

# National Securities Clearing Corporation

Financial Statements as of and for the Years Ended  
December 31, 2024 and 2023, and Report of Independent  
Registered Public Accounting Firm

# NATIONAL SECURITIES CLEARING CORPORATION

## TABLE OF CONTENTS

---

	<b>Page</b>
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	1
FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023:	
Statements of Financial Condition	2
Statements of Income	3
Statements of Changes in Shareholder's Equity	4
Statements of Cash Flows	5
Notes to Financial Statements	6-25

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholder of National Securities Clearing Corporation

### Opinion on the Financial Statements

We have audited the accompanying statements of financial condition of National Securities Clearing Corporation (the "Company") as of December 31, 2024 and 2023, the related statements of income, changes in shareholder's equity, and cash flows, for each of the two years in the period ended December 31, 2024, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB and in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matters

Critical audit matters are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.



February 26, 2025

We have served as the Company's auditor since 2009.

# NATIONAL SECURITIES CLEARING CORPORATION

## STATEMENTS OF FINANCIAL CONDITION

<b>(In thousands, except share data)</b>	<b>As of December 31,</b>	
	<b>2024</b>	<b>2023</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 14,653,048	\$ 13,459,115
Participants' segregated cash	3,232	57
Short-term investments	750,000	200,000
Accounts receivable - net of allowance for credit losses	35,761	24,276
Clearing Fund	10,295,246	12,386,378
Other Participants' assets	303	928
Other current assets	40,802	29,518
Total current assets	<u>25,778,392</u>	<u>26,100,272</u>
<b>NON-CURRENT ASSETS:</b>		
Premises and equipment - net of accumulated depreciation	2,676	2,773
Intangible assets - net of accumulated amortization	33,967	36,863
Other non-current assets	3,500	816
Total non-current assets	<u>40,143</u>	<u>40,452</u>
<b>TOTAL ASSETS</b>	<u><u>\$ 25,818,535</u></u>	<u><u>\$ 26,140,724</u></u>
<b>LIABILITIES AND SHAREHOLDER'S EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Commercial paper - net of unamortized discount	\$ 9,973,028	\$ 9,076,862
Long-term debt, current portion	2,147,603	398,813
Accounts payable and accrued expenses	252,368	291,592
Clearing Fund	10,295,246	12,386,378
Payable to Participants	3,535	985
Other current liabilities	22,139	10,162
Total current liabilities	<u>22,693,919</u>	<u>22,164,792</u>
<b>OTHER NON-CURRENT LIABILITIES:</b>		
Long-term debt	2,415,405	3,332,961
Other non-current liabilities	26,348	5,621
Total non-current liabilities	<u>2,441,753</u>	<u>3,338,582</u>
Total liabilities	<u>25,135,672</u>	<u>25,503,374</u>
<b>COMMITMENTS AND CONTINGENCIES (Note 2)</b>		
<b>SHAREHOLDER'S EQUITY</b>		
Common stock, \$0.50 par value - 30,000 shares authorized;		
20,000 shares issued and outstanding	10	10
Additional paid-in capital	69,442	69,442
Retained earnings	613,411	567,898
Total shareholder's equity	<u>682,863</u>	<u>637,350</u>
<b>TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY</b>	<u><u>\$ 25,818,535</u></u>	<u><u>\$ 26,140,724</u></u>

The Notes to Financial Statements are an integral part of these statements.

**NATIONAL SECURITIES CLEARING CORPORATION**  
**STATEMENTS OF INCOME**

<b>(In thousands)</b>	<b>For the years ended December 31,</b>	
	<b>2024</b>	<b>2023</b>
<b>REVENUES</b>		
Clearing services	\$ 560,753	\$ 473,046
Wealth management services	129,842	123,323
Other services	9,915	9,536
Total revenues	<u>700,510</u>	<u>605,905</u>
<b>EXPENSES</b>		
Employee compensation and related benefits	221,957	206,076
Information technology	77,152	69,292
Professional and other services	141,446	136,966
Occupancy	13,595	14,976
Depreciation and amortization	16,310	21,513
General and administrative	40,672	27,891
Impairment of intangible assets	—	12,170
Total expenses	<u>511,132</u>	<u>488,884</u>
Total operating income	<u>189,378</u>	<u>117,021</u>
<b>NON-OPERATING INCOME (EXPENSE)</b>		
Interest income	1,369,643	1,346,699
Refunds to Participants	(651,755)	(591,938)
Interest expense	(650,428)	(624,742)
Other non-operating income, net	10,250	10,170
Total non-operating income	<u>77,710</u>	<u>140,189</u>
Income before taxes	267,088	257,210
Provision for income taxes	71,575	65,276
Net income	<u>\$ 195,513</u>	<u>\$ 191,934</u>

The Notes to Financial Statements are an integral part of these statements.

# NATIONAL SECURITIES CLEARING CORPORATION

## STATEMENTS OF CHANGES IN SHAREHOLDER'S EQUITY

<b>(In thousands)</b>	<b>Common Stock</b>	<b>Additional Paid-In Capital</b>	<b>Retained Earnings</b>	<b>Total Shareholder's Equity</b>
BALANCE - January 1, 2023	\$ 10	\$ 69,442	\$ 575,964	\$ 645,416
Common stock dividend	—	—	(200,000)	(200,000)
Net income	—	—	191,934	191,934
BALANCE - December 31, 2023	10	69,442	567,898	637,350
Common stock dividend	—	—	(150,000)	(150,000)
Net income	—	—	195,513	195,513
BALANCE - December 31, 2024	<u>\$ 10</u>	<u>\$ 69,442</u>	<u>\$ 613,411</u>	<u>\$ 682,863</u>

The Notes to Financial Statements are an integral part of these statements.

# NATIONAL SECURITIES CLEARING CORPORATION

## STATEMENTS OF CASH FLOWS

(In thousands)	For the years ended December 31,	
	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 195,513	\$ 191,934
Adjustments to reconcile net income to net cash provided by/(used in) operating activities:		
Depreciation and amortization	16,310	21,513
Impairment of intangible assets	—	12,170
Deferred income taxes	(2,683)	(12,334)
(Accretion)/Amortization of discount on Commercial paper, net of associated interest paid	(44,456)	44,323
Accretion of discount and amortization of debt issuance costs	9,422	9,652
Other	9	—
Net change in:		
Accounts receivable	(11,493)	985
Other assets	(11,285)	(3,998)
Accounts payable and accrued expenses	10,777	10,031
Other liabilities	13,658	4,706
Clearing Fund liabilities	(2,240,745)	577,206
Payable to Participants	2,550	(4,469)
Net cash (used in)/provided by operating activities	(2,062,423)	851,719
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of Short-term investments	(2,400,000)	(1,150,000)
Maturities of Short-term investments	1,850,000	1,700,000
Capitalized software development costs	(13,317)	(15,948)
Net cash (used in)/provided by investing activities	(563,317)	534,052
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from Commercial paper	48,050,283	51,467,160
Repayments of Commercial paper	(47,109,662)	(51,544,259)
Repayments on Long-term debt	(400,000)	(2,000,000)
Proceeds from issuance of Long-term debt, net of debt issuance costs	1,240,857	990,283
Dividend on common stock	(200,000)	(100,000)
Net cash provided by/(used in) financing activities	1,581,478	(1,186,816)
Net (decrease)/increase in Cash and cash equivalents, Participants' segregated cash, Clearing Fund cash deposits, Cash in Other Participants' assets	(1,044,262)	198,955
Cash and cash equivalents, Participants' segregated cash, Clearing Fund cash deposits, Cash in Other Participants' assets - Beginning of year	25,239,082	25,040,127
Cash and cash equivalents, Participants' segregated cash, Clearing Fund cash deposits, Cash in Other Participants' assets - End of year	\$ 24,194,820	\$ 25,239,082
<b>SUPPLEMENTAL DISCLOSURES:</b>		
Interest paid	\$ 687,418	\$ 566,910
Income taxes paid - net of refunds	\$ 48,100	\$ 71,460

The Notes to Financial Statements are an integral part of these statements.

# NATIONAL SECURITIES CLEARING CORPORATION

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

---

### 1. BUSINESS AND OWNERSHIP

National Securities Clearing Corporation (NSCC or the Company) is organized as a business corporation under New York law, and is a clearing agency registered with the U.S. Securities and Exchange Commission (SEC). NSCC provides central counterparty (CCP) services, including clearing, settlement and risk management services to its members (referred to herein as its Participants) for trades involving equities, corporate and municipal debt, exchange-traded funds, and unit investment trusts.

NSCC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (DTCC). Other subsidiaries of DTCC include The Depository Trust Company (DTC), Fixed Income Clearing Corporation (FICC), DTCC ITP LLC, DTCC Deriv/SERV LLC, DTCC Solutions LLC and DTCC Digital (US) Inc.

NSCC is designated as a Systemically Important Financial Market Utility (SIFMU) by the U.S. Financial Stability Oversight Council pursuant to Title VIII of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, which subjects the Company to enhanced standards for risk management, operation and governance, as established by the SEC's Standards for Covered Clearing Agencies (CCAS).

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of presentation.** The accompanying financial statements are prepared in accordance with generally accepted accounting principles in the United States of America (U.S. GAAP).

**Use of estimates.** The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements. Management makes estimates regarding, among other things, the collectability of receivables, the outcome of litigation, the realization of deferred taxes, unrecognized tax benefits, impairment of intangible assets, fair value measurements, expense allocations and other matters that affect the reported amounts. Estimates are based on judgment and available information; therefore, actual results could differ materially from those estimates.

**Cash and cash equivalents.** All highly liquid investments purchased with an original maturity of three months or less at the date of acquisition are classified as Cash and cash equivalents. Cash equivalents consist primarily of highly liquid investments in deposits held in banks.

**Participants' segregated cash.** Represents cash received from Participants for the exclusive benefit of the Participants' customers. Certain Participants are required by their regulators to segregate a portion of cash and securities in specifically protected accounts on behalf of their clients in a good control location.

**Short-term investments.** Consists of cash invested in bank deposits with original maturities greater than three months and less than one year with various yields carried at amortized cost, which approximates fair value due to their short-term maturities.

**Fair value measurements.** The Company may be required or permitted to measure and disclose certain financial assets and liabilities using fair value measurements. Fair value is defined as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. The Company uses a three-level classification hierarchy of fair value measurements that establishes the quality of inputs used to measure fair value. The fair value of financial instruments is determined using various techniques that involve some level of estimation and judgment, the degree of which is dependent on the price transparency and the complexity of the instruments.



# NATIONAL SECURITIES CLEARING CORPORATION

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

**Accounts receivable.** Accounts receivable are stated at cost, net of an allowance for credit losses and refunds to Participants. The Company establishes an allowance for estimated losses resulting from uncollectibility. Expected credit losses for newly recognized financial assets and changes to expected credit losses during the period are recognized in General and administrative expenses in the accompanying Statements of Income. The Company determines the adequacy of the allowance by estimating the possibility of loss based on a variety of factors, including the length of time receivables are past due, forward looking macroeconomic projections, historical experience and the financial condition of customers and other debtors.

**Clearing Fund.** The rules of NSCC require Participants to maintain deposits related to their respective activities based on calculated requirements. The deposits are available to NSCC to secure Participants' obligations and certain liabilities of the Company. Margin deposits and any additional Participant contributions are maintained within the Clearing Fund on the accompanying Statements of Financial Condition due to the benefits and risks of ownership incurred by the Company. Deposits and contributions may be in the form of cash, cash equivalents and securities. These deposits may be applied to satisfy obligations of the depositing Participant, other Participants, or the Company pursuant to NSCC's rules.

**Cash deposits.** Deposits and contributions received in the form of cash may only be invested in bank deposit accounts, including Federal Reserve Bank of New York (FRBNY), that provide same day access to funds. All interest earned on investments is accrued and included within Interest income in the accompanying Statements of Income. This interest earned on Clearing Fund is refunded to Participants and is included in Refunds to Participants in the accompanying Statements of Income.

**Securities on deposit.** Securities deposited to the Clearing Fund may include U.S. Treasury securities, U.S. agency debt securities and U.S. agency residential mortgage-backed securities, pursuant to NSCC's rules.

**Other Participants' assets and Payable to Participants.** Consists of residual cash available for end-of-day settlement activity and any ongoing outstanding obligations of members. Such cash is included in Other Participants' assets, with a corresponding liability recorded in Payable to Participants, on the accompanying Statements of Financial Condition.

**Premises and equipment.** Premises and equipment are stated at cost, net of accumulated depreciation. Routine maintenance, repairs and replacement costs are expensed as incurred, while improvements that extend the useful life of the assets are capitalized. When equipment is sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in the accompanying Statements of Income. Premises and equipment are reviewed for impairment whenever events or changes in circumstances indicate the related carrying amount may not be recoverable. The following table summarizes how the Company depreciates Premises and equipment:

Premises and equipment	Depreciation Period	Depreciation Method
Building and improvements	7 - 39 years	Straight-line

Depreciation expense for buildings and improvements is included in Depreciation and amortization in the accompanying Statements of Income.

**Intangible assets.** Intangible assets represent capitalized software. The Company capitalizes eligible costs associated with the acquisition or development of internal-use software projects that provide new or significantly improved functionality. The Company capitalizes software costs expected to result in long-term operational benefits, such as replacement systems or new applications that result in significantly increased operational efficiencies or functionality. All other costs incurred in connection with an internal-use software project are expensed as incurred.

Intangible assets are reviewed for impairment whenever events or changes in circumstances indicate the related carrying amount may not be recoverable. Intangible assets are amortized over estimated useful life of three years using the straight-line method.

# NATIONAL SECURITIES CLEARING CORPORATION

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

---

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

**Commercial paper.** NSCC issues commercial paper with maturities generally less than one year. The proceeds from the issuance of the commercial paper constitute liquid resources of NSCC that, together with other liquid resources of the Company, are available to enable NSCC to effect the settlement of its payment obligations in the event of the default of any of its Participants pursuant to NSCC's rules. Pending such use by NSCC, the proceeds of the issuance of commercial paper are invested in highly liquid short-term instruments in accordance with NSCC's investment policy.

**Debt issuance costs.** Debt issuance costs consist of costs incurred in obtaining financing and are amortized over the term of the financing using the straight-line method. These costs are generally recorded as a direct deduction from the carrying amount of the related debt liability on the Statements of Financial Condition.

**Derivatives and hedging.** The Company uses derivatives for hedging purposes to manage its exposure to changes in interest rates. The Company uses interest rate swaps to mitigate the interest rate risk associated with fixed-rate long-term debt obligations by converting a portion of its interest expense exposure from fixed rate to a floating rate to more closely align with interest income received on its cash equivalents. The Company does not use derivatives for trading purposes. The Company formally documents all relationships between the hedging instruments and hedged items, as well as the Company's risk-management objectives and strategy for undertaking various hedging transactions. Hedge accounting is applied when a derivative is highly effective at reducing the risk associated with the hedged exposure and the risk management objective and strategy are documented. Hedge documentation identifies the derivative hedging instrument, the asset or liability and type of risk hedged, and how the effectiveness of the derivative is assessed prospectively and retrospectively. See Note 8, Long-term debt, for the Company's fixed-rate senior notes being hedged through interest rate swaps.

**Commitments and contingencies.** The Company is involved in legal proceedings and litigation arising in the ordinary course of business. In the opinion of management, the outcome of such proceedings and litigation is not expected to have a material effect on the accompanying Statements of Financial Condition, Income or Cash Flows.

**Revenue recognition.** The Company recognizes revenue to depict the transfer of promised services and related performance obligations to customers in an amount that reflects the consideration to which the entity expects to be entitled, upon satisfaction, in exchange for those services.

The Company derives its revenue from transaction fees, subscription revenue, and usage fees. Revenue from transaction fees is billed monthly and calculated based on the number of executed transactions and the established fee schedules, less any applicable volume discounts. The volume targets or thresholds for the discounts primarily reset monthly. Subscription revenues are recognized ratably over the performance period of the relevant contract using a time elapsed measure of progress as the customer receives the benefits of the services throughout the term of the contract. Usage fees are recognized when services are provided based on contractual terms.

Details for each revenue stream presented in the Company's Statements of Income follow:

*Clearing services.* Revenue derived from this revenue stream is in the form of transaction fees that are based on either the volume or value of trading activity. Services include the clearing and settlement of equity, corporate and municipal bond and unit investment trust transactions.

*Wealth management services.* Revenue derived from this revenue stream are in the form of transaction fees. Services include centralized, automated processing and information services for mutual fund, alternative investment, and insurance and retirement products.

*Other services.* Revenue derived from this revenue stream may be in the form of subscription revenue and usage fees, which include referential and activity-based announcement, security reference, and liquidity data through the DTCC Data Services product. These offerings are delivered in fixed or configurable formats, sourced from the Company's transaction, reference, position and asset servicing data.

# NATIONAL SECURITIES CLEARING CORPORATION

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

**Expense allocations.** Substantially all expenses are recorded at DTCC and are allocated to its subsidiaries, including NSCC, based upon their estimated use of such goods or services as determined by various allocation factors including level of support provided and utilization of technology resources. Accordingly, the expenses in the accompanying Statements of Income represent allocated costs including Employee compensation and related benefits, Information technology, Professional and other services, Occupancy and General and administrative.

**Income taxes.** The Provision for income taxes is computed using the asset and liability method. The current tax payable is based on taxable income for the year. Taxable income differs from Income before taxes as reported in the accompanying Statement of Income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company records a deferred income tax (benefit) provision when there are differences between assets and liabilities measured for financial reporting and for income tax return purposes. These temporary differences result in taxable (deferred tax liability) or deductible (deferred tax asset) amounts in future years and are measured using the tax rates and laws that will be in effect when such differences are expected to reverse. Valuation allowances are recognized if, based on the weight of available evidence, it is more likely than not that some portion of the deferred tax asset will not be realized. Deferred tax assets and liabilities are reported net by jurisdiction in non-current assets or liabilities on the accompanying Statements of Financial Condition. The Company provides for uncertain tax positions and the related interest and penalties based upon management's assessment of whether a tax benefit is more likely than not to be sustained upon examination by the tax authorities. These provisions, along with the interest and penalties are included in the other non-current liabilities in the accompanying Statements of Financial Condition.

**Reconciliation of Cash and cash equivalents and other limited use cash.** When reconciling the beginning and ending total amounts shown in the Statements of Cash Flows, the Company includes all cash on the Statements of Financial Condition, regardless of which line it is included. The Statement of Cash Flows includes Cash and cash equivalents and cash balances that are not available for general corporate purposes due to certain limitations, including - Participants' segregated cash, Clearing Fund cash deposits and Cash in Other Participants' assets.

A reconciliation of Cash and cash equivalents, Participants' segregated cash, Clearing Fund cash deposits, and Cash in Other Participants' assets, reported within the Statements of Financial Condition that sum to the total of the same such amounts shown on the accompanying Statements of Cash Flows as of December 31, 2024 and 2023 follow (in thousands):

	2024	2023
Cash and cash equivalents	\$ 14,653,048	\$ 13,459,115
Participants' segregated cash	3,232	57
Clearing Fund cash deposits (see Note 4)	9,538,237	11,778,982
Cash in Other Participants' assets	303	928
Total Cash and cash equivalents, Participants' segregated cash, Clearing Fund cash deposits and Cash in Other Participants' assets shown on the Statements of Cash Flows	<u>\$ 24,194,820</u>	<u>\$ 25,239,082</u>

**Common stock dividend.** On December 20, 2023, the Board of Directors approved a dividend in the amount of \$200 million from NSCC to DTCC. The dividend is included in Accounts payable and accrued expense on the accompanying Statement of Financial Condition, and was paid on January 8, 2024. On December 18, 2024, the Board of Directors approved a dividend in the amount of \$150 million from NSCC to DTCC. The dividend is included in Accounts payable and accrued expense on the accompanying Statement of Financial Condition, and was paid on January 23, 2025.

**Global Events and Crises.** Global pandemics, sanctions, war, global cyber outage, or natural disasters may have an adverse impact on market, economic and geopolitical conditions and trigger a period of global economic slowdown. Such a slowdown may have a material impact on the Company's financial results including changes in revenue, interest rates, liquidity/credit, and government and regulatory policy. At this time, the Company has not experienced any material adverse financial impacts from these events and crises.

# NATIONAL SECURITIES CLEARING CORPORATION

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

### 3. ACCOUNTING AND REPORTING DEVELOPMENTS

Standard	Description	Impact on the financial statements or other significant matters
<i>Financial Accounting Standards Board Standard Issued, but not yet Adopted</i>		
ASU 2024-03 - Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40)  <i>Issued November 2024</i>	<ul style="list-style-type: none"> <li>Enhances disclosures required for specified information about certain costs and expenses at each interim and annual reporting period an entity.</li> </ul>	<ul style="list-style-type: none"> <li>Effective January 1, 2027.</li> <li>The Company is evaluating the impact on its financial statements and related disclosures.</li> </ul>
ASU 2023-09 - Income Taxes (Topic 740): Improvements to Income Tax Disclosures  <i>Issued December 2023</i>	<ul style="list-style-type: none"> <li>Enhances disclosures related to the rate reconciliation and income taxes paid. The amendment requires consistent categories and greater disaggregation of information in the rate reconciliation and income taxes paid disaggregated by jurisdiction.</li> <li>The amendment requires disclosures of pretax income (or loss) and income tax expense (or benefit) to be consistent with the SEC Regulation S-X 210.4-08(h), Rules of General Application—General Notes to Financial Statements: Income Tax Expense, and eliminates disclosures that no longer are considered cost beneficial or relevant.</li> </ul>	<ul style="list-style-type: none"> <li>Effective January 1, 2025.</li> <li>The adoption of the standard will not have a material impact on the Company's financial statements and related disclosures.</li> </ul>
<i>Recently Adopted Accounting Standards</i>		
ASU 2023-07 - Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures  <i>Issued November 2023</i>	<ul style="list-style-type: none"> <li>Requires incremental segment information disclosures, including disclosures of significant segment expenses that are regularly provided to the chief operating decision maker (CODM), a description of other segment items by reportable segment, and any additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources.</li> <li>Requires the disclosure of the title and position of the CODM, and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources.</li> <li>Requires that a public entity that has a single reportable segment provide all the disclosures required by the amendments in this Update and all existing segment disclosures in Topic 280.</li> </ul>	<ul style="list-style-type: none"> <li>Adopted January 1, 2024.</li> <li>The required annual disclosures were included in the Company's notes to financial statements. See Note 10, Reportable Segment.</li> </ul>

# NATIONAL SECURITIES CLEARING CORPORATION

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

### 4. CLEARING FUND

Details for the Clearing Fund deposits as of December 31, 2024 and 2023 follow (in thousands):

	2024	2023
Total deposits	\$ 10,295,246	\$ 12,386,378
Less: Required deposits	8,884,296	8,349,399
Excess deposits	<u>\$ 1,410,950</u>	<u>\$ 4,036,979</u>

**Cash and Securities.** Details for cash and securities of the Clearing Fund, which may be applied to satisfy obligations of the depositing Participant, other Participants, or the Company pursuant to NSCC's rules, as of December 31, 2024 and 2023 follow (in thousands):

	2024	2023
Cash and cash equivalents <sup>(1)</sup>	\$ 9,538,237	\$ 11,778,982
U.S. Treasury Securities	757,009	607,396
Total	<u>\$ 10,295,246</u>	<u>\$ 12,386,378</u>

(1) The Company's cash and cash equivalents of the Clearing Fund are all bank deposits as of December 31, 2024 and 2023.

### 5. PREMISES AND EQUIPMENT

The cost, accumulated depreciation and net book value of Premises and equipment as of December 31, 2024 and 2023 follow (in thousands):

	2024	2023
Buildings and improvements	\$ 3,786	\$ 3,786
Land	840	840
Total Premises and equipment	4,626	4,626
Less: Accumulated depreciation	(1,950)	(1,853)
Net book value	<u>\$ 2,676</u>	<u>\$ 2,773</u>

Depreciation expense for premises and equipment for the years ended December 31, 2024 and 2023 was \$97,000 and \$97,000, respectively, and is included in Depreciation and amortization in the accompanying Statements of Income.

### 6. INTANGIBLE ASSETS

The gross carrying value, accumulated amortization and net book value of capitalized software as of December 31, 2024 and 2023 follow (in thousands):

	2024	2023
Gross carrying value capitalized software	\$ 106,010	\$ 94,668
Less: Accumulated amortization	(72,043)	(57,805)
Capitalized software, net	<u>\$ 33,967</u>	<u>\$ 36,863</u>

Amortization expense for capitalized software for the years ended December 31, 2024 and 2023 was \$16,213,000 and \$21,416,000, respectively, and is included in Depreciation and amortization in the accompanying Statements of Income.

# NATIONAL SECURITIES CLEARING CORPORATION

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

### 6. INTANGIBLE ASSETS (CONTINUED)

Details for estimated amortization expense for each of the next five years and thereafter follow (in thousands):

2025	\$	15,340
2026		12,035
2027		5,053
2028		1,539
2029		—
Thereafter		—
Total future estimated amortization	\$	<u>33,967</u>

During the years ended December 31, 2024 and 2023, disposals of fully amortized capitalized software resulted in the removal of cost and accumulated amortization of \$1,975,000 and \$16,713,000, respectively.

The Company recognized impairment charges of \$0 and \$12,170,000 related to capitalized software for the years ended December 31, 2024 and 2023, respectively. Impairment charges are included in Impairment of intangible assets in the accompanying Statements of Income.

During the year ended December 31, 2023, the Company recognized the following impairments of internally developed software related to these projects:

The Securities Financing Transactions project experienced delays in revenues and a significant reduction in revenue projections compared to the original forecast triggering an evaluation for impairment. The evaluation concluded that the \$11,914,000 carrying value of its internally developed software was not recoverable and exceeded its fair value.

The Analytics and Reporting Management - Data Lineage project experienced a change in strategy due to gaps in technology and increased costs triggering an evaluation for impairment. The evaluation concluded that the \$256,000 carrying value of its internally developed software was not recoverable and exceeded its fair value.

### 7. COMMERCIAL PAPER

Details for Commercial paper as of December 31, 2024 and 2023 follow (in thousands):

	<u>2024</u>	<u>2023</u>
Commercial paper - net of unamortized discount of \$25,830 and \$92,370 as of December 31, 2024 and 2023, respectively	\$ 9,973,028	\$ 9,076,862
Weighted-average interest rate	4.59 %	5.46 %

Interest expense on Commercial paper, included in Interest expense in the accompanying Statements of Income, was \$455,231,000 and \$481,691,000 for the years ended December 31, 2024 and 2023, respectively.

# NATIONAL SECURITIES CLEARING CORPORATION

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

### 8. LONG-TERM DEBT

Details for Long-term debt as of December 31, 2024 and 2023 follow (in thousands):

	2024	2023
Senior notes <sup>(1)</sup>	\$ 4,563,008	\$ 3,731,774
Less: Current portion of long-term debt	(2,147,603)	(398,813)
Non-current portion of long-term debt	<u>\$ 2,415,405</u>	<u>\$ 3,332,961</u>

(1) The balances include (i) unamortized discount, (ii) unamortized debt issuance costs and (iii) the impact of the fair value hedge accounting on certain fixed-rate notes that have been swapped to floating rate through the use of interest rate swaps.

Details for principal payments due on Long-term debt for each of the next five years and thereafter follow (in thousands):

2025	\$ 2,150,000
2026	625,000
2027	600,000
2028	600,000
2029	625,000
Thereafter	—
Total	<u>\$ 4,600,000</u>

**Senior notes.** The proceeds from the issuances constitute liquid resources that, together with other liquid resources of the Company, are available to enable NSCC to affect the settlement of its payment obligations in the event of the default of any of its Participants pursuant to NSCC's rules.

Details of the senior notes as of December 31, 2024 follow (in thousands):

Issue Date	Maturity	Payable	Rate	Principal Balance	Carrying Value
April 23, 2020	April 23, 2025	Semi-annually	1.50%	\$ 1,000,000	\$ 999,472
December 7, 2020	December 7, 2025	Semi-annually	0.75%	750,000	748,662
November 21, 2022	November 21, 2027	Semi-annually	5.10%	600,000	590,799
May 30, 2023	May 30, 2025	Semi-annually	5.15%	400,000	399,469
May 30, 2023	May 30, 2028	Semi-annually	5.00%	600,000	584,250
June 26, 2024	June 26, 2026	Semi-annually	5.15%	625,000	622,350
June 26, 2024	June 26, 2029	Semi-annually	4.90%	625,000	618,006
				<u>\$ 4,600,000</u>	<u>\$ 4,563,008</u>

Interest expense and amortization of discount and issuance costs, included in Interest expense in the accompanying Statements of Income, were and \$161,483,000 and \$118,201,000 for the years ended December 31, 2024 and 2023, respectively. The weighted-average interest rate was 3.58% and 3.25% as of December 31, 2024 and 2023, respectively. The aggregate unamortized debt issuance costs and discount associated with the senior notes were \$17,635,000 and \$17,915,000, as of December 31, 2024 and 2023, respectively.

**Fair value hedge.** The Company uses interest rate swaps to hedge the fair value of related fixed-rate senior notes. The Company designated the interest rate swaps as a fair value hedge of the related long-term debt and applied the short-cut method for hedge accounting purposes. The fair value of interest rate swaps is included in other assets or other liabilities in the accompanying Statement of Financial Condition.

# NATIONAL SECURITIES CLEARING CORPORATION

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

### 8. LONG-TERM DEBT (CONTINUED)

Details of the outstanding fair value hedges as of December 31, 2024 and 2023 follow (in thousands):

Date Entered	Notional of Swap	Debt Amount Hedged	Fixed Rate Receivable	Floating Rate Payable	Fair Value in Other Assets / (Other Liabilities)	
					2024	2023
November 21, 2022	\$ 600,000	\$ 600,000	5.10 %	USD-Federal Funds-OIS Compound plus 1.365%	\$ (6,509)	\$ 1,184
May 30, 2023	\$ 600,000	\$ 600,000	5.00 %	USD-Federal Fund-OIS Compound plus 1.4621%	(10,867)	(1,495)
June 26, 2024	\$ 625,000	\$ 625,000	4.90 %	USD-Federal Fund-OIS Compound plus 0.9138%	(1,981)	—
					<u>\$ (19,357)</u>	<u>\$ (311)</u>

Interest rate swaps may expose the Company to credit-related losses in the event of nonperformance by its counterparty. Credit risk is monitored on an ongoing basis. See Note 16, Off Balance Sheet and Concentrations of Credit Risks, for the Company's concentration of credit risk related to interest rate swaps.

**Line of credit.** The Company maintains a committed line of credit, pursuant to NSCC's rules, to support settlement of its payment obligations in the event any of its Participants default. Details for the terms of the outstanding line of credit as of December 31, 2024 and 2023 follow:

	2024	2023
<b>Committed Amount</b>	\$9.6 billion	\$9.5 billion
<b>Denomination</b>	USD	USD
<b>Number of Participants/Lenders</b>	22/34	29/35
<b>Borrowing Rate</b>	The greatest of the FRBNY rate, Adjusted Daily Secure Overnight Financing Rate (SOFR), or zero on the day of borrowing, plus 1.40%	The greatest of the FRBNY rate, Adjusted Daily Secure Overnight Financing Rate (SOFR), or zero on the day of borrowing, plus 1.40%
<b>Maturity Date</b>	July 2025	April 2024
<b>Annual Facility Fee</b>	0.10% <sup>(1)</sup>	0.10% <sup>(1)</sup>

(1) The annual facility fee associated with maintaining the line of credit is included in Professional and other services in the accompanying Statements of Income.

There were no borrowings under the line of credit during 2024 and 2023.

Details for debt covenants related to the line of credit as of December 31, 2024 and 2023 follow:

	2024	2023
<b>Minimum Net Worth</b>	\$200 million	\$200 million
<b>Minimum Clearing Fund deposits</b>	\$1.5 billion	\$1.5 billion

As of December 31, 2024 and 2023, the Company was in compliance with its debt covenants.



# NATIONAL SECURITIES CLEARING CORPORATION

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

### 8. LONG-TERM DEBT (CONTINUED)

**Credit Ratings.** The Company is rated by Moody's Investors Service, Inc. (Moody's) and S&P Global Inc. (S&P). Details for issuer credit ratings and ratings outlooks for the Company as of December 31, 2024 follow:

Moody's <sup>(1)</sup>			S&P		
Long-term	Short-term	Outlook	Long-term	Short-term	Outlook
Aaa	P-1	Negative	AA+	A-1+	Stable

(1) Moody's categorizes the long-term issuer ratings of the Company as a clearing counterparty rating (CCR) under the agency's Clearing Houses Rating Methodology.

### 9. FAIR VALUE MEASUREMENTS

#### *Valuation hierarchy*

U.S. GAAP provides for a three-level valuation hierarchy based on the transparency of inputs to the valuation of a financial asset or liability as of the measurement date. Details for the descriptions of the three levels follow:

- Level 1 — Inputs to the valuation methodology are unadjusted quoted market prices for identical assets or liabilities in active markets as of the valuation date.
- Level 2 — Inputs to the valuation methodology are quoted market prices for similar assets and liabilities in active markets; quoted market prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 — Inputs to the valuation methodology are unobservable and reflect the Company's own assumptions about the estimates market participants would use pricing the asset or liability based on the best information available in the circumstances (e.g., internally derived assumptions surrounding timing and amount of expected cash flows).

A financial asset or liability's categorization within the valuation hierarchy is based on the lowest level of input that is significant to the fair value measurement.

# NATIONAL SECURITIES CLEARING CORPORATION

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

### 9. FAIR VALUE MEASUREMENTS (CONTINUED)

**Financial assets and liabilities measured at fair value on a recurring basis.** For financial assets and liabilities measured at fair value on a recurring basis, the Company applies the following valuation techniques to measure fair value:

Product/Instrument	Valuation Methodology	Classification in the valuation hierarchy
<b><u>Assets - Clearing Fund - Securities on deposit</u></b>		
U.S. Treasury Securities	Quoted market price of identical assets obtained from pricing services engaged by the Company.	Level 1
<b><u>Assets - Other assets / Liabilities - Other liabilities</u></b>		
Interest rate swaps	The fair value derived from discounted future cash flows using contractual terms like notional amount, coupon rates and observable market inputs and estimates	Level 2
<b><u>Liabilities - Clearing Fund - Securities on deposit and Cash deposits - Money market fund investments</u></b>		
Clearing Fund liabilities	Derived from the corresponding Clearing Fund assets (see above).	Level 1

Fair value measurements for those items measured on a recurring basis as of December 31, 2024 and 2023 are summarized below (in thousands):

	2024			
	Total	Level 1	Level 2	Level 3
Assets:				
Clearing Fund				
U.S. Treasury Securities	\$ 757,009	\$ 757,009	\$ —	\$ —
Total	<u>\$ 757,009</u>	<u>\$ 757,009</u>	<u>\$ —</u>	<u>\$ —</u>
Liabilities:				
Clearing Fund				
Securities liabilities	\$ 757,009	\$ 757,009	\$ —	\$ —
Other non-current liabilities				
Interest rate swaps	19,357	—	19,357	—
Total	<u>\$ 776,366</u>	<u>\$ 757,009</u>	<u>\$ 19,357</u>	<u>\$ —</u>

# NATIONAL SECURITIES CLEARING CORPORATION

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

### 9. FAIR VALUE MEASUREMENTS (CONTINUED)

	2023			
	Total	Level 1	Level 2	Level 3
Assets:				
Clearing Fund				
U.S Treasury Securities	\$ 607,396	\$ 607,396	\$ —	\$ —
Total	<u>\$ 607,396</u>	<u>\$ 607,396</u>	<u>\$ —</u>	<u>\$ —</u>
Liabilities:				
Clearing Fund				
Securities liabilities	\$ 607,396	\$ 607,396	\$ —	\$ —
Other non-current liabilities				
Interest rate swaps	311	—	311	—
Total	<u>\$ 607,707</u>	<u>\$ 607,396</u>	<u>\$ 311</u>	<u>\$ —</u>

There were no transfers between levels within the fair value hierarchy, nor were any amounts classified as Level 3 during the years ended December 31, 2024 and 2023.

#### Financial assets and liabilities measured at other than fair value.

*Financial assets and liabilities whose carrying value approximates fair value.* The carrying values of certain financial assets and liabilities approximate their fair values because they are short-term in duration, have no defined maturity, or have market-based interest rates. These instruments include Cash and cash equivalents, Participants' segregated cash, Short-term investments, Clearing Fund - Cash deposits - Bank deposits (and corresponding liabilities), Other Participants' assets, Commercial paper, Payable to Participants, and Long-term debt.

The carrying values, fair values and fair value hierarchy levels of all financial instruments measured at other than fair value on the accompanying Statements of Financial Condition as of December 31, 2024 and 2023 follow (in thousands):

	2024				
	Carrying Amount	Total Fair Value	Level 1	Level 2	Level 3
Assets:					
Cash and cash equivalents	\$14,653,048	\$14,653,048	\$14,653,048	\$ —	\$ —
Participants' segregated cash	3,232	3,232	3,232	—	—
Short-term investments	750,000	750,000	—	750,000	—
Clearing Fund:					
Cash deposits - Bank deposits	9,538,237	9,538,237	9,538,237	—	—
Other Participants' assets	303	303	303	—	—
Total	<u>\$24,944,820</u>	<u>\$24,944,820</u>	<u>\$24,194,820</u>	<u>\$ 750,000</u>	<u>\$ —</u>
Liabilities:					
Commercial paper	\$ 9,973,028	\$ 9,973,028	\$ —	\$ 9,973,028	\$ —
Clearing Fund:					
Cash deposits - Bank deposits	9,538,237	9,538,237	9,538,237	—	—
Payable to Participants	3,535	3,535	3,535	—	—
Long-term debt	4,582,365	4,571,645	—	4,571,645	—
Total	<u>\$24,097,165</u>	<u>\$24,086,445</u>	<u>\$ 9,541,772</u>	<u>\$14,544,673</u>	<u>\$ —</u>

# NATIONAL SECURITIES CLEARING CORPORATION

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

### 9. FAIR VALUE MEASUREMENTS (CONTINUED)

	2023				
	Carrying Amount	Total Fair Value	Level 1	Level 2	Level 3
Assets:					
Cash and cash equivalents	\$ 13,459,115	\$ 13,459,115	\$ 13,459,115	\$ —	\$ —
Participants’ segregated cash	57	57	57	—	—
Short-term investments	200,000	200,000	—	200,000	—
Clearing Fund:					
Cash deposits - Bank deposits	11,778,982	11,778,982	11,778,982	—	—
Other Participants’ assets	928	928	928	—	—
Total	<u>\$ 25,439,082</u>	<u>\$ 25,439,082</u>	<u>\$ 25,239,082</u>	<u>\$ 200,000</u>	<u>\$ —</u>
Liabilities:					
Commercial paper	\$ 9,076,862	\$ 9,076,862	\$ —	\$ 9,076,862	\$ —
Clearing Fund:					
Cash deposits - Bank deposits	11,778,982	11,778,982	11,778,982	—	—
Payable to Participants	985	985	985	—	—
Long-term debt	3,731,774	3,682,992	—	3,682,992	—
Total	<u>\$ 24,588,603</u>	<u>\$ 24,539,821</u>	<u>\$ 11,779,967</u>	<u>\$ 12,759,854</u>	<u>\$ —</u>

**Assets and liabilities measured at fair value on a non-recurring basis.** There were no financial assets or liabilities measured at fair value on a non-recurring basis during the years ended December 31, 2024 and 2023.

### 10. REPORTABLE SEGMENT

The Company determines its reportable operating segments based on a combination of factors, including the results reviewed by the chief operating decision maker (CODM), products and services provided, type of customer served, and geographic considerations. The Company's CODM evaluates the performance of the business as a whole and makes decisions about resource allocations based on the entity's net income. Net income is used by the CODM for monitoring and assessing the segment's performance, as well as making key decisions. As such, the Company determined that it operates as a single operating and reportable segment. The accounting policies used to measure the profit and loss of the segment are the same as those described in Note 2. The CODM is routinely provided with expense details that are limited to what is presented on the face of the Statements of Income.

The Company's CODM is DTCC's Executive Committee.

#### *Products and Services*

The Company's revenue is derived primarily from the clearing, wealth management, and other services. See Note 2.

#### *Geographic Information*

Revenues from external customers attributed to different geographic regions for the years ended December 31, 2024 and 2023 follow (in thousands):

	2024	2023
United States of America (country of domicile)	\$ 690,353	\$ 598,430
Non-U.S. countries	10,157	7,475
<b>Total Revenues</b>	<b>\$ 700,510</b>	<b>\$ 605,905</b>

The Company attributed revenue to geographic regions based on where services were consumed by the client.

# NATIONAL SECURITIES CLEARING CORPORATION

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

### 10. REPORTABLE SEGMENT (CONTINUED)

Long lived assets of Premises and equipment and Intangible assets were \$36,643,000 and \$39,636,000 for the years ended December 31, 2024 and 2023, respectively, and are all located in the United States.

#### *Major Customers*

One customer accounts for 12% and 13% of revenues for the years ended December 31, 2024 and 2023, respectively.

### 11. RETIREMENT PLANS

**Defined contribution retirement plans.** Eligible U.S. DTCC employees participate in one of two defined contribution plans, The Depository Trust & Clearing Corporation Employee Savings Plan (Employee Savings Plan) and The Depository Trust & Clearing Corporation Operations Level Employee Savings Plan (Operations Level Savings Plan). The Employee Savings Plan is a single employer plan covering non-bargaining unit employees. The Operations Level Savings Plan is a single employer plan covering bargaining unit employees.

**Defined benefit pension and other postretirement benefit plans.** Eligible DTCC employees participate in DTCC's non-contributory defined benefit pension and other postretirement plans, which provide for certain benefits upon retirement. DTCC's sponsored non-contributory plans include a defined benefit pension plan, supplemental executive retirement plan and benefit restoration plan. The other postretirement plans include retiree medical and life insurance plans for eligible retired employees and their beneficiaries.

**Cost allocation.** DTCC allocates the cost of these plans to its subsidiaries based primarily upon the estimated proportion of each subsidiary's salary cost relative to DTCC's total salary cost. The defined contribution retirement plans costs allocated to NSCC were expense of \$12,090,000 and \$11,048,000 for the years ended December 31, 2024 and 2023, respectively, and are included in Employee compensation and related benefits in the accompanying Statements of Income. The defined benefit pension and other postretirement benefit plans costs allocated to NSCC were income of \$2,040,000 and \$887,000 for the years ended December 31, 2024 and 2023, respectively, and are included in Employee compensation and related benefits, Interest expense, and Other non-operating income, net, in the accompanying Statements of Income.

Details for defined benefit pension and other postretirement benefit plans (income)/costs for the years ended December 31, 2024 and 2023 follow (in thousands):

	2024	2023
Employee compensation and related benefits	\$ (1,175)	\$ (354)
Interest expense	9,385	9,637
Other non-operating income	(10,250)	(10,170)
Defined benefit pension and other postretirement benefit plans income, net	<u>\$ (2,040)</u>	<u>\$ (887)</u>

# NATIONAL SECURITIES CLEARING CORPORATION

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

### 12. INCOME TAXES

NSCC is included in DTCC's consolidated Federal and certain state tax returns. NSCC also files other state tax returns on a separate company basis.

Details for the components of the Company's Provision (Benefit) for income taxes calculated on a separate company basis for the years ended December 31, 2024 and 2023 follow (in thousands):

	2024	2023
Current income tax/(benefit):		
Federal	\$ 53,797	\$ 59,023
State and local	20,461	18,587
Total current income tax/(benefit)	74,258	77,610
Deferred income tax/(benefit):		
Federal	(1,932)	(8,041)
State and local	(751)	(4,293)
Total deferred income tax/(benefit)	(2,683)	(12,334)
Provision for income taxes	\$ 71,575	\$ 65,276

Pursuant to a tax sharing agreement between DTCC and NSCC, the Company is liable for its allocable share of Federal, state and local tax liabilities that are paid by DTCC. The Company paid income taxes to DTCC, net of refunds, amounting to \$48,100,000 and \$71,460,000 for 2024 and 2023, respectively.

The 2024 and 2023 effective tax rates differ from the 21% Federal statutory rate, primarily due to state and local taxes, and changes in unrecognized tax benefits. Details for the reconciliation of the U.S. Federal statutory tax rate to the Company's effective tax rate on Income before taxes for the years ended December 31, 2024 and 2023 follow:

	2024	2023
U.S. statutory tax rate	21.0 %	21.0 %
State and local income taxes, net of Federal tax benefit	5.9	4.6
Change in unrecognized tax benefits	0.5	0.2
Other	(0.6)	(0.4)
Effective tax rate	26.8 %	25.4 %

Details for the components of deferred tax assets and liabilities as of December 31, 2024 and 2023 follow (in thousands):

	2024	2023
<u>Deferred tax assets:</u>		
Capitalized software	\$ 6,780	\$ 3,791
Deferred rent	696	1,944
Depreciation and amortization	6,743	3,606
Other	1,303	942
Total deferred tax assets	15,522	10,283
<u>Deferred tax liabilities:</u>		
Accrued compensation and benefits	(12,023)	(9,467)
Total deferred tax liabilities	(12,023)	(9,467)
Net deferred tax assets	\$ 3,499	\$ 816

The deferred tax assets are expected to be fully realized and, accordingly, no valuation allowance was established as of December 31, 2024 and 2023.

# NATIONAL SECURITIES CLEARING CORPORATION

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

### 12. INCOME TAXES (CONTINUED)

Details for unrecognized tax benefits as of December 31, 2024 and 2023 follow (in thousands):

	2024	2023
Beginning balance	\$ 4,720	\$ 1,747
Increases:		
Prior period tax positions	1,993	1,908
Current period tax positions	1,002	1,065
Decreases:		
Prior period tax positions	(1,706)	—
Ending balance	<u>\$ 6,009</u>	<u>\$ 4,720</u>

In addition, the Company classifies interest and penalties related to unrecognized tax benefits, if incurred, in Provision for income taxes in its accompanying Statements of Income. As of December 31, 2024 and 2023, accrued interest related to unrecognized tax benefits recorded on the accompanying Statements of Financial Condition totaled \$982,000 and \$591,000, respectively.

Unrecognized tax benefits are estimated based on judgment, assessment of relevant risks, facts and circumstances. Actual results could differ materially from those estimates. The Company believes that the liability for unrecognized tax benefits is the best estimate in relation to the potential for additional assessments. Unexpected results from one or more such tax audits could significantly adversely affect the Company's income tax provision and results of operations.

Details for the periods currently under examination and remaining subject to examination by jurisdiction as of December 31, 2024 follow:

Jurisdiction	Tax Years	
	Under Examination	Subject to Examination
U.S. Federal - Internal Revenue Service	-	2021 - 2023
New York State	-	2021 - 2023
New York City	2015 - 2020	2021 - 2023
State of Florida	2017 - 2022	2023
State of California	2019 - 2020	2022 - 2023
State of New Jersey	2019 - 2021	2022 - 2023

### 13. CAPITAL REQUIREMENTS

As required by Rule 17Ad-22(e)(15) of the CCAS and pursuant to the Clearing Agency Policy on Capital Requirements, the Company must meet its total capital requirement by holding liquid net assets funded by equity. The total capital requirement for NSCC is equal to the sum of the general business risk capital requirement and corporate contribution, as described below.

**General Business Risk Capital Requirement.** This capital requirement is held to cover potential general business losses so that the Company can continue operations and provide services as a going concern if those losses materialize. It is determined based on the Company's general business risk profile and estimated time to execute a recovery or orderly wind-down of critical operations and, at a minimum, is equal to six months of operating expenses.

**Corporate Contribution.** The corporate contribution is applied to losses of the Company as provided in NSCC's rules. The amount of the corporate contribution is generally equal to 50% of the Company's general business risk capital requirement.

# NATIONAL SECURITIES CLEARING CORPORATION

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

### 13. CAPITAL REQUIREMENTS (CONTINUED)

Details for the general business risk capital requirement, corporate contribution and liquid net assets funded by equity for the Company as of December 31, 2024 and 2023 follow (in thousands):

	2024	2023
General business risk capital requirement	\$ 252,373	\$ 270,191
Corporate contribution	126,186	135,096
Total requirement	378,559	405,287
Liquid net assets funded by equity	682,863	637,350
Excess	\$ 304,304	\$ 232,063

### 14. TRANSACTIONS WITH RELATED PARTIES

In the ordinary course of the business, the Company enters into significant related party transactions with DTCC and its other subsidiaries.

**Transactions with DTCC.** NSCC has an agreement with DTCC whereby DTCC pays for substantially all of the operational expenses of NSCC, and, from time-to-time, purchases of long-term assets acquired by DTCC on behalf of NSCC. The related expenses are allocated to NSCC based upon its estimated use of such goods or services. Further, the agreement provides that DTCC performs credit and quantitative risk services, and certain other services for NSCC including administrative, internal audit, finance and legal services. For the years ended December 31, 2024 and 2023, the billing for these services amounted to the allocated expenses plus an 8% mark-up fee for each respective year, excluding charges passed through to Participants and capitalized software costs. The mark-up fee, representing the amount in excess of the actual cost, is included in Professional and other services in the accompanying Statements of Income.

**Transactions with DTCC Solutions LLC.** DTCC Solutions LLC sells data products including referential and activity-based data, security reference and benchmark analytics, on behalf of NSCC. All of the revenue from the sales is billed back to NSCC and is included in Other services in the accompanying Statements of Income. The associated expenses incurred, plus a 5% mark-up fee, are also billed back to NSCC, and these related expenses are included in substantially all of the operational expenses of NSCC, in the accompanying Statements of Income.

Details for related party transactions for 2024 and 2023 follow (in thousands):

Related parties	Revenues <sup>(2)</sup>		Expenses		Payables/(Receivables) <sup>(3)</sup>	
	For the years ended December 31,		For the years ended December 31,		As of December 31,	
	2024	2023	2024	2023	2024	2023
DTCC <sup>(1)</sup>	\$ —	\$ —	\$ 35,893	\$ 34,212	\$ 55,817	\$ 39,488
DTCC Solutions LLC	9,849	9,498	8,564	4,589	761	(390)
Total	\$ 9,849	\$ 9,498	\$ 44,457	\$ 38,801	\$ 56,578	\$ 39,098

(1) DTCC expenses represent the 8% mark-up fee for services described above.

(2) Included in Other services in the accompanying Statements of Income.

(3) Included in Accounts payable and accrued expenses on the accompanying Statements of Financial Condition.



# NATIONAL SECURITIES CLEARING CORPORATION

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

### 15. GUARANTEES

NSCC provides CCP services, including clearing, settlement and risk management services. Acting as a CCP, NSCC guarantees the settlement of trades in the event one or more of its Participants defaults. A Participant default is defined in NSCC's Rules. In its guarantor role, NSCC has equal claims to and from Participants on opposite sides of netted transactions. To cover its default risk, NSCC uses risk-based margining to determine Participants' required cash and eligible securities deposits to its Clearing Fund, which are collected at the start of each business day and may also be collected on an intraday basis.

NSCC is the leading provider of clearance, netting, risk management and settlement for virtually all U.S. broker-to-broker trades involving equities, corporate and municipal debt, exchange traded funds and unit investment trusts. Through its Continuous Net Settlement (CNS) system, NSCC is interposed between Participants in securities clearance and settlement. CNS transactions are generally guaranteed at the point of trade comparison and validation for bilateral submissions or the point of trade validation for locked-in submissions. Since NSCC stands between the Participants delivering and receiving CNS trades, the failure of Participants to deliver securities to NSCC on settlement date, and the corresponding failure of NSCC to redeliver the securities, results in open positions. Open CNS positions are marked-to-market daily. Such marks are debited from or credited to the involved Participants through the settlement process.

Details for NSCC's open positions for which a trade guaranty applied as of December 31, 2024 and 2023 follow (in billions):

	2024	2023
NSCC	\$ 117	\$ 197

There were no defaults by Participants to these obligations in 2024 and 2023.

If a Participant defaults, such Participant's deposits to the Clearing Fund is the first source of funds and collateral that NSCC would use to cover any losses that may result from the close-out and liquidation of the defaulting Participant's positions. NSCC may also use amounts that may be available to it under applicable agreements with other registered clearing agencies that relate to the guaranty by one or more clearing agency parties of certain obligations of a defaulting Participant to other clearing agency parties. NSCC is currently party to two such agreements. NSCC is party to a netting contract and limited cross-guaranty with DTC relating to collateralization across the NSCC-DTC interface. NSCC is also party to a multilateral netting contract and limited cross-guaranty agreement with DTC, FICC and The Options Clearing Corporation (OCC). In accordance with this multilateral netting agreement, the clearing agencies have agreed to make payments to each other for unsatisfied obligations of a common defaulting Participant to the extent that these clearing agencies have excess resources belonging to the defaulting Participants.

If NSCC incurs a loss resulting from the liquidation of a defaulting Participant and there is still a deficit after applying such Participant's deposits to the Clearing Fund (along with any other resources of, or attributable to, the defaulting Participant that NSCC may access under NSCC's rules), NSCC would, in accordance with NSCC's rules, satisfy this deficit by applying the corporate contribution, (see Note 13), or such greater amount as the Board of Directors may determine, before allocating any remaining loss to Participants.

For purposes of loss allocation, Participant defaults are grouped together chronologically into discrete event periods of 10 business days. If there is remaining loss or liability from one or more Participant default events that occurred within the same event period, NSCC will assess its non-defaulting Participants as provided for in its rules. The process, in general, allocates any remaining losses or liabilities among the Participants of NSCC who were Participants on the first day of the event period ratably in accordance with their respective average daily required deposits to the Clearing Fund over the prior 70 business days.

## **16. OFF BALANCE SHEET AND CONCENTRATION OF CREDIT RISKS**

As a CCP, NSCC is exposed to significant credit risk to third parties including its Participants, which extends to companies within the global financial services industry. Credit risk represents the potential for loss due to the default or deterioration in credit quality of a Participant. The Company's exposure to credit risk is primarily derived from providing clearing and settlement service operations. NSCC's global Participant base includes participating brokers, dealers, banks, mutual fund companies, insurance carriers and other financial intermediaries.

Credit risk also comes from the investment of financial assets, which consist principally of cash and cash equivalents, investments, accounts receivable and the Clearing Fund. Concentrations of credit risk may arise due to large, connected individual exposures and significant exposures to groups of Participants whose likelihood of default is driven by common underlying factors including economic conditions affecting the securities industry and debt-issuing countries.

**Cash and cash equivalents.** The Company maintains cash and cash equivalents with various financial institutions including the FRBNY. The Company's investment policy is designed to limit its exposure with any one financial institution. As part of its credit and risk management processes, the Company performs periodic evaluations of the relative credit standing of the financial institutions with whom it places funds. The Company generally makes deposits with financial institutions having a credit rating of at least BBB+/Baa1 or better from recognized rating agencies and that are approved via its internal credit review process. The Company also monitors the credit ratings of the financial institutions with whom it places funds on an ongoing basis to identify any significant change in a financial institution's condition. If such a change takes place, the amounts deposited in such financial institutions may be adjusted.

**Marketable securities.** The Company may invest in reverse repurchase agreements, money market funds, bank deposits, and directly in U.S. Treasury securities and debt obligations of the U.S. government or those U.S. government agencies guaranteed by the U.S. government, pursuant to its investment policy. Credit risk related to investments in marketable securities involves the risk of nonperformance by the counterparty, which could result in a material loss.

**Accounts receivable.** Credit risk related to accounts receivable involves the risk of non-payment by the counterparty. Credit risk is diversified due to the large number of Participants. Almost all of the Company's invoices are collected through the daily settlement process, one day after issuing the invoices. The Company also performs ongoing credit evaluations of the financial conditions of its Participants and evaluates the delinquency status of the receivables.

**Clearing Fund.** Cash deposits to the NSCC Clearing Fund are invested in bank accounts that provide same day access to funds.

The Company is exposed to credit risk on a daily basis. This risk arises at NSCC as it guarantees certain obligations of its Participants under specified circumstances pursuant to its rules. The Company manages and mitigates this risk by identifying, measuring and responding to these risks in order to protect the safety and soundness of the NSCC clearing and settlement system. Various tools are utilized to mitigate these risks including, but not limited to: setting capital adequacy standards; assessing new applicants for membership; performing continuous monitoring of Participants' financial condition; reviewing Participants' daily trading activity and determining appropriate collateral requirements; maintaining its risk-based Clearing Fund; netting trades continuously; marking unsettled trades to market; and utilizing quantitative analytical tools.

To become a Participant, an applicant must meet minimum eligibility criteria that are specified in the Company's rules. All applicants must provide the Company with certain financial and operational information to be a Participant. This information is reviewed to ensure the applicant has sufficient financial resources to make anticipated contributions to the Clearing Fund and to meet its obligations to the Company. The credit quality of the Participant is evaluated at the time of application and monitored on an ongoing basis to determine if the Participant continues to be financially stable and able to meet the financial requirements of membership. As part of its review, the Company utilizes an internal credit risk-rating matrix and/or other forms of surveillance to risk rate or monitor Participants. The resulting rating or degree of surveillance determines the level of financial review to be performed on each Participant and may impact their Clearing Fund requirements.

# NATIONAL SECURITIES CLEARING CORPORATION

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

---

### 16. OFF BALANCE SHEET AND CONCENTRATION OF CREDIT RISKS (CONTINUED)

The Company collects Clearing Fund deposits from its Participants using a risk-based margin methodology. The risk-based methodology enables the Company to identify the risks posed by a Participant's unsettled portfolio and to quickly adjust and collect additional deposits as needed to cover those risks. At multiple times during the day, Clearing Fund requirements are calculated for each Participant based on their then-current unsettled and pending transactions. Security pricing is updated on an intraday basis and additional charges may be collected to cover significant price movements from those Participants with a significant exposure in the identified security. The Company monitors Participants' overall trading activities throughout the trading day to determine whether exposures exist that would require special actions to increase their Clearing Fund deposits.

The Company regularly performs back testing, stress testing, and model performance monitoring of the quality and accuracy of its risk management systems to ensure the adequacy of Clearing Fund requirements and to respond to other risk factors that the monitoring may reveal.

NSCC maintains liquid resources to support potential liquidity needs in the event of a Participant default. In addition to the cash deposits to the Clearing Fund, these resources also include the cash that would be obtained from a committed, secured line of credit, proceeds from issuance of senior notes, and proceeds from a commercial paper and extendable note program. NSCC has the Supplemental Liquidity Deposit ("SLD") - a rules-based funding obligation that requires Members whose activity generate liquidity needs in excess of NSCC's then available liquid resources, to fund such additional amounts. SLD deposits must be in cash and are held and maintained in the same manner as other Clearing Fund deposits.

The Company also limits its exposure to potential losses from a Participant default through a multilateral netting contract and limited cross-guaranty agreement with DTC, FICC and OCC, under which these clearing agencies have agreed to make payments to each other for unsatisfied obligations of a common defaulting Participant. This arrangement is designed to provide a mechanism for the sharing of excess net resources of a common defaulting Participant held at one clearing agency to cover losses incurred at another clearing agency. NSCC is also party to a netting contract and limited cross-guaranty agreement with DTC, which includes special cross-guaranties and related arrangements designed to permit transactions to flow smoothly between DTC's system and the CNS system in a collateralized environment. These guaranties reduce risk at NSCC by ensuring that long allocations, or the approximate value of long allocations, will be made available to NSCC in a default situation.

**Derivatives and hedging.** Derivatives may give rise to counterparty credit risk, which is the risk that a derivative counterparty will default on, or otherwise be unable to perform pursuant to, an uncollateralized derivative exposure. To mitigate derivative credit risk, counterparties are required to be pre-approved and rated as investment grade, and counterparty risk exposures are centrally monitored.

### 17. SUBSEQUENT EVENTS

The Company evaluated events and transactions occurring after December 31, 2024 through the date these financial statements were issued for potential recognition or disclosure. No events or transactions, other than the one mentioned in Note 2, occurred during such period that would require recognition or disclosure in these financial statements.