

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2016

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from      to

**001-36560**  
(Commission File Number)



**SYNCHRONY FINANCIAL**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**51-0483352**  
(I.R.S. Employer  
Identification No.)

**777 Long Ridge Road**  
**Stamford, Connecticut**  
(Address of principal executive offices)

**06902**  
(Zip Code)

(Registrant's telephone number, including area code) **(203) 585-2400**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of the registrant's common stock, par value \$0.001 per share, outstanding as of April 26, 2016 was 833,920,403.

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## Synchrony Financial

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### Cautionary Note Regarding Forward-Looking Statements:

Various statements in this Quarterly Report on Form 10-Q may contain "forward-looking statements" as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which are subject to the "safe harbor" created by those sections. Forward-looking statements may be identified by words such as "expects," "intends," "anticipates," "plans," "believes," "seeks," "targets," "outlook," "estimates," "will," "should," "may" or words of similar meaning, but these words are not the exclusive means of identifying forward-looking statements.

Forward-looking statements are based on management's current expectations and assumptions, and are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. As a result, actual results could differ materially from those indicated in these forward-looking statements. Factors that could cause actual results to differ materially include global political, economic, business, competitive, market, regulatory and other factors and risks, such as: the impact of macroeconomic conditions and whether industry trends we have identified develop as anticipated; retaining existing partners and attracting new partners, concentration of our platform revenue in a small number of Retail Card partners, promotion and support of our products by our partners, and financial performance of our partners; higher borrowing costs and adverse financial market conditions impacting our funding and liquidity, and any reduction in our credit ratings; our ability to securitize our loans, occurrence of an early amortization of our securitization facilities, loss of the right to service or subservice our securitized loans, and lower payment rates on our securitized loans; our ability to grow our deposits in the future; changes in market interest rates and the impact of any margin compression; effectiveness of our risk management processes and procedures, reliance on models which may be inaccurate or misinterpreted, our ability to manage our credit risk, the sufficiency of our allowance for loan losses and the accuracy of the assumptions or estimates used in preparing our financial statements; our ability to offset increases in our costs in retailer share arrangements; competition in the consumer finance industry; our concentration in the U.S. consumer credit market; our ability to successfully develop and commercialize new or enhanced products and services; our ability to realize the value of strategic investments; reductions in interchange fees; fraudulent activity; cyber-attacks or other security breaches; failure of third parties to provide various services that are important to our operations; our transition to a replacement third-party vendor to manage the technology platform for our online retail deposits; disruptions in the operations of our computer systems and data centers; international risks and compliance and regulatory risks and costs associated with international operations; alleged infringement of intellectual property rights of others and our ability to protect our intellectual property; litigation and regulatory actions; damage to our reputation; our ability to attract, retain and motivate key officers and employees; tax legislation initiatives or challenges to our tax positions and state sales tax rules and regulations; a material indemnification obligation to GE under the tax sharing and separation agreement with GE (the "TSSA") if we cause the split-off from GE or certain preliminary transactions to fail to qualify for tax-free treatment or in the case of certain significant transfers of our stock following the split-off; obligations associated with being an independent public company; regulation, supervision, examination and enforcement of our business by governmental authorities, the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") and the impact of the Consumer Financial Protection Bureau's (the "CFPB") regulation of our business; changes to our methods of offering our CareCredit products; impact of capital adequacy rules and liquidity requirements; restrictions that limit our ability to pay dividends and repurchase our common stock, and restrictions that limit Synchrony Bank's ability to pay dividends to us; regulations relating to privacy, information security and data protection; use of third-party vendors and ongoing third-party business relationships; and failure to comply with anti-money laundering and anti-terrorism financing laws.

For the reasons described above, we caution you against relying on any forward-looking statements, which should also be read in conjunction with the other cautionary statements that are included elsewhere in this report and in our public filings, including under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2015 (our "2015 Form 10-K"). You should not consider any list of such factors to be an exhaustive statement of all of the risks, uncertainties, or potentially inaccurate assumptions that could cause our current expectations or beliefs to change. Further, any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update or revise any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events, except as otherwise may be required by the federal securities laws.

## PART I. FINANCIAL INFORMATION

# ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes included elsewhere in this quarterly report and in our 2015 Form 10-K. The discussion below contains forward-looking statements that are based upon current expectations and are subject to uncertainty and changes in circumstances. Actual results may differ materially from these expectations. See "*Cautionary Note Regarding Forward-Looking Statements*." References in this Form 10-Q to the "Company", "we", "us" and "our" are to Synchrony Financial and its consolidated subsidiaries unless the context otherwise requires; references to "GE" are to General Electric Company and its subsidiaries; references to "GECC" are to General Electric Capital Corporation (a subsidiary of GE) and its subsidiaries; and references to the "Bank" are to our wholly-owned subsidiary, Synchrony Bank.

### Introduction and Business Overview

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We are one of the premier consumer financial services companies in the United States. We provide a range of credit products through programs we have established with a diverse group of national and regional retailers, local merchants, manufacturers, buying groups, industry associations and healthcare service providers, which we refer to as our "partners." For the three months ended March 31, 2016, we financed \$27.0 billion of purchase volume and had 66.1 million average active accounts, and at March 31, 2016, we had \$65.8 billion of loan receivables. For the three months ended March 31, 2016, we had net earnings of \$582 million, representing a return on assets of 2.8%.

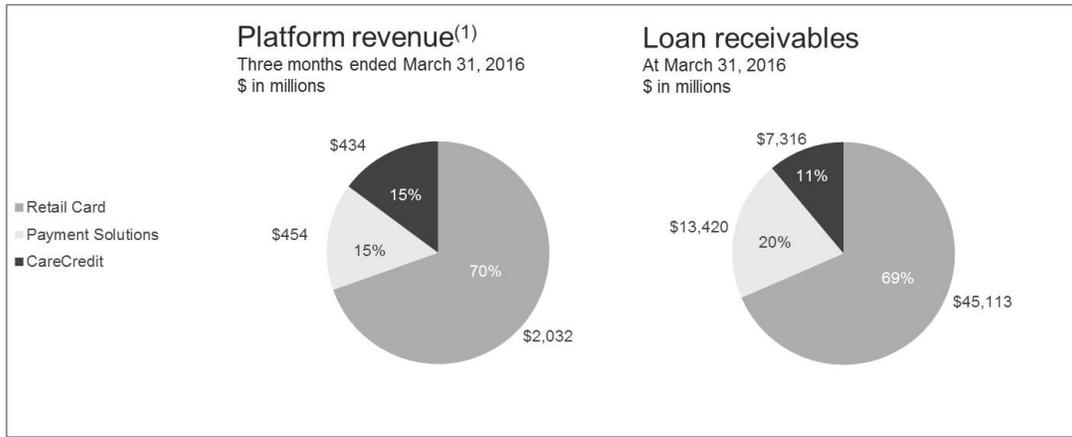
We offer our credit products primarily through our wholly-owned subsidiary, the Bank. Through the Bank, we offer, directly to retail and commercial customers, a range of deposit products insured by the Federal Deposit Insurance Corporation ("FDIC"), including certificates of deposit, individual retirement accounts ("IRAs"), money market accounts and savings accounts. We also take deposits at the Bank through third-party securities brokerage firms that offer our FDIC-insured deposit products to their customers. We have expanded and continue to expand our online direct banking operations to increase our deposit base as a source of stable and diversified low cost funding for our credit activities. We had \$45.0 billion in deposits at March 31, 2016.

In November 2015, Synchrony Financial became a stand-alone savings and loan holding company following the completion of GE's exchange offer, in which GE exchanged shares of GE common stock for all of the shares of our common stock it owned (the "Separation").

### Our Sales Platforms

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We conduct our operations through a single business segment. Our revenue activities are managed for the business as a whole. Substantially all of our operations are within the United States. We offer our credit products through three sales platforms (Retail Card, Payment Solutions and CareCredit). Those platforms are organized by the types of products we offer and the partners we work with, and are measured on platform revenues, loan receivables, new accounts and other sales metrics.



(1) For a definition of platform revenue, which is a non-GAAP measure, and its reconciliation to interest and fees on loans, see *Results of Operations—Platform Analysis—Non-GAAP Measure*.

### Retail Card

Retail Card is a leading provider of private label credit cards, and also provides Dual Cards and small and medium-sized business credit products. Our patented Dual Cards are credit cards that function as private label credit cards when used to purchase goods and services from our partners and as general purpose credit cards when used elsewhere. We offer one or more of these products primarily through 23 national and regional retailers with which we have ongoing program agreements. The average length of our relationship with these Retail Card partners is 17 years. Retail Card's platform revenue consists of interest and fees on our loan receivables, plus other income, less retailer share arrangements. Other income primarily consists of interchange fees earned on Dual Card transactions (when the card is used outside of our partners' sales channels) and fees paid to us by customers who purchase our debt cancellation products, less loyalty program payments. Substantially all of the credit extended in this platform is on standard terms.

### Payment Solutions

Payment Solutions is a leading provider of promotional financing for major consumer purchases, offering private label credit cards and installment loans. Payment Solutions offers these products through participating partners consisting of national and regional retailers, local merchants, manufacturers, buying groups and industry associations. Substantially all of the credit extended in Payment Solutions is promotional financing. Payment Solutions' platform revenue primarily consists of interest and fees on our loan receivables, including "merchant discounts," which are fees paid to us by our partners in almost all cases to compensate us for all or part of foregone interest revenue associated with promotional financing.

### CareCredit

CareCredit is a leading provider of promotional financing to consumers for elective healthcare procedures, products or services, such as dental, veterinary, cosmetic, vision and audiology. CareCredit offers financing through a CareCredit-branded private label credit card that may be used across our network of CareCredit providers in which the vast majority are individual or small groups of independent healthcare providers. Substantially all of the credit extended in this platform is promotional financing. CareCredit's platform revenue primarily consists of interest and fees on our credit products and from merchant discounts. We also process general purpose card transactions for some providers as their acquiring bank within most of the credit card network associations, for which we obtain an interchange fee.

## Our Credit Products

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Through our platforms, we offer three principal types of credit products: credit cards, commercial credit products and consumer installment loans. We also offer a debt cancellation product.

The following table sets forth each credit product by type and indicates the percentage of our total loan receivables that are under standard terms only or pursuant to a promotional financing offer at March 31, 2016.

Credit Product	Standard Terms Only	Promotional Offer		Total
		Deferred Interest	Other Promotional	
Credit cards	66.6 %	16.9 %	12.6 %	96.1 %
Commercial credit products	2.0	—	—	2.0
Consumer installment loans	—	—	1.8	1.8
Other	0.1	—	—	0.1
<b>Total</b>	<b>68.7 %</b>	<b>16.9 %</b>	<b>14.4 %</b>	<b>100.0 %</b>

### Credit Cards

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

- **Private label credit cards.** Private label credit cards are partner-branded credit cards (e.g., Lowe's or Amazon) or program-branded credit cards (e.g., CarCareONE or CareCredit) that are used primarily for the purchase of goods and services from the partner or within the program network. In addition, in some cases, cardholders may be permitted to access their credit card accounts for cash advances. In Retail Card, credit under our private label credit cards typically is extended on standard terms only, and in Payment Solutions and CareCredit, credit under our private label credit cards typically is extended pursuant to a promotional financing offer.
- **Dual Cards.** Our patented Dual Cards are general purpose credit cards that function as private label credit cards when used to purchase goods and services from our partners and as general purpose credit cards when used elsewhere. Credit extended under our Dual Cards typically is extended under standard terms only. Currently, only our Retail Card platform offers Dual Cards. At March 31, 2016, we offered Dual Cards through 16 of our 23 ongoing Retail Card programs.

### Commercial Credit Products

We offer private label cards and co-branded cards for commercial customers that are similar to our consumer offerings. We also offer a commercial pay-in-full accounts receivable product to a wide range of business customers. We offer commercial credit products primarily through our Retail Card platform to the commercial customers of our Retail Card partners.

### Installment Loans

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

## Business Trends and Conditions

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

- Growth in loan receivables and interest income
- Extended duration of our Retail Card program agreements
- Increases in retailer share arrangement payments and other expense under extended program agreements
- Stable asset quality
- Growth in interchange revenues and loyalty program costs
- Impact of regulatory developments
- Capital and liquidity levels

For a discussion of these trends and conditions, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations—Business Trends and Conditions*” in our 2015 Form 10-K. For a discussion of how these trends and conditions impacted the three months ended March 31, 2016, see “*Results of Operations*.”

## Seasonality

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In our Retail Card and Payment Solutions platforms, we experience fluctuations in transaction volumes and the level of loan receivables as a result of higher seasonal consumer spending and payment patterns that typically result in an increase of loan receivables from August through a peak in late December, with reductions in loan receivables occurring over the first and second quarters of the following year as customers pay their balances down.

The seasonal impact to transaction volumes and the loan receivables balance typically results in fluctuations in our results of operations, delinquency metrics and the allowance for loan losses as a percentage of total loan receivables between quarterly periods.

In addition to the seasonal variance in loan receivables discussed above, we also experience a seasonal increase in delinquency rates and delinquent loan receivables balances during the third and fourth quarters of each year due to lower customer payment rates. Our delinquency rates and delinquent loan receivables balances typically decrease during the subsequent first and second quarters as customers begin to pay down their loan balances and return to current status. Because customers who were delinquent during the fourth quarter of a calendar year have a higher probability of returning to current status when compared to customers who are delinquent at the end of each of our interim reporting periods, we expect that a higher proportion of delinquent accounts outstanding at an interim period end will result in charge-offs, as compared to delinquent accounts outstanding at a year end. Consistent with this historical experience, we generally experience a higher allowance for loan losses as a percentage of total loan receivables at the end of an interim period, as compared to the end of a calendar year. In addition, despite improving credit metrics such as declining past due amounts, we may experience an increase in our allowance for loan losses at an interim period end compared to the prior year end, reflecting these same seasonal trends.

The seasonal trends discussed above are most evident between the fourth quarter and the first quarter of the following year. Loan receivables decreased by \$2.4 billion, or 3.6%, to \$65.8 billion at March 31, 2016, and our allowance for loan losses as a percentage of total loan receivables increased to 5.50% at March 31, 2016, from 5.12% at December 31, 2015, reflecting the effects of these trends. Past due balances declined to \$2.5 billion at March 31, 2016 from \$2.8 billion at December 31, 2015, primarily due to collections from customers that were previously delinquent. The increase in the allowance for loan losses at March 31, 2016 compared to December 31, 2015, despite a decrease in our past due balances as a percentage of loan receivables at March 31, 2016 compared to December 31, 2015, reflects these same seasonal trends.

## Results of Operations

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### Highlights for the Three Months Ended March 31, 2016

Below are highlights of our performance for the three months ended March 31, 2016 compared to the three months ended March 31, 2015, as applicable, except as otherwise noted.

- Net earnings increased 5.4% to \$582 million for the three months ended March 31, 2016, driven by higher net interest income, partially offset by increases in provision for loan losses and other expenses.
- Loan receivables increased 13.0% to \$65,849 million at March 31, 2016 compared to March 31, 2015, primarily driven by higher purchase volume and average active account growth, and included growth associated with the BP portfolio acquired in the second quarter of 2015.
- Net interest income increased 11.6% to \$3,209 million for the three months ended March 31, 2016, primarily due to higher average loan receivables.
- Retailer share arrangements increased 1.5% to \$670 million for the three months ended March 31, 2016, primarily as a result of growth and improved performance of the programs in which we have retailer share arrangements, partially offset by higher provision for loan losses and loyalty costs associated with these programs.
- Asset quality continued to remain relatively stable, sustained by general improvement in the U.S. economy. Over-30 day loan delinquencies as a percentage of period-end loan receivables increased slightly to 3.85% at March 31, 2016 from 3.79% at March 31, 2015, and the net charge-off rate increased 17 basis points to 4.70% for the three months ended March 31, 2016.
- Provision for loan losses increased by \$216 million, or 31.4%, for the three months ended March 31, 2016, primarily due to portfolio growth and a lower loan loss reserve build in the prior year. Our allowance coverage ratio (allowance for loan losses as a percent of end of period loan receivables) decreased slightly to 5.50% at March 31, 2016, as compared to 5.59% at March 31, 2015.
- Other expense increased by \$54 million, or 7.2%, for the three months ended March 31, 2016, driven by growth and infrastructure build.
- We continue to invest in our direct banking activities to grow our deposit base. Total deposits increased 3.7% to \$45.0 billion at March 31, 2016, compared to December 31, 2015, driven primarily by growth in our direct deposits of 9.4% to \$32.5 billion, partially offset by a reduction in our brokered deposits.

### ***New and Extended Partner Agreements***

- We extended our Retail Card program agreement with Stein Mart, launched our new program with Citgo, and announced our new partnership with Marvel.
- We extended our Payment Solutions program agreement with La-Z-Boy.

## Summary Earnings

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

(\$ in millions)	Three months ended March 31,	
	2016	2015
Interest income	\$ 3,520	\$ 3,150
Interest expense	311	275
<b>Net interest income</b>	<b>3,209</b>	<b>2,875</b>
Retailer share arrangements	(670)	(660)
<b>Net interest income, after retailer share arrangements</b>	<b>2,539</b>	<b>2,215</b>
Provision for loan losses	903	687
<b>Net interest income, after retailer share arrangements and provision for loan losses</b>	<b>1,636</b>	<b>1,528</b>
Other income	92	101
Other expense	800	746
<b>Earnings before provision for income taxes</b>	<b>928</b>	<b>883</b>
Provision for income taxes	346	331
<b>Net earnings</b>	<b>\$ 582</b>	<b>\$ 552</b>

## Other Financial and Statistical Data<sup>(1)</sup>

The following table sets forth certain other financial and statistical data for the periods indicated.

(\$ in millions)	At and for the Three months ended March 31,			
	2016		2015	
<b>Financial Position Data (Average):</b>				
Loan receivables, including held for sale	\$	66,705	\$	59,775
Total assets	\$	82,835	\$	73,695
Deposits	\$	44,327	\$	35,029
Borrowings	\$	22,073	\$	25,063
Total equity	\$	12,901	\$	10,749
<b>Selected Performance Metrics:</b>				
Purchase volume <sup>(2)</sup>	\$	26,977	\$	23,139
Retail Card	\$	21,550	\$	18,410
Payment Solutions	\$	3,392	\$	2,948
CareCredit	\$	2,035	\$	1,781
Average active accounts (in thousands) <sup>(3)</sup>		66,134		61,604
Net interest margin <sup>(4)</sup>		15.76 %		15.79 %
Net charge-offs	\$	780	\$	668
Net charge-offs as a % of average loan receivables, including held for sale		4.70 %		4.53 %
Allowance coverage ratio <sup>(5)</sup>		5.50 %		5.59 %
Return on assets <sup>(6)</sup>		2.8 %		3.0 %
Return on equity <sup>(7)</sup>		18.1 %		20.8 %
Equity to assets <sup>(8)</sup>		15.57 %		14.59 %
Other expense as a % of average loan receivables, including held for sale		4.82 %		5.06 %
Efficiency ratio <sup>(9)</sup>		30.4 %		32.2 %
Effective income tax rate		37.3 %		37.5 %
<b>Selected Period End Data:</b>				
Loan receivables	\$	65,849	\$	58,248
Allowance for loan losses	\$	3,620	\$	3,255
30+ days past due as a % of period-end loan receivables <sup>(10)</sup>		3.85 %		3.79 %
90+ days past due as a % of period-end loan receivables <sup>(10)</sup>		1.84 %		1.81 %
Total active accounts (in thousands) <sup>(3)</sup>		64,689		59,761

(1) Certain balance sheet amounts and related metrics have been updated to reflect the adoption of ASU 2015-03. See "Management's Discussion and Analysis—New Accounting Standards" for a more detailed discussion.

(2) Purchase volume, or net credit sales, represents the aggregate amount of charges incurred on credit cards or other credit product accounts less returns during the period. Purchase volume includes activity related to our portfolios classified as held for sale.

(3) Active accounts represent credit card or installment loan accounts on which there has been a purchase, payment or outstanding balance in the current month.

(4) Net interest margin represents net interest income divided by average interest-earning assets.

(5) Allowance coverage ratio represents allowance for loan losses divided by total period-end loan receivables.

(6) Return on assets represents net earnings as a percentage of average total assets.

(7) Return on equity represents net earnings as a percentage of average total equity.

(8) Equity to assets represents average equity as a percentage of average total assets.

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

(10) Based on customer statement-end balances extrapolated to the respective period-end date.

## Average Balance Sheet

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

	2016			2015		
	Average Balance <sup>(1)</sup>	Interest Income / Expense	Average Yield / Rate <sup>(2)</sup>	Average Balance <sup>(1)</sup>	Interest Income/ Expense	Average Yield / Rate <sup>(2)</sup>
<i>Three months ended March 31 (\$ in millions)</i>						
<b>Assets</b>						
<b>Interest-earning assets:</b>						
Interest-earning cash and equivalents <sup>(3)</sup>	\$ 12,185	\$ 16	0.53%	\$ 11,331	\$ 6	0.21%
Securities available for sale	2,995	6	0.81%	2,725	4	0.60%
<b>Loan receivables:</b>						
Credit cards, including held for sale <sup>(4)</sup>	64,194	3,436	21.53%	57,390	3,079	21.76%
Consumer installment loans	1,159	27	9.37%	1,057	25	9.59%
Commercial credit products	1,313	35	10.72%	1,305	36	11.19%
Other	39	—	—%	23	—	—%
<b>Total loan receivables</b>	<b>66,705</b>	<b>3,498</b>	<b>21.09%</b>	<b>59,775</b>	<b>3,140</b>	<b>21.30%</b>
<b>Total interest-earning assets</b>	<b>81,885</b>	<b>3,520</b>	<b>17.29%</b>	<b>73,831</b>	<b>3,150</b>	<b>17.30%</b>
<b>Non-interest-earning assets:</b>						
Cash and due from banks	1,277			497		
Allowance for loan losses	(3,583)			(3,272)		
Other assets	3,256			2,639		
<b>Total non-interest-earning assets</b>	<b>950</b>			<b>(136)</b>		
<b>Total assets</b>	<b>\$ 82,835</b>			<b>\$ 73,695</b>		
<b>Liabilities</b>						
<b>Interest-bearing liabilities:</b>						
Interest-bearing deposit accounts	\$ 44,101	\$ 172	1.57%	\$ 34,887	\$ 137	1.59%
Borrowings of consolidated securitization entities	12,950	58	1.80%	14,087	52	1.50%
Bank term loan	2,565	24	3.76%	6,498	47	2.93%
Senior unsecured notes	6,558	57	3.50%	4,071	35	3.49%
Related party debt	—	—	—%	407	4	3.99%
<b>Total interest-bearing liabilities</b>	<b>66,174</b>	<b>311</b>	<b>1.89%</b>	<b>59,950</b>	<b>275</b>	<b>1.86%</b>
<b>Non-interest-bearing liabilities:</b>						
Non-interest-bearing deposit accounts	226			142		
Other liabilities	3,534			2,854		
<b>Total non-interest-bearing liabilities</b>	<b>3,760</b>			<b>2,996</b>		
<b>Total liabilities</b>	<b>69,934</b>			<b>62,946</b>		
<b>Equity</b>						
<b>Total equity</b>	<b>12,901</b>			<b>10,749</b>		
<b>Total liabilities and equity</b>	<b>\$ 82,835</b>			<b>\$ 73,695</b>		
<b>Interest rate spread<sup>(5)</sup></b>			15.40%			15.44%
<b>Net interest income</b>		<b>\$ 3,209</b>			<b>\$ 2,875</b>	
<b>Net interest margin<sup>(6)</sup></b>			15.76%			15.79%

(1) Average balances are based on monthly balances, including beginning of period balances, except where monthly balances are unavailable and quarterly balances are used. Collection of daily averages involves undue burden and expense. We believe our average balance sheet data appropriately incorporates the seasonality in the level of our loan receivables and is representative of our operations.

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

- (3) Includes average restricted cash balances of \$541 million and \$723 million for the three months ended March 31, 2016 and 2015, respectively.
- (4) Interest income on credit cards includes fees on loans of \$584 million and \$534 million for the three months ended March 31, 2016 and 2015, respectively.
- (5) Interest rate spread represents the difference between the yield on total interest-earning assets and the rate on total interest-bearing liabilities.
- (6) Net interest margin represents net interest income divided by average total interest-earning assets.

For a summary description of the composition of our key line items included in our Statements of Earnings, see *Management's Discussion and Analysis of Financial Condition and Results of Operations* in our 2015 Form 10-K.

## Interest Income

Interest income increased by \$370 million, or 11.7%, for the three months ended March 31, 2016, driven primarily by growth in our average loan receivables.

### Average interest-earning assets

(\$ in millions)	Three months ended March 31,	
	2016	2015
Loan receivables, including held for sale	\$ 66,705	\$ 59,775
Liquidity portfolio and other	15,180	14,056
<b>Total average interest-earning assets</b>	<b>\$ 81,885</b>	<b>\$ 73,831</b>

The increase in average loan receivables of 11.6% was driven primarily by higher purchase volume of 16.6% for the three months ended March 31, 2016, as a result of average active account growth and higher purchase volume per account, and also included growth associated with the BP portfolio acquired in the second quarter of 2015. Average active accounts increased 7.4% to 66.1 million for the three months ended March 31, 2016 from 61.6 million for the three months ended March 31, 2015.

### Yield on average interest-earning assets

	Three months ended
Yield on average interest-earning assets for the period ended March 31, 2015	17.30 %
Yield on loan receivables, including held for sale	(0.21) %
Liquidity portfolio	0.20 %
Yield on average interest-earning assets for the period ended March 31, 2016	17.29 %

The yield on interest-earning assets remained stable for the three months ended March 31, 2016 as the decline in yield on our average loan receivables was largely offset by improved rates earned by our liquidity portfolio. The yield on our average loan receivables decreased to 21.09% for the three months ended March 31, 2016, reflecting the impact of higher payment rates from our customers and growth in promotional balances.

## Interest Expense

Interest expense increased by \$36 million, or 13.1%, for the three months ended March 31, 2016, driven primarily by the increase in our deposit liabilities. Our cost of funds remained stable at 1.89% for the three months ended March 31, 2016, compared to 1.86% for the three months ended March 31, 2015.

### Average interest-bearing liabilities

(\$ in millions)	Three months ended March 31,	
	2016	2015
Interest-bearing deposit accounts	\$ 44,101	\$ 34,887
Borrowings of consolidated securitization entities	12,950	14,087
Third-party debt	9,123	10,569
Related party debt	—	407
<b>Total average interest-bearing liabilities</b>	<b>\$ 66,174</b>	<b>\$ 59,950</b>

The increase in average interest-bearing liabilities for the three months ended March 31, 2016 was driven primarily by growth in our direct deposits partially offset by the repayment of third-party debt.

### Net Interest Income

Net interest income increased by \$334 million, or 11.6%, for the three months ended March 31, 2016, driven by higher average loan receivables.

### Retailer Share Arrangements

Retailer share arrangements increased by \$10 million, or 1.5%, for the three months ended March 31, 2016, driven primarily by the growth and improved performance of the programs in which we have retailer share arrangements, partially offset by higher provision for loan losses and loyalty costs associated with these programs.

### Provision for Loan Losses

Provision for loan losses increased by \$216 million, or 31.4%, for the three months ended March 31, 2016, primarily due to portfolio growth and a lower loan loss reserve build in prior year.

Our allowance coverage ratio decreased slightly to 5.50% at March 31, 2016, as compared to 5.59% at March 31, 2015.

### Other Income

(\$ in millions)	Three months ended March 31,	
	2016	2015
Interchange revenue	\$ 130	\$ 100
Debt cancellation fees	64	65
Loyalty programs	(110)	(78)
Other	8	14
<b>Total other income</b>	<b>\$ 92</b>	<b>\$ 101</b>

Other income decreased by \$9 million, or 8.9%, for the three months ended March 31, 2016. The decrease was primarily due to higher loyalty costs arising from the launch of new partner programs and new rewards programs with our existing partners, partially offset by increased interchange revenue driven by increased purchase volume outside of our retail partners' sales channels.

## Other Expense

(\$ in millions)	Three months ended March 31,	
	2016	2015
Employee costs	\$ 280	\$ 239
Professional fees	146	162
Marketing and business development	94	82
Information processing	82	63
Other	198	200
<b>Total other expense</b>	<b>\$ 800</b>	<b>\$ 746</b>

Other expense increased by \$54 million, or 7.2%, for the three months ended March 31, 2016, primarily due to increases in employee costs, marketing and business development and information processing, partially offset by a decrease in professional fees.

Employee costs increased primarily due to new employees added to support the continued growth of the business and build the necessary infrastructure for Separation. Professional fees decreased due to lower third-party expenses following the completion of the Separation. Marketing and business development costs increased due to increases in portfolio marketing campaigns and promotional offers. Information processing costs increased primarily due to higher information technology investment and higher transaction volume.

## Provision for Income Taxes

(\$ in millions)	Three months ended March 31,	
	2016	2015
Effective tax rate	37.3%	37.5%
Provision for income taxes	\$ 346	\$ 331

The effective tax rate for the three months ended March 31, 2016 decreased slightly compared to the same period in the prior year primarily due to the discrete impact of a change in state tax rates. In each period, the effective tax rate differs from the U.S. federal statutory tax rate of 35.0%, primarily due to state income taxes.

## Platform Analysis

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

### Non-GAAP Measure

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

(\$ in millions)	Three months ended March 31,	
	2016	2015
Interest and fees on loans	\$ 3,498	\$ 3,140
Other income	92	101
Retailer share arrangements	(670)	(660)
Platform revenue	\$ 2,920	\$ 2,581

### Retail Card

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

(\$ in millions)	Three months ended March 31,	
	2016	2015
Purchase volume	\$ 21,550	\$ 18,410
Period-end loan receivables	\$ 45,113	\$ 39,685
Average loan receivables, including held for sale	\$ 45,900	\$ 40,986
Average active accounts (in thousands)	52,969	49,617
Platform revenue:		
Interest and fees on loans	\$ 2,614	\$ 2,337
Other income	79	86
Retailer share arrangements	(661)	(651)
Platform revenue	\$ 2,032	\$ 1,772

Retail Card platform revenue increased by \$260 million, or 14.7%, for the three months ended March 31, 2016. The increase was primarily the result of an increase in interest and fees on loans driven by an increase in average loan receivables.

## Payment Solutions

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

(\$ in millions)	Three months ended March 31,	
	2016	2015
Purchase volume	\$ 3,392	\$ 2,948
Period-end loan receivables	\$ 13,420	\$ 11,833
Average loan receivables	\$ 13,482	\$ 11,970
Average active accounts (in thousands)	8,134	7,271
Platform revenue:		
Interest and fees on loans	\$ 457	\$ 403
Other income	4	5
Retailer share arrangements	(7)	(8)
Platform revenue	\$ 454	\$ 400

Payment Solutions platform revenue increased by \$54 million, or 13.5%, for the three months ended March 31, 2016. The increase was primarily the result of higher interest and fees on loans driven primarily by an increase in average loan receivables.

## CareCredit

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

(\$ in millions)	Three months ended March 31,	
	2016	2015
Purchase volume	\$ 2,035	\$ 1,781
Period-end loan receivables	\$ 7,316	\$ 6,730
Average loan receivables	\$ 7,323	\$ 6,819
Average active accounts (in thousands)	5,031	4,716
Platform revenue:		
Interest and fees on loans	\$ 427	\$ 400
Other income	9	10
Retailer share arrangements	(2)	(1)
Platform revenue	\$ 434	\$ 409

CareCredit platform revenue increased by \$25 million, or 6.1%, for the three months ended March 31, 2016. The increase was primarily the result of an increase in interest and fees on loans driven primarily by an increase in average loan receivables, partially offset with a reduction in receivable yield.

## Investment Securities

The following discussion provides supplemental information regarding our investment securities portfolio. All of our investment securities are classified as available-for-sale at March 31, 2016 and December 31, 2015, and are primarily short-term obligations of the U.S. Treasury or held to comply with the Community Reinvestment Act. Investment securities classified as available-for-sale are reported in our Condensed Consolidated Statements of Financial Position at fair value.

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

(\$ in millions)	At March 31, 2016		At December 31, 2015	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Debt:				
U.S. government and federal agency	\$ 2,564	\$ 2,563	\$ 2,768	\$ 2,761
State and municipal	49	48	51	49
Residential mortgage-backed	319	323	323	317
Equity	15	15	15	15
Total	\$ 2,947	\$ 2,949	\$ 3,157	\$ 3,142

Unrealized gains and losses, net of the related tax effect, on available-for-sale securities that are not other-than-temporarily impaired are excluded from earnings and are reported as a separate component of comprehensive income (loss) until realized. At March 31, 2016, our investment securities had gross unrealized gains of \$5 million and gross unrealized losses of \$3 million. At December 31, 2015, our investment securities had gross unrealized gains of \$2 million and gross unrealized losses of \$17 million.

Our investment securities portfolio had the following maturity distribution at March 31, 2016. Equity securities have been excluded from the table because they do not have a maturity.

(\$ in millions)	Due in 1 Year or Less	Due After 1 through 5 Years	Due After 5 through 10 Years	Due After 10 years	Total
Debt:					
U.S. government and federal agency	\$ 1,114	\$ 1,449	\$ —	\$ —	\$ 2,563
State and municipal	—	—	—	48	48
Residential mortgage-backed	—	—	—	323	323
Total <sup>(1)</sup>	\$ 1,114	\$ 1,449	\$ —	\$ 371	\$ 2,934
Weighted average yield <sup>(2)</sup>	0.3%	0.7%	—%	3.5%	0.9%

(1) Amounts stated represent estimated fair value.

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

At March 31, 2016, we did not hold investments in any single issuer with an aggregate book value that exceeded 10% of equity, excluding obligations of the U.S. government.

## Loan Receivables

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

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

<i>(\$ in millions)</i>	<u>At March 31, 2016</u>	<u>(%)</u>	<u>At December 31, 2015</u>	<u>(%)</u>
<b>Loans</b>				
Credit cards	\$ 63,309	96.1 %	\$ 65,773	96.3 %
Consumer installment loans	1,184	1.8	1,154	1.7
Commercial credit products	1,318	2.0	1,323	1.9
Other	38	0.1	40	0.1
<b>Total loans</b>	<u>\$ 65,849</u>	<u>100.0 %</u>	<u>\$ 68,290</u>	<u>100.0 %</u>

Loan receivables decreased by \$2,441 million, or 3.6%, at March 31, 2016 compared to December 31, 2015, primarily driven by the seasonality of our business.

Loan receivables increased by \$7,601 million, or 13.0%, at March 31, 2016 compared to March 31, 2015, primarily driven by higher purchase volume, average active account growth and also included growth associated with the BP portfolio acquired in the second quarter of 2015.

Our loan receivables portfolio had the following geographic concentration at March 31, 2016.

<i>(\$ in millions)</i>	<u>Loan Receivables Outstanding<sup>(1)</sup></u>	<u>% of Total Loan Receivables Outstanding</u>
<b>State</b>		
Texas	\$ 6,542	9.9 %
California	\$ 6,448	9.8 %
Florida	\$ 5,254	8.0 %
New York	\$ 3,663	5.6 %
Pennsylvania	\$ 2,886	4.4 %

(1) Based on March 2016 customer statement-end balances extrapolated to March 31, 2016. Individual customer balances at March 31, 2016 are not available without undue burden and expense.

## Impaired Loans and Troubled Debt Restructurings

Our loss mitigation strategy is intended to minimize economic loss and at times can result in rate reductions, principal forgiveness, extensions or other actions, which may cause the related loan to be classified as a Troubled Debt Restructuring ("TDR") and also be impaired. We use short-term (3 to 12 months) or long-term (12 to 60 months) modification programs for borrowers experiencing financial difficulty as a loss mitigation strategy to improve long-term collectability of the loans that are classified as TDRs. For our credit card customers, the short-term program primarily consists of a reduced minimum payment and an interest rate reduction, both lasting for a period no longer than 12 months. The long-term program involves changing the structure of the loan to a fixed payment loan with a maturity no longer than 60 months and reducing the interest rate on the loan. The long-term program does not normally provide for the forgiveness of unpaid principal, but may allow for the reversal of certain unpaid interest or fee assessments. We also make loan modifications for some customers who request financial assistance through external sources, such as a consumer credit counseling agency program. The loans that are modified typically receive a reduced interest rate but continue to be subject to the original minimum payment terms and do not normally include waiver of unpaid principal, interest or fees. The determination of whether these changes to the terms and conditions meet the TDR criteria includes our consideration of all relevant facts and circumstances.

Loans classified as TDRs are recorded at their present value with impairment measured as the difference between the loan balance and the discounted present value of cash flows expected to be collected, discounted at the original effective interest rate of the loan. Our allowance for loan losses on TDRs is generally measured based on the difference between the recorded loan receivable and the present value of the expected future cash flows.

Interest income from loans accounted for as TDRs is accounted for in the same manner as other accruing loans. We accrue interest on credit card balances until the accounts are charged-off in the period the accounts become 180 days past due. The following table presents the amount of loan receivables that are not accruing interest, loans that are 90 days or more past-due and still accruing interest, and earning TDRs for the periods presented.

<i>(\$ in millions)</i>	<u>At March 31, 2016</u>	<u>At December 31, 2015</u>
Non-accrual loan receivables	\$ 2	\$ 3
Loans contractually 90 days past-due and still accruing interest	1,210	1,270
Earning TDRs <sup>(1)</sup>	725	712
Non-accrual, past-due and restructured loan receivables	<u>\$ 1,937</u>	<u>\$ 1,985</u>

(1) At March 31, 2016 and December 31, 2015, balances exclude \$53 million and \$51 million, respectively, of TDRs which are included in loans contractually 90 days past-due and still accruing interest on the balance. See Note 4. *Loan Receivables and Allowance for Loan Losses* to our condensed consolidated financial statements for additional information on the financial effects of TDRs for the three months ended March 31, 2016 and 2015.

<i>(\$ in millions)</i>	<u>Three months ended March 31,</u>	
	<u>2016</u>	<u>2015</u>
Gross amount of interest income that would have been recorded in accordance with the original contractual terms	\$ 42	\$ 36
Interest income recognized	12	13
Total interest income foregone	<u>\$ 30</u>	<u>\$ 23</u>

## Delinquencies

Asset quality continued to remain relatively stable, sustained by general improvements in the U.S. economy. Over-30 day loan delinquencies as a percentage of period-end loan receivables increased slightly to 3.85% at March 31, 2016 from 3.79% at March 31, 2015 and decreased from 4.06% at December 31, 2015. The decrease as compared to December 31, 2015 was primarily driven by the seasonality of our business.

## Net Charge-Offs

Net charge-offs consist of the unpaid principal balance of loans held for investment that we determine are uncollectible, net of recovered amounts. We exclude accrued and unpaid finance charges and fees and third-party fraud losses from charge-offs. Charged-off and recovered finance charges and fees are included in interest and fees on loans while third-party fraud losses are included in other expense. Charge-offs are recorded as a reduction to the allowance for loan losses and subsequent recoveries of previously charged-off amounts are credited to the allowance for loan losses. Costs incurred to recover charged-off loans are recorded as collection expense and included in other expense in our Condensed Consolidated Statements of Earnings.

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

	Three months ended March 31,	
	2016	2015
Ratio of net charge-offs to average loan receivables, including held for sale	4.70 %	4.53 %

## Allowance for Loan Losses

The allowance for loan losses totaled \$3,620 million at March 31, 2016 compared with \$3,497 million at December 31, 2015, representing our best estimate of probable losses inherent in the portfolio. Our allowance for loan losses as a percentage of total loan receivables increased to 5.50% at March 31, 2016, from 5.12% at December 31, 2015 due to the seasonality of our business.

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

(\$ in millions)	Balance at January 1, 2016	Provision charged to operations	Gross charge-offs <sup>(1)</sup>	Recoveries	Balance at March 31, 2016
Credit cards	\$ 3,420	\$ 884	\$ (954)	\$ 193	\$ 3,543
Consumer installment loans	26	13	(11)	3	31
Commercial credit products	50	5	(13)	2	44
Other	1	1	—	—	2
Total	<u>\$ 3,497</u>	<u>\$ 903</u>	<u>\$ (978)</u>	<u>\$ 198</u>	<u>\$ 3,620</u>

(\$ in millions)	Balance at January 1, 2015	Provision charged to operations	Gross charge-offs <sup>(1)</sup>	Recoveries	Balance at March 31, 2015
Credit cards	\$ 3,169	\$ 669	\$ (834)	\$ 180	\$ 3,184
Consumer installment loans	22	7	(9)	4	24
Commercial credit products	45	11	(11)	2	47
Total	<u>\$ 3,236</u>	<u>\$ 687</u>	<u>\$ (854)</u>	<u>\$ 186</u>	<u>\$ 3,255</u>

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

## Funding, Liquidity and Capital Resources

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

### Funding Sources

Our primary funding sources include cash from operations, deposits (direct and brokered deposits), third-party debt and securitized financings.

The following table summarizes information concerning our funding sources during the periods indicated:

<i>Three months ended March 31 (\$ in millions)</i>	2016			2015		
	Average Balance	%	Average Rate	Average Balance	%	Average Rate
Deposits <sup>(1)</sup>	\$ 44,101	66.6%	1.6%	\$ 34,887	58.2%	1.6%
Securitized financings	12,950	19.6	1.8	14,087	23.5	1.5
Senior unsecured notes	6,558	9.9	3.5	4,071	6.8	3.5
Bank term loan	2,565	3.9	3.8	6,498	10.8	2.9
Related party debt <sup>(2)</sup>	—	—	—	407	0.7	4.0
<b>Total</b>	<b>\$ 66,174</b>	<b>100.0%</b>	<b>1.9%</b>	<b>\$ 59,950</b>	<b>100.0%</b>	<b>1.9%</b>

(1) Excludes \$226 million and \$142 million average balance of non-interest-bearing deposits for the three months ended March 31, 2016 and March 31, 2015, respectively. Non-interest-bearing deposits comprise less than 10% of total deposits for the three months ended March 31, 2016 and 2015.

(2) Represents amounts outstanding under GECC Term Loan, which were fully repaid in the three months ended March 31, 2015.

### Deposits

We obtain deposits directly from retail and commercial customers ("direct deposits") or through third-party brokerage firms that offer our deposits to their customers ("brokered deposits"). At March 31, 2016, we had \$32.5 billion in direct deposits (which includes deposits from banks and financial institutions) and \$12.5 billion in deposits originated through brokerage firms (including network deposit sweeps procured through a program arranger that channels brokerage account deposits to us). A key part of our liquidity plan and funding strategy is to continue to expand our direct deposits base as a source of stable and diversified low cost funding.

Our direct deposits include a range of FDIC-insured deposit products, including certificates of deposit, IRAs, money market accounts and savings accounts.

Brokered deposits are primarily from retail customers of large brokerage firms. We have relationships with 10 brokers that offer our deposits through their networks. Our brokered deposits consist primarily of certificates of deposit that bear interest at a fixed rate and at March 31, 2016, had a weighted average remaining life of 3.2 years. These deposits generally are not subject to early withdrawal.

Our ability to attract deposits is sensitive to, among other things, the interest rates we pay, and therefore, we bear funding and interest rate risk if we fail, or are required to pay higher rates, to attract new deposits or retain existing deposits. To mitigate these risks, we pursue a funding strategy that seeks to match our assets and liabilities by interest rate and expected maturity characteristics, and we seek to maintain access to multiple other funding sources, including securitized financings (including our undrawn committed capacity) and unsecured debt.

Over the next several years, we are seeking to increase our direct deposits through investing in our direct deposit programs and capabilities. The growth of direct deposits will be supported by a significant investment in marketing and brand awareness.

The following table summarizes certain information regarding our interest-bearing deposits by type (all of which constitute U.S. deposits) for the periods indicated:

	2016			2015		
	Average Balance	% of Total	Average Rate	Average Balance	% of Total	Average Rate
<i>Three months ended March 31 (\$ in millions)</i>						
Direct deposits:						
Certificates of deposit (including IRA certificates of deposit)	\$ 18,291	41.5%	1.5%	\$ 13,830	39.6%	1.4%
Savings accounts (including money market accounts)	12,602	28.6	1.0	6,487	18.6	0.9
Brokered deposits	13,208	29.9	2.1	14,570	41.8	2.1
<b>Total interest-bearing deposits</b>	<b>\$ 44,101</b>	<b>100.0%</b>	<b>1.6%</b>	<b>\$ 34,887</b>	<b>100.0%</b>	<b>1.6%</b>

Our deposit liabilities provide funding with maturities ranging from one day to ten years. At March 31, 2016, the weighted average maturity of our interest-bearing time deposits was 2.1 years. See Note 7. *Deposits* to our condensed consolidated financial statements for more information on their maturities.

The following table summarizes deposits by contractual maturity at March 31, 2016.

<i>(\$ in millions)</i>	3 Months or Less	Over 3 Months but within 6 Months	Over 6 Months but within 12 Months	Over 12 Months	Total
<b>U.S. deposits (less than \$100,000)<sup>(1)</sup></b>	\$ 5,416	\$ 1,269	\$ 3,036	\$ 11,094	\$ 20,815
<b>U.S. deposits (\$100,000 or more)</b>					
Direct deposits:					
Certificates of deposit (including IRA certificates of deposit)	2,183	1,693	3,491	5,498	12,865
Savings accounts (including money market accounts)	10,331	—	—	—	10,331
Brokered deposits:					
Sweep accounts	966	—	—	—	966
<b>Total</b>	<b>\$ 18,896</b>	<b>\$ 2,962</b>	<b>\$ 6,527</b>	<b>\$ 16,592</b>	<b>\$ 44,977</b>

(1) Includes brokered certificates of deposit for which underlying individual deposit balances are assumed to be less than \$100,000.

### **Securitized Financings**

We have been engaged in the securitization of our credit card receivables since 1997. We access the asset-backed securitization market using the Synchrony Credit Card Master Note Trust ("SYNCT") through which we issue asset-backed securities through both public transactions and private transactions funded by financial institutions and commercial paper conduits. In addition, we issue asset-backed securities in private transactions through the Synchrony Sales Finance Master Trust ("SFT") and the Synchrony Receivables Trust ("SRT").

The following table summarizes expected contractual maturities of the investors' interests in securitized financings, excluding debt premiums, discounts and issuance cost, at March 31, 2016.

<i>(\$ in millions)</i>	<b>Less Than One Year</b>	<b>One Year Through Three Years</b>	<b>Four Years Through Five Years</b>	<b>After Five Years</b>	<b>Total</b>
Scheduled maturities of long-term borrowings—owed to securitization investors:					
SYNCT <sup>(1)</sup>	\$ 1,701	\$ 6,885	\$ 1,588	\$ —	\$ 10,174
SFT	275	1,450	375	—	2,100
SRT	165	—	—	—	165
<b>Total long-term borrowings—owed to securitization investors</b>	<b>\$ 2,141</b>	<b>\$ 8,335</b>	<b>\$ 1,963</b>	<b>\$ —</b>	<b>\$ 12,439</b>

(1) Excludes subordinated classes of SYNCT notes that we own.

We retain exposure to the performance of trust assets through: (i) in the case of SYNCT, SFT and SRT, subordinated retained interests in the receivables transferred to the trust in excess of the principal amount of the notes for a given series to provide credit enhancement for a particular series, as well as a pari passu seller's interest in each trust and (ii) subordinated classes of SYNCT notes that we own.

All of our securitized financings include early repayment triggers, referred to as early amortization events, including events related to material breaches of representations, warranties or covenants, inability or failure of the Bank to transfer loans to the trusts as required under the securitization documents, failure to make required payments or deposits pursuant to the securitization documents, and certain insolvency-related events with respect to the related securitization depositor, Synchrony (solely with respect to SYNCT) or the Bank. In addition, an early amortization event will occur with respect to a series if the excess spread as it relates to a particular series falls below zero. Following an early amortization event, principal collections on the loans in our trusts are applied to repay principal of the asset-backed securities rather than being available on a revolving basis to fund the origination activities of our business. The occurrence of an early amortization event also would limit or terminate our ability to issue future series out of the trust in which the early amortization event occurred. No early amortization event has occurred with respect to any of the securitized financings in SYNCT, SFT or SRT.

The following table summarizes for each of our trusts the three-month rolling average excess spread at March 31, 2016.

	<b>Note Principal Balance (\$ in millions)</b>	<b># of Series Outstanding</b>	<b>Three-Month Rolling Average Excess Spread<sup>(1)</sup></b>
SYNCT <sup>(2)</sup>	\$ 11,711	22	~13.7% to 18.3%
SFT	\$ 2,100	9	14.1%
SRT	\$ 165	1	42.5%

(1) Represents the excess spread (generally calculated as interest income collected from the applicable pool of loan receivables less applicable net charge-offs, interest expense and servicing costs, divided by the aggregate principal amount of loan receivables in the applicable pool) for each trust (or, in the case of SYNCT, represents a range of the excess spreads relating to the particular series issued within the trust), in each case calculated in accordance with the applicable trust or series documentation, for the three securitization monthly periods ending prior to March 31, 2016.

(2) Includes subordinated classes of SYNCT notes that we own.

### **Third-Party Debt**

#### **Senior Unsecured Notes**

The following table provides a summary of our outstanding senior unsecured notes at March 31, 2016.

(\$ in millions)	<u>Maturity</u>	<u>Principal Amount Outstanding<sup>(1)</sup></u>
<b>Fixed senior unsecured notes:</b>		
1.875% senior unsecured notes	August, 2017	\$ 500
2.600% senior unsecured notes	January, 2019	1,000
3.000% senior unsecured notes	August, 2019	1,100
2.700% senior unsecured notes	February, 2020	750
3.750% senior unsecured notes	August, 2021	750
4.250% senior unsecured notes	August, 2024	1,250
4.500% senior unsecured notes	July, 2025	1,000
Total fixed rate senior unsecured notes		<u>\$ 6,350</u>
<b>Floating rate senior unsecured notes</b>	February, 2020	\$ 250

(1) The amounts shown exclude unamortized debt discount, premiums and issuance cost.

At March 31, 2016, the aggregate amount of outstanding senior unsecured notes was \$6.6 billion and the weighted average interest rate was 3.33%.

#### **Bank Term Loan**

During the three months ended March 31, 2016, we prepaid \$2.7 billion in the aggregate of the Bank Term Loan. At March 31, 2016, the total indebtedness outstanding under the Bank Term Loan was \$1.5 billion and the weighted average interest rate was 2.34%. On April 5, 2016, we prepaid all of the remaining outstanding indebtedness under the Bank Term Loan.

#### **Short-Term Borrowings**

Except as described above, there were no material short-term borrowings for the periods presented.

#### **Undrawn Securitized Financings**

At March 31, 2016, we had an aggregate of \$7.3 billion of undrawn committed capacity on our securitized financings, subject to customary borrowing conditions, from private lenders under two of our existing securitization programs.

#### **Other**

At March 31, 2016, we had more than \$25.0 billion of unencumbered assets in the Bank available to be used to generate additional liquidity through secured borrowings or asset sales or to be pledged to the Federal Reserve Board for credit at the discount window.

## Covenants

The indenture pursuant to which our senior unsecured notes have been issued includes various covenants, including covenants that restrict (subject to certain exceptions) Synchrony's ability to dispose of, or incur liens on, any of the voting stock of the Bank or otherwise permit the Bank to be merged, consolidated, leased or sold in a manner that results in the Bank being less than 80% controlled by us. If we do not satisfy any of these covenants discussed above, the maturity of amounts outstanding thereunder may be accelerated and become payable. We were in compliance with all of these covenants at March 31, 2016.

Our real estate leases also include various covenants, but typically do not include financial covenants. If we do not satisfy the covenants in the real estate leases, the leases may be terminated and we may be liable for damage claims.

At March 31, 2016, we were not in default under our senior unsecured notes and had not received any notices of default under any of our real estate leases.

## Credit Ratings

Our borrowing costs and capacity in certain funding markets, including securitizations and senior and subordinated debt, may be affected by the credit ratings of the Company, the Bank and the ratings of our asset-backed securities.

Our senior unsecured debt issued in 2014 and 2015, was rated BBB- (stable outlook) by Fitch and BBB- (stable outlook) by S&P. In addition, certain of the asset-backed securities issued by SYNCT are rated by Fitch, S&P and/or Moody's. A credit rating is not a recommendation to buy, sell or hold securities, may be subject to revision or withdrawal at any time by the assigning rating organization, and each rating should be evaluated independently of any other rating. Downgrades in these credit ratings could materially increase the cost of our funding from, and restrict our access to, the capital markets.

## Liquidity

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We seek to ensure that we have adequate liquidity to sustain business operations, fund asset growth, satisfy debt obligations and to meet regulatory expectations under normal and stress conditions.

We maintain policies outlining the overall framework and general principles for managing liquidity risk across our business, which is the responsibility of our Asset and Liability Management Committee, a subcommittee of our Enterprise Risk Management Committee. We employ a variety of metrics to monitor and manage liquidity. We perform regular liquidity stress testing and contingency planning as part of our liquidity management process. We evaluate a range of stress scenarios including Company specific and systemic events that could impact funding sources and our ability to meet liquidity needs.

We maintain a liquidity portfolio, which at March 31, 2016 had \$14.9 billion of liquid assets, primarily consisting of cash and equivalents and short-term obligations of the U.S. Treasury, less cash in transit which is not considered to be liquid, compared to a \$14.8 billion liquidity portfolio at December 31, 2015. The increase in liquid assets was primarily due to the retention of excess cash flows from operations within our Company.

As additional sources of liquidity, at March 31, 2016, we had an aggregate of \$7.3 billion of undrawn committed capacity, subject to customary borrowing conditions, from private lenders under two of our existing securitization programs, and we had more than \$25.0 billion of unencumbered assets in the Bank available to be used to generate additional liquidity through secured borrowings or asset sales or to be pledged to the Federal Reserve Board for credit at the discount window.

As a general matter, investments included in our liquidity portfolio are expected to be highly liquid, giving us the ability to readily convert them to cash. The level and composition of our liquidity portfolio may fluctuate based upon the level of expected maturities of our funding sources as well as operational requirements and market conditions.

We will rely significantly on dividends and other distributions and payments from the Bank for liquidity; however, bank regulations, contractual restrictions and other factors limit the amount of dividends and other distributions and payments that the Bank may pay to us. For a discussion of regulatory restrictions on the Bank's ability to pay dividends, see "Item 1A. Risk Factors—Risks Relating to Regulation—We are subject to restrictions that limit our ability to pay dividends and repurchase our common stock; the Bank is subject to restrictions that limit its ability to pay dividends to us, which could limit our ability to pay dividends or make payments on our indebtedness" and "Regulation—Savings Association Regulation—Dividends and Stock Repurchases" in our 2015 Form 10-K.

## Capital

Our primary sources of capital have been earnings generated by our businesses and existing equity capital. We seek to manage capital to a level and composition sufficient to support the risks of our businesses, meet regulatory requirements, adhere to rating agency targets and support future business growth. The level, composition and utilization of capital are influenced by changes in the economic environment, strategic initiatives and legislative and regulatory developments. Within these constraints, we are focused on deploying capital in a manner that will provide attractive returns to our stockholders.

Our capital adequacy assessment also includes tax and accounting considerations in accordance with regulatory guidance. We maintain a deferred tax asset on our balance sheet, and we include this asset when calculating our regulatory capital levels. However, for regulatory capital purposes, deferred tax assets are (i) limited to the amount of taxes previously paid that a company could recover through loss carrybacks; and (ii) 10% of the amount of our Tier 1 capital. At March 31, 2016, no portion of our deferred tax asset was disallowed for regulatory capital purposes.

The Bank is required to conduct stress tests on an annual basis, and beginning on January 1, 2017, the Company will be required to conduct stress tests on an annual basis under the OCC's and the Federal Reserve Board's stress test regulations. The Bank is, and the Company will be, required to use stress-testing methodologies providing for results under at least three different sets of conditions, including baseline, adverse and severely adverse conditions. In addition, while as a savings and loan holding company we currently are not subject to the Federal Reserve Board's capital planning rule, we prepared and submitted a capital plan to the Federal Reserve Board in April 2016.

## Dividend and Share Repurchases

The declaration and payment of future dividends to holders of our common stock will be at the discretion of our board of directors and will depend on many factors, including the financial condition, earnings, capital and liquidity requirements of us and the Bank, regulatory restrictions, corporate law and contractual restrictions and other factors that our board of directors deems relevant. In addition, banking laws and regulations and our banking regulators may limit our ability to pay dividends and make repurchases of our stock. For a discussion of regulatory restrictions on our and the Bank's ability to pay dividends and repurchase stock, see "Risk Factors—Risks Relating to Regulation—We are subject to restrictions that limit our ability to pay dividends and repurchase our common stock; the Bank is subject to restrictions that limit its ability to pay dividends to us, which could limit our ability to pay dividends or make payments on our indebtedness" in our 2015 Form 10-K.

## Regulatory Capital Requirements - Synchrony Financial

As a savings and loan holding company, we are required to maintain minimum capital ratios, under the applicable U.S. Basel III capital rules. For more information, see "Regulation—Savings and Loan Holding Company Regulation" in our 2015 Form 10-K.

For Synchrony Financial to be a well-capitalized savings and loan holding company, Synchrony Bank must be well-capitalized and Synchrony Financial must not be subject to any written agreement, order, capital directive, or prompt corrective action directive issued by the Federal Reserve Board to meet and maintain a specific capital level for any capital measure. As of March 31, 2016, Synchrony Financial met all the requirements to be deemed well-capitalized.

The following table sets forth at March 31, 2016 and December 31, 2015 the composition of our capital ratios for the Company calculated under the Basel III regulatory capital standards.

(\$ in millions)	Basel III Transition (unless otherwise stated)			
	At March 31, 2016		At December 31, 2015	
	Amount	Ratio <sup>(1)</sup>	Amount	Ratio <sup>(1)</sup>
Total risk-based capital	\$ 12,968	19.4%	\$ 12,531	18.1%
Tier 1 risk-based capital	\$ 12,099	18.1%	\$ 11,633	16.8%
Tier 1 leverage	\$ 12,099	14.8%	\$ 11,633	14.4%
Common equity Tier 1 capital	\$ 12,099	18.1%	\$ 11,633	16.8%
Common equity Tier 1 capital - fully phased-in (estimated)	\$ 11,834	17.5%	\$ 11,234	15.9%

(1) Tier 1 leverage ratio represents total tier 1 capital as a percentage of total average assets, after certain adjustments. All other ratios presented above represent the applicable capital measure as a percentage of risk-weighted assets.

The increase in our Common equity Tier 1 capital ratio was primarily due to the retention of the Company's net earnings for the three months ended March 31, 2016 and a reduction in risk-weighted assets primarily due to the seasonal decrease in our loan receivables.

## Non-GAAP Measures

The capital ratios presented above include common equity Tier 1 capital ("CET1") as calculated under the U.S. Basel III capital rules on a fully phased-in basis, which is not currently required by our regulators to be disclosed and, as such, is considered to be a non-GAAP measure. We believe that this capital ratio is a useful measure to investors because it is widely used by analysts and regulators to assess the capital position of financial services companies, although this ratio may not be comparable to similarly titled measures reported by other companies. The following table sets forth a reconciliation of our CET1 capital ratio as calculated on a fully phased-in basis set forth above to the comparable GAAP component at March 31, 2016 and December 31, 2015.



<i>(\$ in millions)</i>	<b>At March 31, 2016</b>		<b>At December 31, 2015</b>	
Basel III - Common equity Tier 1 (transition)	\$	12,099	\$	11,633
Adjustments related to capital components during transition <sup>(1)</sup>		(265)		(399)
Basel III - Common equity Tier 1 (fully phased-in)	\$	11,834	\$	11,234
Risk-weighted assets - Basel III (transition)	\$	66,689	\$	69,224
Adjustments related to risk weighted assets during transition <sup>(2)</sup>		1,008		1,269
Risk-weighted assets - Basel III (fully phased-in)	\$	67,697	\$	70,493

- (1) Adjustments related to capital components to determine CET1 (fully phased-in) include the phase-in of the intangible asset exclusion.
- (2) Key differences between Basel III transition rules and fully phased-in Basel III rules relate to the calculation of risk-weighted assets including, but not limited to, risk weighting of deferred tax assets and adjustments to capital for certain intangible assets.

## Regulatory Capital Requirements - Synchrony Bank

At March 31, 2016 and December 31, 2015, the Bank met all applicable requirements to be deemed well-capitalized pursuant to OCC regulations and for purposes of the Federal Deposit Insurance Act. Effective January 1, 2015, the Bank became subject to the U.S. Basel III regulatory capital standards, subject to transition provisions. The following table sets forth the composition of the Bank's capital ratios calculated under the Basel III rules at March 31, 2016 and December 31, 2015.

<i>(\$ in millions)</i>	<b>At March 31, 2016</b>		<b>At December 31, 2015</b>		<b>Minimum to be Well-Capitalized under Prompt Corrective Action Provisions - Basel III</b>	
	<b>Amount</b>	<b>Ratio</b>	<b>Amount</b>	<b>Ratio</b>	<b>Amount</b>	<b>Ratio</b>
Total risk-based capital	\$ 8,718	17.7%	\$ 8,442	16.6%	\$ 4,931	10.0%
Tier 1 risk-based capital	\$ 8,073	16.4%	\$ 7,781	15.3%	\$ 3,945	8.0%
Tier 1 leverage	\$ 8,073	13.0%	\$ 7,781	13.1%	\$ 3,102	5.0%
Common equity Tier 1 capital	\$ 8,073	16.4%	\$ 7,781	15.3%	\$ 3,205	6.5%

Failure to meet minimum capital requirements can result in the initiation of certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could limit our business activities and have a material adverse effect on our business, results of operations and financial condition. See "Risk Factors—Risks Relating to Regulation—Failure by Synchrony and the Bank to meet applicable capital adequacy and liquidity requirements could have a material adverse effect on us" in our 2015 Form 10-K.

## Off-Balance Sheet Arrangements and Unfunded Lending Commitments

We do not have any significant off-balance sheet arrangements, including guarantees of third-party obligations. Guarantees are contracts or indemnification agreements that contingently require us to make a guaranteed payment or perform an obligation to a third-party based on certain trigger events. At March 31, 2016, we had not recorded any contingent liabilities in our Condensed Consolidated Statement of Financial Position related to any guarantees.

We extend credit, primarily arising from agreements with customers for unused lines of credit on our credit cards, in the ordinary course of business. See Note 4 - *Loan Receivables and Allowance for Loan Losses* to our condensed consolidated financial statements for more information on our unfunded lending commitments.

## Critical Accounting Estimates

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In preparing our condensed consolidated financial statements, we have identified certain accounting estimates and assumptions that we consider to be the most critical to an understanding of our financial statements because they involve significant judgments and uncertainties. The critical accounting estimates we have identified relate to allowance for loan losses, asset impairment, income taxes and fair value measurements. All of these estimates reflect our best judgment about current, and for some estimates future, economic and market conditions and their effects based on information available as of the date of these financial statements. If these conditions change from those expected, it is reasonably possible that these judgments and estimates could change, which may result in incremental losses on loan receivables, future impairments of investment securities, goodwill and intangible assets, and the establishment of valuation allowances on deferred tax assets and increases in our tax liabilities, among other effects. See “*Management’s Discussion and Analysis—Critical Accounting Estimates*” in our 2015 Form 10-K, for a detailed discussion of these critical accounting estimates.

## New Accounting Standards

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In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. In July 2015, the FASB approved a one-year deferral of this standard, with a revised effective date for fiscal years beginning after December 15, 2017. The standard permits the use of either the retrospective or modified retrospective (cumulative effect) transition method. We are evaluating the effect that ASU 2014-09 will have on our consolidated financial statements and related disclosures. We have not yet selected a transition method nor have we determined the effect of the standard on our ongoing financial reporting.

In January 2016, we adopted ASU 2015-03, Interest–Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs, which requires the presentation of deferred issuance costs related to a recognized debt liability as a direct deduction from the carrying amount of the debt liability. Accordingly, we have reclassified issuance costs associated with our borrowings and certain brokered deposits, from other assets, and reflected as a reduction of borrowings and interest-bearing deposit accounts, as applicable, for each period presented to conform to the current period presentation. Related selected financial metrics have also been updated where applicable to reflect this reclassification. See “*Management’s Discussion and Analysis—Results of Operations—Other Financial and Statistical Data*” and Note 8. *Deposits* and Note 9. *Borrowings* to our condensed consolidated financial statements.

## Regulation and Supervision

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Our business, including our relationships with our customers, is subject to regulation, supervision and examination under U.S. federal, state and foreign laws and regulations. These laws and regulations cover all aspects of our business, including lending practices, treatment of our customers, safeguarding deposits, customer privacy and information security, capital structure, liquidity, dividends and other capital distributions, transactions with affiliates, and conduct and qualifications of personnel.

As a savings and loan holding company, Synchrony is subject to regulation, supervision and examination by the Federal Reserve Board. As a large provider of consumer financial services, we are also subject to regulation, supervision and examination by the CFPB.

The Bank is a federally chartered savings association. As such, the Bank is subject to regulation, supervision and examination by the OCC, which is its primary regulator, and by the CFPB. In addition, the Bank, as an insured depository institution, is supervised by the FDIC.

See “*Regulation*” in our 2015 Form 10-K for additional information. See also “—*Capital*” above, for discussion of the impact of regulations and supervision on our capital and liquidity, including our ability to pay dividends and repurchase stock.

# ITEM 1. FINANCIAL STATEMENTS

## Synchrony Financial and subsidiaries Condensed Consolidated Statements of Earnings (Unaudited)

	Three months ended March 31,	
	2016	2015
<i>(\$ in millions, except per share data)</i>		
<b>Interest income:</b>		
Interest and fees on loans (Note 4)	\$ 3,498	\$ 3,140
Interest on investment securities	22	10
Total interest income	3,520	3,150
<b>Interest expense:</b>		
Interest on deposits	172	137
Interest on borrowings of consolidated securitization entities	58	52
Interest on third-party debt	81	82
Interest on related party debt	—	4
Total interest expense	311	275
Net interest income	3,209	2,875
Retailer share arrangements	(670)	(660)
Net interest income, after retailer share arrangements	2,539	2,215
Provision for loan losses (Note 4)	903	687
Net interest income, after retailer share arrangements and provision for loan losses	1,636	1,528
<b>Other income:</b>		
Interchange revenue	130	100
Debt cancellation fees	64	65
Loyalty programs	(110)	(78)
Other	8	14
Total other income	92	101
<b>Other expense:</b>		
Employee costs	280	239
Professional fees	146	162
Marketing and business development	94	82
Information processing	82	63
Other	198	200
Total other expense	800	746
<b>Earnings before provision for income taxes</b>	<b>928</b>	<b>883</b>
Provision for income taxes (Note 12)	346	331
<b>Net earnings</b>	<b>\$ 582</b>	<b>\$ 552</b>
Earnings per share		
Basic	\$ 0.70	\$ 0.66
Diluted	\$ 0.70	\$ 0.66

See accompanying notes to condensed consolidated financial statements.

**Synchrony Financial and subsidiaries**  
**Condensed Consolidated Statements of Comprehensive Income (Unaudited)**

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(\$ in millions)	Three months ended March 31,	
	2016	2015
Net earnings	\$ 582	\$ 552
Other comprehensive income (loss)		
Investment securities	11	1
Currency translation adjustments	1	(6)
Employee benefit plans	(2)	1
Other comprehensive income (loss)	10	(4)
Comprehensive income	\$ 592	\$ 548

Amounts presented net of taxes.

See accompanying notes to condensed consolidated financial statements.

## Synchrony Financial and subsidiaries

### Condensed Consolidated Statements of Financial Position

(\$ in millions)	At March 31, 2016 (Unaudited)	At December 31, 2015
<b>Assets</b>		
Cash and equivalents	\$ 12,500	\$ 12,325
Investment securities (Note 3)	2,949	3,142
Loan receivables: (Notes 4 and 5)		
Unsecuritized loans held for investment	41,730	42,826
Restricted loans of consolidated securitization entities	24,119	25,464
Total loan receivables	65,849	68,290
Less: Allowance for loan losses	(3,620)	(3,497)
Loan receivables, net	62,229	64,793
Goodwill	949	949
Intangible assets, net (Note 6)	702	701
Other assets(a)	2,327	2,080
Total assets	<u>\$ 81,656</u>	<u>\$ 83,990</u>
<b>Liabilities and Equity</b>		
Deposits: (Note 7)		
Interest-bearing deposit accounts	\$ 44,721	\$ 43,215
Non-interest-bearing deposit accounts	256	152
Total deposits	44,977	43,367
Borrowings: (Notes 5 and 8)		
Borrowings of consolidated securitization entities	12,423	13,589
Bank term loan	1,494	4,133
Senior unsecured notes	6,559	6,557
Total borrowings	20,476	24,279
Accrued expenses and other liabilities	2,999	3,740
Total liabilities	<u>\$ 68,452</u>	<u>\$ 71,386</u>
Equity:		
Common Stock, par share value \$0.001 per share; 4,000,000,000 shares authorized, 833,830,398 and 833,828,340 shares issued and outstanding at March 31, 2016 and December 31, 2015, respectively	\$ 1	\$ 1
Additional paid-in capital	9,359	9,351
Retained earnings	3,875	3,293
Accumulated other comprehensive income (loss):		
Investment securities	1	(10)
Currency translation adjustments	(18)	(19)
Other	(14)	(12)
Total equity	13,204	12,604
Total liabilities and equity	<u>\$ 81,656</u>	<u>\$ 83,990</u>

(a) Other assets include restricted cash and equivalents of \$844 million and \$391 million at March 31, 2016 and December 31, 2015, respectively.

See accompanying notes to condensed consolidated financial statements.

**Synchrony Financial and subsidiaries**  
**Condensed Consolidated Statements of Changes in Equity**  
**(Unaudited)**

(\$ in millions, shares in thousands)	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Equity
	Shares	Amount				
Balance at January 1, 2015	833,765	\$ 1	\$ 9,408	\$ 1,079	\$ (10)	\$ 10,478
Comprehensive income:						
Net earnings	—	—	—	552	—	552
Other comprehensive income	—	—	—	—	(4)	(4)
Stock-based compensation	—	—	7	—	—	7
Other	—	—	3	—	—	3
Balance at March 31, 2015	<u>833,765</u>	<u>\$ 1</u>	<u>\$ 9,418</u>	<u>\$ 1,631</u>	<u>\$ (14)</u>	<u>\$ 11,036</u>
Balance at January 1, 2016	833,828	\$ 1	\$ 9,351	\$ 3,293	\$ (41)	\$ 12,604
Comprehensive income:						
Net earnings	—	—	—	582	—	582
Other comprehensive income	—	—	—	—	10	10
Stock-based compensation	2	—	8	—	—	8
Balance at March 31, 2016	<u>833,830</u>	<u>\$ 1</u>	<u>\$ 9,359</u>	<u>\$ 3,875</u>	<u>\$ (31)</u>	<u>\$ 13,204</u>

See accompanying notes to condensed consolidated financial statements.

**Synchrony Financial and subsidiaries**  
**Condensed Consolidated Statements of Cash Flows**  
**(Unaudited)**

(\$ in millions)	Three months ended March 31,	
	2016	2015
<b>Cash flows - operating activities</b>		
Net earnings	\$ 582	\$ 552
Adjustments to reconcile net earnings to cash provided from operating activities		
Provision for loan losses	903	687
Deferred income taxes	175	86
Depreciation and amortization	54	37
(Increase) decrease in interest and fees receivable	63	134
(Increase) decrease in other assets	36	(7)
Increase (decrease) in accrued expenses and other liabilities	(449)	62
All other operating activities	136	114
<b>Cash from (used for) operating activities</b>	<b>1,500</b>	<b>1,665</b>
<b>Cash flows - investing activities</b>		
Maturity and redemption of investment securities	213	317
Purchases of investment securities	(13)	(1,839)
Acquisition of loan receivables	(54)	—
Net (increase) decrease in restricted cash and equivalents	(453)	856
Net (increase) decrease in loan receivables	1,558	2,124
All other investing activities	(50)	(108)
<b>Cash from (used for) investing activities</b>	<b>1,201</b>	<b>1,350</b>
<b>Cash flows - financing activities</b>		
Borrowings of consolidated securitization entities		
Proceeds from issuance of securitized debt	748	745
Maturities and repayment of securitized debt	(1,915)	(1,899)
Third-party debt		
Proceeds from issuance of third-party debt	—	992
Maturities and repayment of third-party debt	(2,651)	(2,594)
Related party debt		
Maturities and repayment of related party debt	—	(655)
Net increase (decrease) in deposits	1,292	(214)
<b>Cash from (used for) financing activities</b>	<b>(2,526)</b>	<b>(3,625)</b>
<b>Increase (decrease) in cash and equivalents</b>	<b>175</b>	<b>(610)</b>
Cash and equivalents at beginning of period	12,325	11,828
<b>Cash and equivalents at end of period</b>	<b>\$ 12,500</b>	<b>\$ 11,218</b>

See accompanying notes to condensed consolidated financial statements.

## Synchrony Financial and subsidiaries

### Notes to Condensed Consolidated Financial Statements (Unaudited)

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#### NOTE 1. BUSINESS DESCRIPTION

Synchrony Financial (the "Company") provides a range of credit products through programs it has established with a diverse group of national and regional retailers, local merchants, manufacturers, buying groups, industry associations and healthcare service providers. We offer private label and co-branded Dual Card credit cards, promotional financing and installment lending, loyalty programs and FDIC-insured savings products through Synchrony Bank (the "Bank"). In November 2015, Synchrony Financial became a stand-alone savings and loan holding company following the completion of General Electric Company's ("GE") exchange offer, in which GE exchanged shares of GE common stock for all of the shares of our common stock it owned (the "Separation").

References to the "Company", "we", "us" and "our" are to Synchrony Financial and its consolidated subsidiaries unless the context otherwise requires.

#### NOTE 2. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### *Basis of Presentation*

The accompanying condensed consolidated financial statements were prepared in conformity with U.S. generally accepted accounting principles ("GAAP").

Preparing financial statements in conformity with U.S. GAAP requires us to make estimates based on assumptions about current, and for some estimates future, economic and market conditions (for example, unemployment, housing, interest rates and market liquidity) which affect reported amounts and related disclosures in our condensed consolidated financial statements. Although our current estimates contemplate current conditions and how we expect them to change in the future, as appropriate, it is reasonably possible that actual conditions could be different than anticipated in those estimates, which could materially affect our results of operations and financial position. Among other effects, such changes could result in incremental losses on loan receivables, future impairments of investment securities, goodwill and intangible assets, increases in reserves for contingencies, establishment of valuation allowances on deferred tax assets and increases in our tax liabilities.

We conduct our operations within the United States and Canada. Substantially all of our revenues are from U.S. customers. The operating activities conducted by our non-U.S. affiliates use the local currency as their functional currency. The effects of translating the financial statements of these non-U.S. affiliates to U.S. dollars are included in equity. Asset and liability accounts are translated at year-end exchange rates, while revenues and expenses are translated at average rates for the respective periods.

##### *Consolidated Basis of Presentation*

The Company's financial statements have been prepared on a consolidated basis. Under this basis of presentation, our financial statements consolidate all of our subsidiaries – i.e., entities in which we have a controlling financial interest, most often because we hold a majority voting interest.

To determine if we hold a controlling financial interest in an entity, we first evaluate if we are required to apply the variable interest entity ("VIE") model to the entity, otherwise the entity is evaluated under the voting interest model. Where we hold current or potential rights that give us the power to direct the activities of a VIE that most significantly impact the VIE's economic performance ("power") combined with a variable interest that gives us the right to receive potentially significant benefits or the obligation to absorb potentially significant losses ("significant economics"), we have a controlling financial interest in that VIE. Rights held by others to remove the party with power over the VIE are not considered unless one party can exercise those rights unilaterally. We consolidate certain securitization entities under the VIE model because we have both power and significant economics. See Note 5. *Variable Interest Entities*.

### Interim Period Presentation

The condensed consolidated financial statements and notes thereto are unaudited. These statements include all adjustments (consisting of normal recurring accruals) that we considered necessary to present a fair statement of our results of operations, financial position and cash flows. The results reported in these condensed consolidated financial statements should not be considered as necessarily indicative of results that may be expected for the entire year. These condensed consolidated financial statements should be read in conjunction with our 2015 annual consolidated and combined financial statements and the related notes in our Annual Report on Form 10-K for the year ended December 31, 2015 (our "2015 Form 10-K").

### Summary of Significant Accounting Policies

In January 2016, we adopted ASU 2015-03, Interest-Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs, which requires the presentation of deferred issuance costs related to a recognized debt liability as a direct deduction from the carrying amount of the debt liability. Accordingly, for issuance costs associated with our borrowings and certain brokered deposits, we have revised our presentation of other assets, borrowings and interest-bearing deposit accounts for each period presented to conform to the current period presentation.

See Note 2. *Basis of Presentation and Summary of Significant Accounting Policies* to our 2015 annual consolidated and combined financial statements in our 2015 Form 10-K, for additional information on our significant accounting policies.

### NOTE 3. INVESTMENT SECURITIES

All of our investment securities are classified as available-for-sale and are held to meet our liquidity objectives and to comply with the Community Reinvestment Act. Our investment securities consist of the following:

	March 31, 2016				December 31, 2015			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
<i>(\$ in millions)</i>								
Debt								
U.S. government and federal agency	\$ 2,564	\$ —	\$ (1)	\$ 2,563	\$ 2,768	\$ —	\$ (7)	\$ 2,761
State and municipal	49	—	(1)	48	51	1	(3)	49
Residential mortgage-backed <sup>(a)</sup>	319	5	(1)	323	323	1	(7)	317
Equity	15	—	—	15	15	—	—	15
Total	<u>\$ 2,947</u>	<u>\$ 5</u>	<u>\$ (3)</u>	<u>\$ 2,949</u>	<u>\$ 3,157</u>	<u>\$ 2</u>	<u>\$ (17)</u>	<u>\$ 3,142</u>

(a) At March 31, 2016 and December 31, 2015, all of our residential mortgage-backed securities related to securities issued by government-sponsored entities and are pledged by the Bank as collateral to the Federal Reserve to secure Federal Reserve Discount Window advances. All residential mortgage-backed securities are collateralized by U.S. mortgages.

The following table presents the estimated fair values and gross unrealized losses of our available-for-sale investment securities:

	In loss position for			
	Less than 12 months		12 months or more	
	Estimated fair value	Gross unrealized losses	Estimated fair value	Gross unrealized losses
<i>(\$ in millions)</i>				
<i>At March 31, 2016</i>				
Debt				
U.S. government and federal agency	\$ 1,799	\$ (1)	\$ —	\$ —
State and municipal	13	—	27	(1)
Residential mortgage-backed	42	—	83	(1)
Equity	1	—	—	—
Total	<u>\$ 1,855</u>	<u>\$ (1)</u>	<u>\$ 110</u>	<u>\$ (2)</u>
 <i>At December 31, 2015</i>				
Debt				
U.S. government and federal agency	\$ 2,611	\$ (7)	\$ —	\$ —
State and municipal	40	(3)	—	—
Residential mortgage-backed	175	(3)	91	(4)
Equity	1	—	—	—
Total	<u>\$ 2,827</u>	<u>\$ (13)</u>	<u>\$ 91</u>	<u>\$ (4)</u>

We regularly review investment securities for impairment using both qualitative and quantitative criteria. We presently do not intend to sell our debt securities that are in an unrealized loss position and believe that it is not more likely than not that we will be required to sell these securities before recovery of our amortized cost.

There were no other-than-temporary impairments recognized for the three months ended March 31, 2016 and 2015.

**Contractual Maturities of Investments in Available-for-Sale Debt Securities (excluding residential mortgage-backed securities)**

<i>At March 31, 2016 (\$ in millions)</i>	Amortized cost	Estimated fair value
Due		
Within one year	\$ 1,114	\$ 1,114
After one year through five years	\$ 1,450	\$ 1,449
After five years through ten years	\$ —	\$ —
After ten years	\$ 49	\$ 48

We expect actual maturities to differ from contractual maturities because borrowers have the right to prepay certain obligations.

There were no material realized gains or losses recognized for either of the three months ended March 31, 2016 and 2015.

Although we generally do not have the intent to sell any specific securities held at March 31, 2016, in the ordinary course of managing our investment securities portfolio, we may sell securities prior to their maturities for a variety of reasons, including diversification, credit quality, yield, liquidity requirements and funding obligations.

## NOTE 4. LOAN RECEIVABLES AND ALLOWANCE FOR LOAN LOSSES

(\$ in millions)

	March 31, 2016	December 31, 2015
Credit cards	\$ 63,309	\$ 65,773
Consumer installment loans	1,184	1,154
Commercial credit products	1,318	1,323
Other	38	40
Total loan receivables, before allowance for losses <sup>(a)(b)</sup>	<u>\$ 65,849</u>	<u>\$ 68,290</u>

(a) Total loan receivables include \$24.1 billion and \$25.5 billion of restricted loans of consolidated securitization entities at March 31, 2016 and December 31, 2015, respectively. See Note 5. *Variable Interest Entities* for further information on these restricted loans.

(b) At March 31, 2016 and December 31, 2015, loan receivables included deferred expense, net of deferred income, of \$83 million and \$63 million, respectively.

### Allowance for Loan Losses

(\$ in millions)

	Balance at January 1, 2016	Provision charged to operations	Gross charge-offs	Recoveries	Balance at March 31, 2016
Credit cards	\$ 3,420	\$ 884	\$ (954)	\$ 193	\$ 3,543
Consumer installment loans	26	13	(11)	3	31
Commercial credit products	50	5	(13)	2	44
Other	1	1	—	—	\$ 2
Total	<u>\$ 3,497</u>	<u>\$ 903</u>	<u>\$ (978)</u>	<u>\$ 198</u>	<u>\$ 3,620</u>

(\$ in millions)

	Balance at January 1, 2015	Provision charged to operations	Gross charge-offs	Recoveries	Balance at March 31, 2015
Credit cards	\$ 3,169	\$ 669	\$ (834)	\$ 180	\$ 3,184
Consumer installment loans	22	7	(9)	4	24
Commercial credit products	45	11	(11)	2	47
Total	<u>\$ 3,236</u>	<u>\$ 687</u>	<u>\$ (854)</u>	<u>\$ 186</u>	<u>\$ 3,255</u>

### Delinquent and Non-accrual Loans

At March 31, 2016 (\$ in millions)

	30-89 days delinquent	90 or more days delinquent	Total past due	90 or more days delinquent and accruing	Total non-accruing
Credit cards	\$ 1,281	\$ 1,195	\$ 2,476	\$ 1,195	\$ —
Consumer installment loans	13	2	15	—	2
Commercial credit products	32	15	47	15	—
Total delinquent loans	<u>\$ 1,326</u>	<u>\$ 1,212</u>	<u>\$ 2,538</u>	<u>\$ 1,210</u>	<u>\$ 2</u>
Percentage of total loan receivables <sup>(a)</sup>	<u>2.1%</u>	<u>1.8%</u>	<u>3.9%</u>	<u>1.8%</u>	<u>—%</u>

<i>At December 31, 2015 (\$ in millions)</i>	<b>30-89 days delinquent</b>	<b>90 or more days delinquent</b>	<b>Total past due</b>	<b>90 or more days delinquent and accruing</b>	<b>Total non- accruing</b>
Credit cards	\$ 1,451	\$ 1,257	\$ 2,708	\$ 1,257	\$ —
Consumer installment loans	16	3	19	—	3
Commercial credit products	32	13	45	13	—
Total delinquent loans	<u>\$ 1,499</u>	<u>\$ 1,273</u>	<u>\$ 2,772</u>	<u>\$ 1,270</u>	<u>\$ 3</u>
Percentage of total loan receivables <sup>(a)</sup>	<u>2.2%</u>	<u>1.9%</u>	<u>4.1%</u>	<u>1.9%</u>	<u>—%</u>

(a) Percentages are calculated based on period-end balances.

### **Impaired Loans and Troubled Debt Restructurings**

Most of our non-accrual loan receivables are smaller balance loans evaluated collectively, by portfolio, for impairment and therefore are outside the scope of the disclosure requirements for impaired loans. Accordingly, impaired loans represent restructured smaller balance homogeneous loans meeting the definition of a Troubled Debt Restructuring (“TDR”). We use certain loan modification programs for borrowers experiencing financial difficulties. These loan modification programs include interest rate reductions and payment deferrals in excess of three months, which were not part of the terms of the original contract.

We have both internal and external loan modification programs. The internal loan modification programs include both temporary and permanent programs. For our credit card customers, the temporary hardship program primarily consists of a reduced minimum payment and an interest rate reduction, both lasting for a period no longer than 12 months. The permanent workout program involves changing the structure of the loan to a fixed payment loan with a maturity no longer than 60 months and reducing the interest rate on the loan. The permanent program does not normally provide for the forgiveness of unpaid principal but may allow for the reversal of certain unpaid interest or fee assessments. We also make loan modifications for customers who request financial assistance through external sources, such as consumer credit counseling agency programs. These loans typically receive a reduced interest rate but continue to be subject to the original minimum payment terms and do not normally include waiver of unpaid principal, interest or fees. The following table provides information on loans that entered a loan modification program during the periods presented:

<i>(\$ in millions)</i>	<b>Three months ended March 31,</b>	
	<b>2016</b>	<b>2015</b>
Credit cards	\$ 132	\$ 118
Consumer installment loans	—	—
Commercial credit products	1	2
<b>Total</b>	<u>\$ 133</u>	<u>\$ 120</u>

Our allowance for loan losses on TDRs is generally measured based on the difference between the recorded loan receivable and the present value of the expected future cash flows, discounted at the original effective interest rate of the loan. Interest income from loans accounted for as TDRs is accounted for in the same manner as other accruing loans.

The following table provides information about loans classified as TDRs and specific reserves. We do not evaluate credit card loans for impairment on an individual basis but instead estimate an allowance for loan losses on a collective basis. As a result, there are no impaired loans for which there is no allowance.

<i>At March 31, 2016 (\$ in millions)</i>	<b>Total recorded investment</b>	<b>Related allowance</b>	<b>Net recorded investment</b>	<b>Unpaid principal balance</b>
Credit cards	\$ 772	\$ (266)	\$ 506	\$ 675
Consumer installment loans	—	—	—	—
Commercial credit products	6	(2)	4	6
<b>Total</b>	<u>\$ 778</u>	<u>\$ (268)</u>	<u>\$ 510</u>	<u>\$ 681</u>

<i>At December 31, 2015 (\$ in millions)</i>	<b>Total recorded investment</b>	<b>Related allowance</b>	<b>Net recorded investment</b>	<b>Unpaid principal balance</b>
Credit cards	\$ 756	\$ (256)	\$ 500	\$ 659
Consumer installment loans	—	—	—	—
Commercial credit products	7	(3)	4	6
<b>Total</b>	<b>\$ 763</b>	<b>\$ (259)</b>	<b>\$ 504</b>	<b>\$ 665</b>

### **Financial Effects of TDRs**

As part of our loan modifications for borrowers experiencing financial difficulty, we may provide multiple concessions to minimize our economic loss and improve long-term loan performance and collectability. The following table presents the types and financial effects of loans modified and accounted for as TDRs during the periods presented:

<i>Three months ended March 31,</i>	<b>2016</b>			<b>2015</b>		
<i>(\$ in millions)</i>	<b>Interest income recognized during period when loans were impaired</b>	<b>Interest income that would have been recorded with original terms</b>	<b>Average recorded investment</b>	<b>Interest income recognized during period when loans were impaired</b>	<b>Interest income that would have been recorded with original terms</b>	<b>Average recorded investment</b>
Credit cards	\$ 12	\$ 42	\$ 763	\$ 13	\$ 36	\$ 717
Consumer installment loans	—	—	—	—	—	—
Commercial credit products	—	—	7	—	—	8
<b>Total</b>	<b>\$ 12</b>	<b>\$ 42</b>	<b>\$ 770</b>	<b>\$ 13</b>	<b>\$ 36</b>	<b>\$ 725</b>

### **Payment Defaults**

The following table presents the type, number and amount of loans accounted for as TDRs that enrolled in a modification plan within the previous 12 months and experienced a payment default during the periods presented. A customer defaults from a modification program after two consecutive missed payments.

<i>Three months ended March 31,</i>	<b>2016</b>		<b>2015</b>	
<i>(\$ in millions)</i>	<b>Accounts defaulted</b>	<b>Loans defaulted</b>	<b>Accounts defaulted</b>	<b>Loans defaulted</b>
Credit cards	10,289	\$ 21	11,384	\$ 23
Consumer installment loans	—	—	—	—
Commercial credit products	37	—	58	—
<b>Total</b>	<b>10,326</b>	<b>\$ 21</b>	<b>11,442</b>	<b>\$ 23</b>

### Credit Quality Indicators

Our loan receivables portfolio includes both secured and unsecured loans. Secured loan receivables are largely comprised of consumer installment loans secured by equipment. Unsecured loan receivables are largely comprised of our open-ended consumer and commercial revolving credit card loans. As part of our credit risk management activities, on an ongoing basis, we assess overall credit quality by reviewing information related to the performance of a customer's account with us, as well as information from credit bureaus, such as a Fair Isaac Corporation ("FICO") or other credit scores, relating to the customer's broader credit performance. FICO scores are generally obtained at origination of the account and are refreshed, at a minimum quarterly, but could be as often as weekly, to assist in predicting customer behavior. We categorize these credit scores into the following three credit score categories: (i) 661 or higher, which are considered the strongest credits; (ii) 601 to 660, considered moderate credit risk; and (iii) 600 or less, which are considered weaker credits. There are certain customer accounts for which a FICO score is not available where we use alternative sources to assess their credit and predict behavior. The following table provides the most recent FICO scores available for our customers at March 31, 2016 and December 31, 2015, respectively, as a percentage of each class of loan receivable. The table below excludes 0.7% and 0.9% of our total loan receivables balance at March 31, 2016 and December 31, 2015, respectively, which represents those customer accounts for which a FICO score is not available.

	March 31, 2016			December 31, 2015		
	661 or higher	601 to 660	600 or less	661 or higher	601 to 660	600 or less
Credit cards	72.0%	20.4%	7.6%	73.0%	19.8%	7.2%
Consumer installment loans	77.7%	16.6%	5.7%	77.7%	16.6%	5.7%
Commercial credit products	85.7%	9.1%	5.2%	86.8%	8.7%	4.5%

### Unfunded Lending Commitments

We manage the potential risk in credit commitments by limiting the total amount of credit, both by individual customer and in total, by monitoring the size and maturity of our portfolios and by applying the same credit standards for all of our credit products. Unused credit card lines available to our customers totaled approximately \$328 billion and \$322 billion at March 31, 2016 and December 31, 2015, respectively. While these amounts represented the total available unused credit card lines, we have not experienced and do not anticipate that all of our customers will access their entire available line at any given point in time.

### Interest Income by Product

The following table provides additional information about our interest and fees on loans from our loan receivables, including held for sale:

(\$ in millions)	Three months ended March 31,	
	2016	2015
Credit cards	\$ 3,436	\$ 3,079
Consumer installment loans	27	25
Commercial credit products	35	36
Other	—	—
<b>Total</b>	<b>\$ 3,498</b>	<b>\$ 3,140</b>

## NOTE 5. VARIABLE INTEREST ENTITIES

We use VIEs to securitize loans and arrange asset-backed financing in the ordinary course of business. Investors in these entities only have recourse to the assets owned by the entity and not to our general credit. We do not have implicit support arrangements with any VIE and we did not provide non-contractual support for previously transferred loan receivables to any VIE in the three months ended March 31, 2016 and 2015. Our VIEs are able to accept new loan receivables and arrange new asset-backed financings, consistent with the requirements and limitations on such activities placed on the VIE by existing investors. Once an account has been designated to a VIE, the contractual arrangements we have require all existing and future loans originated under such account to be transferred to the VIE. The amount of loan receivables held by our VIEs in excess of the minimum amount required under the asset-backed financing arrangements with investors may be removed by us under random removal of accounts provisions. All loan receivables held by a VIE are subject to claims of third-party investors.

In evaluating whether we have the power to direct the activities of a VIE that most significantly impact its economic performance, we consider the purpose for which the VIE was created, the importance of each of the activities in which it is engaged and our decision-making role, if any, in those activities that significantly determine the entity's economic performance as compared to other economic interest holders. This evaluation requires consideration of all facts and circumstances relevant to decision-making that affects the entity's future performance and the exercise of professional judgment in deciding which decision-making rights are most important.

In determining whether we have the right to receive benefits or the obligation to absorb losses that could potentially be significant to a VIE, we evaluate all of our economic interests in the entity, regardless of form (debt, equity, management and servicing fees, and other contractual arrangements). This evaluation considers all relevant factors of the entity's design, including: the entity's capital structure, contractual rights to earnings or losses, subordination of our interests relative to those of other investors, as well as any other contractual arrangements that might exist that could have the potential to be economically significant. The evaluation of each of these factors in reaching a conclusion about the potential significance of our economic interests is a matter that requires the exercise of professional judgment.

We consolidate our VIEs because we have the power to direct the activities that significantly affect the VIEs' economic performance, typically because of our role as either servicer or administrator for the VIEs. The power to direct exists because of our role in the design and conduct of the servicing of the VIEs' assets as well as directing certain affairs of the VIEs, including determining whether and on what terms debt of the VIEs will be issued.

The loan receivables in these entities have risks and characteristics similar to our other financing receivables and were underwritten to the same standard. Accordingly, the performance of these assets has been similar to our other comparable loan receivables; however, the blended performance of the pools of receivables in these entities reflects the eligibility criteria that we apply to determine which receivables are selected for transfer. Contractually, the cash flows from these financing receivables must first be used to pay third-party debt holders, as well as other expenses of the entity. Excess cash flows, if any, are available to us. The creditors of these entities have no claim on our other assets.

The table below summarizes the assets and liabilities of our consolidated securitization VIEs described above.

<i>(\$ in millions)</i>	<b>March 31, 2016</b>		<b>December 31, 2015</b>	
<b>Assets</b>				
Loan receivables, net <sup>(a)</sup>	\$	23,022	\$	24,338
Other assets <sup>(b)</sup>		592		127
Total		<u>23,614</u>		<u>24,465</u>
<b>Liabilities</b>				
Borrowings	\$	12,423	\$	13,589
Other liabilities		22		30
Total		<u>12,445</u>		<u>13,619</u>

(a) Includes \$1.1 billion of related allowance for loan losses resulting in gross restricted loans of \$24.1 billion and \$25.5 billion at both March 31, 2016 and December 31, 2015, respectively.

(b) Includes \$584 million and \$118 million of segregated funds held by the VIEs at March 31, 2016 and December 31, 2015, respectively, which are classified as restricted cash and equivalents and included as a component of other assets in our Condensed Consolidated Statements of Financial Position.

The balances presented above are net of intercompany balances and transactions that are eliminated in our condensed consolidated financial statements.

We provide servicing for all of our consolidated VIEs. Collections are required to be placed into segregated accounts owned by each VIE in amounts that meet contractually specified minimum levels. These segregated funds are invested in cash and cash equivalents and are restricted as to their use, principally to pay maturing principal and interest on debt and the related servicing fees. Collections above these minimum levels are remitted to us on a daily basis.

Income (principally, interest and fees on loans) earned by our consolidated VIEs was \$1.2 billion and \$1.3 billion for the three months ended March 31, 2016 and 2015, respectively. Related expenses consisted primarily of provision for loan losses of \$242 million and \$212 million for the three months ended March 31, 2016 and 2015, respectively, and interest expense of \$58 million and \$52 million for the three months ended March 31, 2016 and 2015, respectively. These amounts do not include intercompany transactions, principally fees and interest, which are eliminated in our condensed consolidated financial statements.

## NOTE 6. INTANGIBLE ASSETS

<i>(\$ in millions)</i>	<b>March 31, 2016</b>			<b>December 31, 2015</b>		
	<b>Gross carrying amount</b>	<b>Accumulated amortization</b>	<b>Net</b>	<b>Gross carrying amount</b>	<b>Accumulated amortization</b>	<b>Net</b>
Customer-related	\$ 1,067	\$ (533)	\$ 534	\$ 1,045	\$ (505)	\$ 540
Capitalized software	275	(107)	168	253	(92)	161
Total	<u>\$ 1,342</u>	<u>\$ (640)</u>	<u>\$ 702</u>	<u>\$ 1,298</u>	<u>\$ (597)</u>	<u>\$ 701</u>

During the three months ended March 31, 2016, we recorded additions to intangible assets subject to amortization of \$44 million, primarily related to customer-related intangible assets, as well as capitalized software expenditures related to the build of our stand-alone information technology infrastructure.

Customer-related intangible assets primarily relate to retail partner contract acquisitions and extensions, as well as purchased credit card relationships. During the three months ended March 31, 2016, we recorded additions to customer-related intangible assets subject to amortization of \$22 million, primarily related to payments made to acquire and extend certain retail partner relationships. These additions had a weighted average amortizable life of 9 years.

Amortization expense related to retail partner contracts was \$25 million and \$20 million for the three months ended March 31, 2016 and 2015, respectively, and is included as a component of marketing and business development expense in our Condensed Consolidated Statements of Earnings. All other amortization expense was \$18 million and \$9 million for the three months ended March 31, 2016 and 2015, respectively, and is included as a component of other expense in our Condensed Consolidated Statements of Earnings.

## NOTE 7. DEPOSITS

(\$ in millions)	March 31, 2016		December 31, 2015	
	Amount	Average rate <sup>(a)</sup>	Amount	Average rate <sup>(a)</sup>
Interest-bearing deposits	\$ 44,721	1.6 %	\$ 43,215	1.6 %
Non-interest-bearing deposits	256	—	152	—
Total deposits	<u>\$ 44,977</u>		<u>\$ 43,367</u>	

(a) Based on interest expense for the three months ended March 31, 2016 and the year ended December 31, 2015 and average deposits balances.

At March 31, 2016 and December 31, 2015, interest-bearing deposits included \$12.9 billion and \$11.9 billion, respectively, of certificates of deposit of \$100,000 or more. Of the total certificates of deposit of \$100,000 or more, \$4.0 billion and \$3.6 billion were certificates of deposit of \$250,000 or more at March 31, 2016 and December 31, 2015, respectively.

At March 31, 2016, our interest-bearing time deposits maturing for the remainder of 2016 and over the next four years and thereafter were as follows:

(\$ in millions)	2016	2017	2018	2019	2020	Thereafter
Deposits	\$ 9,527	\$ 7,401	\$ 2,822	\$ 3,977	\$ 2,827	\$ 3,155

The above maturity table excludes \$13.2 billion of demand deposits with no defined maturity. In addition, at March 31, 2016, we had \$1.8 billion of broker network deposit sweeps procured through a program arranger who channels brokerage account deposits to us. Unless extended, the contracts associated with these broker network deposit sweeps will terminate between 2017 and 2020.

## NOTE 8. BORROWINGS

(\$ in millions)	March 31, 2016			December 31, 2015	
	Maturity date	Interest Rate	Weighted average interest rate	Outstanding Amount(a)	Outstanding Amount(a)
<b>Borrowings of consolidated securitization entities:</b>					
Fixed securitized borrowings	2017 - 2020	1.3% - 4.5%	1.9%	\$ 7,132	\$ 6,383
Floating securitized borrowings	2016 - 2019	0.9% - 1.5%	1.2%	5,291	7,206
Total borrowings of consolidated securitization entities			1.6%	12,423	13,589
<b>Senior unsecured notes:</b>					
Fixed senior unsecured notes	2017 - 2025	1.8% - 4.5%	3.4%	6,310	6,308
Floating senior unsecured notes	2020	1.8%	1.8%	249	249
Total senior unsecured notes			3.3%	6,559	6,557
<b>Bank term loan</b>	2019	2.3%	2.3%	1,494	4,133
Total borrowings				\$ 20,476	\$ 24,279

(a) The amounts presented above for outstanding borrowings include unamortized debt premiums, discounts and issuance cost.

The following table summarizes the maturities of the principal amount of our borrowings for the remainder of 2016 and over the next four years and thereafter:

(\$ in millions)	2016	2017	2018	2019	2020	Thereafter
Borrowings	\$ 898	\$ 5,088	\$ 3,640	\$ 5,888	\$ 2,025	\$ 3,000

### ***Borrowings of Consolidated Securitization Entities***

We securitize credit card receivables as an additional source of funding. At March 31, 2016, we had an aggregate of \$7.3 billion of undrawn committed capacity under our securitization programs.

### ***Third-Party Debt***

#### ***Bank Term Loan***

During the three months ended March 31, 2016, we prepaid \$2.7 billion in the aggregate of the Bank Term Loan. On April 5, 2016, we prepaid an additional \$1.5 billion of the Bank Term Loan, which represented all of the remaining outstanding indebtedness under the Bank Term Loan.

## NOTE 9. FAIR VALUE MEASUREMENTS

For a description of how we estimate fair value, see Note 2. *Basis of Presentation and Summary of Significant Accounting Policies* in our 2015 annual consolidated and combined financial statements in our 2015 Form 10-K.

The following tables present our assets and liabilities measured at fair value on a recurring basis. Included in the tables are debt and equity securities.

### *Recurring Fair Value Measurements*

The following tables present our assets measured at fair value on a recurring basis.

<i>At March 31, 2016 (\$ in millions)</i>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<b>Assets</b>				
Investment securities				
Debt				
U.S. Government and Federal Agency	\$ —	\$ 2,563	\$ —	\$ 2,563
State and municipal	—	—	48	48
Residential mortgage-backed	—	323	—	323
Equity	15	—	—	15
Total	<u>\$ 15</u>	<u>\$ 2,886</u>	<u>\$ 48</u>	<u>\$ 2,949</u>

*At December 31, 2015 (\$ in millions)*

<b>Assets</b>				
Investment securities				
Debt				
U.S. Government and Federal Agency	\$ —	\$ 2,761	\$ —	\$ 2,761
State and municipal	—	—	49	49
Residential mortgage-backed	—	317	—	317
Equity	15	—	—	15
Total	<u>\$ 15</u>	<u>\$ 3,078</u>	<u>\$ 49</u>	<u>\$ 3,142</u>

For the three months ended March 31, 2016, there were no securities transferred between Level 1 and Level 2 or between Level 2 and Level 3. At March 31, 2016 and December 31, 2015, we did not have any significant liabilities measured at fair value on a recurring basis.

Our Level 3 recurring fair value measurements primarily relate to state and municipal debt instruments which are valued using non-binding broker quotes or other third-party sources. For a description of our process to evaluate third-party pricing services, see Note 2. *Basis of Presentation and Summary of Significant Accounting Policies* in our 2015 annual consolidated and combined financial statements in our 2015 Form 10-K. Our state and municipal debt securities are classified as available-for-sale with changes in fair value included in accumulated other comprehensive income.

The following table presents the changes in our Level 3 debt instruments that are measured on a recurring basis for the three months ended March 31, 2016 and 2015.

**Changes in Level 3 Instruments**

(\$ in millions)	Three months ended March 31,	
	2016	2015
Balance at beginning of period	\$ 49	\$ 60
Net realized/unrealized gains (losses)	1	3
Purchases	—	—
Sales	—	(6)
Settlements	(2)	(2)
Balance at end of period	\$ 48	\$ 55

**Non-Recurring Fair Value Measurements**

We hold certain assets that have been measured at fair value on a non-recurring basis at March 31, 2016 and 2015. These assets can include repossessed assets and cost method investments that are written down to fair value when they are impaired, as well as loan receivables held for sale. Assets that are written down to fair value when impaired are not subsequently adjusted to fair value unless further impairment occurs. The assets held by us that were measured at fair value on a non-recurring basis and the effects of the remeasurement to fair value were not material for all periods presented.

**Financial Assets and Financial Liabilities Carried at Other than Fair Value**

At March 31, 2016 (\$ in millions)	Carrying value	Corresponding fair value amount			
		Total	Level 1	Level 2	Level 3
<b>Financial Assets</b>					
Financial assets for which carrying values equal or approximate fair value:					
Cash and equivalents <sup>(a)</sup>	\$ 12,500	\$ 12,500	\$ 12,500	\$ —	\$ —
Other assets <sup>(b)</sup>	\$ 844	\$ 844	\$ 844	\$ —	\$ —
Financial assets carried at other than fair value:					
Loan receivables, net <sup>(c)</sup>	\$ 62,229	\$ 68,968	\$ —	\$ —	\$ 68,968
<b>Financial Liabilities</b>					
Financial liabilities carried at other than fair value:					
Deposits	\$ 44,977	\$ 45,627	\$ —	\$ 45,627	\$ —
Borrowings of consolidated securitization entities	\$ 12,423	\$ 12,442	\$ —	\$ 8,370	\$ 4,072
Bank term loan	\$ 1,494	\$ 1,500	\$ —	\$ —	\$ 1,500
Senior unsecured notes	\$ 6,559	\$ 6,690	\$ —	\$ 6,690	\$ —
<b>At December 31, 2015 (\$ in millions)</b>					
	Carrying value	Total	Level 1	Level 2	Level 3
<b>Financial Assets</b>					
Financial assets for which carrying values equal or approximate fair value:					
Cash and equivalents <sup>(a)</sup>	\$ 12,325	\$ 12,325	\$ 11,865	\$ 460	\$ —
Other assets <sup>(b)</sup>	\$ 391	\$ 391	\$ 391	\$ —	\$ —
Financial assets carried at other than fair value:					
Loan receivables, net <sup>(c)</sup>	\$ 64,793	\$ 71,386	\$ —	\$ —	\$ 71,386
<b>Financial Liabilities</b>					
Financial liabilities carried at other than fair value:					
Deposits	\$ 43,367	\$ 43,840	\$ —	\$ 43,840	\$ —
Borrowings of consolidated securitization entities	\$ 13,589	\$ 13,562	\$ —	\$ 7,566	\$ 5,996
Bank term loan	\$ 4,133	\$ 4,125	\$ —	\$ —	\$ 4,125
Senior unsecured notes	\$ 6,557	\$ 6,574	\$ —	\$ 6,574	\$ —

(a) For cash and equivalents, carrying value approximates fair value due to the liquid nature and short maturity of these instruments. Cash equivalents classified as Level 2 represent U.S. Government and Federal Agency debt securities with original maturities of three months or less.

(b) This balance relates to restricted cash and equivalents, which is included in other assets.

(c) Under certain retail partner program agreements, the expected sales proceeds related to the sale of their credit card portfolio may be limited to the amounts owed by our customers, which may be less than the fair value indicated above.

## NOTE 10. REGULATORY AND CAPITAL ADEQUACY

As a savings and loan holding company, we are subject to regulation, supervision and examination by the Federal Reserve Board. The Bank is a federally chartered savings association. As such, the Bank is subject to regulation, supervision and examination by the OCC, which is its primary regulator, and by the Consumer Financial Protection Bureau (“CFPB”). In addition, the Bank, as an insured depository institution, is supervised by the Federal Deposit Insurance Corporation.

Following the approval from the Federal Reserve Board to become a stand-alone savings and loan holding company, the Company is now subject to the capital requirements as prescribed by Basel III capital rules and the requirements of the Dodd-Frank Act.

Failure to meet minimum capital requirements can initiate certain mandatory and, possibly, additional discretionary actions by regulators that, if undertaken, could limit our business activities and have a material adverse effect on our consolidated financial statements. Under capital adequacy guidelines, we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require us and the Bank to maintain minimum amounts and ratios (set forth in the following table) of Total, Tier 1 and common equity Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier 1 capital to average assets (as defined).

For Synchrony Financial to be a well-capitalized savings and loan holding company, the Bank must be well-capitalized and Synchrony Financial must not be subject to any written agreement, order, capital directive, or prompt corrective action directive issued by the Federal Reserve Board to meet and maintain a specific capital level for any capital measure.

At March 31, 2016 and December 31, 2015, Synchrony Financial met all applicable requirements to be deemed well-capitalized pursuant to Federal Reserve Board regulations, and the Bank also met all applicable requirements to be deemed well-capitalized pursuant to OCC regulations and for purposes of the Federal Deposit Insurance Act. There are no conditions or events subsequent to March 31, 2016 that management believes have changed the Company's or the Bank's capital category.

The actual capital amounts, ratios and the applicable required minimums of the Company and the Bank are as follows:

### ***Synchrony Financial***

*At March 31, 2016 (\$ in millions)*

	Actual		Minimum for capital adequacy purposes	
	Amount	Ratio <sup>(a)</sup>	Amount	Ratio <sup>(b)</sup>
Total risk-based capital	\$ 12,968	19.4%	\$ 5,335	8.0%
Tier 1 risk-based capital	\$ 12,099	18.1%	\$ 4,001	6.0%
Tier 1 leverage	\$ 12,099	14.8%	\$ 3,269	4.0%
Common equity Tier 1 Capital	\$ 12,099	18.1%	\$ 3,001	4.5%

*At December 31, 2015 (\$ in millions)*

	Actual		Minimum for capital adequacy purposes	
	Amount	Ratio <sup>(a)</sup>	Amount	Ratio
Total risk-based capital	\$ 12,531	18.1%	\$ 5,538	8.0%
Tier 1 risk-based capital	\$ 11,633	16.8%	\$ 4,153	6.0%
Tier 1 leverage	\$ 11,633	14.4%	\$ 3,236	4.0%
Common equity Tier 1 Capital	\$ 11,633	16.8%	\$ 3,115	4.5%

## Synchrony Bank

	Actual		Minimum for capital adequacy purposes		Minimum to be well-capitalized under prompt corrective action provisions	
	Amount	Ratio <sup>(a)</sup>	Amount	Ratio <sup>(c)</sup>	Amount	Ratio
	At March 31, 2016 (\$ in millions)					
Total risk-based capital	\$ 8,718	17.7%	\$ 3,945	8.0%	\$ 4,931	10.0%
Tier 1 risk-based capital	\$ 8,073	16.4%	\$ 2,959	6.0%	\$ 3,945	8.0%
Tier 1 leverage	\$ 8,073	13.0%	\$ 2,482	4.0%	\$ 3,102	5.0%
Common equity Tier I capital	\$ 8,073	16.4%	\$ 2,219	4.5%	\$ 3,205	6.5%

	Actual		Minimum for capital adequacy purposes		Minimum to be well-capitalized under prompt corrective action provisions	
	Amount	Ratio <sup>(a)</sup>	Amount	Ratio	Amount	Ratio
	At December 31, 2015 (\$ in millions)					
Total risk-based capital	\$ 8,442	16.6%	\$ 4,064	8.0%	\$ 5,080	10.0%
Tier 1 risk-based capital	\$ 7,781	15.3%	\$ 3,048	6.0%	\$ 4,064	8.0%
Tier 1 leverage	\$ 7,781	13.1%	\$ 2,384	4.0%	\$ 2,980	5.0%
Common equity Tier I capital	\$ 7,781	15.3%	\$ 2,286	4.5%	\$ 3,302	6.5%

- (a) Capital ratios are calculated based on the Basel III Standardized Approach rules, subject to applicable transition provisions, at March 31, 2016 and December 31, 2015.
- (b) For calendar year 2016, Synchrony Financial also must maintain a capital conservation buffer of common equity Tier 1 capital in excess of minimum risk-based capital ratios by at least 0.625 percentage points to avoid limits on capital distributions and certain discretionary bonus payments to executive officers and similar employees.
- (c) For calendar year 2016, Synchrony Bank also must maintain a capital conservation buffer of common equity Tier 1 capital in excess of minimum risk-based capital ratios by at least 0.625 percentage points to avoid limits on capital distributions and certain discretionary bonus payments to executive officers and similar employees.

The Bank may pay dividends on its stock, with consent or non-objection from the OCC and the Federal Reserve Board, among other things, if its regulatory capital would not thereby be reduced below the applicable regulatory capital requirements.

## NOTE 11. EARNINGS PER SHARE

Basic earnings per share is computed by dividing earnings available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the assumed conversion of all dilutive securities.

The following table presents the calculation of basic and diluted earnings per share:

	Three months ended March 31,	
	2016	2015
<i>(in millions, except per share data)</i>		
Net earnings	\$ 582	\$ 552
Weighted average common shares outstanding, basic	834	834
Effect of dilutive securities	2	1
Weighted average common shares outstanding, dilutive	836	835
Earnings per basic common share	\$ 0.70	\$ 0.66
Earnings per diluted common share	\$ 0.70	\$ 0.66

We have issued certain stock based awards under the Synchrony Financial 2014 Long-Term Incentive Plan. A total of approximately 2 million and 1 million shares related to these awards were considered anti-dilutive and therefore were excluded from the computation of diluted earnings per share for the three months ended March 31, 2016 and 2015, respectively.

## NOTE 12. INCOME TAXES

For periods up to and including the date of Separation we are included in the consolidated U.S. federal and state income tax returns of GE, where applicable, but also file certain separate state and foreign income tax returns. For periods after the date of Separation, we will file separate consolidated U.S. federal and state income tax returns. The tax provision is presented on a separate company basis as if we were a separate filer for tax purposes for all periods presented. The effects of tax adjustments and settlements from taxing authorities are presented in our condensed consolidated financial statements in the period in which they occur. Our current obligations for taxes are settled with GE, or the relevant tax authority, as applicable, on an estimated basis and adjusted in later periods as appropriate and are reflected in our consolidated financial statements in the periods in which those settlements occur. We recognize the current and deferred tax consequences of all transactions that have been recognized in the financial statements using the provisions of the enacted tax laws. In calculating the provision for interim income taxes, in accordance with Accounting Standards Codification 740, *Income Taxes*, we apply an estimated annual effective tax rate to year-to-date ordinary income. At the end of each interim period, we estimate the effective tax rate expected to be applicable for the full fiscal year. See "Management's Discussion and Analysis—Critical Accounting Estimates" in our 2015 Form 10-K, for a discussion of the significant judgments and estimates related to income taxes.

We are under continuous examination by the Internal Revenue Service ("IRS") and the tax authorities of various states as part of their audit of GE's tax returns. The IRS is currently auditing GE's consolidated U.S. income tax returns for 2010 and 2011, as well as 2012 and 2013. We are under examination in various states going back to 2007 as part of their audit of GE's tax returns. We believe that there are no issues or claims that are likely to significantly impact our results of operations, financial position or cash flows. We further believe that we have made adequate provision for all income tax uncertainties that could result from such examinations.

### *Tax Sharing and Separation Agreement*

In connection with our initial public offering in August 2014 ("IPO"), we entered into a Tax Sharing and Separation Agreement ("TSSA"), which governs certain separation-related tax matters between the Company and GE following the IPO. The TSSA governs the allocation of the responsibilities for the taxes of the GE group between GE and the Company. The TSSA also allocates rights, obligations and responsibilities in connection with certain administrative matters relating to the preparation of tax returns and control of tax audits and other proceedings relating to taxes. See Note 14. *Income Taxes* to our 2015 annual consolidated and combined financial statements in our 2015 Form 10-K for additional information on the TSSA.

### *Unrecognized Tax Benefits*

<i>(\$ in millions)</i>	March 31, 2016	December 31, 2015
Unrecognized tax benefits, excluding related interest expense and penalties	\$ 244	\$ 327
Portion that, if recognized, would reduce tax expense and effective tax rate <sup>(a)</sup>	83	79
Accrued interest on unrecognized tax benefits	4	3
Accrued penalties on unrecognized tax benefits	—	—

(a) Includes gross state and local unrecognized tax benefits net of the effects of associated U.S. federal income taxes. Excludes amounts attributable to any related valuation allowances resulting from associated increases in deferred tax assets.

As a separate public company, we will continue to compute our unrecognized tax benefits on a separate return basis and we will settle our liabilities, as required, in accordance with the TSSA. We expect approximately \$113 million (net of federal benefit) of unrecognized tax benefits related to temporary differences to reverse within the next twelve months. Excluding that item, the amount of uncertain tax liabilities that may be resolved in the next twelve months is not expected to be material to our results of operations.

## **NOTE 13. LEGAL PROCEEDINGS AND REGULATORY MATTERS**

In the normal course of business, from time to time, we have been named as a defendant in various legal proceedings, including arbitrations, class actions and other litigation, arising in connection with our business activities. Certain of the legal actions include claims for substantial compensatory and/or punitive damages, or claims for indeterminate amounts of damages. We are also involved, from time to time, in reviews, investigations and proceedings (both formal and informal) by governmental agencies regarding our business (collectively, "regulatory matters"), which could subject us to significant fines, penalties, obligations to change our business practices or other requirements resulting in increased expenses, diminished income and damage to our reputation. We contest liability and/or the amount of damages as appropriate in each pending matter. In accordance with applicable accounting guidance, we establish an accrued liability for legal and regulatory matters when those matters present loss contingencies which are both probable and reasonably estimable.

Legal proceedings and regulatory matters are subject to many uncertain factors that generally cannot be predicted with assurance, and we may be exposed to losses in excess of any amounts accrued.

For some matters, we are able to determine that an estimated loss, while not probable, is reasonably possible. For other matters, including those that have not yet progressed through discovery and/or where important factual information and legal issues are unresolved, we are unable to make such an estimate. We currently estimate that the reasonably possible losses for legal proceedings and regulatory matters, whether in excess of a related accrued liability or where there is no accrued liability, and for which we are able to estimate a possible loss, are immaterial. This represents management's estimate of possible loss with respect to these matters and is based on currently available information. This estimate of possible loss does not represent our maximum loss exposure. The legal proceedings and regulatory matters underlying the estimate will change from time to time and actual results may vary significantly from current estimates.

Our estimate of reasonably possible losses involves significant judgment, given the varying stages of the proceedings, the existence of numerous yet to be resolved issues, the breadth of the claims (often spanning multiple years), unspecified damages and/or the novelty of the legal issues presented. Based on our current knowledge, we do not believe that we are a party to any pending legal proceeding or regulatory matters that would have a material adverse effect on our condensed consolidated financial condition or liquidity. However, in light of the uncertainties involved in such matters, the ultimate outcome of a particular matter could be material to our operating results for a particular period depending on, among other factors, the size of the loss or liability imposed and the level of our earnings for that period, and could adversely affect our business and reputation.

Below is a description of certain of our regulatory matters and legal proceedings.

### ***Regulatory Matters***

On December 10, 2013, we entered into a Consent Order with the CFPB relating to our CareCredit platform, which required us to pay up to \$34.1 million to qualifying customers and change certain business practices. Some of the business practice changes required by the Consent Order are similar to requirements in an Assurance of Discontinuance that we entered into with the Attorney General for the State of New York on June 3, 2013. The payments required by the Consent Order were completed in 2015.

Our settlements with the CFPB and the New York State Attorney General do not preclude other regulators or state attorneys general from seeking additional monetary or injunctive relief with respect to CareCredit.

On June 19, 2014, we entered into a Consent Order with the CFPB (the "2014 CFPB Consent Order") related to the CFPB's review of the Bank's debt cancellation products and its marketing practices in its telesales channel related to those products. The 2014 CFPB Consent Order required us to refund \$56 million to cardholders who enrolled in a debt cancellation product over the telephone from January 2010 to October 2012 ( \$11 million of which was refunded prior to the 2014 CFPB Consent Order), pay civil money penalties of \$3.5 million and change certain business practices. In 2015, we completed the consumer refunds.

The 2014 CFPB Consent Order also resolved a separate CFPB investigation related to potential violations of the Equal Credit Opportunity Act as a result of the Bank's omission of certain Spanish-speaking customers and customers residing in Puerto Rico from certain statement credit and settlement offers that were made to certain delinquent customers. The Bank identified this issue through an audit of its collection operations, reported it to the CFPB and initiated a remediation program. In 2015, we completed our consumer remediation program, which consisted of approximately \$185 million of balance credits and waivers to previously charged-off accounts and approximately \$15 million of other credits or payments. This remediation program included \$132 million of voluntary remediation completed prior to the 2014 CFPB Consent Order. In addition to the consumer remediation, the 2014 CFPB Consent Order required us to implement a fair lending compliance plan (including fair lending reviews, audits and training).

Although we do not believe that the 2014 CFPB Consent Order itself will have a material adverse effect on our results of operations going forward, we cannot be sure whether the 2014 CFPB Consent Order will have an adverse impact on our reputation or whether any similar actions will be brought by state attorneys general or others, all of which could have a material adverse effect on us.

On October 30, 2014, the United States Trustee, which is part of the DOJ, filed an application in *In re Nyree Belton*, a Chapter 7 bankruptcy case pending in the U.S. Bankruptcy Court for the Southern District of New York for orders authorizing discovery of the Bank pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure, related to an investigation of the Bank's credit reporting. The discovery, which is ongoing, concerns allegations made in *Belton et al. v. GE Capital Consumer Lending*, a putative class action adversary proceeding pending in the same Bankruptcy Court. In the *Belton* adversary proceeding, which was filed on April 30, 2014, plaintiff alleges that the Bank violates the discharge injunction under Section 524(a)(2) of the Bankruptcy Code by attempting to collect discharged debts and by failing to update and correct credit information to credit reporting agencies to show that such debts are no longer due and owing because they have been discharged in bankruptcy. Plaintiff seeks declaratory judgment, injunctive relief and an unspecified amount of damages. On December 15, 2014, the Bankruptcy Court entered an order staying the adversary proceeding pending an appeal to the District Court of the Bankruptcy Court's order denying the Bank's motion to compel arbitration. On October 14, 2015, the District Court reversed the Bankruptcy Court and on November 4, 2015, the Bankruptcy Court granted the Bank's motion to compel arbitration.

On October 15, 2015, the Bank received a Civil Investigative Demand from the CFPB seeking information related to the Bank's credit bureau reporting with respect to sold accounts. The information sought by the CFPB generally relates to the allegations made in *Belton et al. v. GE Capital Consumer Lending*.

## Other Matters

The Bank or the Company is a defendant in four putative class actions alleging claims under the federal Telephone Consumer Protection Act ("TCPA") as a result of phone calls made by the Bank. In each case, the complaints allege that the Bank or the Company placed calls to consumers by an automated telephone dialing system or using a pre-recorded message or automated voice without their consent and seek up to \$1,500 for each violation. The amount of damages sought in the aggregate is unspecified. In two of the cases (*Abdeljalil* and *Johnson*), the plaintiffs assert that they received calls on their cellular telephones relating to accounts not belonging to them; in the other two cases (*Mintz* and *Deutsche*), the plaintiffs assert that the calls were made in connection with their account but that they had revoked consent to receive such calls. *Abdeljalil et al. v. GE Capital Retail Bank* was filed on August 22, 2012 in the U.S. District Court for the Southern District of California. On March 26, 2015, the Court entered an order granting class certification under Federal Rule of Civil Procedure 23(b)(3) (for damages) and denying class certification under Federal Rule of Civil Procedure 23(b)(2) (for injunctive relief). In the first quarter of 2016, the Bank entered an agreement to resolve the *Abdeljalil* action on a class basis. Pursuant to the agreement, a related case (*Hofer et al. v. Synchrony Bank*, which was filed on November 4, 2014 in the U.S. District Court for the Eastern District of Missouri), was dismissed on February 11, 2016. *Mintz et al. v. Synchrony Bank* was filed on December 28, 2015 in the U.S. District Court for the Eastern District of New York. *Deutsche et al. v. Synchrony Bank et al.* was filed on March 27, 2016 in the U.S. District Court for the District of New Jersey. *Johnson et al. v. Wal-Mart Stores, Inc. and Synchrony Financial* was filed on April 22, 2016 in the U.S. District Court for the Eastern District of California. The *Johnson* complaint also asserts a claim under the California Rosenthal Fair Debt Collection Practices Act. In addition to the *Abdeljalil*, *Hofer*, *Mintz*, *Deutsche*, and *Johnson* developments discussed above, the Bank has resolved five other putative class actions that made similar claims under the TCPA on an individual basis with the class representative. *Travaglio et al. v. GE Capital Retail Bank and Allied Interstate LLC* was filed on January 17, 2014 in the U.S. District Court for the Middle District of Florida and dismissed on October 9, 2014. *Fitzhenry v. Lowe's Companies Inc. and GE Capital Retail Bank* was filed on May 29, 2014 in the U.S. District Court for the District of South Carolina and dismissed on October 20, 2014. *Cowan v. GE Capital Retail Bank* was filed on May 14, 2014 in the U.S. District Court for the District of Connecticut and dismissed on July 8, 2015. *Pittman et al. v. GE Capital d/b/a GE Capital Retail Bank* was filed on July 29, 2014 in the U.S. District Court for the Northern District of Alabama and dismissed on August 20, 2015. *Dubanoski et al. v. Wal-Mart Stores, Inc.*, for which the Bank indemnified the defendant, was filed on February 27, 2015 in the United States District Court for the Northern District of Illinois and dismissed on September 1, 2015.

In addition to the TCPA class action lawsuits related to phone calls, the Company is a defendant in a putative class action lawsuit alleging claims under the TCPA relating to facsimiles. In *Michael W. Kincaid, DDS et al. v. Synchrony Financial*, plaintiff alleges that the Company violated the TCPA by sending fax advertisements without consent and without required notices, and seeks up to \$1,500 for each violation. The amount of damages sought in the aggregate is unspecified. The complaint was filed in U.S. District Court for the Northern District of Illinois on January 20, 2016.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk refers to the risk that a change in the level of one or more market prices, rates, indices, correlations or other market factors will result in losses for a position or portfolio. We are exposed to market risk primarily from changes in interest rates.

We borrow money from a variety of depositors and institutions in order to provide loans to our customers. Changes in market rates cause our net interest income to increase or decrease, as certain of our assets and liabilities carry interest rates that fluctuate with market benchmarks. The interest rate benchmark for our floating rate assets is generally the prime rate, and interest rate benchmark for our floating rate liabilities is generally either LIBOR or the federal funds rate. The prime rate and the LIBOR or federal funds rate could reset at different times or could diverge, leading to mismatches in the interest rates on our floating rate assets and floating rate liabilities.

Assuming an immediate 100 basis point increase in the interest rates affecting all interest rate sensitive assets and liabilities at March 31, 2016, we estimate that net interest income over the following 12-month period would increase by approximately \$156 million.

For a more detailed discussion of our exposure to market risk, refer to “ *Management’s Discussion and Analysis—Quantitative and Qualitative Disclosures about Market Risk*” in our 2015 Form 10-K.

### **ITEM 4. CONTROLS AND PROCEDURES**

Under the direction of our Chief Executive Officer and Chief Financial Officer, we evaluated our disclosure controls and procedures, and our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of March 31, 2016.

No change in internal control over financial reporting occurred during the quarter ended March 31, 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

For a description of legal proceedings, see Note 13. *Legal Proceedings and Regulatory Matters* to our condensed consolidated financial statements in Part 1, Item 1 of this Quarterly Report on Form 10-Q.

**ITEM 1A. RISK FACTORS**

There have been no material changes to the risk factors included in our 2015 Form 10-K under the heading “ *Risk Factors*”.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

See “*Exhibit Index*” for documents filed herewith and incorporated herein by reference.

### Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Synchrony Financial  
(Registrant)

April 28, 2016

/s/ Brian D. Doubles

Date

Brian D. Doubles  
Executive Vice President and Chief Financial  
Officer  
(Duly Authorized Officer and Principal Financial  
Officer)

## EXHIBIT INDEX

Exhibit Number	Description
3.1	Amended and Restated Bylaws of Synchrony Financial, amended on February 24, 2016 (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K filed by Synchrony Financial on February 29, 2016)
4*	Instruments defining rights of holders of long-term debt
10.1	Form of agreement for awards of Performance Share Units under Synchrony 2014 Long-Term Incentive Plan
12.1	Statement of Ratio of Earnings to Fixed Charges
31(a)	Certification Pursuant to Rules 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as Amended
31(b)	Certification Pursuant to Rules 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as Amended
32	Certification Pursuant to 18 U.S.C. Section 1350
101	The following materials from Synchrony Financial's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Statements of Earnings for the three months ended March 31, 2016 and 2015, (ii) Condensed Consolidated Statements of Comprehensive Income for the three months ended March 31, 2016 and 2015, (iii) Condensed Consolidated Statements of Financial Position at March 31, 2016 and December 31, 2015, (iv) Condensed Consolidated Statements of Changes in Equity for the three months ended March 31, 2016 and 2015, (v) Condensed Consolidated Statements of Cash Flows for the three months ended March 31, 2016 and 2015, and (vi) Notes to Condensed Consolidated Financial Statements.

(\*) Pursuant to Item 601(4)(iii) of Regulation S-K, the Company is not required to file any instrument with respect to long-term debt not being registered if the total amount of securities authorized thereunder does not exceed 10 percent of the total assets of the Company and its subsidiaries on a consolidated basis. The Company hereby agrees to furnish a copy of any such instrument to the SEC upon request.

**FORM OF NOTICE OF AWARD OF  
STOCK-SETTLED PERFORMANCE SHARE UNITS  
(WITH DIVIDEND EQUIVALENTS)**

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Pursuant to the Synchrony Financial 2014 Long-Term Incentive Plan (the “Plan”), you have been granted this Performance Share Unit (“PSU”) award (this “Award”) with respect to shares of common stock (“Shares”) of Synchrony Financial (“Synchrony”), subject to the terms and conditions set forth in (A) the Plan, (B) this Notice (including Appendix I hereto), (C) the attached “Performance Share Unit Terms and Conditions” (the “Terms and Conditions”), and (D) the information available on the website (the “Administrator Website”) maintained by the administrator of the Plan for these purposes.

The Administrator Website identifies, among other things, (i) the target number of Shares subject to this Award, (ii) the grant date of this Award, and (iii) the performance period of the Award. As described in more detail in the Terms and Conditions, the PSUs will be settled in Shares and will include dividend equivalents.

The Terms and Conditions describe additional vesting conditions applicable to your Award and other important information relating to your Award.

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You must log into your account on the Administrator Website prior to the end of the applicable performance period to view additional information about your Award and to accept your Award. If you do not accept your Award prior to the end of the performance period (or prior to the date your employment terminates for any reason, if earlier), your Award will be forfeited. Although Synchrony has completed the steps necessary to grant you this Award, you cannot receive any Shares or payments under the Award unless you accept the Award before the deadline.

By your acceptance of this Award, you acknowledge and agree that this Award is governed by the Terms and Conditions attached hereto and the Plan, which is available on the Administrator Website. You acknowledge that you have read and understand these documents as they apply to your Award.

**Please be sure to log into your account and accept your Award to avoid the risk that your Award will be forfeited for non-acceptance.**

SYNCHRONY FINANCIAL

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**APPENDIX I**

***[START DATE]-[END DATE] Award***

1. **Performance Share Units.** Pursuant to the Award and subject to the Notice, the Terms and Conditions and the Plan, you have been granted Performance Share Units (“PSUs”), which represent a contingent right to receive Shares. The Award shall vest based on the achievement of the performance-based vesting conditions set forth in Section 2 of this Appendix I (the “Performance Criteria”) during the performance period ending on the applicable date set forth on the Administrator Website (the “Performance Period”), except as otherwise provided in the Terms and Conditions. The Administrator Website will also set forth your target opportunity in Shares (the “Target Award”); however, depending on performance and continued employment, the actual number of Shares you receive under the Award may be smaller or larger than the Target Award. Attainment of the Performance Criteria shall be determined and certified by the Committee in writing prior to the settlement of the Award.
2. **Performance Criteria.** Fifty percent (50%) of the Award shall be based on Cumulative Annual Diluted EPS (as defined below) and fifty percent (50%) of the Award shall be based on Average Return on Assets (as defined below) in accordance with this Section 2.
  - a. **Cumulative Annual Diluted EPS.** The target number of Shares subject to the Award with respect to the Cumulative Annual Diluted EPS Performance Criteria shall be fifty percent (50%) of the Target Award (the “Diluted EPS Target”). The percentage of the Diluted EPS Target that shall pay out based on Cumulative Annual Diluted EPS during the Performance Period will be determined in accordance with the following schedule:

	<b>Cumulative Annual Diluted EPS</b>	<b>Vested Percentage of the Diluted EPS Target</b>
Below Threshold	Below \$X.XX	0%
Threshold	\$ X.XX	50%
Target	\$ X.XX	100%
Maximum	\$ X.XX and above	150%

- b. **Average Return on Assets.** The target number of Shares subject to the Award with respect to the Average Return on Assets Performance Criteria shall be fifty percent (50%) of the Target Award (the “ROA Target”). The percentage of the ROA Target that shall pay out
-

based on Average Return on Assets during the Performance Period will be determined in accordance with the following schedule:

	<b>Average Return on Assets</b>	<b>Vested Percentage of ROA Target</b>
Below Threshold	Below X.X%	0%
Threshold	X.X %	50%
Target	X.X %	100%
Maximum	X.X % and above	150%

The total number of Shares that you are eligible to receive pursuant to this Award shall be the sum of Shares that vest based on the achievement of each of the Cumulative Annual Diluted EPS and the Average Return on Assets Performance Criteria.

3. **Performance Between Specified Levels.** The vesting percentage of the Target Award shall be determined using straight-line interpolation between performance levels, as determined by the Committee. You will not be entitled to receive any Shares under the Award for performance below the threshold performance levels. In no event shall you receive a number of Shares that is greater than 150% of your Target Award based on the achievement of the Performance Criteria (except as otherwise provided in the Terms and Conditions with respect to dividend equivalents).
  4. **Adjustments.** The achievement of the Performance Criteria shall be adjusted to omit the effect of (a) any restructurings, discontinued operations, significant acquisitions or divestitures and extraordinary items, each as determined in accordance with GAAP, and (b) any events and transactions that are extraordinary or unusual in nature or infrequent in occurrence that are outside of the control of Synchrony, as determined by the Board.
  5. **Definitions.**
    - a. "Average Return on Assets" means the sum of the Return on Assets with respect to each year in the Performance Period, divided by three.
    - b. "Cumulative Annual Diluted EPS" means the sum of Synchrony's Diluted EPS with respect to each year in the Performance Period.
    - c. "Diluted EPS" means Synchrony's net earnings per diluted share as determined by the Board and reported by Synchrony during the Performance Period.
    - d. "Return on Assets" means Synchrony's net earnings divided by Synchrony's total average assets, as determined by the Board with respect the Performance Period.
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**SYNCHRONY FINANCIAL  
2014 LONG-TERM INCENTIVE PLAN**

**PERFORMANCE SHARE UNIT**

**TERMS AND CONDITIONS**

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1. *Award of PSUs.* Pursuant to the Synchrony Financial 2014 Long-Term Incentive Plan (the “Plan”), Synchrony Financial (“Synchrony”) has granted a Performance Share Unit (“PSU”) award (the “Award”) to the employee with respect to shares of common stock (“Shares”) of Synchrony, subject to the terms and conditions set forth herein (the “Terms and Conditions”), in the Plan and in the Notice (including Appendix I thereto).
2. *Definitions and Coordination with the Plan.* Capitalized terms used but not defined herein shall have the meanings assigned to them in Exhibit A hereto or, if not so assigned in Exhibit A, the meanings assigned in the Plan. In the event of any inconsistency between the Plan and the Terms and Conditions, the terms in the Plan shall control unless the Terms and Conditions specifically provide otherwise. References herein to employment with Synchrony shall include employment with any Affiliate of Synchrony.
3. *Information on the Administrator Website.* The following information applicable to the Award is set forth on the employee’s account on the website maintained by the administrator of the Plan (the “Administrator”) in connection with the Plan:
  - (a) The target number of Shares subject to the Award;
  - (b) The date on which the Award is granted to the employee (the “Grant Date”);  
and
  - (c) The last date of the period during which the applicable “Performance Criteria” (as defined below) will be measured (the “Performance Period”).

As noted below, the Award is subject to vesting based on the achievement of performance-based vesting conditions (“Performance Criteria”). The Performance Criteria are set forth on Appendix I of the Notice.

4. *Vesting.*
  - (a) *General.* Subject to the Terms and Conditions, and except as otherwise set forth below in this Section 4, the Award will vest based on the achievement of the Performance Criteria during the Performance Period, provided that the employee has remained continuously employed by Synchrony through the end of the Performance Period.

(b) *Effect of Termination of Employment.* If the employee's employment with Synchrony ends for any reason before the end of the Performance Period, the employee shall immediately forfeit the Award (and, as a result, shall forfeit all Shares and cash that may otherwise have been delivered or paid pursuant to the Award), subject to the following:

(i) *Involuntary Termination.*

(A) If the employee's employment is terminated by Synchrony without Cause on or after the first (1<sup>st</sup>) anniversary of the Grant Date, and the employee has less than twenty (20) Years of Service as of such termination, then the employee will be eligible to vest in a prorated Award, which proration will be determined by multiplying (I) a fraction, the numerator of which is the number of full or partial months the employee was employed during the Performance Period and the denominator of which is the number of full months in the Performance Period, by (II) the number of Shares the employee would have been entitled to receive based on actual performance during the entire Performance Period.

(B) If the employee's employment is terminated by Synchrony without Cause on or after the first (1<sup>st</sup>) anniversary of the Grant Date, and the employee has twenty (20) or more Years of Service, the employee will continue to be eligible to vest in the Award based on actual performance during the entire Performance Period.

(ii) *Retirement.* If the employee's employment with Synchrony terminates (other than for Cause) on or after the first (1<sup>st</sup>) anniversary of the Grant Date and after the employee is eligible for Retirement, the employee will continue to be eligible to vest in the Award based on actual performance during the entire Performance Period.

(iii) *Disability or Death.* If the employee's employment with Synchrony terminates due to Disability or death, the Performance Period shall end as of the date of such termination of employment and the Performance Criteria shall be deemed satisfied at the target level. The amount payable (or Shares deliverable) pursuant to the Award shall not be adjusted for any delay caused by time needed to validate the employee's status as Disabled or dead, or to authenticate a beneficiary.

- (iv) *Termination following Change in Control.* If, in the event of a Change in Control, Synchrony (or the successor to Synchrony) assumes the Award or replaces the Award with an award of substantially equivalent value, as determined by the Committee, and during the thirty (30) month period after such Change in Control, the employee's employment is terminated by Synchrony (or the successor to Synchrony) without Cause or the employee terminates his or her employment for Good Reason, the Performance Period shall end immediately upon such termination of employment and the Performance Criteria shall be deemed satisfied at the target level of performance.
- (c) *Change in Control.* If, in the event of a Change in Control, Synchrony (or a successor to Synchrony) fails to assume or replace the Award with an award of substantially equivalent value, as determined by the Committee, the Performance Period shall end immediately prior to such Change in Control and the Performance Criteria shall be deemed satisfied at the target level of performance. The Shares underlying the PSUs that vest pursuant to this Section shall be treated in the same manner as other Shares in the Change in Control.
- (d) *Waiver and Release.* The right of an employee or his or her estate to vest in any portion of the Award or to receive any payment pursuant thereto in any circumstance other than in connection with his or her continuous employment through the end of the Performance Period shall be subject to the employee or his or her estate timely executing within forty-five (45) days following the employee's termination of employment a waiver and release (the "Release") in a form provided by Synchrony, and not revoking such release.
5. *Settlement of PSUs.* Synchrony will issue to the employee a number of Shares based on the satisfaction of the Performance Criteria (or as otherwise set forth in Section 4), less the number of Shares needed to satisfy required tax withholding. Except as otherwise provided in Sections 4 or 14, such Shares shall be delivered less than seventy-five (75) days after the end of the Performance Period after the end of the Performance Period (including any early end of a Performance Period contemplated by Section 4). Shares may be issued in the form of a stock certificate or a notification to the employee that the Shares are held in a book-entry account on the employee's behalf. The employee shall have no rights as a shareholder of Synchrony unless and until a certificate for the Shares has been issued to the employee or the employee has been notified that the Shares are held in a book-entry account on the employee's behalf. Synchrony shall, within seventy-five (75) days after the end of the Performance Period, make a cash payment to the employee for any fractional Shares to which the employee is entitled, based on the Fair Market Value of a Share on the day that Shares for settlement are delivered pursuant to this Section.

6. *Restrictive Covenants.*

- (a) *Non-Competition.* The employee will not, while the employee is employed by Synchrony, or during the eighteen (18) month period following a termination of the employee's employment with Synchrony:
- (i) directly or indirectly enter into an employment or contractual relationship to provide services similar to those the employee provided for Synchrony to any business or entity that is the same as, substantially similar to or competitive with Synchrony's Business. For the purposes of this Section, "Synchrony's Business" means the United States consumer credit industry;
  - (ii) promote or assist, financially or otherwise, any firm, corporation or other entity engaged in any business which competes with Synchrony's Business; or
  - (iii) directly or indirectly solicit or endeavor to solicit or gain the business of, canvas or interfere with the relationship of Synchrony or its Affiliates with any person that:
    - (A) is a customer of Synchrony or its Affiliates while the employee is employed by Synchrony or on the date that the employee ceases to be an employee of Synchrony;
    - (B) was a customer of Synchrony or its Affiliates at any time within twelve (12) months prior to the date the employee ceases to be employed by Synchrony; or
    - (C) has been pursued as a prospective customer by or on behalf of Synchrony or its Affiliates at any time within twelve (12) months prior to the date the employee ceases to be employed by Synchrony and in respect of whom Synchrony and its Affiliates have not determined to cease all such pursuit;

in each case with respect to Sections 6(a)(iii)(A) – (C), provided that the employee either had contact with such customer or prospective customer at any time during the twenty-four (24) month period prior to the effective termination date of the employee's employment with Synchrony or had obtained Confidential Information concerning such customer or prospective customer.

(iv) Nothing herein shall prohibit the employee from being a passive owner of not more than 2% of the outstanding stock of any class of a corporation which is publicly traded, so long as the employee has no active participation in the business of such corporation. Notwithstanding the foregoing, this Section 6(a) will not apply to the employee if he or she provides services primarily in the state of California.

(b) *Non-Solicitation.* The employee will not, without the prior consent of Synchrony, directly or indirectly, at any time, for whatever reason, either individually, or in partnership, or jointly, or in conjunction with any person as principal, agent, employee or shareholder (other than a holding of shares listed on a United States stock exchange that does not exceed 5% of the outstanding shares so listed) or in any other manner whatsoever on the employee's own behalf or on behalf of any third party:

(ii) induce or endeavor to induce any other employee of Synchrony to leave his or her employment with Synchrony;  
or

(iii) employ or attempt to employ or assist any person to employ any employee of Synchrony.

(c) *Non-Disclosure.* The employee specifically acknowledges that any Confidential Information of Synchrony or its suppliers, customers or clients, whether reduced to writing, maintained on any form of electronic media or maintained in the employee's mind or memory, and whether compiled by the employee or Synchrony, derives independent economic value from not being readily known to or ascertainable by proper means by others who can obtain economic value from its disclosure or use; that reasonable efforts have been made by Synchrony to maintain the secrecy of such information; that such information is the sole property of Synchrony or its suppliers, customers or clients; and that any retention, use or disclosure of such information by the employee during his or her employment (except in the course of performing his or her duties and obligations of employment with Synchrony) or after termination thereof, shall constitute a misappropriation of the trade secrets of Synchrony or its suppliers, customers or clients.

(d) *Relief.* Any breach of the provisions in this Section by the employee will result in material and irreparable harm to Synchrony and its Affiliates although it may be difficult for Synchrony or its Affiliates to establish the monetary value flowing from such harm. The employee therefore agrees that Synchrony and its Affiliates, in addition to being entitled to the monetary damages that flow from the breach, will be entitled to injunctive relief in a court of appropriate jurisdiction in the event of any breach or threatened breach by the employee of any of the provisions of this Section. In addition, Synchrony and its

Affiliates will be relieved of any further obligations to make any payments to the employee or provide the employee with any benefits, except those that are required by law, in the event of a breach by the employee of any of the provisions of this Section. Any rights of the employee to receive any Shares or cash payment in respect of the RSUs shall be forfeited effective as of the date the employee enters into an activity resulting in a breach of the provisions in this Section, and the employee will be required to repay Synchrony an amount (in Shares or cash) received in respect of RSUs by or on behalf of the employee during the period beginning one-hundred eighty (180) days prior to the earlier of (i) the employee's termination of employment and (ii) the date the employee engages in such activity, or at any time after such date.

- (e) *Confirmation.* The employee confirms that all restrictions in this Section are separate and distinct and reasonable, and the employee waives all defenses to the strict enforcement thereof. The employee also acknowledges that:
- (i) the reputation of Synchrony and its Affiliates in the financial services industry and its relationship with its customers and clients are a result of hard work, diligence and perseverance on behalf of Synchrony and its Affiliates; and
  - (ii) the nature of the business of Synchrony and its Affiliates is such that the ongoing relationship between Synchrony and its Affiliates and its customers and clients is material and has a significant effect on the ability of Synchrony and its Affiliates to continue to obtain business from its customers and clients with respect to both long-term and new projects.
- (f) *Informing Prospective Employers.* The employee will inform any prospective employers of the existence of these Terms and Conditions and of the employee's obligations under this Section.
7. *Alteration/Termination.* The Committee may waive any conditions or rights under, amend any terms of, or amend, alter, suspend, discontinue or terminate, the Award, prospectively or retroactively. No such amendment or alteration shall be made which would impair the rights of the employee under the Award without the employee's consent; provided, however, that no such consent shall be required with respect to any amendment or alteration if the Committee determines in its sole discretion that such amendment or alteration either (a) is required or advisable in order for Synchrony, the Plan or the Award to satisfy or conform to any law or regulation or to meet the requirements of any accounting standard or (b) is not reasonably likely to significantly diminish the benefits provided under the Award.
8. *Adjustments.* The number and type of Shares underlying any PSUs awarded to the employee hereunder shall be subject to adjustment pursuant to Section 4(b) of the Plan.

9. *No Right to Employment.* Nothing in these Terms and Conditions constitutes an employment contract or gives the employee the right to continue in the employment of Synchrony, or affect any right that Synchrony may have to terminate the employment of the employee.
10. *Dispute Resolution.* The parties will settle any dispute, controversy or claim arising out of or related to the Plan, the Award or the Terms and Conditions in accordance with the terms of any then effective Synchrony alternative dispute resolution program, to the extent such dispute, controversy or claim is covered by such program.
11. *Non-Assignability.* Neither this Award nor the PSUs granted hereunder may be assigned or transferred by the employee, except to the extent expressly permitted by the Plan. Tax withholding with respect to any PSU that is transferred or assigned shall be determined by Synchrony in accordance with applicable law (which may require the employee to pay taxes with respect to a transferred PSU). Any Shares issued under a PSU, once issued to the employee, shall be freely transferable.
12. *Voting.* The employee shall not have voting rights with respect to the Shares underlying PSUs unless and until Shares are issued to the employee.
13. *Dividend Equivalents.* The employee shall be eligible to receive additional Shares under the Award in connection with any cash dividend declared during the Performance Period. For each such cash dividend declared, the target number of Shares then subject to this Award (after taking into account any prior dividend equivalents) shall be increased by an amount equal to the quotient of (a) the product of (i) the per Share amount of the cash dividend, multiplied by (ii) the target number of Shares subject to the Award, divided by (b) the Fair Market Value of a Share on the date the applicable dividend is paid to holders of Shares.
14. *Withholding Taxes.* All payments and delivery of Shares in respect of the PSUs shall be subject to required tax or other withholding or garnishment obligations, if any. Synchrony shall be authorized to withhold cash or Shares (as applicable) from any payment due or transfer the amount of withholding taxes due in respect of the Award or any payment or transfer under the Award or the Plan to satisfy statutory withholding obligations for the payment of such taxes. The employee shall pay to or reimburse Synchrony for any federal, state, local or foreign taxes required to be withheld and paid over by it, at such time and upon such terms and conditions as Synchrony may prescribe before Synchrony shall be required to deliver any Shares.
15. *Personal Data.* By accepting the award, the employee voluntarily acknowledges and consents to the collection, use, processing and transfer of personal data as described in this paragraph. The employee is not obliged to consent to such collection, use, processing and transfer of personal data. However, failure to provide the consent may affect the employee's ability to participate in the Plan. Synchrony, its Affiliates and/or the employee's employer hold certain

personal information about the employee, including the employee's name, home address and telephone number, date of birth, social security number or other employee or national identification number, salary, nationality, job title, any Shares or directorships held in Synchrony, details of all PSUs, any entitlement to cash payments (the value of which is based on the value of shares) or any entitlement to shares of stock awarded, canceled, purchased, vested, unvested or outstanding in the employee's favor, for the purpose of managing and administering the Plan ("Data"). Synchrony and/or its Affiliates will transfer Data amongst themselves as necessary for the purpose of implementation, administration and management of the employee's participation in the Plan, and Synchrony and/or any of its Affiliates may each further transfer Data to any third parties assisting Synchrony in the implementation, administration and management of the Plan. These recipients may be located throughout the world. The employee authorizes them to receive, possess, use, retain and transfer the Data, in electronic or other form, for the purposes of implementing, administering and managing the employee's participation in the Plan, including any requisite transfer of such Data as may be required for the administration of the Plan. The employee may, at any time, review Data, require any necessary amendments to it or withdraw the consents herein in writing by contacting Synchrony; however, withdrawing consent may affect the employee's ability to participate in the Plan.

16. *Section 409A.* Amounts payable, and Shares deliverable, pursuant to PSUs are intended to be exempt from Section 409A to the maximum extent possible pursuant to a short-term deferral described in Treasury Regulation §1.409A-1(b)(4), and the Plan and the Terms and Conditions shall be interpreted and construed consistently with such intent. To the extent any amount payable, or Shares deliverable, pursuant to this Award constitutes nonqualified deferred compensation within the meaning of, and subject to, Section 409A, then, with respect to such portion of this Award, (a) the Plan and this Terms and Conditions are intended to comply with the requirements of Section 409A, and shall be interpreted and construed consistently with such intent, (b) all references in the Plan and this Terms and Conditions to the Employee's termination of employment shall mean the Employee's Termination of Employment within the meaning of Section 409A and Treasury regulations promulgated thereunder, (c) any such payments or delivery of Shares which is conditioned upon the employee's execution of the Release and which is to be paid during a designated period that begins in one taxable year and ends in a second taxable year shall be paid in the second taxable year, and (d) notwithstanding anything in the Plan or this Terms and Conditions to the contrary, any amount that is payable upon the employee's Termination of Employment that would be payable prior to the six-month anniversary of such Termination of Employment shall, to the extent necessary to comply with Section 409A, be delayed until the Six-Month Pay Date. In such event, any portion of the PSUs settled in cash shall be determined based on the closing price of a Share (or a share of stock of the successor to Synchrony) as reported on the principal national stock exchange on which the Shares (or the shares of stock of the successor to Synchrony) are then

traded on the last business day of the last calendar month that ends before the Six-Month Pay Date; provided, however, that if it is not feasible to calculate the closing price as of the last business day of such month, the amount of cash shall be determined based on the last price available. In the event that the Award or the Terms and Conditions would subject the employee to taxes under Section 409A (“409A Penalties”), the Award and the Terms and Conditions shall not be given effect to the extent it causes such 409A Penalties and the related provisions of the Plan and/or the Terms and Conditions will be deemed modified, or, if necessary, suspended in order to comply with the requirements of Section 409A, in each case without the consent of or notice to the employee; provided that in no event shall Synchrony or any of its Affiliates be responsible for any 409A Penalties that arise in connection with any amounts payable under the Plan or this Terms and Conditions.

**EXHIBIT A**

**DEFINITIONS**

***“Board”***

“Board” shall mean the Board of directors of Synchrony.

***“Cause”***

“Cause” shall mean, as determined by the Committee in its sole discretion:

- (a) a material breach by the employee of his or her duties and responsibilities (other than as a result of incapacity due to physical or mental illness) without reasonable belief that such breach is in the best interests of Synchrony;
- (b) any act that would prohibit the employee from being employed by Synchrony and its Affiliates (including, for the avoidance of doubt, Synchrony Bank) pursuant to the Federal Deposit Insurance Act of 1950, as amended, or other applicable law;
- (c) the commission of or conviction in connection with a felony or any act involving fraud, embezzlement, theft, dishonesty or misrepresentation; or
- (d) any gross or willful misconduct, any violation of law or any violation of a policy of Synchrony or any of its Affiliates by the employee that results in or could result in loss to Synchrony or any of its Affiliates, or damage to the business or reputation of Synchrony or any of its Affiliates, as determined by the Committee.

***“Change in Control”***

“Change in Control” means any of the following events which occurs after the Grant Date, but only if such event constitutes a “change in control event” for purposes of Treasury Regulation Section 1.409A-3(i)(5):

- (a) the acquisition by any individual, entity or group (a “Person”), including any “person” within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 30% or more of either (i) the then outstanding shares of common stock of Synchrony (the “Outstanding Common Stock”) or (ii) the combined voting power of the then outstanding securities of Synchrony entitled to vote generally in the election of directors (the “Outstanding Voting Securities”); excluding, however, the following: (A) any acquisition directly from Synchrony (excluding any acquisition resulting from the exercise of an exercise, conversion or exchange privilege

unless the security being so exercised, converted or exchanged was acquired directly from Synchrony), (B) any acquisition by Synchrony, (C) any acquisition by an employee benefit plan (or related trust) sponsored or maintained by Synchrony or any corporation controlled by Synchrony, or (D) any acquisition by any corporation pursuant to a transaction which complies with clauses (i), (ii) and (iii) of subsection (c) of this definition below; provided further, that for purposes of clause (B), if any Person (other than Synchrony or any employee benefit plan (or related trust) sponsored or maintained by Synchrony or any corporation controlled by Synchrony) shall become the beneficial owner of 30% or more of the Outstanding Common Stock or 30% or more of the Outstanding Voting Securities by reason of an acquisition by Synchrony, and such Person shall, after such acquisition by Synchrony, become the beneficial owner of any additional shares of the Outstanding Common Stock or any additional Outstanding Voting Securities and such beneficial ownership is publicly announced, such additional beneficial ownership shall constitute a Change in Control;

- (b) the cessation of individuals who, as of the Grant Date, constitute the Board (the “Incumbent Board”) to constitute at least a majority of such Board; provided that any individual who becomes a director of Synchrony subsequent to the Grant Date whose election, or nomination for election by Synchrony’s stockholders, was approved by the vote of at least a majority of the directors then comprising the Incumbent Board shall be deemed a member of the Incumbent Board; and provided further, that any individual who was initially elected as a director of Synchrony as a result of an actual or threatened solicitation by a Person other than the Board for the purpose of opposing a solicitation by any other Person with respect to the election or removal of directors, or any other actual or threatened solicitation of proxies or consents by or on behalf of any Person other than the Board shall not be deemed a member of the Incumbent Board; or
- (c) the consummation of a reorganization, merger or consolidation or sale or other disposition of all or substantially all of the assets of Synchrony (a “Corporate Transaction”); excluding, however, a Corporate Transaction pursuant to which (i) all or substantially all of the individuals or entities who are the beneficial owners, respectively, of the Outstanding Common Stock and the Outstanding Voting Securities immediately prior to such Corporate Transaction will beneficially own, directly or indirectly, more than 50% of, respectively, the outstanding shares of common stock, and the combined voting power of the outstanding securities entitled to vote generally in the election of directors, as the case may be, of the corporation resulting from such Corporate Transaction (including, without limitation, a corporation which as a result of such transaction owns, directly or indirectly, Synchrony or all or substantially all of Synchrony’s assets) in substantially the same proportions relative to each other as their ownership, immediately prior to such Corporate Transaction, of the Outstanding Common Stock and the Outstanding Voting Securities, as the case may be, (ii) no Person (other than: Synchrony; any employee benefit plan (or related trust) sponsored

or maintained by Synchrony or any corporation controlled by Synchrony; the corporation resulting from such Corporate Transaction; and any Person which beneficially owned, immediately prior to such Corporate Transaction, directly or indirectly, 30% or more of the Outstanding Common Stock or the Outstanding Voting Securities, as the case may be) will beneficially own, directly or indirectly, 30% or more of, respectively, the outstanding shares of common stock of the corporation resulting from such Corporate Transaction or the combined voting power of the outstanding securities of such corporation entitled to vote generally in the election of directors, and (iii) individuals who were members of the Incumbent Board will constitute at least a majority of the members of the board of directors of the corporation resulting from such Corporate Transaction.

***“Confidential Information”***

“Confidential Information” shall mean information and data concerning Synchrony, any Affiliates, the business of Synchrony and its Affiliates, the customers, suppliers and clients of Synchrony and its Affiliates and all technical information relating to such business, including, without limitation, information related to know-how, trade secrets, processes, reports, manuals, purchases, sales, customers, customer lists, confidential information, financial and marketing data, business plans and the strategic direction of Synchrony and its Affiliates.

It is understood that “Confidential Information” does not include any of the following:

- (a) information that is or becomes generally available to the public through no act or omission on the part of the employee. Information shall be deemed part of the public domain solely to the extent that it is generally known to the public, is found in any one public source or is readily ascertainable from a public domain source or sources or from other publicly available information; or
- (b) information that the employee receives from a third party who is free to make such disclosure without breach of any contractual or other legal obligation.

***“Disability”***

“Disability” shall mean an incapacity, disability or other condition that entitles the employee to long-term disability benefits under the long-term disability benefit plan or arrangement applicable to Synchrony’s employees, as determined by the administrator of such plan or arrangement. An individual shall not be considered disabled unless the employee furnishes proof of the existence thereof. Synchrony may require the existence or non-existence of a disability to be determined by a physician whose selection is mutually agreed upon by the employee (or his or her representatives) and Synchrony.

***“Good Reason”***

“Good Reason” shall mean, without the employee’s express written consent, the occurrence of any of the following events after a Change in Control:

- (a) a material adverse change in the nature or scope of the employee’s authority, powers, functions, duties or responsibilities;
- (b) a material reduction by Synchrony in the employee’s rate of annual base salary or bonus opportunity;  
or
- (c) a change in the employee’s primary employment location to a location that is more than 50 miles from the primary location of the employee’s employment.

Within thirty (30) days after the employee becomes aware of one or more actions or inactions described in this Good Reason definition, the employee must deliver written notice to Synchrony of the action(s) or inaction(s) (the “Good Reason Notice”). Synchrony shall have thirty (30) days after the Good Reason Notice is delivered to cure the particular action(s) or inaction(s). If Synchrony so effects a cure, the Good Reason Notice will be deemed rescinded and of no further force and effect.

***“Notice”***

The “Notice” means the Notice of Award of Stock-Settled Performance Share Units.

***“Retirement”***

The employee is eligible for “Retirement” if the employee has attained age sixty (60) and has three (3) Years of Service.

***“Section 409A”***

Section 409A of the Internal Revenue Code of 1986, as amended.

***“Six-Month Pay Date”***

The “Six-Month Pay Date” is the earlier of (a) the first (1<sup>st</sup>) business day of the seventh (7<sup>th</sup>) month that starts after the employee’s termination of employment or (b) a date determined by Synchrony that is within ninety (90) days after the employee’s death.

***“Termination of Employment”***

“Termination of Employment” shall mean “separation from service” within the meaning of Section 409A.

***“Years of Service”***

“Years of Service” means the number of years during which an individual has been deemed to be an employee of Synchrony (which shall include periods during which such individual was employed by General Electric Company and its affiliates) according to its payroll or other systems of record, as determined by the Committee, which may be limited to include only continued service as of the date of such determination.

## SYNCHRONY FINANCIAL

## Ratio of Earnings to Fixed Charges

	Three months ended	Year ended December 31,				
	March 31,	2015	2014	2013	2012	2011
	2016					
Earnings <sup>(a)</sup>	\$ 928	\$ 3,531	\$ 3,386	\$ 3,142	\$ 3,376	\$ 3,010
Plus:						
Interest included in expense <sup>(b)</sup>	288	1,063	877	703	694	884
Amortization of debt expense and discount or premium on indebtedness	23	72	45	39	51	48
One third of rental expense <sup>(c)</sup>	7	28	21	17	17	17
Adjusted "earnings"	<u>\$ 1,246</u>	<u>\$ 4,694</u>	<u>\$ 4,329</u>	<u>\$ 3,901</u>	<u>\$ 4,138</u>	<u>\$ 3,959</u>
Fixed Charges:						
Interest included in expense <sup>(b)</sup>	\$ 288	\$ 1,063	\$ 877	\$ 703	\$ 694	\$ 884
Amortization of debt expense and discount or premium on indebtedness	23	72	39	39	51	48
One third of rental expense <sup>(c)</sup>	7	28	17	17	17	17
Total fixed charges	<u>\$ 318</u>	<u>\$ 1,163</u>	<u>\$ 933</u>	<u>\$ 759</u>	<u>\$ 762</u>	<u>\$ 949</u>
Ratio of earnings to fixed charges	<u>3.9</u>	<u>4.0</u>	<u>4.6</u>	<u>5.1</u>	<u>5.4</u>	<u>4.2</u>

(a) Earnings before income taxes

(b) Includes interest on tax deficiencies

(c) Considered to be representative of interest factor in rental expense

**Certification Pursuant to  
Rules 13a-14(a) or 15d-14(a) Under the Securities Exchange Act of 1934, as Amended**

I, Margaret M. Keane, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Synchrony Financial;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 28, 2016

/s/ Margaret M. Keane

Margaret M. Keane  
President and Chief Executive Officer

**Certification Pursuant to  
Rules 13a-14(a) or 15d-14(a) Under the Securities Exchange Act of 1934, as Amended**

I, Brian D. Doubles, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Synchrony Financial;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 28, 2016

/s/ Brian D. Doubles

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Brian D. Doubles  
Chief Financial Officer

**Certification Pursuant to  
18 U.S.C. Section 1350**

In connection with the Quarterly Report of Synchrony Financial (the “registrant”) on Form 10-Q for the period ended March 31, 2016, as filed with the Securities and Exchange Commission on the date hereof (the “report”), we, Margaret M. Keane, President and Chief Executive Officer, and Brian D. Doubles, Chief Financial Officer, of the registrant, certify, pursuant to 18 U.S.C. § 1350, that to our knowledge:

1. The report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended;  
and
2. The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the registrant.

Date: April 28, 2016

/s/ Margaret M. Keane

Margaret M. Keane  
President and Chief Executive Officer

/s/ Brian D. Doubles

Brian D. Doubles  
Chief Financial Officer