

FEDERAL RESERVE BANK *of* NEW YORK

33 LIBERTY STREET, NEW YORK, NY 10045-0001

SCOTT SMENTEK
ASSISTANT VICE PRESIDENT

April 20, 2017

To: The Individual Responsible for Filing the Consolidated Report of Condition and Income for Edge and Agreement Corporations (FR 2886b) located in the Second Federal Reserve District.

Subject: Edge and Agreement Corporation reporting requirements for March 31, 2017

The report forms and instructions for the Consolidated Report of Condition and Income for Edge and Agreement Corporations (FR 2886b) for the quarter ending March 31, 2017, have been posted to the Federal Reserve Board's website at www.federalreserve.gov under "Reporting Forms."

There were no changes to the reporting forms and instructions for the FR 2886b.

Supplemental instructions concerning current accounting and reporting issues affecting the FR 2886b are provided in this letter.

Transmission through Reporting Central

The FR 2886b reports are now available to be transmitted through the Reporting Central application. For Edge and agreement corporations that do not choose to file this report electronically, the Federal Reserve will continue to accept paper copy submissions. For Edge and agreement corporations that submit these reports electronically, they must maintain in their files a signed printout of the data submitted. Additional information about the Reporting Central application, including an online resource center, is available at <http://www.frb services.org/centralbank/reportingcentral/index.html>.

One aspect of the transition to Reporting Central necessitates the Federal Reserve to modify its internal procedures for handling confidentiality requests for those Edge and agreement corporations that submit data electronically. Generally, individual respondent data reported on these reports are available to the public upon request on an individual basis. All data are published or provided to the public upon request, with the exception of items deemed

April 20, 2017

2

confidential per the report's instructions, unless the individual respondent from which the data were collected has been granted confidential treatment or has a request pending. A respondent may request confidential treatment for the entire report or for specific items on the report. To better facilitate confidentiality requests and ensure the data are properly handled during the review of the request, the Federal Reserve strongly encourages Edge and agreement corporations that are of the opinion that disclosure of certain commercial or financial information in the report would likely result in substantial harm to its (or its subsidiaries') competitive position or that disclosure of the submitted personal information would result in unwarranted invasion of personal privacy to:

- (1) notify their Reserve Bank of their intent to request confidential treatment in advance of the written request and
- (2) send the confidentiality request in writing prior to data submission.

For Edge and agreement corporations that do not submit data electronically, written requests for confidentiality may be provided concurrently with the paper submission of the report.

For more information on confidentiality requests, please see the specific report General Instructions. Note: The information referenced above pertains to the existing manual process for submitting confidentiality requests. The final notice to add the confidentiality check box to the front page of the FR 2886b reporting forms was published in the Federal Register.¹ However, the new confidentiality check box procedures has been postponed and Edge and agreement corporations will be provided with ample notice once the new implementation date has been determined so that they may prepare for submission of the new confidentiality check box requirements.

Classification and Measurement of Financial Instruments: Fair Value Option Liabilities

On January 5, 2016, the Financial Accounting Standards Board (FASB) completed its Classification and Measurement of Financial Instruments project by issuing Accounting Standards Update (ASU) No. 2016-01, "Recognition and Measurement of Financial Assets and Financial Liabilities."

¹ 80 FR 52282 (August 28, 2015)

This ASU makes targeted improvements to U.S. generally accepted accounting principles (GAAP). It includes requiring an Edge and agreement corporation to present separately in other comprehensive income (OCI) the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk (“own credit risk”) when the Edge and agreement corporation has elected to measure the liability at fair value in accordance with the fair value option for financial instruments. Prior to the new ASU, U.S. GAAP required Edge and agreement corporations to report the entire change in fair value of such an instrument in earnings. The effect of a change in an entity’s own credit risk for other financial liabilities measured at fair value, including derivatives, will continue to be reported in net income.

The change due to own credit risk, as described above, is the difference between the total change in fair value and the amount resulting from a change in a base market rate (e.g., a risk-free interest rate). An Edge and agreement corporation may use another method that it believes results in a faithful measurement of the fair value change attributable to instrument-specific credit risk. However, it will have to apply the method consistently to each financial liability from period to period.

For public business entities, as defined under U.S. GAAP, the ASU is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. For all other entities, the ASU is effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. Early application of the ASU is permitted for all organizations that are not public business entities as of the fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Additionally, early application of the provisions regarding the presentation in OCI of changes due to own credit risk, as described above, is permitted for all entities for financial statements of fiscal years or interim periods that have not yet been issued or made available for issuance, and in the same period for Call Report purposes.

When an Edge and agreement corporation with a calendar year fiscal year adopts ASU 2016-01, the accumulated gains and losses as of the beginning of the fiscal year due to changes in the instrument-specific credit risk of fair value option liabilities, net of tax effect, are reclassified from Schedule RC, item 23, “Retained earnings,” to Schedule RC, item 24, “Accumulated other comprehensive income” (AOCI). If an Edge and agreement corporation with a calendar year fiscal year chooses to early apply the ASU’s provisions for fair value option

April 20, 2017

4

liabilities in an interim period after the first interim period of its fiscal year, any unrealized gains and losses due to changes in own credit risk and the related tax effects recognized in the FR 2886B income statement during the interim period(s) before the interim period of adoption should be reclassified from earnings to OCI. In the FR 2886B, this reclassification would be from Schedule RI, item 5.a(6) "Other noninterest income," and Schedule RI, item 9, "Applicable income taxes," to Schedule RI-A, item 5, "Other comprehensive income," with a corresponding reclassification from Schedule RC, item 23, to Schedule RC, item 24.

For additional information, Edge and agreement corporations should refer to ASU 2016-01, which is available at

<http://www.fasb.org/jsp/FASB/Page/SectionPage&cid=1176156316498>.

Accounting for Measurement-Period Adjustments Related to a Business Combination

In September 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-16, "Simplifying the Accounting for Measurement-Period Adjustments." Under Accounting Standards Codification Topic 805, Business Combinations (formerly FASB Statement No. 141(R), "Business Combinations"), if the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the acquirer reports provisional amounts in its financial statements for the items for which the accounting is incomplete. During the measurement period, the acquirer is required to adjust the provisional amounts recognized at the acquisition date, with a corresponding adjustment to goodwill, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the measurement of the amounts recognized as of that date. At present under Topic 805, an acquirer is required to retrospectively adjust the provisional amounts recognized at the acquisition date to reflect the new information. To simplify the accounting for the adjustments made to provisional amounts, ASU 2015-16 eliminates the requirement to retrospectively account for the adjustments. Accordingly, the ASU amends Topic 805 to require an acquirer to recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which adjustment amounts are determined. Under the ASU, the acquirer also must recognize in the financial statements for the same reporting period the effect on earnings, if any, resulting from the adjustments to the provisional amounts as if the accounting for the business combination had been completed as of the acquisition date.

In general, the measurement period in a business combination is the period after the acquisition date during which the acquirer may adjust provisional amounts reported for identifiable assets acquired, liabilities assumed, and consideration transferred for the acquiree for which the initial accounting for the business combination is incomplete at the end of the reporting period in which the combination occurs. Topic 805 provides additional guidance on the measurement period, which shall not exceed one year from the acquisition date, and adjustments to provisional amounts during this period.

For Edge and agreement corporations that are public business entities, as defined under U.S. GAAP, ASU 2015-16 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. For Edge and agreement corporations that are not public business entities (i.e., that are private companies), the ASU is effective for fiscal years beginning after December 15, 2016, and interim periods within fiscal years beginning after December 15, 2017. The ASU's amendments to Topic 805 should be applied prospectively to adjustments to provisional amounts that occur after the effective date of the ASU. Thus, edge and agreement corporations with a calendar year fiscal year that are public business entities were required to apply the ASU to any adjustments to provisional amounts that occur after January 1, 2016, beginning with their FR 2886b report for March 31, 2016. Edge and agreement corporations with a calendar year fiscal year that are private companies must apply the ASU to any FR 2886b Reports for December 31, 2017. Early application of ASU 2015-16 is permitted in FR 2886b reports that have not been submitted.

For additional information, Edge and agreement corporations should refer to ASU 2015-16, which is available at <http://www.fasb.org/jsp/FASB/Page/SectionPage&cid=1176156316498>.

Accounting for Sales of OREO

Topic 610 applies to an Edge and agreement corporation's sale of repossessed nonfinancial assets, such as OREO. Topic 610 will eliminate the prescriptive criteria and methods for sale accounting and gain recognition for dispositions of OREO currently set forth in Subtopic 360-20, Property, Plant, and Equipment – Real Estate Sales. Under the new standard, an Edge and agreement corporation will recognize the entire gain or loss, if any, and derecognize the OREO at the time of sale if the transaction meets certain requirements of Topic 606. Otherwise, an Edge and agreement corporation will generally record any payments received as a

deposit liability to the buyer and continue reporting the OREO as an asset at the time of the transaction.

The following paragraphs highlight key aspects of Topic 610 that will apply to seller-financed sales of OREO once the new standard takes effect. When implementing the new standard, an Edge and agreement corporation will need to exercise judgment in determining whether a contract (within the meaning of Topic 606) exists for the sale or transfer of OREO, whether the Edge and agreement corporation has performed its obligations identified in the contract, and what the transaction price is for calculation of the amount of gain or loss.

Under Topic 610, when an Edge and agreement corporation does not have a controlling financial interest in the OREO buyer under Topic 810, Consolidation, the Edge and agreement corporation's first step in assessing whether it can derecognize an OREO asset and recognize revenue upon the sale or transfer of the OREO is to determine whether a contract exists under the provisions of Topic 606. In order for a transaction to be a contract under Topic 606, it must meet five criteria. Although all five criteria require careful analysis for seller-financed sales of OREO, two criteria in particular may require significant judgment. These criteria are the commitment of the parties to the transaction to perform their respective obligations and the collectability of the transaction price. To evaluate whether a transaction meets the collectability criterion, a selling Edge and agreement corporation should determine whether it is probable that it will collect substantially all of the consideration to which it is entitled in exchange for the transfer of the OREO, i.e., the transaction price. To make this determination, as well as the determination that the buyer of the OREO is committed to perform its obligations, a selling Edge and agreement corporation should consider all facts and circumstances related to the buyer's ability and intent to pay the transaction price. As with the current accounting standards governing seller-financed sales of OREO, the amount and character of a buyer's initial equity in the property (typically the cash down payment) and recourse provisions remain important factors to evaluate. Other factors to consider may include, but are not limited to, the financing terms of the loan (including amortization and any balloon payment), the credit standing of the buyer, the cash flow from the property, and the selling Edge and agreement corporation's continuing involvement with the property following the transaction.

If the five contract criteria in Topic 606 have not been met, the Edge and agreement corporation generally may not derecognize the OREO asset or recognize revenue (gain or loss) as an accounting sale has not occurred. In contrast, if an Edge and agreement corporation

April 20, 2017

7

determines the contract criteria in Topic 606 have been met, it should then determine whether it has satisfied its performance obligations as identified in the contract by transferring control of the asset to the buyer, indicators of which are identified in the new standard. For seller-financed sales of OREO, the transfer of control generally occurs on the closing date of the sale when the Edge and agreement corporation obtains the right to receive payment for the property and transfers legal title to the buyer. However, an Edge and agreement corporation should consider all relevant facts and circumstances to determine whether control of the OREO has transferred.

When a contract exists and an Edge and agreement corporation has transferred control of the asset, the Edge and agreement corporation should derecognize the OREO asset and recognize a gain or loss for the difference between the transaction price and the carrying amount of the OREO asset. Generally, the transaction price in a sale of OREO will be the contract amount in the purchase/sale agreement, including for a seller-financed sale financed at market terms. However, the transaction price may differ from the amount stated in the contract due to the existence of off-market terms on the financing. In this situation, to determine the transaction price, the contract amount should be adjusted for the time value of money by using as the discount rate a market rate of interest considering the credit characteristics of the buyer and the terms of the financing.

For FR 2886b purposes, an Edge and agreement corporation should apply the new standard on a modified retrospective basis. To determine the cumulative-effect adjustment for the change in accounting for seller-financed OREO sales, an Edge and agreement corporation should measure the impact of applying Topic 610 to the outstanding seller-financed sales of OREO currently accounted for under Subtopic 360-20 using the installment, cost recovery, reduced-profit, or deposit method as of the beginning of the fiscal year the new standard is adopted.

Accounting for Leases

In February 2016, the FASB issued ASU No. 2016-02, “Leases,” which added Topic 842, Leases, to the ASC.

This guidance, once effective, supersedes ASC Topic 840, Leases.

Topic 842 does not fundamentally change lessor accounting; however, it aligns terminology between lessee and lessor accounting and brings key aspects of lessor accounting into alignment with the FASB's new revenue recognition guidance in Topic 606. As a result, the classification difference between direct financing leases and sales-type leases for lessors moves from a risk-and-rewards principle to a transfer of control principle. Additionally, there is no longer a distinction in the treatment of real estate and non-real estate leases by lessors.

The most significant change that Topic 842 makes is to lessee accounting. Under existing accounting standards, lessees recognize lease assets and lease liabilities on the balance sheet for capital leases, but do not recognize operating leases on the balance sheet. The lessee accounting model under Topic 842 retains the distinction between operating leases and capital leases, which the new standard labels finance leases. However, the new standard requires lessees to record a right-of-use (ROU) asset and a lease liability on the balance sheet for operating leases. (For finance leases, a lessee's lease asset also is designated an ROU asset.) In general, the new standard permits a lessee to make an accounting policy election to exempt leases with a term of one year or less at their commencement date from on-balance sheet recognition. The lease term generally includes the noncancellable period of a lease as well as purchase options and renewal options reasonably certain to be exercised by the lessee, renewal options controlled by the lessor, and any other economic incentive for the lessee to extend the lease. An economic incentive may include a related-party commitment. When preparing to implement Topic 842, lessees will need to analyze their existing lease contracts to determine the entries to record on adoption of this new standard.

For a sale-leaseback transaction to qualify for sales treatment, Topic 842 requires certain criteria within Topic 606 to be met. Topic 606 focuses on the transfer of control of the leased asset from the seller/lessee to the buyer/lessor. A sale-leaseback transaction that does not transfer control is accounted for as a financing arrangement. For a transaction currently accounted for as a sale-leaseback under existing U.S. GAAP, an entity is not required to reassess whether the transaction would have qualified as a sale and a leaseback under Topic 842 when it adopts the new standard.

April 20, 2017

9

Leases classified as leveraged leases prior to the adoption of Topic 842 may continue to be accounted for under Topic 840 unless subsequently modified. Topic 842 eliminates leveraged lease accounting for leases that commence after an Edge and agreement corporation adopts the new accounting standard.

For Edge and agreement corporations that are public business entities, as defined under U.S. GAAP, ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim reporting periods within those fiscal years. For Edge and agreement corporations that are not public business entities, the new standard is effective for fiscal years beginning after December 15, 2019, and interim reporting periods within fiscal years beginning after December 15, 2020. Early application of the new standard is permitted for all Edge and agreement corporations. An Edge and agreement corporation that early adopts the new standard should apply it in its entirety to all lease-related transactions. If an Edge and agreement corporation chooses to early adopt the new standard for financial reporting purposes, the Edge and agreement corporation should implement the new standard in its FRB 2886b Report for the same quarter-end report date.

For FRB 2886b purposes, an Edge and agreement corporation should apply the new standard on a modified retrospective basis. Under the modified retrospective method, an Edge and agreement corporation should apply a cumulative-effect adjustment to affected accounts existing as of the beginning of the fiscal year the new standard is adopted.

For additional information on ASU 2016-02, Edge and agreement corporations should refer to the FASB's website at:

http://www.fasb.org/cs/ContentServer?c=FASBContent_C&pagename=FASB%2FFASBContent_C%2FCompletedProjectPage&cid=1176167904031, which includes a link to the new accounting standard.

Debt Issuance Cost

In April 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-03, "Simplifying the Presentation of Debt Issuance Costs." This ASU requires debt issuance costs to be recognized as a direct deduction from the face amount of the related debt liability, similar to debt discounts. The ASU is limited to the presentation of debt issuance costs; therefore, the recognition and measurement guidance for

April 20, 2017

10

such costs is unaffected. At present, Accounting Standards Codification (ASC) Subtopic 835-30, Interest – Imputation of Interest, requires debt issuance costs to be reported on the balance sheet as an asset (i.e., a deferred charge). As a result, for FR 2886b purposes, the costs of issuing debt have been reported; net of accumulated amortization, in Schedule RC, item 8, “Other assets.”

For edge and agreement corporations that are public business entities, as defined under U.S. GAAP, ASU 2015-03 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. For example, edge and agreement corporations with a calendar year fiscal year that are public business entities were required to apply the ASU in their FR 2886b beginning March 31, 2016. For edge and agreement corporations that are not public business entities (i.e., that are private companies), the ASU is effective for fiscal years beginning after December 15, 2015, and interim periods within fiscal years beginning after December 15, 2016. Thus, edge and agreement corporations with a calendar year fiscal year that are private companies must apply the ASU in their December 31, 2016, and subsequent quarterly FR 2886b reports. Early adoption of the guidance in ASU 2015-03 is permitted.

After an edge and agreement corporation adopts ASU 2015-03, any transaction involving a recognized debt liability in which debt issuance costs were incurred and classified as deferred charges in “Other assets” before the adoption of the ASU should be reported as a direct deduction from the carrying amount of the related debt liability and included in the appropriate balance sheet category of liabilities in FR 2886b Schedule RC, e.g., item 15, “Other borrowed money.”

For additional information, Edge and agreement corporations should refer to ASU 2015-03, which is available at <http://www.fasb.org/jsp/FASB/Page/SectionPage&cid=1176156316498>.

Determining the Fair Value of Derivatives

Edge and agreement corporations should continue to follow the guidance regarding determining the fair value of derivatives that was included in the FR 2886b transmittal letter for September 30, 2014. These instructions can be accessed via the Federal Reserve’s website: <http://www.newyorkfed.org/banking/regrept/2q14fr2886.pdf>.

“Purchased” Loans Originated By Others

When acquiring loans originated by others, Edge and agreement corporations should consider whether the transaction should be accounted for as a purchase of the loans or as a secured borrowing in accordance with Accounting Standards Codification (ASC) Topic 860, Transfers and Servicing (formerly FASB Statement No. 140, “Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities,” as amended). For the transaction to qualify for sale accounting:

- First, unless the transfer is of an entire financial asset, the transferred portion of the financial asset must meet the definition of a participating interest.
- Second, the transfer must meet all of the conditions set forth in Subtopic 860-10 to demonstrate that the transferor has surrendered control over the transferred financial assets.

For example, some Edge and agreement corporations have entered into various residential mortgage loan purchase programs. These programs often function like traditional warehouse lines of credit; however, in some cases, the mortgage loan transfers are legally structured as purchases by the Edge and agreement corporation rather than as pledges of collateral to secure the funding. Under these programs, an Edge and agreement corporation provides funding to a mortgage loan originator while simultaneously obtaining an interest in the mortgage loans subject to a takeout commitment. A takeout commitment is a written commitment from an approved investor (generally, an unrelated third party) to purchase one or more mortgage loans from the originator.

Although the facts and circumstances of each program must be carefully evaluated to determine the appropriate accounting, an Edge and agreement corporation should generally account for a mortgage purchase program with continuing involvement by the originator, including takeout commitments, as a secured borrowing with pledge of collateral, i.e., a loan to the originator secured by the residential mortgage loans, rather than a purchase of mortgage loans.

April 20, 2017
12

When loans obtained in a mortgage purchase program do not qualify for sale accounting, the financing provided to the originator (if not held for trading purposes) should be reported on the FR 2886b Report Schedule RC-C, item 5, “All other loans”, and on the balance sheet Schedule RC, item 4.a, “Loans and leases, net of unearned income”.

Indemnification Assets and Accounting Standards Update No. 2012-06

Edge and agreement corporations should continue to follow the guidance regarding reporting indemnification assets and Accounting Standards Update No. 2012-06 that was included in the FR 2886b transmittal letter for September 30, 2014. These instructions can be accessed via the Federal Reserve’s website:

<http://www.newyorkfed.org/banking/regrept/2q14fr2886.pdf>.

Troubled Debt Restructurings, Current Market Interest Rates, and ASU No. 2011-02

Edge and agreement corporations should continue to follow the guidance regarding reporting troubled debt restructurings, current market interest rates, and ASU No. 2011-02 that was included in the FR 2886b transmittal letter for December 31, 2014. These instructions can be accessed via the Federal Reserve’s website:

<http://www.newyorkfed.org/banking/regrept/4q14fr2886.pdf>.

Goodwill Impairment Testing

Edge and agreement corporations should continue to follow the guidance regarding reporting related to goodwill impairment testing that was included in the FR 2886b transmittal letter for March 31, 2014. These instructions can be accessed via the Federal Reserve’s website:

<http://www.newyorkfed.org/banking/regrept/1q14fr2886.pdf>.

Subscription Service

We offer a subscription service which enables you to receive recent news and updates on our reporting forms and instructions and upcoming Bank events. You can sign up for this service at the following website:

April 20, 2017

13

https://public.govdelivery.com/accounts/USFRBNEWYORK/subscriber/new?topic_id=USFRBNEWYORK_8

Reports Submission

Please note that the timeliness of receipt of the report will be monitored and that submission of initial data via facsimile, even if prior to the deadline, does not constitute timely filing.

The FR 2886b report must be returned to this Bank, by mail or messenger, no later than **May 1, 2017**. Any FR 2886b report received after 5:00 p.m. on **May 1, 2017** will be considered late unless postmarked by **April 28, 2017** or sent by overnight service by **April 30, 2017**.

For Edge and agreement corporations that do not choose to file this report electronically, the completed report should be submitted to:

**Federal Reserve Bank of New York
Data & Statistics Function
33 Liberty Street, 4th Floor
New York, NY 10045**

We will also continue to monitor the accuracy of the periodic regulatory reports submitted for the March 31, 2017 report date. The staff of this Reserve Bank will monitor whether banking organizations are meeting their basic reporting requirements through the use of "validity edits".

Website

The FR 2886b forms and instructions are available on the Federal Reserve website at: www.federalreserve.gov/boarddocs/reportforms/.

FEDERAL RESERVE BANK *of* NEW YORK

April 20, 2017

14

Questions regarding the FR 2886b should be directed to the respective Staff Directors of the Capital and Liquidity & Funding Division: Laura Stash at (212) 720-5581, Morgan Norful at (212) 720-8055, or Cheryl Skillman at (212) 720-8739.

Sincerely,

ATTACHMENT

April 20, 2017
15

Revisions to the FR 2886b for the quarter ended March 31, 2017

Reporting Form

(1) *None.*

Reporting Form Instructions

(1) *None.*