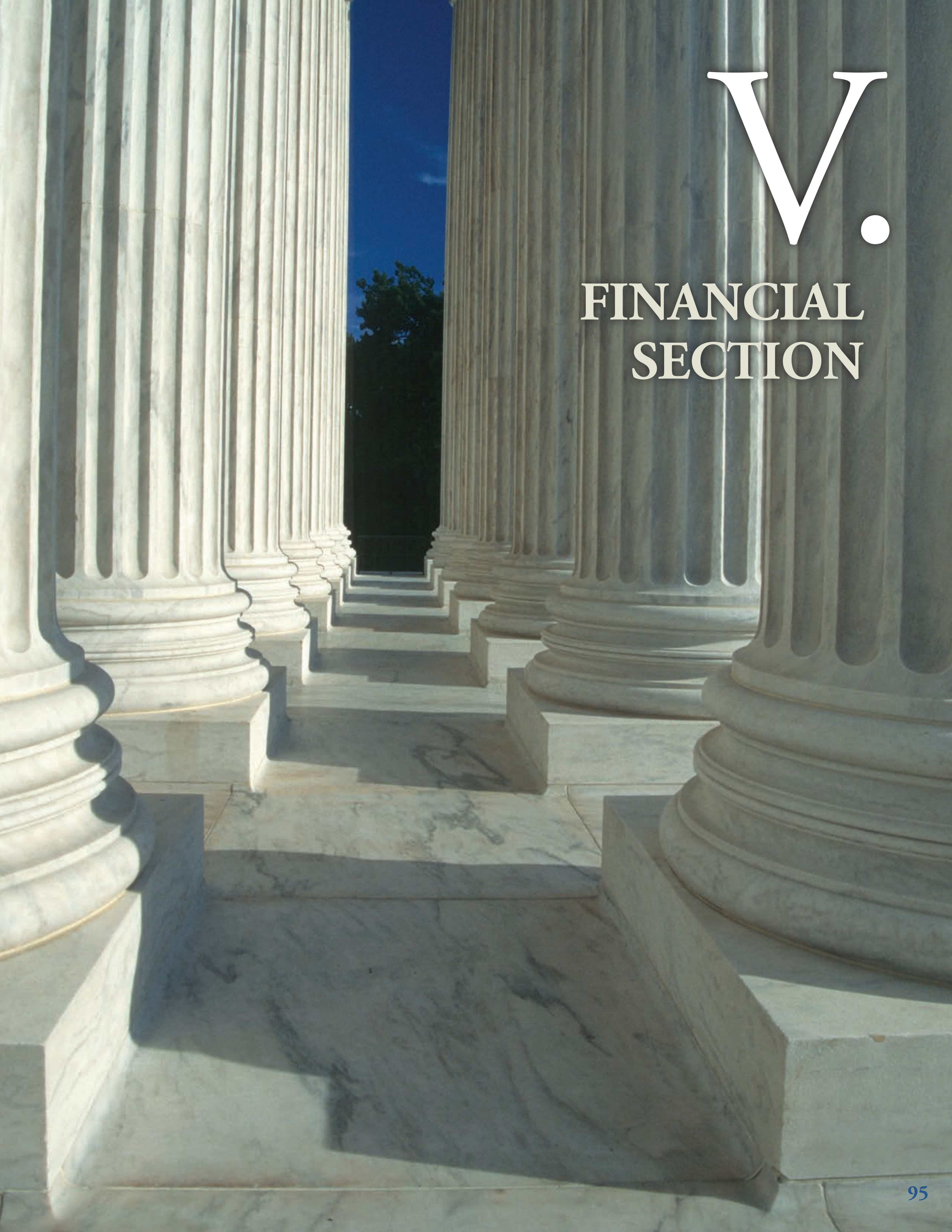

V.

FINANCIAL SECTION

DEPOSIT INSURANCE FUND (DIF)

Federal Deposit Insurance Corporation

Deposit Insurance Fund Balance Sheet

As of December 31

(Dollars in Thousands)		2017		2016
ASSETS				
Cash and cash equivalents	$	1,829,198	$	1,332,966
Investment in U.S. Treasury securities (Note 3)		83,302,963		73,511,953
Assessments receivable, net (Note 9)		2,634,386		2,666,267
Interest receivable on investments and other assets, net		505,766		526,195
Receivables from resolutions, net (Note 4)		5,972,971		7,790,403
Property and equipment, net (Note 5)		334,050		357,575
Total Assets	$	**94,579,334**	$	**86,185,359**
LIABILITIES				
Accounts payable and other liabilities	$	236,971	$	238,322
Liabilities due to resolutions (Note 6)		1,203,260		2,073,375
Postretirement benefit liability (Note 12)		259,316		232,201
Contingent liabilities:				
Anticipated failure of insured institutions (Note 7)		97,777		477,357
Guarantee payments and litigation losses (Notes 7 and 8)		34,515		2,589
Total Liabilities		**1,831,839**		**3,023,844**
Commitments and off-balance-sheet exposure (Note 13)				
FUND BALANCE				
Accumulated Net Income		93,272,447		83,166,991
ACCUMULATED OTHER COMPREHENSIVE INCOME				
Unrealized (loss) gain on U.S. Treasury securities, net (Note 3)		(479,362)		20,271
Unrealized postretirement benefit loss (Note 12)		(45,590)		(25,747)
Total Accumulated Other Comprehensive (Loss)		**(524,952)**		**(5,476)**
Total Fund Balance		**92,747,495**		**83,161,515**
Total Liabilities and Fund Balance	$	**94,579,334**	$	**86,185,359**

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

DEPOSIT INSURANCE FUND (DIF)

Federal Deposit Insurance Corporation

Deposit Insurance Fund Statement of Income and Fund Balance

For the Years Ended December 31

(Dollars in Thousands)	2017	2016
REVENUE		
Assessments (Note 9)	$ 10,594,838	$ 9,986,615
Interest on U.S. Treasury securities	1,056,989	671,377
Other revenue	11,947	16,095
Total Revenue	**11,663,774**	**10,674,087**
EXPENSES AND LOSSES		
Operating expenses (Note 10)	1,739,395	1,715,011
Provision for insurance losses (Note 11)	(183,149)	(1,567,950)
Insurance and other expenses	2,072	3,509
Total Expenses and Losses	**1,558,318**	**150,570**
Net Income	**10,105,456**	**10,523,517**
OTHER COMPREHENSIVE INCOME		
Unrealized (loss) gain on U.S. Treasury securities, net	(499,633)	29,462
Unrealized postretirement benefit (loss) gain (Note 12)	(19,843)	8,301
Total Other Comprehensive (Loss) Income	**(519,476)**	**37,763**
Comprehensive Income	**9,585,980**	**10,561,280**
Fund Balance - Beginning	**83,161,515**	**72,600,235**
Fund Balance - Ending	**$ 92,747,495**	**$ 83,161,515**

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

DEPOSIT INSURANCE FUND (DIF)

Federal Deposit Insurance Corporation

Deposit Insurance Fund Statement of Cash Flows

For the Years Ended December 31

(Dollars in Thousands)	2017	2016
OPERATING ACTIVITIES		
Provided by:		
Assessments	$ 10,609,959	$ 9,488,215
Interest on U.S. Treasury securities	1,622,583	1,523,215
Recoveries from financial institution resolutions	3,952,375	3,601,149
Miscellaneous receipts	16,853	16,057
Used by:		
Operating expenses	(1,838,673)	(1,671,768)
Disbursements for financial institution resolutions	(3,010,042)	(502,716)
Miscellaneous disbursements	(799)	(8,998)
Net Cash Provided by Operating Activities	**11,352,256**	**12,445,154**
INVESTING ACTIVITIES		
Provided by:		
Maturity of U.S. Treasury securities	29,931,209	26,517,122
Used by:		
Purchase of U.S. Treasury securities	(40,756,734)	(38,474,320)
Purchase of property and equipment	(30,499)	(31,334)
Net Cash (Used) by Investing Activities	**(10,856,024)**	**(11,988,532)**
Net Increase in Cash and Cash Equivalents	**496,232**	**456,622**
Cash and Cash Equivalents - Beginning	**1,332,966**	**876,344**
Cash and Cash Equivalents - Ending	**$ 1,829,198**	**$ 1,332,966**

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

DEPOSIT INSURANCE FUND
NOTES TO THE FINANCIAL STATEMENTS

December 31, 2017 and 2016

1. Operations of the Deposit Insurance Fund

OVERVIEW

The Federal Deposit Insurance Corporation (FDIC) is the independent deposit insurance agency created by Congress in 1933 to maintain stability and public confidence in the nation's banking system. Provisions that govern the FDIC's operations are generally found in the Federal Deposit Insurance (FDI) Act, as amended (12 U.S.C. 1811, *et seq*). In accordance with the FDI Act, the FDIC, as administrator of the Deposit Insurance Fund (DIF), insures the deposits of banks and savings associations (insured depository institutions). In cooperation with other federal and state agencies, the FDIC promotes the safety and soundness of insured depository institutions (IDIs) by identifying, monitoring, and addressing risks to the DIF. Commercial banks, savings banks and savings associations (known as "thrifts") are supervised by either the FDIC, the Office of the Comptroller of the Currency, or the Federal Reserve Board.

In addition to being the administrator of the DIF, the FDIC is the administrator of the FSLIC Resolution Fund (FRF). The FRF is a resolution fund responsible for the sale of the remaining assets and the satisfaction of the liabilities associated with the former Federal Savings and Loan Insurance Corporation (FSLIC) and the former Resolution Trust Corporation. The FDIC maintains the DIF and the FRF separately to support their respective functions.

Pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (Dodd-Frank Act), the FDIC also manages the Orderly Liquidation Fund (OLF). Established as a separate fund in the U.S. Treasury (Treasury), the OLF is inactive and unfunded until the FDIC is appointed as receiver for a covered financial company. A covered financial company is a failing financial company (for example, a bank holding company or nonbank financial company) for which a systemic risk determination has been made as set forth in section 203 of the Dodd-Frank Act.

The Dodd-Frank Act (Public Law 111-203) granted the FDIC authority to establish a widely available program to guarantee obligations of solvent IDIs or solvent depository institution holding companies (including affiliates) upon the systemic risk determination of a liquidity event during times of severe economic distress. The program would not be funded by the DIF but rather by fees and assessments paid by all participants in the program. If fees are insufficient to cover losses or expenses, the FDIC must impose a special assessment on participants as necessary to cover the shortfall. Any excess funds at the end of the liquidity event program would be deposited in the General Fund of the Treasury.

The Dodd-Frank Act also created the Financial Stability Oversight Council (FSOC) of which the Chairman of the FDIC is a member and expanded the FDIC's responsibilities to include supervisory review of resolution plans (known as living wills) and backup examination authority for systemically important bank holding companies and nonbank financial companies. The living wills provide for an entity's rapid and orderly resolution in the event of material financial distress or failure.

OPERATIONS OF THE DIF

The primary purposes of the DIF are to (1) insure the deposits and protect the depositors of IDIs and (2) resolve failed IDIs upon appointment of the FDIC as receiver in a manner that will result in the least possible cost to the DIF.

The DIF is primarily funded from deposit insurance assessments. Other available funding sources, if necessary, are borrowings from the Treasury, the Federal Financing Bank (FFB), Federal Home Loan Banks, and IDIs. The FDIC has borrowing authority of $100 billion from the Treasury and a Note Purchase Agreement with the FFB, not to exceed $100 billion, to enhance the DIF's ability to fund deposit insurance.

A statutory formula, known as the Maximum Obligation Limitation (MOL), limits the amount of obligations the DIF can incur to the sum of its cash, 90 percent of the fair market value of other assets, and the amount authorized to be borrowed from the Treasury. The MOL for the DIF was $191.5 billion and $182.1 billion as of December 31, 2017 and 2016, respectively.

OPERATIONS OF RESOLUTION ENTITIES

The FDIC, as receiver, is responsible for managing and disposing of the assets of failed institutions in an orderly and efficient manner. The assets held by receiverships, pass-through conservatorships, and bridge institutions (collectively, resolution entities), and the claims against them, are accounted for separately from the DIF assets and liabilities to ensure that proceeds from these entities are distributed according to applicable laws and regulations. Therefore, income and expenses attributable to resolution entities are accounted for as transactions of those entities.

The FDIC, as administrator of the DIF, bills resolution entities for services provided on their behalf.

2. Summary of Significant Accounting Policies

GENERAL

The financial statements include the financial position, results of operations, and cash flows of the DIF and are presented in accordance with U.S. generally accepted accounting principles (GAAP). These statements do not include reporting for assets and liabilities of resolution entities because these entities are legally separate and distinct, and the DIF does not have any ownership or beneficial interests in them. Periodic and final accounting reports of resolution entities are furnished to courts, supervisory authorities, and others upon request.

USE OF ESTIMATES

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenue and expenses, and disclosure of contingent liabilities. Actual results could differ from these estimates. Where it is reasonably possible that changes in estimates will cause a material change in the financial statements in the near term, the nature and extent of such potential changes in estimates have been disclosed. The more significant estimates include the assessments receivable and associated revenue; the allowance for loss on receivables from resolutions (which considers the impact of shared-loss agreements); the guarantee obligations for structured transactions; the postretirement benefit obligation; and the estimated losses for anticipated failures and representations and indemnifications.

CASH EQUIVALENTS

Cash equivalents are short-term, highly liquid investments consisting primarily of U.S. Treasury Overnight Certificates.

INVESTMENT IN U.S. TREASURY SECURITIES

The FDI Act requires that the DIF funds be invested in obligations of the United States or in obligations guaranteed as to principal and interest by the United States. The Secretary of the Treasury must approve all such investments in excess of $100,000 and has granted the FDIC approval to invest the DIF funds only in U.S. Treasury obligations that are purchased or sold exclusively through the Treasury's Bureau of the Fiscal Service's Government Account Series program.

The DIF's investments in U.S. Treasury securities are classified as available-for-sale (AFS). Securities designated as AFS are shown at fair value. Unrealized gains and losses are reported as other comprehensive income. Any realized gains and losses are included in the Statement of Income and Fund Balance as components of net income. Income on securities is calculated and recorded daily using the effective interest or straight-line method depending on the maturity of the security (see Note 3).

REVENUE RECOGNITION FOR ASSESSMENTS

Assessment revenue is recognized for the quarterly period of insurance coverage based on an estimate. The estimate is derived from an institution's regular risk-based assessment rate and assessment base for the prior quarter adjusted for the current quarter's available assessment credits, certain changes in supervisory examination ratings for larger institutions, as well as modest assessment base growth and average assessment rate adjustment factors. Beginning July 1, 2016, the estimate includes a surcharge for institutions with $10 billion or more in total consolidated assets (see Note 9). At the subsequent quarter-end, the estimated revenue amounts are adjusted when actual assessments for the covered period are determined for each institution.

CAPITAL ASSETS AND DEPRECIATION

The FDIC buildings are depreciated on a straight-line basis over a 35- to 50-year estimated life. Building improvements are capitalized and depreciated over the estimated useful life of the improvements. Leasehold improvements are capitalized and depreciated over the lesser of the remaining life of the lease or the estimated useful life of the improvements, if determined to be material. Capital assets depreciated on a straight-line basis over a five-year estimated useful life include mainframe equipment; furniture, fixtures, and general equipment; and internal-use software. Computer equipment is depreciated on a straight-line basis over a three-year estimated useful life (see Note 5).

PROVISION FOR INSURANCE LOSSES

The provision for insurance losses primarily represents changes in the allowance for losses on receivables from closed banks and the contingent liability for anticipated failures of insured institutions (see Note 11).

REPORTING ON VARIABLE INTEREST ENTITIES

The receiverships engaged in structured transactions, some of which resulted in the issuance of note obligations that were guaranteed by the FDIC, in its corporate capacity. As the guarantor of note obligations for several structured transactions, the FDIC, in its corporate capacity, holds an interest in many variable interest entities (VIEs). The FDIC conducts a qualitative assessment of its relationship with each VIE as required by the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 810, *Consolidation*. These assessments are conducted to determine if the FDIC, in its corporate capacity, has (1) power to direct the activities that most significantly affect the economic performance of the VIE and (2) an obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. When a variable interest holder has met both of these characteristics, the enterprise is considered the primary beneficiary and must consolidate the VIE. In accordance with the provisions of FASB ASC Topic 810, an assessment of the terms of the legal agreement for each VIE was conducted to determine whether any of the terms had been activated or modified in a manner that would cause the FDIC, in its corporate capacity, to be characterized as a primary beneficiary. In making that determination, consideration was given to which, if any, activities were significant to each VIE. Often, the right to service collateral, to liquidate collateral, or to unilaterally dissolve the VIE was determined to be the most significant activity. In other cases, it was determined that the structured transactions did not include such significant activities and that the design of the entity was the best indicator of which party was the primary beneficiary.

The conclusion of these analyses was that the FDIC, in its corporate capacity, has not engaged in any activity that would cause the FDIC to be characterized as a primary beneficiary to any VIE with which it was involved as of December 31, 2017 and 2016. Therefore, consolidation is not required for the 2017 and 2016 DIF financial statements. In the future, the FDIC, in its corporate capacity, may become the primary beneficiary upon the activation of provisional contract rights that extend to the FDIC if payments are made on guarantee claims. Ongoing analyses will be required to monitor consolidation implications under FASB ASC Topic 810.

The FDIC's involvement with VIEs is fully described in Note 8 under FDIC Guaranteed Debt of Structured Transactions.

RELATED PARTIES

The nature of related parties and a description of related party transactions are discussed in Note 1 and disclosed throughout the financial statements and footnotes.

APPLICATION OF RECENT ACCOUNTING STANDARDS

In May 2014, the FASB issued Accounting Standards Update (ASU) 2014-09, *Revenue from Contracts with Customers (Topic 606)*. The ASU, and its related amendments, requires an entity to recognize revenue based on the amount it expects to be entitled for the transfer of promised goods or services to customers. The FDIC's implementation efforts have included identifying revenue within the scope of the new guidance. The new guidance is not expected to require a material change in the timing and measurement of revenue related to deposit insurance assessments. The FDIC does not expect the ASU to have a material impact on the DIF's financial position or its results of operations. The new standard is effective on January 1, 2019, with early adoption permitted. The FDIC continues to evaluate the full effect of this guidance on the DIF, including changes related to disclosure requirements and alternative adoption methods.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. The ASU addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments through targeted changes to existing guidance. The ASU permits nonpublic entities to exclude disclosures related to the fair value of financial instruments measured at amortized cost. The FDIC has early adopted this provision and Note 14 was revised accordingly. The FDIC has determined that the other provisions of the ASU, which are effective for the DIF beginning on January 1, 2019, will not have a material effect on the financial position of the DIF or its results of operations.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. The new guidance requires that substantially all leases will be reported on the balance sheet through the recognition of a right-of-use asset and a corresponding lease liability. The ASU also requires lessees and lessors to expand qualitative and quantitative disclosures and key information regarding their leasing arrangements. The FDIC's implementation efforts are on-going and include a review of the entire portfolio of leases currently classified as operating leases. The standard is effective for the DIF on January 1, 2020, with early adoption allowed. The FDIC estimates an increase of approximately $157 million in assets and liabilities based on the amount disclosed as lease commitments for future years in Note 13. The FDIC does not expect the ASU to have a material effect on the DIF's financial position or its results of operations.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. The ASU will replace the *incurred* loss impairment model with a new *expected* credit loss model for financial assets measured at amortized cost and for off-balance-sheet credit exposures. The guidance also amends the AFS debt securities impairment model by requiring the use of an allowance to record estimated credit losses (and subsequent recoveries) related to AFS debt securities. The ASU is effective for the DIF on January 1, 2021 and requires the cumulative effect of the change on the DIF's beginning fund balance when it is adopted. The FDIC continues to assess the effect the ASU will have on the DIF's financial position and results of operations.

Other recent accounting pronouncements have been deemed not applicable or material to the financial statements as presented.

3. Investment in U.S. Treasury Securities

The "Investment in U.S. Treasury securities" line item on the Balance Sheet consisted of the following components by maturity (dollars in millions).

December 31, 2017 Maturity	Yield at Purchase[a]	Face Value	Net Carrying Amount	Unrealized Holding Gains	Unrealized Holding Losses	Fair Value
U.S. Treasury notes and bonds						
Within 1 year	1.25%	$ 26,525 [b]	$ 26,661	$ 0	$ (53)	$ 26,608
After 1 year through 5 years	1.67%	56,500	56,694	3	(428)	56,269
Subtotal		$ 83,025	$ 83,355	$ 3	$ (481)	$ 82,877
U.S. Treasury Inflation-Protected Securities						
After 1 year through 5 years	-0.14%	$ 400	$ 427	$ 0	$ (1)	$ 426
Subtotal		$ 400	$ 427	$ 0	$ (1)	$ 426
Total		**$ 83,425**	**$ 83,782**	**$ 3**	**$ (482) [c]**	**$ 83,303**

(a) The Treasury Inflation-Protected Securities (TIPS) are indexed to increases or decreases in the Consumer Price Index for All Urban Consumers (CPI-U). For TIPS, the yields in the above table are stated at their real yields at purchase, not their effective yields. Effective yields on TIPS include a long-term annual inflation assumption as measured by the CPI-U. The long-term CPI-U consensus forecast is 2.0 percent, based on figures issued by the Congressional Budget Office and *Blue Chip Economic Indicators* in early 2017.

(b) Includes two Treasury notes totaling $2.1 billion which matured on Sunday, December 31, 2017. Settlements occurred the next business day, January 2, 2018.

(c) These unrealized losses occurred over a period of less than a year as a result of temporary changes in market interest rates. The FDIC does not intend to sell the securities and is not likely to be required to sell them before their maturity date, thus, the FDIC does not consider these securities to be other than temporarily impaired at December 31, 2017. The aggregate related fair value of securities with unrealized losses was $75.5 billion as of December 31, 2017.

December 31, 2016 Maturity	Yield at Purchase[a]	Face Value	Net Carrying Amount	Unrealized Holding Gains	Unrealized Holding Losses	Fair Value
U.S. Treasury notes and bonds						
Within 1 year	0.87%	$ 32,031 [b]	$ 32,365	$ 25	$ (5)	$ 32,385
After 1 year through 5 years	1.38%	40,525	40,707	92	(94)	40,705
Subtotal		$ 72,556	$ 73,072	$ 117	$ (99)	$ 73,090
U.S. Treasury Inflation-Protected Securities						
After 1 year through 5 years	-0.14%	$ 400	$ 420	$ 2	$ 0	$ 422
Subtotal		$ 400	$ 420	$ 2	$ 0	$ 422
Total		**$ 72,956**	**$ 73,492**	**$ 119**	**$ (99) [c]**	**$ 73,512**

(a) The Treasury Inflation-Protected Securities (TIPS) are indexed to increases or decreases in the Consumer Price Index for All Urban Consumers (CPI-U). For TIPS, the yields in the above table are stated at their real yields at purchase, not their effective yields. Effective yields on TIPS include a long-term annual inflation assumption as measured by the CPI-U. The long-term CPI-U consensus forecast is 2.0 percent, based on figures issued by the Congressional Budget Office and *Blue Chip Economic Indicators* in early 2016.

(b) Includes two Treasury notes totaling $3.4 billion which matured on Saturday, December 31, 2016. Settlements occurred the next business day, January 3, 2017.

(c) These unrealized losses occurred over a period of less than a year as a result of temporary changes in market interest rates. The FDIC does not intend to sell the securities and is not likely to be required to sell them before their maturity date, thus, the FDIC does not consider these securities to be other than temporarily impaired at December 31, 2016. The aggregate related fair value of securities with unrealized losses was $31.4 billion as of December 31, 2016.

4. Receivables from Resolutions, Net

The receivables from resolutions result from DIF payments to cover obligations to insured depositors (subrogated claims), advances to resolution entities for working capital, and administrative expenses paid on behalf of resolution entities. Any related allowance for loss represents the difference between the funds advanced and/or obligations incurred and the expected repayment. Estimated future payments on losses incurred on assets sold to an acquiring institution under a shared-loss agreement (SLA) are factored into the computation of the expected repayment. Assets held by resolution entities (including structured transaction-related assets; see Note 8) are the main source of repayment of the DIF's receivables from resolutions. The "Receivables from resolutions, net" line item on the Balance Sheet consisted of the following components (dollars in thousands).

	December 31 2017	December 31 2016
Receivables from closed banks	$ 76,725,761	$ 80,314,038
Allowance for losses	(70,752,790)	(72,523,635)
Total	**$ 5,972,971**	**$ 7,790,403**

As of December 31, 2017, the FDIC, as receiver, managed 338 active receiverships, including eight established in 2017. The resolution entities held assets with a book value of $8.8 billion as of December 31, 2017, and $14.9 billion as of December 31, 2016 (including $6.5 billion and $11.6 billion, respectively, of cash, investments, receivables due from the DIF, and other receivables).

Estimated cash recoveries from the management and disposition of assets that are used to determine the allowance for losses are based on asset recovery rates from several sources, including actual or pending institution-specific asset disposition data, failed institution-specific asset valuation data, aggregate asset valuation data on several recently failed or troubled institutions, sampled asset valuation data, and empirical asset recovery data based on failures since 1990. Methodologies for determining the asset recovery rates incorporate estimating future cash recoveries, net of applicable liquidation cost estimates, and discounting based on market-based risk factors applicable to a given asset's type and quality. The resulting estimated cash recoveries are then used to derive the allowance for loss on the receivables from these resolutions.

For failed institutions resolved using a whole bank purchase and assumption transaction with an accompanying SLA, the projected future shared-loss payments on the covered residential and commercial loan assets sold to the acquiring institution under the agreement are considered in determining the allowance for loss on the receivables from these resolutions. The shared-loss cost projections are based on the covered assets' intrinsic value, which is determined using financial models that consider the quality, condition and type of covered assets, current and future market conditions, risk factors, and estimated asset holding periods.

For year-end 2017, the shared-loss cost estimates were updated for all 104 receiverships with active SLAs. The updated shared-loss cost projections for the larger residential shared-loss agreements were primarily based on third-party valuations estimating the cumulative loss of covered assets. The updated shared-loss cost projections on the remaining residential shared-loss agreements were based on a stratified random sample of institutions selected for third-party loss estimations, and valuation results from the sampled institutions were aggregated and extrapolated to the non-sampled institutions by asset type and performance status. For the remaining commercial covered assets, shared-loss cost projections were based on the FDIC's historical loss experience that also factors in the time period based on the life of the agreement.

Also reflected in the allowance for loss calculation are end-of-agreement SLA "true-up" recoveries. True-up recoveries are projected to be received at expiration in accordance with the terms of the SLA, if actual losses at expiration are lower than originally estimated.

Note that estimated asset recoveries are regularly evaluated during the year, but remain subject to uncertainties because of potential changes in economic and market conditions, which may cause the DIF's actual recoveries to vary significantly from current estimates.

As of December 31, 2017, 14 percent or $1.9 billion of remaining shared-loss covered assets (consisting primarily of single-family loans) are located in Puerto Rico, which sustained significant damage from the September 2017 hurricanes. The FDIC continues to assess and monitor the circumstances and conditions that may cause an increase in losses to the DIF from these shared-loss covered assets. The extent to which the acquiring institutions may incur elevated loan losses (after consideration of borrower insurance and other financial assistance) resulting in related shared-loss claims, if any, is not yet determinable. Consequently, no additional losses have been reflected in the DIF.

WHOLE BANK PURCHASE AND ASSUMPTION TRANSACTIONS WITH SHARED-LOSS AGREEMENTS

Since the beginning of 2008 through 2013, the FDIC resolved 304 failures using whole bank purchase and assumption resolution transactions with accompanying SLAs on total assets of $215.7 billion purchased by the financial institution acquirers. The acquirer typically assumed all of the deposits and purchased essentially all of the assets of a failed institution. The majority of the commercial and residential loan assets were purchased under an SLA, where the FDIC agreed to share in future losses and recoveries experienced by the acquirer on those assets covered under the agreement.

Losses on the covered assets of failed institutions are shared between the acquirer and the FDIC, in its receivership capacity, when losses occur through the sale, foreclosure, loan modification, or charge-off of loans under the terms of the SLA. The majority of the agreements cover commercial and single-family loans over a five- to ten-year shared-loss period, respectively, with the receiver covering 80 percent of the losses incurred by the acquirer and the acquiring institution covering 20 percent. Prior to March 26, 2010, most SLAs included a threshold amount, above which the receiver covered 95 percent of the losses incurred by the acquirer. Recoveries by the acquirer on covered commercial and single-family SLA losses are also shared over an eight- to ten-year period, respectively. Note that future recoveries on SLA losses are not factored into the DIF allowance for loss calculation because the amount and timing of such receipts are not determinable.

The estimated shared-loss liability is accounted for by the receiver and is included in the calculation of the DIF's allowance for loss against the corporate receivable from the resolution. As shared-loss claims are asserted and proven, receiverships satisfy these shared-loss payments using available liquidation funds and/or by drawing on amounts due from the DIF for funding the deposits assumed by the acquirer (see Note 6).

Receivership shared-loss transactions are summarized as follows (dollars in thousands).

	December 31 2017	December 31 2016
Shared-loss payments made to date, net of recoveries	$ 29,014,957	$ 28,988,624
Projected shared-loss payments, net of "true-up" recoveries	$ 428,971	$ 966,063
Total remaining shared-loss covered assets	$ 13,896,921	$ 20,807,196

The $6.9 billion reduction in the remaining shared-loss covered assets from 2016 to 2017 is primarily due to the liquidation of covered assets from active SLAs, expiration of loss coverage for 14 commercial loan SLAs, and early termination of SLAs impacting 43 receiverships during 2017.

CONCENTRATION OF CREDIT RISK

Financial instruments that potentially subject the DIF to concentrations of credit risk are receivables from resolutions. The repayment of these receivables is primarily influenced by recoveries on assets held by receiverships and payments on the covered assets under SLAs. The majority of the remaining assets in liquidation ($2.3 billion) and current shared-loss covered assets ($13.9 billion), which together total $16.2 billion, are concentrated in commercial loans ($264 million), residential loans ($13.8 billion), and structured transaction-related assets ($1.4 billion) as described in Note 8. Most of the assets originated from failed institutions located in California ($9.6 billion), Puerto Rico ($1.9 billion), and Florida ($1.7 billion).

5. Property and Equipment, Net

Depreciation expense was $54 million and $50 million for 2017 and 2016, respectively. The "Property and equipment, net" line item on the Balance Sheet consisted of the following components (dollars in thousands).

	December 31 2017	December 31 2016
Land	$ 37,352	$ 37,352
Buildings (including building and leasehold improvements)	325,322	348,008
Application software (includes work-in-process)	112,727	127,113
Furniture, fixtures, and equipment	72,384	69,624
Accumulated depreciation	(213,735)	(224,522)
Total	**$ 334,050**	**$ 357,575**

6. Liabilities Due to Resolutions

As of December 31, 2017 and 2016, the DIF recorded liabilities totaling $1.2 billion and $2.1 billion, respectively, to resolution entities representing the agreed-upon value of assets transferred from the receiverships, at the time of failure, to the acquirers/bridge institutions for use in funding the deposits assumed by the acquirers/bridge institutions. Ninety-one percent of these liabilities are due to failures resolved under whole-bank purchase and assumption transactions, most with an accompanying SLA. The DIF satisfies these liabilities either by sending cash directly to a receivership to fund shared-loss and other expenses or by offsetting receivables from resolutions when a receivership declares a dividend.

7. Contingent Liabilities

ANTICIPATED FAILURE OF INSURED INSTITUTIONS

The DIF records a contingent liability and a loss provision for DIF-insured institutions that are likely to fail when the liability is probable and reasonably estimable, absent some favorable event such as obtaining additional capital or merging. The contingent liability is derived by applying expected failure rates and loss rates to the institutions based on supervisory ratings, balance sheet characteristics, and projected capital levels.

The banking industry's financial condition and performance were generally positive in 2017. According to the most recent quarterly financial data submitted by DIF-insured institutions, the industry's capital levels continued to improve, and the percentage of total loans that were noncurrent at September 30 fell to its lowest level since third quarter 2007. The industry reported total net income of $139.6 billion for the first nine months of 2017, an increase of 9.2 percent over the comparable period one year ago.

Losses to the DIF from failures that occurred in 2017 were higher than the contingent liability at the end of 2016, as the deterioration in the financial condition of certain troubled institutions and the resulting cost of institution failures was more than anticipated. However, the reversal of the liability for institutions that failed in 2017, as well as favorable trends in bank supervisory downgrade rates, contributed to a decline in the contingent liability from $477 million at December 31, 2016 to $98 million at December 31, 2017.

In addition to the recorded contingent liabilities, the FDIC has identified risks in the financial services industry that could result in additional losses to the DIF, should potentially vulnerable insured institutions ultimately fail. As a result of these risks, the FDIC believes that it is reasonably possible that the DIF could incur additional estimated losses of approximately $373 million as of December 31, 2017, as compared to $919 million as of year-end 2016. The actual losses, if any, will largely depend on future economic and market conditions and could differ materially from this estimate.

During 2017, eight institutions failed with combined assets of $5.2 billion at the date of failure. Recent trends in supervisory ratings and market data suggest that the financial performance and condition of the banking industry should continue to improve over the coming year. However, the operating environment remains challenging for banks. Interest rates have been exceptionally low for an extended period, and there are signs of growing credit and liquidity risk. Revenue growth has been modest and margins remain narrow despite recent interest rate hikes. Economic conditions that challenge the banking sector include the potential effect of increases in interest rates on liquidity and economic activity; the impact of the 2017 hurricanes and wildfires on credit quality; the impact of continued weak energy and commodity prices on local markets; and the risk of market volatility from geopolitical developments. The FDIC continues to evaluate ongoing risks to affected institutions in light of existing economic and financial conditions, and the extent to which such risks may put stress on the resources of the insurance fund.

LITIGATION LOSSES

The DIF records an estimated loss for unresolved legal cases to the extent that those losses are considered probable and reasonably estimable. The FDIC recorded probable litigation losses of $200 thousand for the DIF as of December 31, 2017 and 2016. In addition, the FDIC has identified $1 million of reasonably possible losses from unresolved cases as of December 31, 2017 and 2016.

8. Other Contingencies

INDYMAC FEDERAL BANK REPRESENTATION AND INDEMNIFICATION CONTINGENT LIABILITY

On March 19, 2009, the FDIC, as receiver, for IndyMac Federal Bank (IMFB) and certain subsidiaries (collectively, Sellers) sold substantially all of the assets, which included mortgage loans and servicing rights, to OneWest Bank (now known as CIT Bank) and its affiliates (collectively, Acquirers). Under the sale agreements, the Acquirers have indemnification rights to recover losses incurred as a result of third-party claims and breaches of the Sellers' representations. The FDIC, in its corporate capacity, guaranteed the Sellers' indemnification obligations under the sale agreements. Until all indemnification claims are asserted, quantified and paid, losses could continue to be incurred by the receivership and indirectly by the DIF.

The unpaid principal balances of loans in the servicing portfolios sold subject to the Sellers' indemnification obligations totaled $171.6 billion at the time of sale. The IndyMac receivership has paid cumulative claims totaling $110 million and $30 million through December 31, 2017 and 2016, respectively. No claims have been asserted or accrued as of December 31, 2017. Claims under review in the amount of $18 million that were accrued for as of December 31, 2016, have been resolved.

The Sellers have settled their obligations to the Acquirers and Fannie Mae with respect to the Fannie Mae mortgage loan portfolios (including claims relating to Fannie Mae's inability to recover interest as a result of the servicer's failure to pursue foreclosure within prescribed timelines). At the time of the sale to CIT, the loans serviced for Fannie Mae constituted approximately 70 percent of the reverse mortgage servicing portfolio. The receivership's payment for this settlement is reflected in the "Receivables from resolutions, net" line item on the Balance Sheet. Given the passage of time and other factors, the FDIC believes that the likelihood of incurring losses directly to other investors is remote.

The Acquirers' rights to submit breach notices as well as their right to submit claims for reimbursement with respect to certain third party claims have passed. However, the Acquirers retain the right to assert indemnification claims for losses over the life of those loans for which breach notices or third party claim notices were timely submitted. While many loans are subject to notices of alleged breaches, not all breach allegations or third party claims will result in an indemnifiable loss. In addition, the Acquirers retain the right to seek reimbursement for losses incurred as a result of claims alleging breaches of loan seller representations asserted by Ginnie Mae on or before March 19, 2019 for its reverse mortgage servicing portfolios. At the time of the sale to CIT the reverse loans serviced for Ginnie Mae constituted approximately 2 percent of the reverse mortgage servicing portfolio. Quantifying the contingent liability is subject to a number of uncertainties, including market conditions, the occurrence of borrower defaults and resulting foreclosures and losses, and the possible allocation of certain losses to the Acquirers. Therefore, because of these uncertainties the FDIC has determined that, while additional losses are probable, the amount is not currently estimable.

PURCHASE AND ASSUMPTION INDEMNIFICATION

In connection with purchase and assumption agreements for resolutions, the FDIC, in its receivership capacity, generally indemnifies the purchaser of a failed institution's assets and liabilities in the event a third party asserts a claim against the purchaser unrelated to the explicit assets purchased or liabilities assumed at the time of failure. The FDIC, in its corporate capacity, is a secondary guarantor if a receivership is unable to pay. These indemnifications generally extend for a term of six years after the date of institution failure. The FDIC is unable to estimate the maximum potential liability for these types of guarantees as the agreements do not specify a maximum amount and any payments are dependent upon the outcome of future contingent events, the nature and likelihood of which cannot be determined at this time. During 2017 and 2016, the FDIC, in its corporate capacity, made no indemnification payments under such agreements, and no amount has been accrued in the accompanying financial statements with respect to these indemnification guarantees.

FDIC GUARANTEED DEBT OF STRUCTURED TRANSACTIONS

The FDIC, as receiver, used structured transactions (securitizations and structured sales of guaranteed notes (SSGNs) or collectively, "trusts") to dispose of residential mortgage loans, commercial loans, and mortgage-backed securities held by the receiverships.

For these transactions, certain loans or securities from failed institutions were pooled and transferred into a trust structure. The trusts issued senior and/or subordinated debt instruments and owner trust or residual certificates collateralized by the underlying mortgage-backed securities or loans.

From March 2010 through March 2013, the receiverships transferred a portfolio of loans with an unpaid principal balance of $2.4 billion and mortgage-backed securities with a book value of $6.4 billion to the trusts. Private investors purchased the senior notes issued by the trusts for $6.2 billion in cash and the receiverships held the subordinated debt instruments and owner trust or residual certificates. In exchange for a fee, the FDIC, in its corporate capacity, guarantees the timely payment of principal and interest due on the senior notes, the latest maturity of which is 2050. If the FDIC is required to perform under its guarantees, it acquires an interest in the cash flows of the trust equal to the amount of guarantee payments made plus accrued interest. The subordinated note holders and owner trust or residual certificate holders receive cash flows from the trust only after all expenses have been paid, the guaranteed notes have been satisfied, and the FDIC has been reimbursed for any guarantee payments.

The following table provides the maximum loss exposure to the FDIC, as guarantor, total guarantee fees collected, guarantee fees receivable, and other information related to the FDIC guaranteed debt for the trusts as of December 31, 2017 and 2016 (dollars in millions).

	December 31 2017	December 31 2016
Number of trusts	11	11
Trust collateral balances		
Initial	$ 8,780	$ 8,780
Current	$ 2,169	$ 2,707
Guaranteed note balances		
Initial	$ 6,196	$ 6,196
Current (maximum loss exposure)	$ 672	$ 1,073
Guarantee fees collected to date	$ 159	$ 152[a]
Amounts recognized in *Interest receivable on investments and other assets, net*		
Receivable for guarantee fees	$ 8	$ 14
Receivable for guarantee payments, net	$ 20	$ 2
Amounts recognized in *Contingent liabilities: Guarantee payments and litigation losses*		
Contingent liability for guarantee payments	$ 34	$ 2
Amounts recognized in *Accounts payable and other liabilities*		
Deferred revenue for guarantee fees[b]	$ 8	$ 14

(a) The guarantee fees reported previously in 2016 were $275 million and included fees from another type of structured transaction for which the guarantees have expired.

(b) All guarantee fees are recorded as deferred revenue and recognized as revenue primarily on a straight-line basis over the term of the notes.

Except as presented above, the DIF records no other structured transaction-related assets or liabilities on its balance sheet.

ESTIMATED LOSS FROM GUARANTEE PAYMENTS

Any estimated loss to the DIF from the guarantees is based on an analysis of the expected guarantee payments by the FDIC, net of reimbursements to the FDIC for such guarantee payments. The DIF recorded a contingent liability of $34 million as of December 31, 2017, for estimated payments under the guarantee for one SSGN transaction, up from $2 million recorded at December 31, 2016. As guarantor, the FDIC, in its corporate capacity, is entitled to reimbursement from the trust for any guarantee payments; therefore a $34 million corresponding receivable has been recorded. The related allowance for loss on this receivable is $14 million, reflecting the expected shortfall of proceeds available for reimbursement after liquidation of the SSGN's underlying collateral at note maturity. Guarantee payments are expected to begin in February 2020 and continue through note maturity in December 2020. For the same SSGN transaction, at December 31, 2016, it was reasonably possible that the DIF would have been required to make a final guarantee payment of $28 million at note maturity.

For all of the remaining transactions, the estimated cash flows from the trust assets provide sufficient coverage to fully pay the debts. To date, the FDIC, in its corporate capacity, has not provided, and does not intend to provide, any form of financial or other type of support for structured transactions that it was not previously contractually required to provide.

9. Assessments

The FDIC deposit insurance assessment system is mandated by section 7 of the FDI Act and governed by part 327 of title 12 of the Code of Federal Regulations (12 CFR Part 327). The risk-based system requires the payment of quarterly assessments by all IDIs.

In response to the Dodd-Frank Act, the FDIC implemented several changes to the assessment system, amended its Restoration Plan (which is required when the ratio of the DIF balance to estimated insured deposits (reserve ratio) is below the statutorily mandated minimum), and developed a comprehensive, long-term fund management plan. The plan is designed to restore and maintain a positive fund balance for the DIF even during a banking crisis and achieve moderate, steady assessment rates throughout any economic cycle. Summarized below are actions taken to implement requirements of the Dodd-Frank Act and provisions of the comprehensive, long-term fund management plan.

- The FDIC amended the Restoration Plan, which is intended to ensure that the reserve ratio reaches 1.35 percent by September 30, 2020, as required by the Dodd-Frank Act, in lieu of the previous statutory minimum of 1.15 percent by the end of 2016. The FDIC updates, at least semiannually, its loss and income projections for the fund and, if needed, increases or decreases assessment rates, following notice-and-comment rulemaking, if required.

- The FDIC Board of Directors designates a reserve ratio for the DIF and publishes the designated reserve ratio (DRR) before the beginning of each calendar year, as required by the FDI Act. Accordingly, in September 2017, the FDIC adopted a final rule maintaining the DRR at 2 percent for 2018. The DRR is an integral part of the FDIC's comprehensive, long-term management plan for the DIF and is viewed as a long-range, minimum target for the reserve ratio.

- The FDIC adopted a final rule that suspends dividends indefinitely, and, in lieu of dividends, adopts lower assessment rate schedules when the reserve ratio reaches 1.15 percent, 2 percent, and 2.5 percent.

As of June 30, 2016, the reserve ratio of the DIF reached 1.17 percent. As a result of the ratio exceeding 1.15 percent, assessment rates were modified as follows, beginning with the quarter ending September 30, 2016.

- Lower regular assessment rates became effective for all IDIs pursuant to final rules published in February 2011 and May 2016.

- A new risk-based method for calculating assessment rates became effective for institutions with less than $10 billion in total assets (small banks) pursuant to the final rule published in May 2016. The revised method is designed to be revenue-neutral, but helps ensure that banks that take on greater risks pay more for deposit insurance.

Additionally, the Dodd-Frank Act requires that the FDIC offset the effect of increasing the minimum reserve ratio from 1.15 percent to 1.35 percent on small banks. To implement this requirement, the FDIC imposed a surcharge to the regular quarterly assessments of IDIs with $10 billion or more in total consolidated assets (larger institutions), beginning with the quarter ending September 30, 2016. Pursuant to a final rule published in March 2016:

- The surcharge generally equals an annual rate of 4.5 basis points applied to a larger institution's regular quarterly assessment base (with certain adjustments).

- The FDIC will impose a shortfall assessment on larger institutions to achieve the minimum reserve ratio of 1.35 percent by the September 30, 2020 statutory deadline, if the reserve ratio has not reached 1.35 percent by the end of 2018.

- The FDIC will provide assessment credits to small banks for the portion of their assessments that contribute to the growth in the reserve ratio between 1.15 percent and 1.35 percent to ensure that the effect of reaching 1.35 percent is fully borne by the larger institutions. The assessment credits will be determined and allocated as soon as practicable after the reserve ratio reaches 1.35 percent. In each quarter that the reserve ratio is at least 1.38 percent, the credits will be used to fully offset a small institution's quarterly insurance assessment, until credits are exhausted.

ASSESSMENT REVENUE

Through December 31, 2017, annual assessment rates averaged approximately 7.2 cents per $100 of the assessment base for 2017, approximately 7.4 cents per $100 for the second half of 2016, and approximately 6.6 cents per $100 during the first half of 2016. The assessment base is generally defined as average consolidated total assets minus average tangible equity (measured as Tier 1 capital) of an IDI during the assessment period. Effective July 1, 2016, the change in the annual assessment rates primarily resulted from the net effect of the surcharges on large institutions, offset by lower regular assessment rates for all IDIs.

The "Assessments receivable, net" line item on the Balance Sheet of $2.6 billion and $2.7 billion represents the estimated premiums due from IDIs for the fourth quarter of 2017 and 2016, respectively. The actual deposit insurance assessments for the fourth quarter of 2017 will be billed and collected at the end of the first quarter of 2018. During 2017 and 2016, $10.6 billion and $10.0 billion, respectively, were recognized as assessment revenue from institutions, including $4.9 billion and $2.4 billion in surcharges from large IDIs in 2017 and 2016, respectively.

PENDING LITIGATION FOR UNDERPAID ASSESSMENTS

On January 9, 2017, the FDIC filed suit in the United States District Court for the District of Columbia (and amended this complaint on April 7, 2017), alleging that Bank of America, N.A. (BoA) underpaid its insurance assessments for multiple quarters based on the underreporting of counterparty exposures. In total, the FDIC alleges that BoA underpaid insurance assessments by $1.12 billion, including interest for the quarters ending March 2012 through December 2014. The FDIC invoiced BoA for $542 million and $583 million representing claims in the initial suit and the amended complaint, respectively. BoA has failed to pay these past due amounts. Pending resolution of this matter, BoA has fully pledged security with a third-party custodian pursuant to a security agreement with the FDIC. As of December 31, 2017, the total amount of unpaid assessments (including accrued interest) was $1.13 billion. For the years ending December 31, 2017 and 2016, the impact of this litigation is not reflected in the financial statements of the DIF.

RESERVE RATIO

As of September 30, 2017 and December 31, 2016, the DIF reserve ratio was 1.28 percent and 1.20 percent, respectively.

ASSESSMENTS RELATED TO FICO

Assessments are levied on institutions for payments of the interest on bond obligations issued by the Financing Corporation (FICO) and will continue until the final bond matures in September 2019. The FICO was established as a mixed-ownership government corporation to function solely as a financing vehicle for the former FSLIC. The FICO assessment has no financial impact on the DIF and is separate from deposit insurance assessments. The FDIC, as administrator of the DIF, acts solely as a collection agent for the FICO. Interest obligations collected and remitted to the FICO as of December 31, 2017 and 2016, were $760 million and $794 million, respectively.

10. Operating Expenses

The "Operating expenses" line item on the Statement of Income and Fund Balance consisted of the following components (dollars in thousands).

	December 31 2017	December 31 2016
Salaries and benefits	$ 1,222,793	$ 1,235,244
Outside services	265,514	265,492
Travel	88,786	92,126
Buildings and leased space	88,465	93,518
Software/Hardware maintenance	77,911	64,757
Depreciation of property and equipment	53,639	50,403
Other	26,362	26,191
Subtotal	**1,823,470**	**1,827,731**
Less: Expenses billed to resolution entities and others	(84,075)	(112,720)
Total	**$ 1,739,395**	**$ 1,715,011**

11. Provision for Insurance Losses

The provision for insurance losses was a negative $183 million for 2017, compared to negative $1.6 billion for 2016. The negative provision for 2017 primarily resulted from a $969 million decrease to the estimated losses for prior year failures offset by a $718 million increase for higher-than-anticipated estimated losses for current year failures, as compared to the contingent liability at year-end 2016. The 2016 negative provision was almost fully attributable to reductions in estimated losses for prior year failures.

As described in Note 4, the estimated recoveries from assets held by receiverships and estimated payments related to assets sold by receiverships to acquiring institutions under shared-loss agreements (SLAs) are used to derive the loss allowance on the receivables from resolutions. Summarized below are the three primary components that comprise the $969 million decrease in estimated losses for prior year failures.

- Receivership shared-loss liability cost estimates decreased $420 million primarily due to lower-than-anticipated losses on covered assets, reductions in shared-loss cost estimates from the early termination of SLAs during the year, and unanticipated recoveries from SLAs where the commercial loss coverage has expired but the recovery period remains active.

- Receiverships received, or are expected to receive, $383 million of unanticipated recoveries from tax refunds, litigation settlements, and professional liability claims. These recoveries are typically not recognized in the allowance for loss estimate until the cash is received by receiverships, or collectability is assured, since significant uncertainties surround their recovery.

- Reductions in receivership contingent legal and representation and warranty liabilities, as well as projected future receivership expenses, resulted in a loss estimate decrease of $124 million.

12. Employee Benefits

PENSION BENEFITS AND SAVINGS PLANS

Eligible FDIC employees (permanent and term employees with appointments exceeding one year) are covered by the federal government retirement plans, either the Civil Service Retirement System (CSRS) or the Federal Employees Retirement System (FERS). Although the DIF contributes a portion of pension benefits for eligible employees, it does not account for the assets of either retirement system. The DIF also does not have actuarial data for accumulated plan benefits or the unfunded liability relative to eligible employees. These amounts are reported on and accounted for by the U.S. Office of Personnel Management (OPM).

Under the Federal Thrift Savings Plan (TSP), the FDIC provides FERS employees with an automatic contribution of 1 percent of pay and an additional matching contribution up to 4 percent of pay. CSRS employees also can contribute to the TSP, but they do not receive agency matching contributions. Eligible FDIC employees may also participate in an FDIC-sponsored tax-deferred 401(k) savings plan with an automatic contribution of 1 percent of pay and an additional matching contribution up to 4 percent of pay. The expenses for these plans are presented in the table below (dollars in thousands).

	December 31 2017	December 31 2016
Civil Service Retirement System	$ 2,644	$ 3,230
Federal Employees Retirement System (Basic Benefit)	111,228	111,368
Federal Thrift Savings Plan	35,180	34,966
FDIC Savings Plan	39,004	37,499
Total	**$ 188,056**	**$ 187,063**

POSTRETIREMENT BENEFITS OTHER THAN PENSIONS

The DIF has no postretirement health insurance liability since all eligible retirees are covered by the Federal Employees Health Benefits (FEHB) program. The FEHB is administered and accounted for by the OPM. In addition, OPM pays the employer share of the retiree's health insurance premiums.

The FDIC provides certain life and dental insurance coverage for its eligible retirees, the retirees' beneficiaries, and covered dependents. Retirees eligible for life and dental insurance coverage are those who have qualified due to (1) immediate enrollment upon appointment or five years of participation in the plan and (2) eligibility for an immediate annuity. The life insurance program provides basic coverage at no cost to retirees and allows converting optional coverage to direct-pay plans. For the dental coverage, retirees are responsible for a portion of the premium.

The FDIC has elected not to fund the postretirement life and dental benefit liabilities. As a result, the DIF recognized the underfunded status (the difference between the accumulated postretirement benefit obligation and the plan assets at fair value) as a liability. Since there are no plan assets, the plan's benefit liability is equal to the accumulated postretirement benefit obligation.

Postretirement benefit obligation, gain and loss, and expense information included in the Balance Sheet and Statement of Income and Fund Balance are summarized as follows (dollars in thousands).

		December 31 2017		December 31 2016
Accumulated postretirement benefit obligation recognized in *Postretirement benefit liability*	**$**	**259,316**	**$**	**232,201**
Amounts recognized in accumulated other comprehensive income: *Unrealized postretirement benefit loss*				
Cumulative net actuarial loss	$	(44,630)	$	(24,212)
Prior service cost		(960)		(1,535)
Total	**$**	**(45,590)**	**$**	**(25,747)**
Amounts recognized in other comprehensive income: *Unrealized postretirement benefit (loss) gain*				
Actuarial (loss) gain	$	(20,418)	$	7,726
Prior service credit		575		575
Total	**$**	**(19,843)**	**$**	**8,301**
Net periodic benefit costs recognized in *Operating expenses*				
Service cost	$	4,098	$	3,882
Interest cost		9,241		8,440
Net amortization out of other comprehensive income		654		1,567
Total	**$**	**13,993**	**$**	**13,889**

Expected amortization of accumulated other comprehensive income into net periodic benefit cost over the next year is shown in the table below (dollars in thousands).

December 31, 2018		
Prior service costs	$	575
Net actuarial loss		1,491
Total	**$**	**2,066**

The annual postretirement contributions and benefits paid are included in the table below (dollars in thousands).

		December 31 2017		December 31 2016
Employer contributions	$	6,720	$	6,388
Plan participants' contributions	$	788	$	739
Benefits paid	$	(7,508)	$	(7,126)

The expected contributions, for the year ending December 31, 2018, are $8.1 million. Expected future benefit payments for each of the next 10 years are presented in the following table (dollars in thousands).

2018	2019	2020	2021	2022	2023-2027
$7,354	$7,809	$8,323	$8,846	$9,388	$55,733

Assumptions used to determine the amount of the accumulated postretirement benefit obligation and the net periodic benefit costs are summarized as follows.

	December 31 2017	December 31 2016
Discount rate for future benefits (benefit obligation)	4.03%	4.67%
Rate of compensation increase	3.44%	3.90%
Discount rate (benefit cost)	4.67%	4.29%
Dental health care cost-trend rate		
Assumed for next year	4.00%	4.50%
Ultimate	4.00%	4.50%
Year rate will reach ultimate	2018	2017

13. Commitments and Off-Balance-Sheet Exposure

COMMITMENTS:

Leased Space

The DIF leased space expense totaled $44 million and $48 million for 2017 and 2016, respectively. The FDIC's lease commitments total $157 million for future years. The lease agreements contain escalation clauses resulting in adjustments, usually on an annual basis. Future minimum lease commitments are as follows (dollars in thousands).

2018	2019	2020	2021	2022	2023/Thereafter
$45,337	$41,069	$25,914	$18,325	$9,443	$17,289

OFF-BALANCE-SHEET EXPOSURE:

Deposit Insurance

Estimates of insured deposits are derived primarily from quarterly financial data submitted by IDIs to the FDIC and represent the accounting loss that would be realized if all IDIs were to fail and the acquired assets provided no recoveries. As of September 30, 2017 and December 31, 2016, estimated insured deposits for the DIF were $7.1 trillion and $6.9 trillion, respectively.

14. Fair Value of Financial Instruments

Financial assets recognized and measured at fair value on a recurring basis at each reporting date include cash equivalents (see Note 2) and the investment in U.S. Treasury securities (see Note 3). The DIF's financial assets measured at fair value consisted of the following components (dollars in millions).

December 31, 2017	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Assets at Fair Value
Assets				
Cash equivalents[1]	$ 1,820			$ 1,820
Available-for-Sale Debt Securities				
Investment in U.S. Treasury securities[2]	83,303			83,303
Total Assets	**$ 85,123**	**$ 0**	**$ 0**	**$ 85,123**

(1) Cash equivalents are Special U.S. Treasury Certificates with overnight maturities valued at prevailing interest rates established by the Treasury's Bureau of the Fiscal Service.

(2) The investment in U.S. Treasury securities is measured based on prevailing market yields for federal government entities.

December 31, 2016	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Assets at Fair Value
Assets				
Cash equivalents[1]	$ 1,326			$ 1,326
Available-for-Sale Debt Securities				
Investment in U.S. Treasury securities[2]	73,512			73,512
Total Assets	**$ 74,838**	**$ 0**	**$ 0**	**$ 74,838**

(1) Cash equivalents are Special U.S. Treasury Certificates with overnight maturities valued at prevailing interest rates established by the Treasury's Bureau of the Fiscal Service.

(2) The investment in U.S. Treasury securities is measured based on prevailing market yields for federal government entities.

15. Information Relating to the Statement of Cash Flows

The following table presents a reconciliation of net income to net cash from operating activities (dollars in thousands).

	December 31 2017	December 31 2016
Operating Activities		
Net Income:	**$ 10,105,456**	**$ 10,523,517**
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of U.S. Treasury securities	543,445	977,245
Treasury Inflation-Protected Securities inflation adjustment	(8,564)	(5,578)
Depreciation on property and equipment	53,639	50,403
Loss on retirement of property and equipment	386	1,607
Provision for insurance losses	(183,149)	(1,567,950)
Unrealized (loss) gain on postretirement benefits	(19,843)	8,301
Change in Assets and Liabilities:		
Decrease (Increase) in assessments receivable, net	31,881	(493,795)
Decrease (Increase) in interest receivable and other assets	21,171	(107,749)
Decrease in receivables from resolutions	1,620,258	5,437,632
(Decrease) in accounts payable and other liabilities	(1,352)	(34,249)
Increase (Decrease) in postretirement benefit liability	27,116	(799)
Increase in contingent liabilities - guarantee payments and litigation losses	31,927	2,389
(Decrease) in liabilities due to resolutions	(870,115)	(2,345,820)
Net Cash Provided by Operating Activities	**$ 11,352,256**	**$ 12,445,154**

16. Subsequent Events

Subsequent events have been evaluated through February 8, 2018, the date the financial statements are available to be issued. Based on management's evaluation, there were no subsequent events requiring disclosure.

FSLIC RESOLUTION FUND (FRF)

Federal Deposit Insurance Corporation

FSLIC Resolution Fund Balance Sheet

As of December 31

(Dollars in Thousands)		2017		2016
ASSETS				
Cash and cash equivalents	$	885,380	$	874,174
Other assets, net		497		4,391
Total Assets	$	**885,877**	$	**878,565**
LIABILITIES				
Accounts payable and other liabilities	$	92	$	26
Total Liabilities		**92**		**26**
RESOLUTION EQUITY (NOTE 5)				
Contributed capital		125,489,317		125,489,317
Accumulated deficit		(124,603,532)		(124,610,778)
Total Resolution Equity		**885,785**		**878,539**
Total Liabilities and Resolution Equity	$	**885,877**	$	**878,565**

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

FSLIC RESOLUTION FUND (FRF)

Federal Deposit Insurance Corporation

FSLIC Resolution Fund Statement of Income and Accumulated Deficit

For the Years Ended December 31

(Dollars in Thousands)	2017	2016
REVENUE		
Interest on U.S. Treasury securities	$ 7,065	$ 2,070
Other revenue	764	3,278
Total Revenue	**7,829**	**5,348**
EXPENSES AND LOSSES		
Operating expenses	562	2,725
Losses related to thrift resolutions (Note 6)	21	(993)
Recovery of tax benefits	0	(3,750)
Total Expenses and Losses	**583**	**(2,018)**
Net Income	**7,246**	**7,366**
Accumulated Deficit - Beginning	**(124,610,778)**	**(124,618,144)**
Accumulated Deficit - Ending	**$ (124,603,532)**	**$ (124,610,778)**

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

FSLIC RESOLUTION FUND (FRF)

Federal Deposit Insurance Corporation

FSLIC Resolution Fund Statement of Cash Flows

For the Years Ended December 31

(Dollars in Thousands)	2017	2016
OPERATING ACTIVITIES		
Provided by:		
Interest on U.S. Treasury securities	$ 7,065	$ 2,070
Recovery of tax benefits	3,750	0
Recoveries from thrift resolutions	1,001	2,270
Department of Justice's return of unused goodwill legal expense funds (Note 3)	0	2,162
Miscellaneous receipts	4	0
Used by:		
Operating expenses	(555)	(3,363)
Miscellaneous disbursements	(59)	(2)
Net Cash Provided by Operating Activities	**11,206**	**3,137**
Net Increase in Cash and Cash Equivalents	**11,206**	**3,137**
Cash and Cash Equivalents - Beginning	**874,174**	**871,037**
Cash and Cash Equivalents - Ending	**$ 885,380**	**$ 874,174**

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

FSLIC RESOLUTION FUND
NOTES TO THE FINANCIAL STATEMENTS

December 31, 2017 and 2016

1. Operations/Dissolution of the FSLIC Resolution Fund

OVERVIEW

The Federal Deposit Insurance Corporation (FDIC) is the independent deposit insurance agency created by Congress in 1933 to maintain stability and public confidence in the nation's banking system. Provisions that govern the FDIC's operations are generally found in the Federal Deposit Insurance (FDI) Act, as amended (12 U.S.C. 1811, *et seq*). In accordance with the FDI Act, the FDIC, as administrator of the Deposit Insurance Fund (DIF), insures the deposits of banks and savings associations (insured depository institutions). In cooperation with other federal and state agencies, the FDIC promotes the safety and soundness of insured depository institutions (IDIs) by identifying, monitoring, and addressing risks to the DIF.

In addition to being the administrator of the DIF, the FDIC is the administrator of the FSLIC Resolution Fund (FRF). As such, the FDIC is responsible for the sale of remaining assets and satisfaction of liabilities associated with the former Federal Savings and Loan Insurance Corporation (FSLIC) and the former Resolution Trust Corporation (RTC). The FDIC maintains the DIF and the FRF separately to support their respective functions.

The FSLIC was created through the enactment of the National Housing Act of 1934. The Financial Institutions Reform, Recovery, and Enforcement Act of 1989 (FIRREA) abolished the insolvent FSLIC and created the FRF. At that time, the assets and liabilities of the FSLIC were transferred to the FRF – except those assets and liabilities transferred to the newly created RTC – effective on August 9, 1989. Further, the FIRREA established the Resolution Funding Corporation (REFCORP) to provide part of the initial funds used by the RTC for thrift resolutions.

The RTC Completion Act of 1993 terminated the RTC as of December 31, 1995. All remaining assets and liabilities of the RTC were transferred to the FRF on January 1, 1996. Today, the FRF consists of two distinct pools of assets and liabilities: one composed of the assets and liabilities of the FSLIC transferred to the FRF upon the dissolution of the FSLIC (FRF-FSLIC), and the other composed of the RTC assets and liabilities (FRF-RTC). The assets of one pool are not available to satisfy obligations of the other.

OPERATIONS/DISSOLUTION OF THE FRF

The FRF will continue operations until all of its assets are sold or otherwise liquidated and all of its liabilities are satisfied. Any funds remaining in the FRF-FSLIC will be paid to the U.S. Treasury. Any remaining funds of the FRF-RTC will be distributed to the REFCORP to pay the interest on the REFCORP bonds. In addition, the FRF-FSLIC has available until expended $602 million in appropriations to facilitate, if required, efforts to wind up the resolution activity of the FRF-FSLIC.

The FDIC has extensively reviewed and cataloged the FRF's remaining assets and liabilities. Some of the unresolved issues are:

- criminal restitution orders (generally have from 1 to 21 years remaining to enforce);
- collections of judgments obtained against officers and directors and other professionals responsible for causing or contributing to thrift losses (generally have up to 10 years remaining to enforce, unless the judgments are renewed or are covered by the Federal Debt Collections Procedures Act, which will result in significantly longer periods for collection of some judgments);
- liquidation/disposition of residual assets purchased by the FRF from terminated receiverships;
- one remaining issue related to assistance agreements entered into by the former FSLIC (FRF could continue to receive or refund overpayments of tax benefits sharing in future years);
- a potential tax liability associated with a fully adjudicated goodwill litigation case (see Note 3); and
- Affordable Housing Disposition Program monitoring (the last agreement expires no later than 2045; see Note 4).

The FRF could realize recoveries from tax benefits sharing, criminal restitution orders, and professional liability claims. However, any potential recoveries are not reflected in the FRF's financial statements, given the significant uncertainties surrounding the ultimate outcome.

On April 1, 2014, the FDIC concluded its role as receiver of FRF receiverships when the last active receivership was terminated. In total, 850 receiverships were liquidated by the FRF and the RTC. To facilitate receivership terminations, the FRF, in its corporate capacity, acquired the remaining receivership assets that could not be liquidated during the life of the receiverships due to restrictive clauses and other impediments. These assets are included in the "Other assets, net" line item on the Balance Sheet.

During the years of receivership activity, the assets held by receivership entities, and the claims against them, were accounted for separately from the FRF's assets and liabilities to ensure that receivership proceeds were distributed in accordance with applicable laws and regulations. Also, the income and expenses attributable to receiverships were accounted for as transactions of those receiverships. The FDIC, as administrator of the FRF, billed receiverships for services provided on their behalf.

2. Summary of Significant Accounting Policies

GENERAL

The financial statements include the financial position, results of operations, and cash flows of the FRF and are presented in accordance with U.S. generally accepted accounting principles (GAAP). During the years of receivership activity, these statements did not include reporting for assets and liabilities of receivership entities because these entities were legally separate and distinct, and the FRF did not have any ownership or beneficial interest in them.

The FRF is a limited-life entity, however, it does not meet the requirements for presenting financial statements using the liquidation basis of accounting. According to Accounting Standards Codification Topic 205, *Presentation of Financial Statements*, a limited-life entity should apply the liquidation basis of accounting only if a change in the entity's governing plan has occurred since its inception. By statute, the FRF is a limited-life entity whose dissolution will occur upon the satisfaction of all liabilities and the disposition of all assets. No changes to this statutory plan have occurred since inception of the FRF.

USE OF ESTIMATES

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenue and expenses, and disclosure of contingent liabilities. Actual results could differ from these estimates. Where it is reasonably possible that changes in estimates will cause a material change in the financial statements in the near term, the nature and extent of such potential changes in estimates have been disclosed. The estimate for other assets is considered significant.

CASH EQUIVALENTS

Cash equivalents are short-term, highly liquid investments consisting primarily of U.S. Treasury Overnight Certificates.

RELATED PARTIES

The nature of related parties and a description of related party transactions are discussed in Note 1 and disclosed throughout the financial statements and footnotes.

APPLICATION OF RECENT ACCOUNTING STANDARDS

In January 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-01, *Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. The ASU addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments through targeted changes to existing guidance. The ASU permits nonpublic entities to exclude disclosures related to the fair value of financial instruments measured at amortized cost. The FDIC has early adopted this provision and Note 7 was revised accordingly. The FDIC has determined that the other provisions of the ASU, which are effective for the FRF beginning on January 1, 2019, will not have a material effect on the financial position of the FRF or its results of operations.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. The ASU will replace the *incurred* loss impairment model with a new *expected* credit loss model for financial assets measured at amortized cost and for off-balance-sheet credit exposures. The FDIC has determined the ASU, which is effective for the FRF beginning on January 1, 2021, will not have a material effect on the financial position of the FRF or its results of operations.

Other recent accounting pronouncements have been deemed not applicable or material to the financial statements as presented.

3. Goodwill Litigation

In *United States v. Winstar Corp*., 518 U.S. 839 (1996), the Supreme Court held that when it became impossible following the enactment of FIRREA in 1989 for the federal government to perform certain agreements to count goodwill toward regulatory capital, the plaintiffs were entitled to recover damages from the United States. The contingent liability associated with the nonperformance of these agreements was transferred to the FRF on August 9, 1989, upon the dissolution of the FSLIC.

The FRF can draw from an appropriation provided by Section 110 of the Department of Justice Appropriations Act, 2000 (Public Law 106-113, Appendix A, Title I, 113 Stat. 1501A-3, 1501A-20), such sums as may be necessary for the payment of judgments and compromise settlements in the goodwill litigation. This appropriation is to remain available until expended. Because an appropriation is available to pay such judgments and settlements, any estimated liability for goodwill litigation will have a corresponding receivable from the U.S. Treasury and therefore have no net impact on the financial condition of the FRF.

The last remaining goodwill case was resolved in 2015. However, for another case fully adjudicated in 2012, an estimated loss of $8 million for the court-ordered reimbursement of potential tax liabilities to the plaintiff is reasonably possible.

The FRF-FSLIC paid goodwill litigation expenses incurred by the Department of Justice (DOJ), the entity that defended these lawsuits against the United States, based on a Memorandum of Understanding (MOU) dated October 2, 1998, between the FDIC and the DOJ. These expenses were paid in advance by the FRF-FSLIC and any unused funds were carried over by the DOJ and applied toward the next fiscal year charges. In September 2016, the DOJ returned $2 million of unused funds to the FRF-FSLIC and retained $250 thousand to cover future administrative expenses. The returned funds were recognized in the “Other revenue” line item on the Statement of Income and Accumulated Deficit.

4. Guarantees

FANNIE MAE GUARANTEE

On May 21, 2012, the FDIC, in its capacity as administrator of the FRF, entered into an agreement with Fannie Mae for the release of $13 million of credit enhancement reserves to the FRF in exchange for indemnifying Fannie Mae from all future losses incurred on 76 multi-family mortgage loans. The former RTC supplied Fannie Mae with the credit enhancement reserves in the form of cash collateral to cover future losses on these mortgage loans through 2020. Based on the most current data available, as of September 30, 2017, the maximum exposure on this indemnification is the current unpaid principal balance of the remaining 18 multi-family loans totaling $919 thousand. Based on a contingent liability assessment of this portfolio as of September 30, 2017, the majority of the loans are at least 90 percent amortized, and all are scheduled to mature within one to three years. Since all of the loans are performing and no losses have occurred since 2001, future payments on this indemnification are not expected. No contingent liability for this indemnification has been recorded as of December 31, 2017 and 2016.

AFFORDABLE HOUSING DISPOSITION PROGRAM

Required by FIRREA under section 501, the Affordable Housing Disposition Program (AHDP) was established in 1989 to ensure the preservation of affordable housing for low-income households. The FDIC, in its capacity as administrator of the FRF-RTC, assumed responsibility for monitoring property owner compliance with land use restriction agreements (LURAs). To enforce the property owners’ LURA obligation, the RTC, prior to its dissolution, entered into Memoranda of Understanding with 34 monitoring agencies to oversee these LURAs. As of December 31, 2017, 24 monitoring agencies oversee these LURAs. The FDIC, through the FRF, has agreed to indemnify the monitoring agencies for all losses related to LURA legal enforcement proceedings.

Since 2006, the FDIC entered into two litigations against property owners and paid $23 thousand in legal expenses, which was fully reimbursed due to successful litigation. The maximum potential exposure to the FRF cannot be estimated as it is contingent upon future legal proceedings. However, loss mitigation factors include: (1) the indemnification may become void if the FDIC is not immediately informed upon receiving notice of any legal proceedings and (2) the FDIC is entitled to reimbursement of any legal expenses incurred for successful litigation against a property owner. AHDP guarantees will continue until the termination of the last LURA, or 2045 (whichever occurs first). As of December 31, 2017 and 2016, no contingent liability for this indemnification has been recorded.

5. Resolution Equity

As stated in the Overview section of Note 1, the FRF is composed of two distinct pools: the FRF-FSLIC and the FRF-RTC. The FRF-FSLIC consists of the assets and liabilities of the former FSLIC. The FRF-RTC consists of the assets and liabilities of the former RTC. Pursuant to legal restrictions, the two pools are maintained separately and the assets of one pool are not available to satisfy obligations of the other.

Contributed capital, accumulated deficit, and resolution equity consisted of the following components by each pool (dollars in thousands).

December 31, 2017

	FRF-FSLIC	FRF-RTC	FRF Consolidated
Contributed capital - beginning	$ 43,864,980	$ 81,624,337	$ 125,489,317
Contributed capital - ending	**43,864,980**	**81,624,337**	**125,489,317**
Accumulated deficit	(43,022,301)	(81,581,231)	(124,603,532)
Total Resolution Equity	**$ 842,679**	**$ 43,106**	**$ 885,785**

December 31, 2016

	FRF-FSLIC	FRF-RTC	FRF Consolidated
Contributed capital - beginning	$ 43,864,980	$ 81,624,337	$ 125,489,317
Contributed capital - ending	**43,864,980**	**81,624,337**	**125,489,317**
Accumulated deficit	(43,029,200)	(81,581,578)	(124,610,778)
Total Resolution Equity	**$ 835,780**	**$ 42,759**	**$ 878,539**

CONTRIBUTED CAPITAL

The FRF-FSLIC and the former RTC received $43.5 billion and $60.1 billion from the U.S. Treasury, respectively, to fund losses from thrift resolutions prior to July 1, 1995. Additionally, the FRF-FSLIC issued $670 million in capital certificates to the Financing Corporation (a mixed-ownership government corporation established to function solely as a financing vehicle for the FSLIC) and the RTC issued $31.3 billion of these instruments to the REFCORP. FIRREA prohibited the payment of dividends on any of these capital certificates. Through December 31, 2017, the FRF-FSLIC received a total of $2.3 billion in goodwill appropriations, the effect of which increased contributed capital.

Through December 31, 2017, the FRF-RTC had returned $4.6 billion to the U.S. Treasury and made payments of $5.1 billion to the REFCORP. The most recent payment to the REFCORP was in July of 2013 for $125 million. In addition, the FDIC returned $2.6 billion to the U.S. Treasury on behalf of the FRF-FSLIC in 2013. These actions reduced contributed capital.

ACCUMULATED DEFICIT

The accumulated deficit represents the cumulative excess of expenses and losses over revenue for activity related to the FRF-FSLIC and the FRF-RTC. Approximately $29.8 billion and $87.9 billion were brought forward from the former FSLIC and the former RTC on August 9, 1989, and January 1, 1996, respectively. Since the dissolution dates, the FRF-FSLIC accumulated deficit increased by $13.2 billion, whereas the FRF-RTC accumulated deficit decreased by $6.3 billion.

6. Losses Related to Thrift Resolutions

Losses related to thrift resolutions represent changes in the estimated losses on assets acquired from terminated receiverships, as well as expenses for the disposition and administration of these assets. These losses were $21 thousand for 2017, compared to negative $993 thousand for 2016. The negative balance in 2016 was due to a $1 million reduction in estimated losses for better-than-anticipated recoveries upon disposition of an asset.

7. Fair Value of Financial Instruments

At December 31, 2017 and 2016, the FRF's financial assets measured at fair value on a recurring basis are cash equivalents (see Note 2) of $842 million and $831 million, respectively. Cash equivalents are Special U.S. Treasury Certificates with overnight maturities valued at prevailing interest rates established by the U.S. Treasury's Bureau of the Fiscal Service. The valuation is considered a Level 1 measurement in the fair value hierarchy, representing quoted prices in active markets for identical assets.

8. Information Relating to the Statement of Cash Flows

The following table presents a reconciliation of net income to net cash from operating activities (dollars in thousands).

	December 31 2017	December 31 2016
Operating Activities		
Net Income:	$ 7,246	$ 7,366
Change in Assets and Liabilities:		
Decrease (Increase) in other assets	3,894	(3,631)
Increase (Decrease) in accounts payable and other liabilities	66	(598)
Net Cash Provided by Operating Activities	$ **11,206**	$ **3,137**

9. Subsequent Events

Subsequent events have been evaluated through February 8, 2018, the date the financial statements are available to be issued. Based on management's evaluation, there were no subsequent events requiring disclosure.

GOVERNMENT ACCOUNTABILITY OFFICE AUDITOR'S REPORT

GAO U.S. GOVERNMENT ACCOUNTABILITY OFFICE
441 G St. N.W.
Washington, DC 20548

Independent Auditor's Report

To the Board of Directors
The Federal Deposit Insurance Corporation

In our audits of the 2017 and 2016 financial statements of the Deposit Insurance Fund (DIF) and of the Federal Savings and Loan Insurance Corporation (FSLIC) Resolution Fund (FRF), both of which are administered by the Federal Deposit Insurance Corporation (FDIC),[1] we found

- the financial statements of the DIF and of the FRF as of and for the years ended December 31, 2017, and 2016, are presented fairly, in all material respects, in accordance with U.S. generally accepted accounting principles;
- FDIC maintained, in all material respects, effective internal control over financial reporting relevant to the DIF and to the FRF as of December 31, 2017; and
- with respect to the DIF and to the FRF, no reportable noncompliance for 2017 with provisions of applicable laws, regulations, contracts, and grant agreements we tested.

The following sections discuss in more detail (1) our report on the financial statements and on internal control over financial reporting and other information included with the financial statements;[2] (2) our report on compliance with laws, regulations, contracts, and grant agreements; and (3) agency comments.

Report on the Financial Statements and on Internal Control over Financial Reporting

In accordance with Section 17 of the Federal Deposit Insurance Act, as amended,[3] and the Government Corporation Control Act,[4] we have audited the financial statements of the DIF and of the FRF, both of which are administered by FDIC. The financial statements for the DIF comprise the balance sheets as of December 31, 2017, and 2016; the related statements of income and fund balance and of cash flows for the years then ended; and the related notes to the financial statements. The financial statements for the FRF comprise the balance sheets as of December 31, 2017, and 2016; the related statements of income and accumulated deficit and of cash flows for the years then ended; and the related notes to the financial statements. We also have audited FDIC's internal control over financial reporting relevant to the DIF and to the FRF as of December 31, 2017, based on criteria established under 31 U.S.C. § 3512(c), (d), commonly known as the Federal Managers' Financial Integrity Act (FMFIA).

[1]A third fund managed by FDIC, the Orderly Liquidation Fund, established by Section 210(n) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, Pub. L. No. 111-203, 124 Stat. 1376, 1506 (July 21, 2010), is unfunded and did not have any transactions from its inception in 2010 through 2017.

[2]Other information consists of information included with the financial statements, other than the auditor's report.

[3]Act of September 21, 1950, Pub. L. No. 797, § 2[17], 64 Stat. 873, 890, *classified as amended at* 12 U.S.C. § 1827.

[4]31 U.S.C. §§ 9101-9110.

GOVERNMENT ACCOUNTABILITY OFFICE AUDITOR'S REPORT (continued)

We conducted our audits in accordance with U.S. generally accepted government auditing standards. We believe that the audit evidence we obtained is sufficient and appropriate to provide a basis for our audit opinions.

Management's Responsibility

FDIC management is responsible for (1) the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; (2) preparing and presenting other information included in documents containing the audited financial statements and auditor's report, and ensuring the consistency of that information with the audited financial statements; (3) maintaining effective internal control over financial reporting, including the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; (4) evaluating the effectiveness of internal control over financial reporting based on the criteria established under FMFIA; and (5) its assessment about the effectiveness of internal control over financial reporting as of December 31, 2017, included in the accompanying Management's Report on Internal Control over Financial Reporting in appendix I.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements and opinions on FDIC's internal control over financial reporting relevant to the DIF and to the FRF based on our audits. U.S. generally accepted government auditing standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement, and whether effective internal control over financial reporting was maintained in all material respects. We are also responsible for applying certain limited procedures to other information included with the financial statements.

An audit of financial statements involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the auditor's assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit of financial statements also involves evaluating the appropriateness of the accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

An audit of internal control over financial reporting involves performing procedures to obtain evidence about whether a material weakness exists.[5] The procedures selected depend on the auditor's judgment, including the assessment of the risk that a material weakness exists. An audit of internal control over financial reporting also includes obtaining an understanding of internal control over financial reporting, and evaluating and testing the design and operating effectiveness of internal control over financial reporting based on the assessed risk. Our audit of internal control also considered FDIC's process for evaluating and reporting on internal control

[5]A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis.

GOVERNMENT ACCOUNTABILITY OFFICE AUDITOR'S REPORT (continued)

over financial reporting based on criteria established under FMFIA. Our audits also included performing such other procedures as we considered necessary in the circumstances.

We did not evaluate all internal controls relevant to operating objectives as broadly established under FMFIA, such as those controls relevant to preparing performance information and ensuring efficient operations. We limited our internal control testing to testing controls over financial reporting. Our internal control testing was for the purpose of expressing an opinion on whether effective internal control over financial reporting was maintained, in all material respects. Consequently, our audit may not identify all deficiencies in internal control over financial reporting that are less severe than a material weakness.

Definition and Inherent Limitations of Internal Control over Financial Reporting

An entity's internal control over financial reporting is a process effected by those charged with governance, management, and other personnel, the objectives of which are to provide reasonable assurance that (1) transactions are properly recorded, processed, and summarized to permit the preparation of financial statements in accordance with U.S. generally accepted accounting principles, and assets are safeguarded against loss from unauthorized acquisition, use, or disposition, and (2) transactions are executed in accordance with provisions of applicable laws, regulations, contracts, and grant agreements, noncompliance with which could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent, or detect and correct, misstatements due to fraud or error. We also caution that projecting any evaluation of effectiveness to future periods is subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinions on Financial Statements

In our opinion,

- the DIF's financial statements present fairly, in all material respects, the DIF's financial position as of December 31, 2017, and 2016, and the results of its operations and its cash flows for the years then ended, in accordance with U.S. generally accepted accounting principles, and

- the FRF's financial statements present fairly, in all material respects, the FRF's financial position as of December 31, 2017, and 2016, and the results of its operations and its cash flows for the years then ended, in accordance with U.S. generally accepted accounting principles.

Opinions on Internal Control over Financial Reporting

In our opinion,

- FDIC maintained, in all material respects, effective internal control over financial reporting relevant to the DIF as of December 31, 2017, based on criteria established under FMFIA and

- FDIC maintained, in all material respects, effective internal control over financial reporting relevant to the FRF as of December 31, 2017, based on criteria established under FMFIA.

GOVERNMENT ACCOUNTABILITY OFFICE AUDITOR'S REPORT (continued)

FDIC made progress during 2017 in addressing a significant deficiency[6] that we reported in our 2016 audit.[7] Specifically, FDIC sufficiently addressed the deficiencies in information systems access and configuration management controls such that we no longer consider the remaining control deficiencies in this area, individually or collectively, to represent a significant deficiency as of December 31, 2017.

During our 2017 audit, we identified other deficiencies in FDIC's internal control over financial reporting that we do not consider to be material weaknesses or significant deficiencies. Nonetheless, these deficiencies warrant FDIC management's attention. We have communicated these matters to FDIC management and, where appropriate, will report on them separately.

Other Matters

Other Information

FDIC's other information contains a wide range of information, some of which is not directly related to the financial statements. This information is presented for purposes of additional analysis and is not a required part of the financial statements. We read the other information included with the financial statements in order to identify material inconsistencies, if any, with the audited financial statements. Our audit was conducted for the purpose of forming opinions on the DIF and the FRF financial statements. We did not audit and do not express an opinion or provide any assurance on the other information.

Report on Compliance with Laws, Regulations, Contracts, and Grant Agreements

In connection with our audits of the financial statements of the DIF and of the FRF, both of which are administered by FDIC, we tested compliance with selected provisions of applicable laws, regulations, contracts, and grant agreements consistent with our auditor's responsibility discussed below. We caution that noncompliance may occur and not be detected by these tests. We performed our tests of compliance in accordance with U.S. generally accepted government auditing standards.

Management's Responsibility

FDIC management is responsible for complying with applicable laws, regulations, contracts, and grant agreements.

Auditor's Responsibility

Our responsibility is to test compliance with selected provisions of applicable laws, regulations, contracts, and grant agreements that have a direct effect on the determination of material amounts and disclosures in the financial statements of the DIF and of the FRF, and to perform certain other limited procedures. Accordingly, we did not test FDIC's compliance with all applicable laws, regulations, contracts, and grant agreements.

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[6]A significant deficiency is a deficiency, or a combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

[7]GAO, *Financial Audit: Federal Deposit Insurance Corporation Funds' 2016 and 2015 Financial Statements*, GAO-17-299R (Washington, D.C.: Feb. 15, 2017).

GOVERNMENT ACCOUNTABILITY OFFICE AUDITOR'S REPORT (continued)

Results of Our Tests for Compliance with Laws, Regulations, Contracts, and Grant Agreements

Our tests for compliance with selected provisions of applicable laws, regulations, contracts, and grant agreements disclosed no instances of noncompliance for 2017 that would be reportable, with respect to the DIF and to the FRF, under U.S. generally accepted government auditing standards. However, the objective of our tests was not to provide an opinion on compliance with applicable laws, regulations, contracts, and grant agreements. Accordingly, we do not express such an opinion.

Intended Purpose of Report on Compliance with Laws, Regulations, Contracts, and Grant Agreements

The purpose of this report is solely to describe the scope of our testing of compliance with selected provisions of applicable laws, regulations, contracts, and grant agreements, and the results of that testing, and not to provide an opinion on compliance. This report is an integral part of an audit performed in accordance with U.S. generally accepted government auditing standards in considering compliance. Accordingly, this report on compliance with laws, regulations, contracts, and grant agreements is not suitable for any other purpose.

Agency Comments

In commenting on a draft of this report, FDIC stated that it was pleased to receive unmodified opinions on the DIF's and the FRF's financial statements, and noted that we reported that FDIC had effective internal control over financial reporting and that there was no reportable noncompliance with tested provisions of applicable laws, regulations, contracts, and grant agreements. Further, FDIC stated that it remains committed to ensuring sound financial management remains a top priority. The complete text of FDIC's response is reprinted in appendix II.

James R. Dalkin
Director
Financial Management and Assurance

February 8, 2018

Appendix I

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

FDIC
Federal Deposit Insurance Corporation
550 17th Street NW, Washington, D.C. 20429-9990
Office of the Chairman

Management's Report on Internal Control over Financial Reporting

The Federal Deposit Insurance Corporation's (FDIC's) internal control over financial reporting relevant to the Deposit Insurance Fund (DIF) and the FSLIC Resolution Fund (FRF) is a process effected by those charged with governance, management, and other personnel, the objectives of which are to provide reasonable assurance that (1) transactions are properly recorded, processed, and summarized to permit the preparation of financial statements in accordance with U.S. generally accepted accounting principles, and assets are safeguarded against loss from unauthorized acquisition, use, or disposition; and (2) transactions are executed in accordance with provisions of applicable laws, regulations, contracts, and grant agreements, noncompliance with which could have a material effect on the financial statements.

FDIC management is responsible for establishing and maintaining effective internal control over financial reporting, including the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. FDIC management evaluated the effectiveness of the FDIC's internal control over financial reporting relevant to the DIF and the FRF as of December 31, 2017, based on the criteria established under 31 U.S.C. 3512(c), (d) (commonly known as the Federal Managers' Financial Integrity Act (FMFIA)). FDIC management performed this evaluation through its corporate risk management program that seeks to comply with the spirit of the following laws, standards, and guidance from the Office of Management and Budget (OMB) among others: FMFIA; Chief Financial Officers Act (CFO Act); Government Performance and Results Act (GPRA); Federal Information Security Management Act (FISMA); and OMB Circular A-123. In addition, other standards that the FDIC considers are the framework set forth by the Committee of Sponsoring Organizations of the Treadway Commission's *Internal Control – Integrated Framework* and the U.S. Government Accountability Office's *Standards for Internal Control in the Federal Government.*

Based on the above evaluation, management concludes that, as of December 31, 2017, FDIC's internal control over financial reporting relevant to the DIF and the FRF was effective.

Martin J. Gruenberg

Martin J. Gruenberg
Chairman

Steven O. App

Steven O. App
Deputy to the Chairman
and Chief Financial Officer

February 8, 2018

Appendix II

MANAGEMENT'S RESPONSE TO THE AUDITOR'S REPORT

FDIC
Federal Deposit Insurance Corporation
550 17th Street NW, Washington, D.C. 20429-9990
Deputy to the Chairman and CFO

February 8, 2018

Mr. James Dalkin
Director, Financial Management and Assurance
U.S. Government Accountability Office
441 G Street, NW
Washington, DC 20548

Re: FDIC Management Response to the 2017 Financial Statements Audit Report

Dear Mr. Dalkin:

Thank you for the opportunity to review and comment on the U.S. Government Accountability Office's (GAO's) draft report titled, Financial Audit: Federal Deposit Insurance Corporation Funds' 2017 and 2016 Financial Statements, GAO-18-293R. We are pleased that the Federal Deposit Insurance Corporation (FDIC) has received unmodified (unqualified) opinions for the twenty-sixth consecutive year on the financial statements of its funds: the Deposit Insurance Fund (DIF) and the FSLIC Resolution Fund (FRF). Also, GAO reported that the FDIC had effective internal control over financial reporting, and that there was no reportable noncompliance with provisions of applicable laws, regulations, contracts, and grant agreements that were tested.

FDIC management and staff strive to continually improve the internal control environment and recognize the essential role a strong internal control program plays in an agency achieving its mission. We remain committed to ensuring sound financial management remains a top priority.

In complying with audit standards that require management to provide a written assessment about the effectiveness of its internal control over financial reporting, the FDIC has prepared Management's Report on Internal Control over Financial Reporting. The report acknowledges management's responsibility for establishing and maintaining internal control over financial reporting and provides the FDIC's conclusion regarding the effectiveness of its internal control.

We want to thank the GAO staff for their professionalism and dedication during the audit and look forward to another productive and successful relationship during the 2018 audit. If you have any questions or concerns, please do not hesitate to contact me.

Sincerely,

Steven O. App

Steven O. App
Deputy to the Chairman
and Chief Financial Officer