leases and Related Commitments***

RBSSI has obligations under non-cancelable operating leases, principally for office space, that expire on various dates through 2017. Total future net rental commitments as of June 30, 2016 are approximately \$2 million.

***Financial Instruments Sold, but Not Yet Purchased***

Financial instruments sold, but not yet purchased, represent obligations of RBSSI to purchase securities in the future at prevailing market prices. The future satisfaction of such obligations may be for amounts greater or less than the amounts recognized in the statement of financial condition. The ultimate gain or loss is dependent upon the prices at which the underlying financial instruments are purchased to settle RBSSI’s obligations under the sale commitments.

***Forward Financing Arrangements***

In connection with its financing activities, including bonds borrowed and pledged activities, RBSSI had outstanding commitments to enter into future collateralized lendings of approximately \$2,847 million and had commitments to enter into future collateralized borrowings of \$1,446 million as of June 30, 2016. All such commitments mature within two months and have stated terms, some of which may be subject to change prior to the effective date.

***Underwriting Commitments***

In the normal course of business, the Company enters into underwriting commitments. Transactions relating to such commitments that were open at June 30, 2016 and subsequently settled had no material impact on the statement of financial condition at that date.

***Litigation***

RBSSI is party to legal proceedings, and the subject of investigations and regulatory matters in the United States and other jurisdictions, arising out of its normal business operations.

Continued

## RBS SECURITIES INC.

### NOTES TO STATEMENT OF FINANCIAL CONDITION

As of June 30, 2016

(Unaudited)

---

All such matters are periodically reassessed with the assistance of external professional advisers, where appropriate, to determine the likelihood of RBSSI incurring a liability. RBSSI recognizes a provision for a liability in relation to these matters when it is probable that there is a present loss contingency resulting from a past event, and a reasonable estimate can be made of the amount of the loss contingency.

In many proceedings, it is not possible to determine whether any loss is probable or to estimate the amount of any loss or possible range of loss. Numerous legal and factual issues may need to be resolved, including through potentially lengthy discovery and determination of important factual matters, and by addressing novel or unsettled legal questions relevant to the proceedings in question, before a liability can be reasonably estimated for any claim. RBSSI cannot predict if, how, or when such claims will be resolved or what the eventual settlement, fine, penalty or other relief, if any, may be, particularly for claims that are at an early stage in their development or where claimants seek substantial or indeterminate damages.

There are also situations where RBS may enter into a settlement agreement or recognize a provision in contemplation of a potential settlement. This may occur in order to avoid the expense, management distraction or reputational implications of continuing to contest liability, or in order to take account of the risks inherent in defending claims or investigations even for those matters for which RBS believes it has credible defenses and should prevail on the merits. The uncertainties inherent in all such matters affect the amount and timing of any potential outflows for both matters with respect to which provisions have been established and other contingent liabilities.

While the outcome of the legal proceedings, investigations and regulatory matters in which RBSSI is involved is inherently uncertain, management believes that, based on the information available to it, appropriate accounting provisions have been made in respect of legal proceedings, investigations and regulatory matters as of June 30, 2016.

The material litigation, investigations, and regulatory matters in which RBSSI is involved are described below. If any such matters were resolved against RBSSI, these matters could, individually or in the aggregate, have a material adverse effect on RBSSI's net assets, operating results, or cash flows in any particular period. RBSSI cannot predict the outcome of these matters at this stage and is unable to estimate the liability or possible range of loss in excess of any provision accrued, if any, that might arise or its effect on RBSSI's statement of financial condition.

#### *Litigation Matters*

There continues to be litigation in the financial services industry focused on residential mortgage and credit crisis related matters. As a result, RBSSI is the subject of claims for damages and other relief regarding mortgages and related securities. With respect to the current claims described herein, RBSSI considers that it has substantial and credible legal and factual defenses to these claims and will continue to defend them vigorously.

#### *MBS and Other Mortgage-Related Litigation*

RBSSI has been named as a defendant in its role as underwriter in a number of claims in the United States that relate to the securitization and securities underwriting businesses. These cases include actions by individual purchasers of securities and a purported class action suit. Together, the pending individual and class action cases (including those claims specifically described in this note) involve the issuance of

Continued

## RBS SECURITIES INC.

### NOTES TO STATEMENT OF FINANCIAL CONDITION

As of June 30, 2016  
(Unaudited)

---

approximately \$41 billion of mortgage-backed securities (“MBS”) issued primarily from 2005-2007. In general, plaintiffs in these actions claim that certain disclosures made in connection with the relevant offerings contained materially false or misleading statements and/or omissions regarding the underwriting standards pursuant to which the mortgage loans underlying the securities were issued. RBSSI remains a defendant in approximately 15 lawsuits brought by purchasers of MBS, including the purported class action identified below.

In the event of an adverse judgment in any of these cases, the amount of RBSSI’s liability will depend on numerous factors that are relevant to the calculation of damages, which may include the recognized loss of principal value in the securities at the time of judgment (write-downs); the value of the remaining unpaid principal balance of the securities at the time the case began, at the time of judgment (if the plaintiff still owns the securities at the time of judgment), or at the time when the plaintiff disposed of the securities (if plaintiff sold the securities); and a calculation of pre and post judgment interest that the plaintiff could be awarded, which could be a material amount.

In September 2011, the US Federal Housing Finance Agency (“FHFA”) as conservator for the Federal National Mortgage Association (“Fannie Mae”) and the Federal Home Loan Mortgage Corporation (“Freddie Mac”) filed MBS-related lawsuits against RBSSI and certain affiliates, as well as a number of other financial institutions, all of which, except for the two cases described below, have since settled for amounts that were publicly disclosed. The primary FHFA lawsuit against RBSSI remains pending in the United States District Court for the District of Connecticut, and it relates to approximately \$32 billion of MBS for which RBSSI acted as underwriter. Of these \$32 billion, approximately \$8.1 billion were outstanding at June 30, 2016 with cumulative write downs to date on the securities of approximately \$1.1 billion (being the recognized loss of principal value suffered by security holders). In September 2013, the Court denied the defendants’ motion to dismiss FHFA’s amended complaint in this case. The matter continues in the discovery phase.

The other remaining FHFA lawsuit that involves RBSSI relates to MBS issued by Nomura Holding America Inc. (“Nomura”) and subsidiaries, and is now the subject of an appeal. On May 11, 2015, following a trial, the United States District Court for the Southern District of New York issued a written decision in favor of FHFA on its claims against Nomura and RBSSI, finding, as relevant to RBSSI, that the offering documents for four Nomura-issued MBS for which RBSSI served as an underwriter, relating to \$1.4 billion in original principal balance, contained materially misleading statements about the mortgage loans that backed the securitizations, in violation of the Securities Act and Virginia securities law. RBSSI estimates that its net exposure under the Court’s judgment of May 15, 2015 is approximately \$383 million, which is the difference between the amount of the judgment against RBSSI (\$636 million) and the current estimated market value of the four MBS that FHFA would return to RBSSI pursuant to the judgment, plus the costs and attorney’s fees that will be due to FHFA if the judgment is upheld. The Court has stayed the judgment pending the result of the appeal that the defendants are taking to the United States Court of Appeals for the Second Circuit, though post-judgment interest on the judgment amount will accrue while the appeal is pending. RBSSI intends to pursue a contractual claim for indemnification against Nomura with respect to any losses it suffers as a result of this matter.

The National Credit Union Administration Board (“NCUA”) is litigating two MBS cases against RBSSI and affiliates (on behalf of US Central Federal Credit Union and Western Corporate Federal Credit Union). The original principal balance of the MBS at issue in the NCUA cases is \$3.25 billion.

## RBS SECURITIES INC.

### NOTES TO STATEMENT OF FINANCIAL CONDITION

As of June 30, 2016

(Unaudited)

---

Other remaining MBS lawsuits against RBSSI include, among others, cases filed by the Federal Deposit Insurance Corporation (as receiver for Guaranty Bank, Colonial Bank, Citizens National Bank, Strategic Capital Bank, and United Western Bank), and cases filed by the Federal Home Loan Banks of Boston and Seattle.

RBSSI is also a defendant in a purported MBS class action entitled *New Jersey Carpenters Health Fund v. Novastar Mortgage Inc. et al.*, which remains pending in the United States District Court for the Southern District of New York. Another MBS class action, *Luther v. Countrywide Financial Corp. et al.*, and related class action cases, was settled in 2013 without any contribution from RBSSI, and a subsequent appeal of the court-approved settlement by several members of the settlement class was, at the request of the parties, dismissed on May 24, 2016.

RBSSI cannot predict the outcome of all these cases at this stage and is unable to estimate the liability or possible range of loss in excess of any provision accrued, if any, that might arise or its effect on RBSSI's statement of financial condition. Additional settlement costs or provisions related to the MBS litigation, as well as the investigations into MBS-related conduct involving RBSSI set out under regulatory matters may be necessary in future periods for amounts that could be substantial in some instances and in aggregate could be substantially in excess of the existing provisions.

In many of these actions, RBSSI has or will have contractual claims to indemnification from the issuers of the securities. The amount and extent of any recovery on an indemnification claim, however, is uncertain and subject to a number of factors, including the ongoing creditworthiness of the indemnifying party a number of whom are or may be insolvent.

#### *US Treasury securities antitrust litigation*

Beginning in July 2015, numerous class action antitrust complaints were filed in the United States federal courts against a number of primary dealers of US Treasury securities, including RBSSI. The complaints allege that the defendants rigged the US Treasury securities auction bidding process to deflate prices at which they bought such securities and colluded to increase the prices at which they sold such securities to plaintiffs. The complaints assert claims under the US antitrust laws and the Commodity Exchange Act on behalf of persons who transacted in US Treasury securities or derivatives based on such instruments, including futures and options. On December 8, 2015, all pending matters were transferred to the United States District Court for the Southern District of New York for coordinated or consolidated pretrial proceedings. RBSSI anticipates making a motion to dismiss the claims asserted in these matters.

#### *Interest Rate Swaps Antitrust Litigation*

Beginning in November 2015, RBS, RBS plc, and RBSSI, as well as a number of other interest rate swap-dealers, were named as defendants in a number of class action antitrust complaints filed in the United States District Court for the Southern District of New York and the United States District Court for the Northern District of Illinois. The complaints, filed on behalf of persons who entered into interest rate swaps with the defendants, allege that the defendants violated the US antitrust laws by restraining competition in the market for interest rate swaps through various means and thereby caused inflated bid-ask spreads for interest rate swaps to the alleged detriment of the plaintiff class. In addition, two complaints containing similar allegations of collusion were filed in United States District Court for the Southern District of New York on behalf of TeraExchange and Javelin, who allege that they would have successfully established exchange-

Continued

## RBS SECURITIES INC.

### NOTES TO STATEMENT OF FINANCIAL CONDITION

As of June 30, 2016

(Unaudited)

---

like trading of interest rate swaps if the defendant dealers had not unlawfully conspired to prevent that from happening through boycotts and other means, in violation of the US antitrust laws. On June 2, 2016, all of these matters were transferred to the United States District Court for the Southern District of New York for coordinated or consolidated pretrial proceedings. RBS anticipates moving to dismiss the claims asserted in these matters.

#### *FX antitrust litigation*

In 2015, RBS (and RBSSI) settled a consolidated antitrust action (“the consolidated action”), pending in the United States District Court for the Southern District of New York, asserting claims on behalf of persons who entered into a) over-the-counter foreign exchange (FX) spot transactions, forwards, swaps futures, options or other FX transactions the trading or settlement of which is related in any way to FX rates, or b) exchange-traded FX instruments. Following the Court’s preliminary approval of the settlement on December 15, 2015, RBS paid the total settlement amount (\$255 million) into escrow pending final court approval of the settlement. Another FX-related class action, asserting Employee Retirement Income Security Act claims on behalf of employee benefit plans that engaged in FX transactions against RBS, RBSSI and others, is pending in the same court. On July 15, 2016, the plaintiffs in that case filed an amended complaint purporting to assert claims based on alleged non-collusive FX-related conduct, which RBS and RBSSI anticipates moving to dismiss on various grounds.

In September 2015, certain members of RBS (including RBSSI), as well as a number of other financial institutions, were named as defendants in two purported class actions filed in Ontario and Quebec on behalf of persons in Canada who entered into foreign exchange transactions or who invested in funds that entered into foreign exchange transactions. The plaintiffs allege that the defendants violated the Canadian Competition Act by conspiring to manipulate the prices of currency trades. On May 31, 2016, the plaintiffs in the Ontario action filed a motion seeking class certification.

Certain other foreign exchange transaction related claims have been or may be threatened against RBS entities in other jurisdictions. RBS cannot predict whether any of these claims will be pursued, but expects that several may.

#### *LIBOR litigation*

Certain members of RBS (including in some instances, RBSSI) have been named as defendants in a number of class actions and individual claims filed in the US with respect to the setting of LIBOR and certain other benchmark interest rates. The complaints are substantially similar and allege that certain members of RBS and other panel banks individually and collectively violated various federal laws, including the US commodities and antitrust laws, and state statutory and common law, as well as contracts, by manipulating LIBOR and prices of LIBOR-based derivatives in various markets through various means.

Most of the USD LIBOR-related actions in which RBS companies are defendants, including all purported class actions relating to USD LIBOR, have been transferred to a coordinated proceeding in the United States District Court for the Southern District of New York. In the coordinated proceeding, consolidated class action complaints were filed on behalf of (1) exchange-based purchaser plaintiffs, (2) over-the-counter purchaser plaintiffs, and (3) corporate debt purchaser plaintiffs. Over 35 other USD LIBOR-related actions naming RBS, including purported class actions on behalf of lenders and mortgage borrowers, were also made part of the coordinated proceeding.

Continued

## RBS SECURITIES INC.

### NOTES TO STATEMENT OF FINANCIAL CONDITION

As of June 30, 2016

(Unaudited)

---

In a series of orders issued in 2013 and 2014, the Court overseeing the coordinated USD proceeding dismissed class plaintiffs' antitrust claims and claims under RICO (Racketeer Influenced and Corrupt Organizations Act), but declined to dismiss (a) certain Commodity Exchange Act claims on behalf of persons who transacted in Eurodollar futures contracts and options on futures contracts on the Chicago Mercantile Exchange (on the theory that defendants' alleged persistent suppression of USD LIBOR caused loss to plaintiffs), and (b) certain contract and unjust enrichment claims on behalf of over-the-counter purchaser plaintiffs who transacted directly with a defendant. On May 23, 2016, the district court's dismissal of plaintiffs' antitrust claims was vacated by the United States Court of Appeals for the Second Circuit, which held that plaintiffs have adequately pled antitrust injury and an antitrust conspiracy, but remanded to the lower court for further consideration on the question of whether plaintiffs possess the requisite antitrust standing to proceed with antitrust claims. The district court is in the process of considering that question. In addition, the district court, which previously issued additional orders broadly addressing other potential grounds for dismissal of various plaintiffs' claims, including dismissal for lack of personal jurisdiction, is now in the process of applying these rulings across plaintiffs' claims (including the antitrust claims), subject to further submissions from the parties.

#### *Other Litigation Involving RBSSI*

In addition, RBSSI is named as a defendant in other actions. For example, RBSSI has been named as an underwriter defendant in various class actions involving public debt or equity where the plaintiff generally has brought actions against the issuer and underwriters of such securities.

RBSSI has also been named as a defendant/respondent in various employment actions involving wrongful termination, breach of contract, quasi-contractual and other employment claims where the plaintiff/claimant generally has been discharged or subject to allegedly adverse employment action and is suing RBSSI as the current or former employer.

RBSSI and certain affiliates, as well as several other financial institutions, are defendants in an adversary proceeding filed in the U.S. bankruptcy court in Maryland by the trustee for TMST, Inc. (formerly known as Thornburg Mortgage, Inc.). The trustee seeks recovery of transfers made under certain restructuring agreements as, among other things, avoidable fraudulent and preferential conveyances and transfers. On September 25, 2014, the Court largely denied the defendants' motion to dismiss this matter and as a result, discovery is ongoing.

In October 2014, F5 Capital commenced *F5 Capital v. RBS Securities Inc.*, a civil action in the U.S. District Court for the District of Connecticut. F5 Capital asserts claims for damages arising from RBSSI's alleged wrongful possession of certain securities that plaintiff claims should have been returned to F5 Capital. RBSSI filed a motion to dismiss the case, which the Court granted on September 30, 2015. The plaintiff filed a notice of appeal of this ruling on August 2, 2016.

RBSSI cannot predict the outcome of all of the cases under litigation matters at this stage and is unable to estimate the liability or possible range of loss in excess of any provision accrued, if any, that might arise or its effect on RBSSI's financial position.

#### *Regulatory Matters*

RBS (including RBSSI's) businesses and financial condition can be affected by the actions of various governmental and regulatory authorities in the United States, the United Kingdom, the European Union, and

Continued

## RBS SECURITIES INC.

### NOTES TO STATEMENT OF FINANCIAL CONDITION

As of June 30, 2016

(Unaudited)

---

elsewhere. RBS has engaged, and will continue to engage, in discussions with such authorities on an ongoing and regular basis, and in response to informal and formal inquiries or investigations, regarding operational, systems and control evaluations and issues including those related to compliance with applicable laws and regulations, including consumer protection, business conduct, competition/anti-trust, anti-bribery, anti-money laundering and sanctions regimes. The Corporate & Institutional Banking (“CIB”) segment in particular, of which RBSSI is a part, has been providing information regarding a variety of matters, including, for example, the setting of benchmark rates and related derivatives trading, conduct in the foreign exchange market, and various issues relating to the issuance, underwriting, and sales and trading of fixed-income securities, including structured products and government securities. Any matters discussed or identified during such discussions and inquiries may result in, among other things, further inquiry or investigation, other action being taken by governmental and regulatory authorities, increased costs being incurred by RBSSI, remediation of systems and controls, public or private censure, restriction of RBSSI’s business activities and/or fines. Any of the events or circumstances mentioned in this paragraph or below could have a material adverse effect on RBSSI, its business, authorizations and licenses, reputation, results of operations or the price of securities issued by it.

#### *RMBS and Other Structured Products Investigations*

RBSSI is involved in reviews, investigations and proceedings (both formal and informal) by federal and state governmental law enforcement and other agencies and self-regulatory organizations, including the U.S. Department of Justice (“DOJ”) and various other members of the RMBS Working Group of the Financial Fraud Enforcement Task Force (including several state attorneys general, including those mentioned below) relating to, among other things, issuance, underwriting and trading in mortgage-backed securities, collateralized debt obligations (“CDOs”), collateralized loan obligations (“CLOs”) and synthetic products. In connection with these inquiries, RBSSI and its affiliates have received requests for information and subpoenas seeking information about, among other things, the structuring of CDOs, financing to loan originators, purchase of whole loans, sponsorship and underwriting of securitizations, due diligence, representations and warranties, communications with ratings agencies, disclosure to investors, document deficiencies, trading activities and practices and repurchase requests.

These ongoing matters include, among others, active investigations by the civil and criminal divisions of the DOJ and the office of the attorney general of Connecticut, on behalf of the Connecticut Department of Banking, relating primarily to due diligence on and disclosure related to loans purchased for, or otherwise included in, securitizations and related disclosures. On August 31, 2015, the Connecticut Department of Banking issued two letters to RBSSI, indicating that it has concluded that RBSSI may have violated the Connecticut Uniform Securities Act when underwriting RMBS, and noting RBS plc’s May 2015 FX-related guilty plea. In June 2016, RBSSI and the Connecticut Department of Banking reached an agreement in principle to resolve the matters referred to in the letters, subject to agreement on settlement documentation that will require, among other things, certain undertakings that are to be agreed and the payment of an amount in settlement of the investigation pertaining to the underwriting of MBS. The settlement amount agreed in principle is fully covered by an existing provision.

In 2007, the New York State Attorney General issued subpoenas to a wide array of participants in the securitization and securities industry, focusing on the information underwriters obtained from the independent firms hired to perform due diligence on mortgages. RBSSI and its affiliates completed their production of documents requested by the New York State Attorney General in 2008, principally producing

Continued

## RBS SECURITIES INC.

### NOTES TO STATEMENT OF FINANCIAL CONDITION

As of June 30, 2016  
(Unaudited)

---

documents related to loans that were pooled into one securitization transaction. In May 2011, the New York State Attorney General requested additional information about RBS's mortgage securitization business and, following the formation of the RMBS Working Group, has focused on the same or similar issues as the other state and federal RMBS Working Group investigations described above. The investigation is ongoing and RBSSI and its affiliates continue to respond to requests for information.

The investigations also include civil and criminal investigations relating to alleged misrepresentations in the trading of various forms of asset-backed securities, including residential mortgage-backed securities, commercial mortgage-backed securities, CDOs, and CLOs. In March and December 2015, two former RBSSI traders entered guilty pleas in the United States District Court for the District of Connecticut, each to one count of conspiracy to commit securities fraud while employed at RBSSI.

At this stage, as there remains considerable uncertainty around the outcome of MBS-related regulatory and governmental investigations it is not practicable reliably to estimate the aggregate potential impact on RBSSI and its affiliates, which is expected to be material.

#### *Trading Rates*

RBS and its subsidiaries, including RBSSI, are co-operating with investigations and requests for information by various governmental and regulatory authorities, including in the UK, US and Asia, into its submissions, communications and procedures relating to a number of trading rates, including LIBOR and other interest rate settings, and non-deliverable forwards. RBSSI and its affiliates are providing information and documents to the CFTC as part of an investigation into the setting of USD and EUR ISDAFIX and related trading activities. RBSSI and its affiliates understand that the CFTC investigation is at an advanced stage. RBS is also under investigation by competition authorities in a number of jurisdictions stemming from the actions of certain individuals in the setting of LIBOR and other trading rates, as well as interest rate-related trading.

#### *FX*

In November 2014, RBS plc reached a settlement with the FCA in the United Kingdom and the CFTC in relation to investigations into failings in RBS's FX businesses. RBS plc agreed to pay penalties of £217 million to the FCA and \$290 million to the CFTC to resolve the investigations. The fines were paid on November 19, 2014.

On May 20, 2015, RBS plc announced that it had reached settlements with the DOJ and the Board of Governors of the Federal Reserve System (Federal Reserve) in relation to investigations into its FX business within its CIB segment. RBS plc paid a penalty of \$274 million to the Federal Reserve and has agreed to pay a penalty of \$395 million to the DOJ to resolve the investigations. The DOJ fine is fully covered by existing provisions.

As part of its plea agreement with the DOJ, RBS plc pled guilty in the United States District Court for the District of Connecticut to a one-count information charging an antitrust conspiracy. RBS plc admitted that it knowingly, through one of its euro/US dollar currency traders, joined and participated in a conspiracy to eliminate competition in the purchase and sale of the euro/US dollar currency pair exchanged in the FX spot market.

Continued

## RBS SECURITIES INC.

### NOTES TO STATEMENT OF FINANCIAL CONDITION

As of June 30, 2016

(Unaudited)

---

The charged conspiracy occurred between as early as December 2007 to at least April 2010. Pursuant to the plea agreement (which is publicly available), the DOJ and RBS plc have agreed jointly to recommend to the Court that it impose a sentence consisting of a \$395 million criminal fine and a term of probation, which among other things, would prohibit RBS plc from committing another crime in violation of US law or engaging in the FX trading practices that form the basis for the charged crime and require RBS plc to implement a compliance program designed to prevent and detect the unlawful conduct at issue and to strengthen its compliance and internal controls as required by other regulators (including the FCA and the CFTC). If RBS plc is sentenced to a term of probation, a violation of the terms of probation could lead to the imposition of additional penalties.

RBS plc and RBSSI have also entered into a cease and desist order with the Federal Reserve relating to FX and other designated market activities (the FX Order). In the FX Order, which is publicly available and will remain in effect until terminated by the Federal Reserve, RBS plc and RBSSI agreed to take certain remedial actions with respect to FX activities and certain other designated market activities, including the creation of an enhanced written internal controls and compliance program, an improved compliance risk management program, and an enhanced internal audit program. RBS plc and RBSSI are obligated to implement and comply with these programs after they are approved by the Federal Reserve, and are also required to conduct, on an annual basis, a review of applicable compliance policies and procedures and a risk-focused sampling of key controls.

RBS entities are responding to investigations and inquiries from other governmental and regulatory (including competition) authorities on similar issues relating to failings in its FX business, including with respect to potential collateral consequences of the RBS plc guilty plea described above. The timing and amount of financial penalties with respect to any further settlements and related litigation risks and collateral consequences remain uncertain and could be material.

At this time, RBSSI is fully cooperating with each of these ongoing investigations and requests. At this stage it is not possible to estimate the effect or possible range of loss of the matters discussed above in excess of any provision accrued, if any.

## **12. Guarantees**

In the normal course of its business, RBSSI may be party to various types of guarantees with counterparties in connection with certain underwriting, securitization, asset sale and other transactions. Contracts that fall under the definition of guarantees include contracts that contingently require a guarantor to make payments to the guaranteed party based on changes in an underlying that is related to an asset, a liability or an equity security of the guaranteed party, contracts that contingently require the guarantor to make payments to the guaranteed party based on another entity's failure to perform under an agreement, and indirect guarantees of the indebtedness of others even though the payment to the guaranteed party may not be based on changes related to an asset, a liability or an equity security of the guaranteed party.

### ***Indemnifications***

RBSSI provides representations and warranties to counterparties in connection with, among other things, certain financing, asset-sale and underwriting transactions and occasionally provides indemnifications to those counterparties against potential losses caused by a breach of those representations and warranties. These and other indemnifications are ordinarily documented in standard contractual terms and are entered

Continued

## RBS SECURITIES INC.

### NOTES TO STATEMENT OF FINANCIAL CONDITION

As of June 30, 2016  
(Unaudited)

---

into in the normal course of business. Generally, there are no stated or notional amounts included in these indemnifications, and the events or contingencies triggering the obligation to indemnify are generally not expected to occur except as described in Note 11. Accordingly, RBSSI has determined that it is not possible to develop an estimate of the maximum payout under these guarantees and indemnifications. RBSSI has not recorded any liabilities in the statement of financial condition as of June 30, 2016 related to these indemnification arrangements.

#### *Other Guarantees*

RBSSI is a member of various exchanges and clearing houses that trade, settle, and clear securities and/or futures contracts. Under standard membership agreements, RBSSI guarantees the performance of other members and may be required to pay a proportionate share of the obligations of such exchanges or clearing houses in the event of member defaults. This risk is mitigated in many cases by the exchanges or clearing houses requiring its members to post collateral. RBSSI has not recorded any liabilities in the statement of financial condition as of June 30, 2016 related to these arrangements as it believes that it is unlikely that it will have to make material payments under such arrangements.

In addition, RBSSI when acting as FCM, may be obligated to make payments to the relevant clearing house to the extent that a customer cannot meet its obligations to such clearing house. This risk is mitigated by requiring clearing customers to post collateral to RBSSI in an amount no lesser than what is required by the clearing house.

### **13. Income Taxes**

RBSSI's deferred income taxes arise principally from litigation reserves and other liabilities not currently deductible, real estate mortgage investment conduit ("REMIC") residuals and other investment activity, and net operating losses. RBSSI has federal net operating loss carry forwards of \$250 million and state net operating loss carry forwards of \$38 million which are offset by a full valuation allowance expiring in various years through 2036.

Management believes that based on the uncertainty created by the continued restructuring of the US operations that it is more likely than not that the benefit from all of the federal and state deferred tax assets will not be realized. In recognition of this risk, all of RBSSI's federal and state deferred tax assets are offset by a \$901 million valuation allowance as of June 30, 2016.

RBSSI settles its income tax provision with RBSHI by agreement through intercompany accounts. At June 30, 2016, there is no payable or receivable with RBSHI due to RBSSI being in a net operating loss carryforward position.

As of June 30, 2016, RBSSI has approximately \$12 million of total gross unrecognized tax benefits. Of the total unrecognized tax benefits, approximately \$12 million represents the amount of the unrecognized tax benefits that, if recognized, would favorably affect the effective tax rate in future periods. Accrued interest related to uncertain tax positions amounted to \$2 million as of June 30, 2016.

RBSSI is under audit in certain jurisdictions. The Internal Revenue Service audit for tax years 2011-2013 commenced in 2015. As a part of a combined tax return, RBSSI is under audit in the state of Massachusetts for tax years 2009-2013 and in California for tax years 2011-2012. For the open audits, management anticipates that adjustments to the unrecognized tax benefits, if any, will not result in a material change to

## RBS SECURITIES INC.

### NOTES TO STATEMENT OF FINANCIAL CONDITION

As of June 30, 2016  
(Unaudited)

---

the statement of financial condition. The statute of limitations for other states remains open for the tax years 2011 and forward.

#### 14. Collateral

In connection with its trading activities, particularly in U.S. Government and Agency securities, RBSSI enters into collateralized repurchase agreements, securities lending arrangements and certain other collateralized transactions. Such transactions may result in credit exposure in the event the counterparty to the transaction is unable to fulfill its contractual obligations. In accordance with industry practice, collateral, in the form of cash or securities, has a fair value in excess of the obligations under the contract.

At June 30, 2016, RBSSI has accepted collateral that it is permitted by contract to sell or repledge. This collateral consists primarily of securities received in connection with reverse repurchase agreements with institutional clients and other broker dealers. The net fair value of securities received as collateral at June 30, 2016 was approximately \$23,326 million. In the normal course of business, this collateral is primarily used by RBSSI to cover short sales and to obtain financing. At June 30, 2016, primarily all of the above collateral has been delivered against securities sold short or repledged by RBSSI.

RBSSI also pledges certain financial instruments owned, at fair value in connection with repurchase agreements and securities lending agreements to counterparties who may or may not have the right to deliver or repledge them. The table below presents information about assets pledged as of June 30, 2016:

	<u>\$m</u>
Financial instruments owned, at fair value pledged to counterparties that:	
Had the right to deliver or repledge	2,091
Did not have the right to deliver or repledge	2,754

#### 15. Net Capital Requirements

As a registered Broker-Dealer and FCM, RBSSI is subject to the net capital rules of both the SEC (Rule 15c3-1) and the CFTC (Regulation 1.17).

Under the SEC's "Uniform Net Capital Rule", RBSSI has elected to compute its minimum net capital using the alternative method. As such, RBSSI is required to maintain minimum net capital of the greater of 2% of aggregate debit items, as defined in SEC Rule 15c3-3 (SEC Rule 15c3-1(a)(1)(ii)), 4% of the funds required to be segregated pursuant to the Commodity Exchange Act and the regulations thereunder (SEC Rule 15c3-1(a)(1)(iii)), or 8% of the total risk margin requirement for positions carried in customer and non-customer accounts (CFTC Regulation 1.17(a)).

At June 30, 2016, RBSSI had regulatory net capital of \$3,565 million, which was \$3,461 million in excess of its required minimum net capital of \$104 million.

**RBS SECURITIES INC.**

**NOTES TO STATEMENT OF FINANCIAL CONDITION**

**As of June 30, 2016**

**(Unaudited)**

---

**16. Employee Benefit Plan**

Employees of RBSSI are eligible to participate in the RBS Retirement Savings Plan (the “Plan”), a defined contribution plan, subject to the satisfaction of various eligibility requirements. The Plan sponsor is RBS plc, a wholly owned subsidiary of RBS. Participating employers include RBSSI, the Plan sponsor, and certain of its affiliates. RBSSI matches a portion of its employee participant contributions and makes an annual contribution in accordance with the Plan documents.

**17. Related Party Transactions**

In the normal course of business RBSSI conducts transactions with, and provides operational and administrative support to, affiliated companies for which it receives consideration. In addition, certain RBSSI activities are guaranteed by RBS plc, a wholly owned subsidiary of RBS.

The Company’s assets and liabilities with affiliates include collateralized financing arrangements entered into primarily to facilitate client activities and to cover short sales and to finance financial instruments owned. Interest is accrued on these transactions and is reported in accrued interest receivable/payable. Included in receivables and payable from/to brokers, dealers and other institutions and from customers are receivables and payables where the Company clears futures transactions for affiliates. Payables to brokers, dealers and other institutions include payables for unsettled trades. Short-term borrowings include unsecured borrowings that provide operational funding and liquidity. Other assets and other liabilities include receivables from and payables to affiliates in conjunction with operational support provided or received in the normal course of business.

Continued

**RBS SECURITIES INC.**

**NOTES TO STATEMENT OF FINANCIAL CONDITION**

**As of June 30, 2016**

**(Unaudited)**

---

The following table summarizes RBSSI's assets and liabilities as of June 30, 2016 with affiliated companies.

	<u>\$m</u>
<u>Assets:</u>	
Receivables from brokers, dealers and other institutions	102
Receivables from customers	36
Securities purchased under agreements to resell and other collateralized financing arrangements	10,015
Financial instruments owned, at fair value	3
Accrued interest receivable	6
Other assets	1
<u>Liabilities:</u>	
Short-term borrowings	206
Payables to brokers, dealers and other institutions	160
Payables to customers	1,488
Securities sold under agreements to repurchase and other collateralized financing arrangements	778
Financial instruments sold, but not yet purchased, at fair value	5
Other liabilities	101

**18. Subsequent Events**

RBSSI has evaluated subsequent events for adjustment to or disclosure in its statement of financial condition through August 12, 2016, the date the unaudited statement of financial condition was issued. On August 10, 2016 the Company renewed its unsecured financing facility (described in note 10) with RBS plc for one year maturing August 31, 2017. No other recordable or disclosable events occurred through this date.

\* \* \* \* \*