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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 10-Q**

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

For the quarterly period ended September 30, 2006

OR

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

For the transition period from            to

Commission File Number: 1-6862

**Credit Suisse (USA), Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**13-1898818**

(I.R.S. Employer Identification No.)

**Eleven Madison Avenue**  
**New York, New York**

(Address of principal executive offices)

**10010**

(Zip Code)

**(212) 325-2000**

(Registrant's telephone number, including area code)

**The Registrant meets the conditions set forth in General Instruction H (1) (a) and (b) of Form 10-Q and is therefore filing this Form 10-Q with the reduced disclosure format.**

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

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

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Because the registrant is an indirect wholly owned subsidiary of Credit Suisse Group, none of the registrant's outstanding voting stock is held by nonaffiliates of the registrant. As of the date hereof, 1,100,103,543 shares of the registrant's Common Stock, \$.10 par value, were issued and outstanding and held by Credit Suisse Holdings (USA), Inc.

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**CREDIT SUISSE (USA), INC. AND SUBSIDIARIES**  
**Quarterly Report on Form 10-Q for the Quarter Ended September 30, 2006**

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**AVAILABLE INFORMATION**

We file annual, quarterly and current reports and other information with the Securities and Exchange Commission, or SEC. Our SEC filings are available to the public over the internet on the SEC's website at [www.sec.gov](http://www.sec.gov). You may also view our annual, quarterly and current reports on our website at [www.csfb.com/about\\_csfb/company\\_information/sec/index.shtml](http://www.csfb.com/about_csfb/company_information/sec/index.shtml) as soon as is reasonably practicable after the report is electronically filed with, or furnished to, the SEC. The information on our website is not incorporated by reference into this Quarterly Report.

**PART I**  
**FINANCIAL INFORMATION**  
*Item 1: Financial Statements*

**CREDIT SUISSE (USA), INC. AND SUBSIDIARIES**  
**Condensed Consolidated Statements of Financial Condition**  
**(Unaudited)**  
**(In millions)**

	<b>September 30, 2006</b>	<b>December 31, 2005</b>
<b>ASSETS</b>		
Cash and cash equivalents .....	\$ 1,739	\$ 884
Collateralized short-term financings:		
Securities purchased under agreements to resell.....	59,133	54,454
Securities borrowed .....	91,814	82,802
Receivables:		
Customers .....	4,220	3,299
Brokers, dealers and other .....	10,871	8,128
Financial instruments owned (includes securities pledged as collateral of \$102,074 and \$73,043, respectively):		
U.S. government and agencies.....	35,572	31,366
Corporate debt .....	23,216	20,561
Mortgage whole loans.....	19,833	17,817
Equities .....	49,347	35,244
Commercial paper.....	2,621	1,523
Private equity and other long-term investments.....	10,946	3,641
Derivatives contracts.....	7,839	5,085
Other .....	7,111	3,929
Net deferred tax asset.....	1,253	1,202
Office facilities at cost (net of accumulated depreciation and amortization of \$969 and \$852, respectively).....	549	453
Goodwill .....	593	562
Loans receivable from parent and affiliates .....	28,393	25,225
Other assets and deferred amounts (includes encumbered loans of \$995 as of September 30, 2006).....	7,849	1,579
Total assets .....	<u>\$ 362,899</u>	<u>\$ 297,754</u>

See accompanying notes to condensed consolidated financial statements (unaudited).

**CREDIT SUISSE (USA), INC. AND SUBSIDIARIES**  
**Condensed Consolidated Statements of Financial Condition (Continued)**  
**(Unaudited)**  
**(In millions, except share data)**

	<u>September 30,</u> <u>2006</u>	<u>December 31,</u> <u>2005</u>
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>		
Commercial paper and short-term borrowings .....	\$ 22,357	\$ 13,654
Collateralized short-term financings:		
Securities sold under agreements to repurchase.....	136,731	126,323
Securities loaned.....	54,667	45,956
Payables:		
Customers .....	9,664	6,728
Brokers, dealers and other .....	9,206	6,573
Financial instruments sold not yet purchased:		
U.S. government and agencies.....	23,658	20,078
Corporate debt .....	4,364	3,696
Equities .....	7,617	12,402
Derivatives contracts.....	5,829	2,262
Other .....	1,487	155
Obligation to return securities received as collateral .....	9,812	3,077
Accounts payable and accrued expenses .....	3,321	3,152
Other liabilities .....	20,240	7,761
Long-term borrowings .....	40,398	33,926
Total liabilities .....	<u>349,351</u>	<u>285,743</u>
Stockholder's Equity:		
Common stock (\$0.10 par value; 50,000 shares authorized; 1,100 shares issued and outstanding) .....	—	—
Paid-in capital .....	10,089	9,530
Retained earnings.....	3,641	2,661
Accumulated other comprehensive loss.....	(182)	(180)
Total stockholder's equity .....	<u>13,548</u>	<u>12,011</u>
Total liabilities and stockholder's equity .....	<u>\$ 362,899</u>	<u>\$ 297,754</u>

See accompanying notes to condensed consolidated financial statements (unaudited).

**CREDIT SUISSE (USA), INC. AND SUBSIDIARIES**  
**Condensed Consolidated Statements of Income**  
**(Unaudited)**  
**(In millions)**

	<u>For the Three Months Ended</u> <u>September 30,</u>		<u>For the Nine Months Ended</u> <u>September 30,</u>	
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
<b>Revenues:</b>				
Principal transactions-net.....	\$ 887	\$ 818	\$ 3,596	\$ 1,379
Investment banking and advisory .....	583	503	1,921	1,231
Commissions and fees .....	373	322	1,123	982
Other .....	44	19	95	44
	<u>1,887</u>	<u>1,662</u>	<u>6,735</u>	<u>3,636</u>
Interest and dividends .....	4,802	3,374	13,552	9,082
Interest expense .....	4,584	2,956	12,792	7,578
Net interest and dividends.....	218	418	760	1,504
Total net revenues .....	<u>2,105</u>	<u>2,080</u>	<u>7,495</u>	<u>5,140</u>
<b>Expenses:</b>				
Employee compensation and benefits.....	969	959	3,198	2,644
Occupancy and equipment rental.....	146	125	403	369
Brokerage, clearing and exchange fees.....	105	88	287	251
Communications .....	40	37	118	110
Professional fees .....	85	85	262	225
Other operating expenses.....	57	(8)	(237)	736
Total expenses .....	<u>1,402</u>	<u>1,286</u>	<u>4,031</u>	<u>4,335</u>
Income before provision for income taxes, minority interests and cumulative effect of a change in accounting principle.....	703	794	3,464	805
Provision for income taxes .....	111	196	495	18
Minority interests.....	413	212	1,989	670
Income before cumulative effect of a change in accounting principle .....	179	386	980	117
Cumulative effect of a change in accounting principle, net of income tax expense of \$3 in 2005.....	—	—	—	6
Net income.....	<u>\$ 179</u>	<u>\$ 386</u>	<u>\$ 980</u>	<u>\$ 123</u>

See accompanying notes to condensed consolidated financial statements (unaudited).

**CREDIT SUISSE (USA), INC. AND SUBSIDIARIES**  
**Condensed Consolidated Statements of Changes in Stockholder's Equity**  
**For the Nine Months Ended September 30, 2006 and 2005**  
**(Unaudited)**  
**(In millions)**

	<u>Common Stock</u>	<u>Paid-in Capital</u>	<u>Retained Earnings</u>	<u>Accumulated Other Comprehensive Loss</u>	<u>Total</u>
Balances as of December 31, 2004 .....	\$ —	\$ 8,538	\$ 2,534	\$ (8)	\$ 11,064
Net income.....	—	—	123	—	123
Total comprehensive income .....					<u>123</u>
CSG share plan activity, including tax benefit of \$101 .....	—	429	—	—	429
Balances as of September 30, 2005 .....	<u>\$ —</u>	<u>\$ 8,967</u>	<u>\$ 2,657</u>	<u>\$ (8)</u>	<u>\$ 11,616</u>
Balances as of December 31, 2005 .....	\$ —	\$ 9,530	\$ 2,661	\$ (180)	\$ 12,011
Net income.....	—	—	980	—	980
Net change in cash flow hedge, including tax benefit of \$1 .....	—	—	—	(2)	(2)
Total comprehensive income .....					<u>978</u>
CSG share plan activity, including tax benefit of \$168 .....	—	559	—	—	559
Balances as of September 30, 2006 .....	<u>\$ —</u>	<u>\$ 10,089</u>	<u>\$ 3,641</u>	<u>\$ (182)</u>	<u>\$ 13,548</u>

See accompanying notes to condensed consolidated financial statements (unaudited).

**CREDIT SUISSE (USA), INC. AND SUBSIDIARIES**  
**Condensed Consolidated Statements of Cash Flows**  
**For the Nine Months Ended September 30, 2006 and 2005**  
**(Unaudited)**  
**(In millions)**

	<u>2006</u>	<u>2005</u>
Cash flows from operating activities:		
Net income.....	\$ 980	\$ 123
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization.....	166	130
Non-cash CSG share plan activity.....	461	386
Other.....	(2)	—
Tax benefit on CSG share plan activity.....	168	101
Deferred taxes.....	(59)	158
Change in operating assets and operating liabilities:		
Securities borrowed.....	(9,012)	(12,910)
Receivables from customers.....	(921)	414
Receivables from brokers, dealers and other.....	(2,743)	(1,272)
Financial instruments owned.....	(27,620)	(18,782)
Other assets and deferred amounts and Other liabilities, net.....	(3,525)	(1,533)
Securities loaned.....	8,711	4,587
Payables to customers.....	2,936	2,606
Payables to brokers, dealers and other.....	2,633	(3,104)
Financial instruments sold not yet purchased.....	4,362	17,768
Obligation to return securities received as collateral.....	6,735	15
Accounts payable and accrued expenses.....	182	(563)
Net cash used in operating activities.....	<u>(16,548)</u>	<u>(11,876)</u>
Cash flows from investing activities:		
Net payments for:		
Loans receivable from parent and affiliates.....	(3,168)	(987)
Office facilities, net.....	(292)	(130)
Purchase of Guilford Holding Corporation, net of cash.....	(17)	—
Net cash used in investing activities.....	<u>(3,477)</u>	<u>(1,117)</u>
Cash flows from financing activities:		
Net proceeds from (payments for):		
Commercial paper and short-term borrowings.....	8,703	(4,013)
Securities sold under agreements to repurchase, net of securities purchased under agreements to resell.....	5,729	13,358
Issuances of long-term borrowings.....	10,235	6,274
Redemptions and maturities of long-term borrowings.....	(3,717)	(2,672)
Dividend equivalents on CSG share plan activity.....	(70)	(58)
Net cash provided by financing activities.....	<u>20,880</u>	<u>12,889</u>
Increase (decrease) in cash and cash equivalents.....	855	(104)
Cash and cash equivalents as of the beginning of period.....	884	727
Cash and cash equivalents as of the end of period.....	<u>\$ 1,739</u>	<u>\$ 623</u>
<b>SUPPLEMENTAL DISCLOSURES</b>		
Cash payments for interest.....	\$12,586	\$ 7,371
Cash payments for income taxes, net of refunds.....	\$ 27	\$ 26

See accompanying notes to condensed consolidated financial statements (unaudited).

## CREDIT SUISSE (USA), INC. AND SUBSIDIARIES

### Notes to Condensed Consolidated Financial Statements (Unaudited) September 30, 2006

#### 1. Summary of Significant Accounting Policies

##### The Company

The condensed consolidated financial statements include Credit Suisse (USA), Inc. and its subsidiaries (the “Company”). The Company is an integrated investment bank serving institutional, corporate, government and high-net-worth individual clients. The Company’s products and services include securities underwriting, sales and trading, financial advisory services, private equity investments, full service brokerage services, derivatives and risk management products, asset management and investment research. The Company is a wholly owned subsidiary of Credit Suisse Holdings (USA), Inc. (“CS Holdings”). The Company is an indirect wholly owned subsidiary of Credit Suisse, a Swiss bank, and Credit Suisse Group (“CSG”). Effective January 16, 2006, the Company changed its name from Credit Suisse First Boston (USA), Inc. to Credit Suisse (USA), Inc.

##### Basis of Presentation

All significant intercompany balances and transactions have been eliminated.

Certain financial information that is normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States but not required for interim reporting purposes has been condensed or omitted. These condensed consolidated financial statements reflect, in the opinion of management, all adjustments (consisting of normal, recurring accruals) that are necessary for a fair presentation of the condensed consolidated statements of financial condition and income for the interim periods presented.

The results of operations for interim periods are not necessarily indicative of results for the entire year. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2005.

To prepare condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States, management must make estimates and assumptions. The reported amounts of assets and liabilities and revenues and expenses are affected by these estimates and assumptions, the most significant of which are discussed in the notes to the condensed consolidated financial statements. Estimates, by their nature, are based on judgment and available information. Therefore, actual results could differ materially from these estimates. For a description of the Company’s significant accounting policies, see Note 1 of the consolidated financial statements in Part II, Item 8 in the Company’s Annual Report on Form 10-K for the year ended December 31, 2005.

Effective January 1, 2006, CSG realigned its organizational structure to its new strategic orientation, which is to focus on its banking businesses. As a result of this realignment, CSG’s banking business consists of three reporting segments: Investment Banking, Private Banking and Asset Management. The Company is managed as a subsidiary of Credit Suisse and CSG, and its businesses are a part of each of these banking segments. Therefore, effective January 1, 2006, the Company began operating and managing its businesses along these same three banking segments.

The Company’s Investment Banking segment consists principally of the businesses that comprised its former Institutional Securities segment, with the addition of the private funds group that was formerly part of its Wealth & Asset Management segment. The Company’s Asset Management segment consists of the private equity business and the Volaris business that were formerly part of its Wealth & Asset Management segment. The Company’s Private Banking segment consists of the private client services business in the United States (other than Volaris) that was formerly part of the Company’s Wealth & Asset Management segment.

The Company manages and reports its segments on a pre-tax basis and excludes revenues and expenses primarily from the consolidation of certain private equity funds, which are reported in Elimination & Other. Net income is unaffected by the consolidation of these private equity funds because offsetting minority interests are also recorded.



Certain reclassifications have been made to prior year condensed consolidated financial statements in this Quarterly Report to reflect the operational and management structure in place during 2006. Net income for the three months ended September 30, 2006 has been reduced by an after-tax charge of \$19 million to correct an immaterial error in the allocation of compensation expense between related parties.

## **RECENTLY ADOPTED ACCOUNTING STANDARDS**

### **Consolidation**

In June 2005, the Financial Accounting Standards Board (“FASB”) ratified Emerging Issues Task Force (“EITF”) Issue No. 04-5, “Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights” (“EITF 04-5”). EITF 04-5 provides a framework for evaluating whether a general partner or a group of general partners controls a limited partnership and therefore should consolidate it. EITF 04-5 states that the presumption of general partner control is overcome only when the limited partners have substantive “kick-out rights” or “participating rights.” These rights would allow a simple majority of the limited partners to dissolve or liquidate the partnership or otherwise remove the general partner “without cause” or effectively participate in significant decisions made in the ordinary course of the partnership business. EITF 04-5 was effective upon ratification for all newly formed limited partnerships and for existing limited partnership agreements that have been modified. The guidance was effective for the Company with respect to existing unmodified partnerships as of January 1, 2006.

As a result of the ratification of EITF 04-5, EITF Issue No. 96-16, “Investor’s Accounting for an Investee When the Investor Has a Majority of the Voting Interest but the Minority Shareholder or Shareholders Have Certain Approval or Veto Rights” (“EITF 96-16”) was updated and FASB Staff Position (“FSP”) No. SOP 78-9-1, “Interaction of AICPA Statement of Position 78-9 and EITF Issue No. 04-5” (“FSP SOP 78-9-1”) was issued. The amendments to EITF 96-16 were effective on a prospective basis upon issuance, whereas, similar to EITF 04-5, FSP SOP 78-9-1 was effective upon issuance for all new partnerships formed and for existing partnership agreements modified after June 29, 2005, and was effective for the Company with respect to existing unmodified partnerships as of January 1, 2006.

The changes to EITF 96-16 and the provisions of EITF 04-5 and FSP SOP 78-9-1 in effect during 2005 did not have a material impact on the Company’s financial condition, results of operations or cash flows. As of January 1, 2006, the Company increased its assets and liabilities by \$6.7 billion due to the consolidation of certain unmodified private equity partnerships that existed prior to June 29, 2005.

### **Share-based Compensation**

In December 2004, the FASB issued Statement of Financial Accounting Standards (“SFAS”) No. 123 (Revised 2004), “Share-Based Payment” (“SFAS 123R”). SFAS 123R was effective for annual reporting periods beginning after June 15, 2005. The Company early adopted SFAS 123R as of January 1, 2005, applying the modified prospective method. The Company’s policy is to expense share-based awards over the requisite service period.

The most significant accounting implications of the adoption of SFAS 123R for the Company were as follows: (i) inclusion of forfeitures in the estimate of compensation expense determined at the grant date rather than as they occur. The Company recorded a cumulative adjustment of approximately \$6 million, net of tax, during the first quarter of 2005 to reverse the expense previously recognized on all outstanding unvested awards expected to be forfeited. For new grants after January 1, 2005, forfeitures have been included in the initial estimation of the compensation expense at the grant date; (ii) recognition of compensation cost for all outstanding unvested awards as of January 1, 2005, that were previously accounted for under Accounting Principles Board (“APB”) Opinion No. 25 and for which no expense was previously recognized, based on the original grant-date fair value of each award over the remaining requisite service

period of the respective award (the recognition of this expense was not material); and (iii) adoption of changes to the presentation of the statement of cash flows in accordance with the revised standard.

In a December 2005 speech, the Securities and Exchange Commission (“SEC”) staff provided further guidance on SFAS 123R, relating to accounting for share-based compensation awards subject to a non-competition provision that have scheduled vesting beyond an employee’s eligibility for early retirement. The SEC staff noted that such share-based awards should generally be expensed over the period from the grant date to the date an employee becomes eligible for early retirement, rather than over the entire vesting, or stated service, period, unless the non-competition provision and other factors establish an in-substance requisite service period that extends beyond the early retirement date. As a result of the December 2005 guidance, and based on subsequent discussions with the SEC staff, the Company recorded in the fourth quarter of 2005 an incremental expense to reflect the full-year cost of its 2005 share-based awards. This incremental expense reflected the attribution of the total cost of these awards over the period from the grant date to the date the employee becomes eligible for early retirement rather than over the vesting period that ranged from three to five years.

The impact of the Company’s change in accounting was to increase fourth quarter and full year 2005 compensation and benefits by \$296 million (\$12 million of which was charged to CSG affiliates outside of the Company and reflected as a reduction in other operating expenses), and to decrease fourth quarter and full year 2005 net income by \$185 million. This non-cash charge, recorded in Elimination & Other for segment reporting purposes, represents the recognition of compensation expense for share-based awards granted in 2005 that otherwise would have been recorded in the Company’s segments, principally Investment Banking, generally over vesting periods of three to five years.

The share-based awards granted in March 2006 provide for early retirement eligibility no earlier than two years after the award grant date. These awards will be recorded as compensation expense in the Company’s operating segments over the period from the grant date of March 2006 to the date an employee becomes eligible for early retirement if earlier than the three to five year vesting period.

### **Accounting Changes**

In May 2005, the FASB issued SFAS No. 154, “Accounting Changes and Error Corrections, a replacement of APB Opinion No. 20, and FASB Statement No. 3” (“SFAS 154”). SFAS 154 requires retrospective application, unless impracticable, to prior periods’ financial statements for voluntary changes in accounting principles and changes required by an accounting pronouncement in the unusual circumstances in which the pronouncement does not include specific transition provisions. The statement also requires that a change in depreciation, amortization or depletion method for long-lived, non-financial assets should be accounted for as a change in accounting estimate effected by a change in accounting principle (*i.e.*, as a retrospective application). The guidance for reporting the correction of an error in previously issued financial statements and the change of an accounting estimate does not change from APB 20. SFAS 154 was effective for the Company as of January 1, 2006. The adoption of SFAS 154 did not have a material impact on the Company’s financial condition, results of operations or cash flows.

### **Hybrid Financial Instruments**

In February 2006, the FASB issued SFAS No. 155, “Accounting for Certain Hybrid Financial Instruments” (“SFAS 155”), which amends SFAS No. 133, “Accounting for Derivative Instruments and Hedging Activities” as amended (“SFAS 133”) and SFAS No. 140, “Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities” (“SFAS 140”). Under SFAS 155, hybrid financial instruments that contain embedded derivatives that would otherwise require bifurcation may be accounted for at fair value, with changes in fair value recognized in the income statement. The fair value designation may be applied on an instrument-by-instrument basis; however, the election to apply fair value accounting is irrevocable. SFAS 155 is effective for those instruments acquired or issued on or after an entity’s fiscal year beginning after September 15, 2006, but early adoption is permitted as of the beginning of a fiscal

year for which an entity has not previously issued interim financial statements. SFAS 155 allows limited retrospective application for existing bifurcated hybrid financial instruments. The Company elected to early adopt SFAS 155 as of January 1, 2006. The adoption of SFAS 155 did not have a material impact on the Company's financial condition, results of operations or cash flows.

### **Servicing**

In March 2006, the FASB issued SFAS No. 156, "Accounting for Servicing of Financial Assets – an Amendment of FASB Statement No. 140" ("SFAS 156"), which amended SFAS 140. SFAS 156 requires that all separately recognized servicing rights after the effective date be initially measured at fair value, and permits separately recognized servicing rights to be accounted for at fair value in subsequent periods, with changes in fair value recognized in the income statement. SFAS 156 permits an irrevocable election to apply fair value accounting for classes of servicing rights based on the different valuation and risk characteristics of the underlying assets and the way the economic risks are managed. SFAS 156 is effective on a prospective basis for fiscal years beginning after September 15, 2006; however, early adoption is permitted as of the beginning of a fiscal year for which an entity has not previously issued interim financial statements. SFAS 156 allows limited retrospective application for existing separately recognized servicing rights. The Company elected to early adopt SFAS 156 as of January 1, 2006. The adoption of SFAS 156 did not have an impact on the Company's financial condition, results of operations or cash flows.

### **Insurance**

In March 2006, the FASB issued FASB Staff Position ("FSP") No. FTB 85-4-1, "Accounting for Life Settlement Contracts by Third Party Investors" ("FSP FTB 85-4-1"). FSP FTB 85-4-1 provides a contract-by-contract election to account for life settlement contracts on either a fair value basis, with changes in fair value recognized in the income statement, or through use of the investment method. Under the investment method, the initial investment and continuing costs are capitalized; however, no income is recognized until death of the insured party. The guidance of FSP FTB 85-4-1 is effective for fiscal years beginning after June 15, 2006 and permits early adoption; however, upon adoption, limited retrospective application of the measurement guidance is required. The Company elected to early adopt FSP FTB 85-4-1 as of January 1, 2006. The adoption of FSP FTB 85-4-1 did not have an impact on the Company's financial condition, results of operations or cash flows.

### **FSP FIN 46(R)-6**

In April 2006, the FASB issued FSP No. FIN 46(R)-6, "Determining the Variability to Be Considered in Applying FASB Interpretation No. 46(R)" ("FSP FIN 46(R)-6"). FSP FIN 46(R)-6 provides guidance regarding how contracts or arrangements that create or reduce variability should be assessed when determining if they are variable interest entities ("VIEs"). FSP FIN 46(R)-6 requires that evaluations of the variability created or absorbed in an entity from its contracts or arrangements be based on an analysis of the entity's design. In evaluating the design of an entity, an analysis must be performed as to the potential risks to which the entity is exposed as well as the risks that the entity was designed to create and pass along to its interest holders based on the purpose for which the entity was formed. The guidance of FSP FIN 46(R)-6 was adopted by the Company and applied effective July 1, 2006 to all new entities as well as entities previously analyzed under FASB Interpretation ("FIN") No. 46(R), "Consolidation of Variable Interest Entities", ("FIN 46(R)") when a reconsideration event occurs. Given the prospective nature of the guidance, FSP FIN 46(R)-6 did not have a material impact on the Company's financial condition, results of operations and cash flows as of the date of adoption, however the future impact of FSP FIN 46(R)-6 will depend on the design of the particular VIEs with which the Company is and may become involved as well as the nature and extent of the Company's involvement, and therefore the impact from this guidance in future periods cannot be reasonably estimated.

## **STANDARDS TO BE ADOPTED IN FUTURE PERIODS**

### **FIN 48**

In July 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes – An Interpretation of FASB Statement No. 109" ("FIN 48"). FIN 48 addresses the accounting for uncertainty in income taxes by prescribing a consistent recognition threshold and measurement attribute for tax positions taken or expected to be taken in a tax return. FIN 48 also provides guidance on the derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

The provisions of FIN 48 are effective for fiscal years beginning after December 15, 2006. The Company is currently evaluating the impact of adopting FIN 48. FIN 48 requires a two-step process in evaluating tax positions. In the first step an enterprise determines whether it is more likely than not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. Tax positions meeting the more likely than not recognition threshold are then measured to determine the amount of benefit eligible for recognition in the financial statements. Each tax position is measured at the largest amount of benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

### **SFAS 157**

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS 157"). SFAS 157 establishes a single authoritative definition of fair value, sets out a framework for measuring fair value, and requires additional disclosures for instruments carried at fair value. The statement applies only to fair value measurements which are already required or permitted by other accounting standards. It will affect current practice by eliminating the guidance in Emerging Issues Task Force ("EITF") Issue No. 02-3, "Issues Involved in Accounting for Derivatives Contracts Held for Trading Purposes and Contracts Involved in Energy Trading and Risk Management Activities," guidance which prohibits the recognition of gains or losses at the inception of derivative transactions whose fair value is primarily estimated based upon unobservable market data. SFAS 157 will also eliminate the use of blockage factors (block discounts) by brokers, dealers and investment companies that have been applying the applicable American Institute of Certified Public Accountants Audit and Accounting Guides. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, with early adoption permitted. The Company is currently evaluating the impact of adopting SFAS 157.

### **SFAS 158**

In September 2006, the FASB issued SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans – an amendment of FASB Statements No. 87, 88, 106 and 132(R)" ("SFAS 158"). SFAS 158 requires an employer to 1) recognize in the statement of financial condition the funded status of a benefit plan on a prospective basis. 2) Recognize as a component of other comprehensive income, net of tax, the actuarial gains or losses and prior service costs or credits that arise during the period but are not recognized as components of net periodic benefit cost and the transition asset or obligation pursuant to SFAS No. 87, "Employers' Accounting for Pensions" ("SFAS 87") or SFAS No. 106, "Employers' Accounting for Postretirement Benefits Other than Pensions" ("SFAS 106"). Amounts recognized in accumulated other comprehensive income, including actuarial gains or losses, prior service costs or credits, and transition asset or obligation remaining from the initial application of SFAS 87 and SFAS 106, are to be adjusted as they are subsequently recognized as a component of net periodic benefit cost. 3) Measure the defined benefit plan assets and obligation at the date of the employer's fiscal year end statement of financial condition. 4) Disclose in the notes to the financial statements additional information about certain effects on net periodic benefit cost for the next fiscal year that arise from delayed recognition of the gains or losses, prior service costs or credits, and transition assets or obligations. SFAS 158 recognition provisions associated with the funded status of a benefit plan are effective as of the end of the fiscal year ending after December 15, 2006. The

provision to measure plan assets and benefit obligations as of the date of the employer's fiscal year end statement of financial condition is effective for fiscal years ending after December 15, 2008 with early adoption permitted. The Company is currently evaluating the impact of adopting SFAS 158.

## SAB 108

In September 2006, the SEC issued Staff Accounting Bulletin No. 108 on Quantifying Misstatements ("SAB 108"). SAB 108 requires registrants to use both a balance sheet approach and an income statement approach when quantifying and evaluating the materiality of a misstatement. In addition, SAB 108 provides guidance on correcting errors under this approach as well as providing transition guidance on correcting errors that existed prior to the application of SAB 108. The guidance in SAB 108 is effective for the first fiscal year ending after November 15, 2006. Early adoption is permitted for any interim period of the first fiscal year ending after November 15, 2006 with early adoption permitted. The Company will adopt SAB 108 on December 31, 2006.

## 2. Related Party Transactions

CSG, through CS Holdings, owns all of the Company's outstanding voting common stock. The Company is involved in significant financing and other transactions, and has significant related party balances with CSG affiliates, primarily Credit Suisse, and certain of its subsidiaries and affiliates. The Company generally enters into these transactions in the ordinary course of business and believes that these transactions are generally on market terms that could be obtained from unrelated third parties.

The following table sets forth the Company's related party assets and liabilities as of September 30, 2006 and December 31, 2005:

	<u>September 30,</u> <u>2006</u>	<u>December 31,</u> <u>2005</u>
	(In millions)	
<b>ASSETS</b>		
Securities purchased under agreements to resell.....	\$ 4,050	\$ 5,163
Securities borrowed .....	7,978	4,323
Receivables from brokers, dealers and other .....	2,768	1,389
Derivatives contracts .....	2,092	842
Net deferred tax asset.....	1,253	1,202
Loans receivable from parent and affiliates .....	28,393	25,225
Total assets.....	<u>\$ 46,534</u>	<u>\$ 38,144</u>
<b>LIABILITIES</b>		
Short-term borrowings.....	\$ 20,224	\$ 12,093
Securities sold under agreements to repurchase.....	30,892	25,634
Securities loaned.....	46,131	33,976
Payables to customers.....	187	237
Payables to brokers, dealers and other .....	4,989	3,794
Derivatives contracts .....	1,994	489
Obligation to return securities received as collateral .....	1,553	1,242
Taxes payable (included in Other liabilities) .....	461	350
Intercompany payables (included in Other liabilities) .....	642	626
Total liabilities.....	<u>\$ 107,073</u>	<u>\$ 78,441</u>

Included in the condensed consolidated statements of income are revenues and expenses resulting from various securities trading and financing activities with certain affiliates, as well as fees for administrative services performed by the Company under the terms of various agreements. The Company earns commission revenues and incurs commission expenses during the normal course of business for securities transactions conducted with affiliates. Other operating

expenses include affiliate service fees that are treated as a reduction in other operating expenses in the condensed consolidated statements of income. These fees include compensation and benefits expense relating to business activities conducted by Company employees on behalf of CSG affiliates outside the Company.

The following table sets forth the Company's related party revenues and expenses for the three and nine months ended September 30, 2006 and 2005:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
	(In millions)			
Principal transactions-net (derivatives contracts) .....	\$ 1,362	\$ 633	\$ 2,414	\$ 575
Commissions and fees .....	(17)	(17)	(60)	(37)
Interest and dividend revenues .....	589	355	1,626	853
Interest expense .....	(1,044)	(655)	(2,744)	(1,612)
Total net revenues.....	<u>\$ 890</u>	<u>\$ 316</u>	<u>\$ 1,236</u>	<u>\$ (221)</u>
Other operating expenses (credits).....	\$ (61)	\$ (82)	\$ (169)	\$ (235)
Total expenses .....	<u>\$ (61)</u>	<u>\$ (82)</u>	<u>\$ (169)</u>	<u>\$ (235)</u>

From time to time, the Company sells at cost to CS Holdings the right, title and interest in certain assets. Once the assets are sold, the Company continues to service these assets on behalf of CS Holdings. For the three and nine months ended September 30, 2006, the value of the assets sold, net of collections applied, was not material.

The Company manages certain private equity funds of funds, hedge funds of funds and VIEs that issue collateralized debt obligations ("CDOs") of CS Alternative Capital, Inc., an indirect wholly owned subsidiary of CS Holdings. As of September 30, 2006, the aggregate assets under management in these funds and VIEs were approximately \$24.6 billion. CS Alternative Capital, Inc. reimburses the Company for all expenses incurred by the Company in connection with managing these assets. The Company treats these reimbursements as a reduction in other operating expenses in the condensed consolidated statements of income.

The Credit Suisse Group International Share Plan provides for the grant of equity-based awards to Company employees based on CSG shares pursuant to which employees of the Company may be granted, as compensation, shares or other equity-based awards as compensation for services performed. CS Holdings purchases shares from CSG to satisfy these awards, but CS Holdings does not require reimbursement from the Company; therefore, amounts associated with these awards are considered a capital contribution to the Company and credited to paid-in-capital. Net contributions by CS Holdings relating to compensation expense for the three months ended September 30, 2006 and 2005 were \$(57) million and \$236 million, including tax effects, respectively, and for the nine months ended September 30, 2006 and 2005 were \$559 million and \$429 million, including tax effects, respectively. See Note 1 for further information on the Company's share-based compensation.

Certain of the Company's directors, officers and employees and those of its affiliates and their subsidiaries maintain margin accounts with the Company's principal broker-dealer subsidiary, Credit Suisse Securities (USA) LLC ("CS Securities") and other affiliated broker-dealers in the ordinary course of business. In addition, certain of such directors, officers and employees have investments or commitments to invest in various private equity funds. The Company makes loans to directors and executive officers on the same terms as are generally available to third parties or otherwise pursuant to widely available employee benefit plans. CS Securities and other affiliated broker-dealers, from time to time and in the ordinary course of business, enter into, as principal, transactions involving the purchase or sale of securities from or to such directors, officers and employees and members of their immediate families.

The Company issues guarantees to customers with respect to certain obligations of its affiliates in the ordinary course of business, including, but not limited to, certain derivatives transactions. Failure to perform by an affiliate would require the Company to perform under the guarantee. See Note 8 for more information.

The Company is included in the consolidated federal income tax return and certain state and local income tax returns filed by CS Holdings.

### **3. Transfers and Servicing of Financial Assets**

As part of the Company's financing and securities settlement activities, the Company uses securities as collateral to support various secured financing sources. If the counterparty does not meet its contractual obligation to return securities used as collateral, the Company may be exposed to the risk of reacquiring the securities at prevailing market prices to satisfy its obligations. The Company controls this risk by monitoring the market value of financial instruments pledged each day and by requiring collateral levels to be adjusted in the event of excess market exposure.

As of September 30, 2006 and December 31, 2005, the fair value of assets that the Company pledged to counterparties was \$233.2 billion and \$212.5 billion, respectively, of which \$102.1 billion and \$73.0 billion, respectively, was included in financial instruments owned in the condensed consolidated statements of financial condition.

The Company has also received similar assets as collateral that the Company has the right to re-pledge or sell. The Company routinely re-pledges or sells these assets to third parties. As of September 30, 2006 and December 31, 2005, the fair value of the assets pledged to the Company was \$195.4 billion and \$184.6 billion, respectively, of which \$185.3 billion and \$178.1 billion, respectively, was re-pledged or sold.

#### **Securitization Activities**

The Company originates and purchases residential mortgages and originates commercial loans for the purpose of securitization. The Company sells these mortgage loans to securitization trusts, which are generally qualified special purpose entities ("QSPEs"). The QSPEs issue securities that are backed by the assets transferred to the QSPEs and pay a return based on the returns on those assets. Investors in these mortgage-backed securities typically have recourse to the assets in the QSPE. The investors and the QSPEs have no recourse to the Company's assets. CS Securities is an underwriter of, and makes a market in, these securities.

As of September 30, 2006, the Company held encumbered mortgage loans totaling \$995 million related to securitization transactions that did not qualify for sale accounting treatment under paragraph 40b of SFAS 140. Prior to securitization, such encumbered loans were accounted for in financial instruments owned; however, due to the transfer of legal title in the form of a pledge in the securitization, these loans have been reclassified to Other assets and deferred amounts in the condensed consolidated statement of financial condition. Cash amounts received in payment upon transfer for such loans are accounted for as secured borrowings and are recorded in Other liabilities in the condensed consolidated statement of financial condition. Also included in Other assets and deferred amounts and Other liabilities as of September 30, 2006 was \$4.6 billion in VIEs that were consolidated under FSP FIN 46(R)-6 related to securitization transactions that did not qualify for sale accounting treatment under SFAS 140, and were similarly encumbered.

The following table presents the proceeds and gains related to the securitization of commercial mortgage loans, residential mortgage loans and other asset-backed loans for the nine months ended September 30, 2006 and 2005. The gain on securitizations includes underwriting revenues, deferred origination fees and expenses, gains or losses on the sale of the collateral to the QSPE or VIE and gains or losses on the sale of the newly issued securities to third parties but excludes net interest revenues earned on assets prior to securitization.

	<u>Commercial mortgage loans<sup>(1)</sup></u>	<u>Residential mortgage loans<sup>(2)</sup></u> (In millions)	<u>Other asset-backed loans<sup>(2),(3)</sup></u>
<b>For the Nine Months Ended September 30, 2006</b>			
Proceeds from securitizations .....	\$ 9,762	\$ 22,531	\$ 1,220
Gain on securitizations.....	\$ 310	\$ 20	\$ 16
<b>For the Nine Months Ended September 30, 2005</b>			
Proceeds from securitizations .....	\$ 7,659	\$ 40,693	\$ 6,590
Gain on securitizations.....	\$ 239	\$ 28	\$ 17

- (1) The gains or losses on the sale of the collateral to the QSPE is the difference between the carrying value on the day prior to the securitization date (the lower of amortized cost or fair value) and the selling price of the mortgage whole loans to the QSPE on the securitization pricing date.
- (2) The gains or losses on the sale of the collateral to the QSPE is the difference between the fair value on the day prior to the securitization pricing date and the selling price of the mortgage whole loans to the QSPE on the securitization pricing date.
- (3) Includes home equity loans and other securities collateralized by residential mortgage loans.

The Company may retain interests in these securitized assets in connection with its underwriting and market-making activities. The Company's primary exposure in its securitization activities is limited to its retained interests. Retained interests in securitized financial assets are included at fair value in corporate debt in financial instruments owned in the condensed consolidated statements of financial condition. Any changes in the fair value of these retained interests are recognized in the condensed consolidated statements of income. The fair values of retained interests are determined using market quotes where available or the present value of estimated future cash flows valuation techniques that incorporate assumptions that marketplace participants customarily use in their estimates of values. As of September 30, 2006 and December 31, 2005, the fair value of the interests retained by the Company was \$4.8 billion and \$5.1 billion, respectively.

Key economic assumptions used at the date of securitization in measuring the fair value of the retained interests resulting from securitizations completed during the nine months ended September 30, 2006 were as follows:

	<b>For the Nine Months Ended September 30, 2006</b>		
	<u>Commercial mortgage loans<sup>(1)</sup></u>	<u>Residential mortgage loans</u>	<u>Other asset-backed loans</u>
Weighted-average life (in years).....	N/A	5.2	8.9
Prepayment rate (in rate per annum) <sup>(2)</sup> .....	N/A	0.0%-50.0%	25.0%
Cash flow discount rate (in rate per annum) <sup>(3)</sup> .....	N/A	0.1%-50.0%	N/A
Expected credit losses (in rate per annum) .....	N/A	0.0%-29.7%	N/A

- (1) To deter prepayment, commercial mortgage loans typically have prepayment protection in the form of prepayment lockouts and yield maintenances.
- (2) The Company utilizes the constant prepayment rate assumptions.
- (3) The rate is based on the weighted average yield on the retained interest.



The following table sets forth the fair value of retained interests from securitizations as of September 30, 2006, key economic assumptions used to determine the fair value and the sensitivity of the fair value to immediate adverse changes in those assumptions:

	As of September 30, 2006		
	Commercial mortgage loans <sup>(1)</sup>	Residential mortgage loans (Dollars in millions)	Other asset-backed
Fair value of retained interests.....	\$ 14	\$ 4,677	\$ 59
Weighted-average life (in years).....	N/A	4.9	4.6
Prepayment rate (in rate per annum) <sup>(2)</sup> .....	N/A	0.0%-81.5%	25.7%-41.9%
Impact on fair value of 10% adverse change.....	\$ —	\$ (28)	\$ —
Impact on fair value of 20% adverse change.....	\$ —	\$ (53)	\$ —
Cash flow discount rate (in rate per annum) <sup>(3)</sup> .....	N/A	6.4%	N/A
Impact on fair value of 10% adverse change.....	\$ —	\$ (70)	\$ —
Impact on fair value of 20% adverse change.....	\$ —	\$ (141)	\$ —
Expected credit losses (in rate per annum) <sup>(4)</sup> .....	N/A	0.5%	N/A
Impact on fair value of 10% adverse change.....	\$ —	\$ (8)	\$ —
Impact on fair value of 20% adverse change.....	\$ —	\$ (16)	\$ —

(1) To deter prepayment, commercial mortgage loans typically have prepayment protection in the form of prepayment lockouts and yield maintenances.

(2) The Company utilizes the constant prepayment rate assumptions.

(3) The rate is based on the weighted average yield on the retained interest.

(4) As of September 30, 2006, a substantial portion of the residential mortgage loan retained interests were investment grade and are therefore not subject to significant adverse credit losses.

These sensitivities are hypothetical and do not reflect the benefits of hedging activities. Changes in fair value based on a 10% or 20% variation in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. Also, the effect of a variation in a particular assumption on the fair value of the retained interests is calculated without changing any other assumption. In practice, changes in one assumption may result in changes in other assumptions (for example, increases in market interest rates may result in lower prepayments and increased credit losses), which may magnify or counteract the sensitivities.

### Variable Interest Entities

The Company has variable interests in several CDO VIEs. As described under “—Securitization Activities,” in the normal course of its business, the Company purchases loans and other debt obligations from and on behalf of clients primarily for the purpose of securitization. These assets are sold to and warehoused by affiliates and, at the end of a warehousing period, the assets are sold to CDO VIEs or QSPEs for securitization. The Company engages in these transactions to meet the needs of clients, to earn fees and to sell financial assets. The purpose of these CDO VIEs and QSPEs is to provide investors a return based on the underlying debt instruments of the CDO VIEs and QSPEs. In connection with its underwriting and market-making activities, the Company may retain interests in the CDO VIEs and QSPEs. The CDO entities may have actively managed (“open”) portfolios or static or unmanaged (“closed”) portfolios. The closed CDO transactions are typically structured to use QSPEs, which are not consolidated in the Company’s financial statements.

The Company has consolidated CDO VIEs and other VIEs for which it is the primary beneficiary. As of September 30, 2006 and December 31, 2005, the Company recorded \$5.4 billion and \$673 million, respectively, representing the carrying amount of the consolidated assets of these CDO VIEs and other VIEs that are collateral for the VIE obligations. The increase in the total assets consolidated was primarily related to securitization transactions that did not qualify for sale accounting treatment under SFAS 140 and were consolidated under FSP FIN 46(R)-6. The beneficial interests of these consolidated CDO VIEs and other VIEs are payable solely from the cash flows of the related collateral, and the creditors of these CDO VIEs and other VIEs do not have recourse to the Company in the event of default.

The Company holds significant debt and equity interests in CDO VIEs that are not consolidated because the Company is not the primary beneficiary. The total assets in these CDO VIEs as of September 30, 2006 and December 31, 2005 were \$5.6 billion and \$5.4 billion, respectively. The Company's maximum exposure to loss on significant debt and equity interests in CDO VIEs as of September 30, 2006 and December 31, 2005 was \$129 million and \$127 million, respectively, which was the amount carried at fair value in financial instruments owned.

In the normal course of its private equity activities, the Company is typically the general partner and investment adviser to private equity funds. Limited partners of these funds typically have recourse to the fund's assets but generally have no recourse to the Company's assets. The Company consolidates certain private equity funds that are managed by the Company. A portion of these private equity funds are not VIEs but are consolidated based on the Company's control of the voting interest of the fund. See Note 1 for more information. The following table presents the impact on the condensed consolidated statements of financial condition of the Company as of September 30, 2006 and December 31, 2005 as a result of consolidating certain private equity funds:

	<u>September 30,</u> <u>2006</u>	<u>December 31,</u> <u>2005</u>
	(In millions)	
Private equity and other long-term investments .....	\$ 9,767	\$ 2,562
All other assets, net.....	711	177
Total assets.....	<u>\$ 10,478</u>	<u>\$ 2,739</u>
Minority interests (included in other liabilities) .....	\$ 10,024	\$ 2,549
All other liabilities, net (excluding minority interests) .....	454	190
Total liabilities .....	<u>\$ 10,478</u>	<u>\$ 2,739</u>

The following table presents the impact on the condensed consolidated statements of income of the Company for the three and nine months ended September 30, 2006 and 2005 as a result of consolidating certain private equity funds:

	<u>For the Three Months</u> <u>Ended September 30,</u>		<u>For the Nine Months</u> <u>Ended September 30,</u>	
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
	(In millions)			
Net revenues .....	\$ 420	\$ 214	\$ 2,009	\$ 675
Expenses .....	5	2	18	5
Minority interests.....	<u>\$ 415</u>	<u>\$ 212</u>	<u>\$ 1,991</u>	<u>\$ 670</u>

In May 2006, the Company completed its acquisition of Guilford Holding Corporation, a tax credit syndication firm based in Montgomery, Alabama. Guilford engages in the purchase, packaging and sale of tax credits to corporate investors. The Company has consolidated certain tax credit funds in which it is the general partner resulting in an increase in assets and liabilities of \$311 million as of September 30, 2006. The consolidation of these tax credit funds did not have an impact on the condensed consolidated statement of income.

#### **4. Private Equity and Other Long-Term Investments**

Private equity and other long-term investments include direct investments and investments in partnerships that make private equity and related investments in various portfolio companies and funds. The Company categorizes its private equity and other long-term investments into three categories: Credit Suisse-managed funds, which include consolidated funds, funds managed by third parties and direct investments. These investments generally have no readily available market or may be otherwise restricted as to resale under the Securities Act of 1933 (“Securities Act”); therefore, these investments are carried at management’s best estimate of fair value.

As of September 30, 2006 and December 31, 2005, the Company had investments in private equity and other long-term investments of \$10.9 billion and \$3.6 billion, respectively, including \$9.8 billion and \$2.6 billion, respectively, in private equity funds the Company is required to consolidate. Changes in net unrealized appreciation/depreciation arising from changes in fair value and the gain or loss realized upon sale are reflected in principal transactions-net in the condensed consolidated statements of income. See Notes 1 and 3 for more information. The original cost of these investments, excluding the consolidated private equity investments, was \$1.5 billion as of September 30, 2006 and \$1.4 billion as of December 31, 2005. As of September 30, 2006 the Company had commitments to invest up to an additional \$1.6 billion in non-consolidated private equity funds and \$1.3 billion in consolidated private equity funds. See Note 7 for more information.

The Company’s subsidiaries manage many private equity partnerships (the “Funds”). When the investment performance on Credit Suisse-managed Funds exceeds specific thresholds, the Company and certain other partners, most of which are current and former employees of the Company (collectively the “GPs”), may be entitled to receive a carried interest distribution under the governing documents of the Funds. Carried interest distributions are based on the cumulative investment performance of each Fund at the time the distribution is made. As a result, the Company may be obligated to return to investors in the Funds all or a portion of the carried interest distributed to the GPs. The amount of such contingent obligations is based upon the performance of the Funds but cannot exceed the amount of carried interest received by the GPs. As of September 30, 2006 and December 31, 2005, the maximum amount of such contingent obligations was \$530 million and \$620 million, respectively, assuming the Funds’ remaining investments were worthless. Assuming the Funds’ remaining investments were sold at their current carrying values as of September 30, 2006 and December 31, 2005, the contingent obligations would have been \$11 million and \$18 million, respectively. As of September 30, 2006 and December 31, 2005, the Company withheld cash from prior distributions to the GPs and recorded corresponding liabilities of \$134 million and \$126 million, respectively, in connection with the Company’s guarantee to return prior carried interest distributions to third party investors in the Funds.

In addition, pursuant to certain contractual arrangements, the Company is obligated to make cash payments to certain investors in certain Funds if specified performance thresholds are not met. As of both September 30, 2006 and December 31, 2005, the maximum amount of such contingent obligations was \$45 million assuming the Funds’ remaining investments were worthless. Assuming the Funds’ remaining investments were sold at their current carrying values as of September 30, 2006, the contingent obligation would have been \$1 million and as of December 31, 2005, there would have been no contingent obligation.

#### **5. Derivatives Contracts**

The Company uses derivatives contracts for trading and hedging purposes and to provide products for clients. These derivatives include options, forwards, futures and swaps. For more information on the Company’s derivatives, see Note 6 of the consolidated financial statements in Part II, Item 8 in the Annual Report on Form 10-K for the year ended December 31, 2005.

## Quantitative Disclosures for All Derivatives

The fair values of all derivatives contracts outstanding as of September 30, 2006 and December 31, 2005 were as follows:

	<u>September 30, 2006</u>		<u>December 31, 2005</u>	
	<u>Assets</u>	<u>Liabilities</u>	<u>Assets</u>	<u>Liabilities</u>
	(In millions)			
Options.....	\$ 1,405	\$ 1,561	\$ 1,167	\$ 728
Forward contracts .....	4,270	1,679	3,049	1,076
Swaps.....	2,164	2,589	869	458
Total derivatives .....	<u>\$ 7,839</u>	<u>\$ 5,829</u>	<u>\$ 5,085</u>	<u>\$ 2,262</u>

These assets and liabilities are included as derivatives contracts in financial instruments owned and sold not yet purchased, respectively, in the condensed consolidated statements of financial condition. Assets and liabilities related to futures contracts are included in receivables from brokers, dealers and other and payables to brokers, dealers and other, respectively, in the condensed consolidated statements of financial condition.

## 6. Borrowings

Short-term borrowings are generally demand obligations with interest approximating the Federal Funds rate, the London Interbank Offered Rate (“LIBOR”) or other money market indices. Such borrowings are generally used to facilitate the securities settlement process, finance financial instruments owned and finance securities purchased by customers on margin. As of September 30, 2006 and December 31, 2005, there were no short-term borrowings secured by Company-owned securities.

The following table sets forth the Company’s commercial paper and short-term borrowings and their weighted average interest rates:

	<u>Short-term borrowings</u>		<u>Weighted average interest rates</u>	
	<u>As of September 30, 2006</u>	<u>As of December 31, 2005</u>	<u>As of September 30, 2006</u>	<u>As of December 31, 2005</u>
	(In millions)			
Bank loans, including loans from affiliates <sup>(1)</sup> .....	\$ 21,082	\$ 12,356	5.69%	4.32%
Commercial paper.....	1,275	1,298	5.22%	4.19%
Total commercial paper and short-term borrowings.....	<u>\$ 22,357</u>	<u>\$ 13,654</u>		

(1) Includes \$20.2 billion and \$12.1 billion in loans from affiliates as of September 30, 2006 and December 31, 2005, respectively.

The Company has a commercial paper program exempt from registration under the Securities Act that allows the Company to issue up to \$5.0 billion in commercial paper. As of September 30, 2006 and December 31, 2005, \$1.3 billion of commercial paper was outstanding under this program.

In February 2006, the Company filed with the SEC an automatic shelf registration statement that allows the Company to issue from time to time senior and subordinated debt securities, and warrants to purchase such securities.

In July 2001, the Company established a Euro medium-term note program, that allows the Company to issue up to \$5.0 billion of notes. Under this program, the Company had, as of November 13, 2006 approximately \$1.2 billion available for issuance.

The following table sets forth the Company's long-term borrowings as of September 30, 2006 and December 31, 2005:

	<u>September 30, 2006</u>	<u>December 31, 2005</u>
	(In millions)	
Senior notes 3.9%-7.1%, due various dates through 2032.....	\$ 36,817	\$ 29,214
Medium-term notes 3.7%-8.8%, due various dates through 2032.....	2,877	4,223
Structured borrowings 5.4%-19.0%, due various dates through 2015.....	704	489
Total long-term borrowings .....	<u>\$ 40,398</u>	<u>\$ 33,926</u>
Current maturities of long-term borrowings .....	<u>\$ 2,797</u>	<u>\$ 3,692</u>

As of September 30, 2006 and December 31, 2005, long-term borrowings included downward fair value adjustments of approximately \$19 million and upward fair value adjustments of approximately \$52 million, respectively, associated with fair value hedges under SFAS 133. As of September 30, 2006 and December 31, 2005, the Company had entered into interest rate swaps, with a notional amount of \$24.6 billion and \$23.6 billion, respectively, on the Company's long-term borrowings for hedging purposes. Substantially all of these swaps were designated as qualifying fair value hedges under SFAS 133. See Note 5 for more information.

The following table sets forth scheduled maturities of all long-term borrowings as of September 30, 2006:

	<u>Twelve Months Ended</u>
	<u>September 30,</u>
	(In millions)
2007 .....	\$ 2,797
2008 .....	6,806
2009 .....	7,434
2010 .....	3,760
2011 .....	4,004
2012-2032 .....	15,597
Total .....	<u>\$ 40,398</u>

The following table sets forth scheduled maturities of the current portion of long-term borrowings as of September 30, 2006:

	<u>Three Months Ended</u>
	(In millions)
December 31, 2006.....	\$ —
March 31, 2007.....	368
June 30, 2007.....	2,402
September 30, 2007.....	27
Total .....	<u>\$ 2,797</u>

As of September 30, 2006, CS Securities maintained with third parties five 364-day committed secured revolving credit facilities totaling \$2.2 billion, with one facility for \$500 million maturing in February 2007, one facility for \$500 million maturing in March 2007, one facility for \$500 million maturing in July 2007, one facility for \$200 million maturing in August 2007 and one facility for \$500 million maturing in November 2007. The Company expects to renew these facilities as they mature. These facilities require CS Securities to pledge unencumbered marketable securities to secure any borrowings. Borrowings under each facility would bear interest at short-term rates related to either the Federal Funds rate or LIBOR and can be used for general corporate purposes. The facilities contain customary

covenants that the Company believes will not impair its ability to obtain funding. As of September 30, 2006, no borrowings were outstanding under any of the facilities.

## 2006 Financings

During the nine months ended September 30, 2006, the Company issued \$10 billion of senior notes, \$82 million in medium-term notes and \$153 million in structured notes and repaid approximately \$2.3 billion in senior notes, \$1.5 billion of medium-term notes and \$17 million of structured notes.

## 7. Leases and Commitments

The following table sets forth the Company's minimum operating lease commitments as of September 30, 2006:

	<u>Twelve Months Ending September 30, (In millions)</u>
2007 .....	\$ 157
2008 .....	151
2009 .....	145
2010 .....	141
2011 .....	137
2012-2025 .....	908
Total <sup>(1)</sup> .....	<u>\$ 1,639</u>

(1) Excludes sublease revenue of \$292 million and executory costs such as insurance, maintenance and taxes of \$533 million.

The following table sets forth the Company's commitments, including the current portion, as of September 30, 2006:

	<u>Commitment Expiration Per Period</u>				<u>Total commitments</u>
	<u>Less than 1 year</u>	<u>1-3 years</u>	<u>4-5 years (In millions)</u>	<u>Over 5 years</u>	
Standby resale agreements <sup>(1)</sup> .....	\$ 100	\$ 50	\$ —	\$ —	\$ 150
Private equity <sup>(2)</sup> .....	4	45	64	1,500	1,613
Forward agreements <sup>(3)</sup> .....	2,141	—	—	—	2,141
Unfunded lending commitments <sup>(4)</sup> .....	432	128	102	441	1,103
Unfunded warehousing commitments <sup>(5)</sup> .....	920	—	—	—	920
Total commitments .....	<u>\$ 3,597</u>	<u>\$ 223</u>	<u>\$ 166</u>	<u>\$ 1,941</u>	<u>\$ 5,927</u>

(1) In the ordinary course of business, the Company maintains certain standby resale agreement facilities that commit the Company to enter into securities purchased under agreements to resell with customers at current market rates.

(2) As of September 30, 2006, the Company also had commitments to invest up to an additional \$1.3 billion in consolidated private equity funds.

(3) Represents commitments to enter into securities purchased under agreements to resell and agreements to borrow securities.

(4) The Company enters into commitments to extend credit in connection with certain premium finance, leveraged finance and other activities.

(5) The Company enters into commitments to warehouse commercial mortgage whole loans.

Excluded from the table above are certain commitments to originate and purchase mortgage whole loans and purchase certain other loans that qualify as derivatives. These commitments are reflected in derivatives contracts in the condensed consolidated statements of financial condition. For more information on the Company's derivatives contracts, see Note 5.

As of September 30, 2006, the Company used \$368 million in outstanding standby letters of credit to satisfy counterparty collateral requirements.

The Company had no material capital lease obligations as of September 30, 2006. For information about certain of the Company's additional commitments, see Notes 4 and 8.

## 8. Guarantees

In the ordinary course of business, the Company enters into guarantee contracts as guarantor. FIN No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others" ("FIN 45"), requires disclosure by a guarantor of its maximum potential payment obligations under certain of its guarantees to the extent that it is possible to estimate them. FIN 45 also requires a guarantor to recognize, at the inception of a guarantee, a liability for the fair value of the obligations undertaken in issuing such guarantee, including its ongoing obligation to stand ready to perform over the term of the guarantee in the event that certain events or conditions occur. With certain exceptions, these liability recognition requirements apply to any guarantees entered into or modified after December 31, 2002.

The guarantees covered by FIN 45 may require the Company to make payments to the guaranteed party based on changes related to an asset, a liability or an equity security of the guaranteed party. The Company may also be contingently required to make payments to the guaranteed party based on another entity's failure to perform under an agreement, or the Company may have an indirect guarantee of the indebtedness of others, even though the payment to the guaranteed party may not be based on changes related to an asset, liability or equity security of the guaranteed party.

In addition, FIN 45 covers certain indemnification agreements that contingently require the Company to make payments to the indemnified party based on changes related to an asset, liability or equity security of the indemnified party, such as an adverse judgment in a lawsuit or the imposition of additional taxes due to either a change in the tax law or an adverse interpretation of the tax law.

The following table sets forth the maximum quantifiable contingent liabilities and carrying amounts associated with guarantees covered by FIN 45 as of September 30, 2006 by maturity.

	Amount of Guarantee Expiration Per Period				Total guarantees	Carrying amounts
	Less than 1 year	1-3 years	4-5 years	Over 5 years		
	(In millions)					
Credit guarantees .....	\$ 1	\$ 30	\$ 39	\$ 460	\$ 530	\$ 6
Performance guarantees .....	44	468	—	2	514	10
Derivatives .....	1,814	2,871	1,355	9,292	15,332	780
Related party guarantees .....	—	—	—	164	164	—
Total guarantees .....	<u>\$ 1,859</u>	<u>\$ 3,369</u>	<u>\$ 1,394</u>	<u>\$ 9,918</u>	<u>\$ 16,540</u>	<u>\$ 796</u>

For more information on the Company's guarantees, including guarantees for which the maximum contingent liability cannot be quantified, see Note 10 of the consolidated financial statements in Part II, Item 8 in the Annual Report on Form 10-K for the year ended December 31, 2005.

## **9. Net Capital Requirements**

The Company's principal wholly owned subsidiary, CS Securities, is a registered broker-dealer, registered futures commission merchant and member firm of the New York Stock Exchange, Inc. Accordingly, CS Securities is subject to the minimum net capital requirements of the SEC and the Commodities Futures Trading Commission ("CFTC"). Under the alternative method permitted by Rule 15c3-1 under the Securities Exchange Act of 1934 (the "Exchange Act"), the required net capital may not be less than the greater of 2% of aggregate debit balances arising from customer transactions or 4% of the funds required to be segregated pursuant to the Commodity Exchange Act less the market value of certain commodity options, all as defined. Under CFTC Regulation 1.17, the required minimum net capital requirement is 8% of the total risk margin requirement (as defined) for all positions carried in customer accounts plus 4% of the total risk margin requirement (as defined) for all positions carried in non-customer accounts. As of September 30, 2006, CS Securities' net capital of approximately \$4.4 billion was 60.1% of aggregate debit balances and in excess of the CFTC's minimum requirement by approximately \$4.2 billion.

The Company's over-the-counter ("OTC") derivatives dealer subsidiary, Credit Suisse Capital LLC ("CS Capital") is also subject to the uniform net capital rule, but computes its net capital based on value at risk under Appendix F of Rule 15c3-1 under the Exchange Act. As of September 30, 2006, CS Capital's net capital of \$352 million, after allowing for market and credit risk exposure of \$66 million and \$388 million, respectively, was in excess of the minimum net capital requirement by \$332 million. CS Capital is in compliance with the exemptive provisions of Rule 15c3-3 under the Exchange Act because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities.

As of September 30, 2006, the Company and its subsidiaries complied with all applicable regulatory capital adequacy requirements.

## **10. Cash and Securities Segregated Under Federal and Other Regulations**

In compliance with the Commodity Exchange Act, CS Securities segregates funds deposited by customers and funds accruing to customers as a result of trades or contracts. As of both September 30, 2006 and December 31, 2005, cash and securities aggregating \$2.7 billion were segregated or secured by CS Securities in separate accounts exclusively for the benefit of customers.

In accordance with the SEC's no-action letter dated November 3, 1998, CS Securities computed a reserve requirement for the proprietary accounts of introducing broker-dealers. As of September 30, 2006 and December 31, 2005, CS Securities segregated U.S. Treasury securities aggregating \$2.5 billion and \$1.9 billion, respectively, on behalf of introducing broker-dealers.

In addition, CS Securities segregated U.S. Treasury securities with a market value of \$7.0 billion and \$3.3 billion as of September 30, 2006 and December 31, 2005, respectively, in a special reserve bank account exclusively for the benefit of customers as required by Rule 15c3-3 of the Exchange Act.

## **11. Employee Benefit Plans**

The Company provides retirement and postretirement benefits to its U.S. and certain non-U.S. employees through participation in defined benefit pension plans, a defined contribution savings and retirement plan and other post-retirement plans. The Company's measurement date is September 30 for its pension and other plans. For more information on the Company's employee benefit plans, see Note 16 of the consolidated financial statements in Part II, Item 8 in the Annual Report on Form 10-K for the year ended December 31, 2005.



The following table presents the pension expense by component for the Company's defined benefit pension plans and other post-retirement plans for the three and nine months ended September 30, 2006 and 2005:

	<u>For the Three Months</u> <u>Ended September 30, 2006</u>		<u>For the Nine Months</u> <u>Ended September 30, 2006</u>	
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
	(In millions)			
<b>Components of Net Periodic Benefit Cost:</b>				
Service cost.....	\$ 6	\$ 6	\$ 19	\$ 19
Interest cost.....	13	15	38	37
Expected return on plan assets .....	(14)	(14)	(40)	(42)
Amortization of loss .....	10	6	31	16
Net periodic benefit cost.....	<u>\$ 15</u>	<u>\$ 13</u>	<u>\$ 48</u>	<u>\$ 30</u>

The Company did not make payments to the qualified pension plan during the three and nine months ended September 30, 2006 and does not expect to make any payments during the remainder of the year ending December 31, 2006. The Company made payments of \$8 million to the supplemental plan and the other post-retirement plans during the three and nine months ended September 30, 2006 and expects to pay a total of \$2 million during the remainder of the year ending December 31, 2006.

## 12. Legal Proceedings

The Company has provided reserves for litigation, claims and proceedings involving the Company in accordance with SFAS No. 5, "Accounting for Contingencies." The Company recorded in the second quarter of 2005 a \$750 million litigation charge to increase the reserve for private litigation involving Enron, certain initial public offering allocation practices, research analyst independence and other related litigation. This charge, coupled with the charge recorded in 2002, brings the Company's reserves for these private litigation matters to \$1.0 billion after the application of settlements entered into through September 30, 2006.

The Company is involved in a number of judicial, regulatory and arbitration proceedings concerning matters arising in connection with the conduct of its businesses. The Company believes, based on currently available information and advice of counsel, that the results of such proceedings, in the aggregate, will not have a material adverse effect on its financial condition but might be material to operating results for any particular period, depending, in part, upon the operating results for such period. The Company intends to defend itself vigorously in these matters, litigating or settling when determined by management to be in the best interests of the Company.

It is inherently difficult to predict the outcome of many of these matters. In presenting the condensed consolidated financial statements, management makes estimates regarding the outcome of these matters and records a reserve and takes a charge to income when losses with respect to such matters are probable and can be reasonably estimated. Estimates, by their nature, are based on judgment and currently available information and involve a variety of factors, including, but not limited to, the type and nature of the litigation, claim or proceeding, the progress of the matter, the advice of legal counsel, the Company's defenses and its experience in similar cases or proceedings as well as its assessment of matters, including settlements, involving other defendants in similar or related cases or proceedings. Further litigation charges or releases of litigation reserves may be necessary in the future as developments in such cases or proceedings warrant.

### 13. Industry Segment and Geographic Data

The Company operates and manages its businesses through three operating segments: the Investment Banking segment, consisting primarily of investment banking, trading and certain separately managed private equity and distressed assets; the Asset Management segment, consisting primarily of the private equity business; and Private Banking, consisting of the private client services business in the United States. For additional information, see Note 1.

The Company's segments are managed based on types of products and services offered and their related client bases. The Company evaluates the performance of its segments based primarily on income (loss) before provision (benefit) for income taxes and cumulative effect of a change in accounting principle but excluding minority interests. Minority interest-related revenues and expenses resulting from the consolidation of certain private equity funds are reported in Elimination & Other. Net income is unaffected by the consolidation of these private equity funds because offsetting minority interests are also recorded.

The Investment Banking segment consists of:

- investment banking, which serves a broad range of users and suppliers of capital and provides financial advisory and securities underwriting and placement services; and
- trading, which trades and distributes equity and equity-related products, including listed and OTC derivatives, fixed income financial instruments and derivatives and risk management products, and engages in securities lending and borrowing.

The Investment Banking segment also includes the results from certain separately managed private equity and distressed assets.

The Asset Management segment consists primarily of the private equity business. The private equity business makes privately negotiated investments and acts as an investment advisor for private equity funds.

The Private Banking segment consists of the private client services business in the United States. Private client services is a financial advisory business serving high-net-worth individuals and corporate investors with a wide range of Credit Suisse and third-party investment management products and services.

The Company allocates to its segments a *pro rata* share of certain centrally managed costs. Leased facilities and equipment costs, employee benefits and certain general overhead expenses are allocated based upon specified amounts, usage criteria or agreed rates. Interest expense is allocated based upon the particular type of asset. The allocation of some costs, such as incentive bonuses, has been estimated. The timing and magnitude of changes in the Company's incentive bonus accrual can have a significant effect on the Company's operating results for a given period. Any revenues and expenses not allocated to the Company's segments appear in Elimination & Other in the table below. For additional information, see Note 1.

The following table sets forth selected financial information for the Company's segments.

	<u>Investment Banking</u>	<u>Asset Management</u>	<u>Private Banking</u> (In millions)	<u>Elimination &amp; Other<sup>(1)</sup></u>	<u>Total</u>
<b>For the three months ended September 30, 2006:</b>					
Net revenues excluding net interest .....	\$ 1,339	\$ 101	\$ 56	\$ 391	\$ 1,887
Net interest and dividends revenue .....	210	6	—	2	218
Total net revenues <sup>(2)</sup> .....	<u>1,549</u>	<u>107</u>	<u>56</u>	<u>393</u>	<u>2,105</u>
Total expenses .....	1,276	47	74	5	1,402
Income (loss) <sup>(3)</sup> .....	<u>273</u>	<u>60</u>	<u>(18)</u>	<u>388</u>	<u>703</u>
Minority interests .....	—	—	—	413	413
Income (loss) after minority interests <sup>(4)</sup> .....	<u>\$ 273</u>	<u>\$ 60</u>	<u>\$ (18)</u>	<u>\$ (25)</u>	<u>\$ 290</u>
<b>For the three months ended September 30, 2005:</b>					
Net revenues excluding net interest .....	\$ 1,249	\$ 147	\$ 60	\$ 206	\$ 1,662
Net interest and dividends revenue .....	406	2	2	8	418
Total net revenues <sup>(2)</sup> .....	<u>1,655</u>	<u>149</u>	<u>62</u>	<u>214</u>	<u>2,080</u>
Total expenses .....	1,126	86	72	2	1,286
Income (loss) <sup>(3)</sup> .....	<u>529</u>	<u>63</u>	<u>(10)</u>	<u>212</u>	<u>794</u>
Minority interests .....	—	—	—	212	212
Income (loss) after minority interests <sup>(4)</sup> .....	<u>\$ 529</u>	<u>\$ 63</u>	<u>\$ (10)</u>	<u>\$ —</u>	<u>\$ 582</u>
<b>For the nine months ended September 30, 2006:</b>					
Net revenues excluding net interest .....	\$ 4,348	\$ 262	\$ 188	\$ 1,937	\$ 6,735
Net interest and dividends revenue .....	745	8	—	7	760
Total net revenues <sup>(2)</sup> .....	<u>5,093</u>	<u>270</u>	<u>188</u>	<u>1,944</u>	<u>7,495</u>
Total expenses .....	3,622	160	231	18	4,031
Income (loss) <sup>(3)</sup> .....	<u>1,471</u>	<u>110</u>	<u>(43)</u>	<u>1,926</u>	<u>3,464</u>
Minority interests .....	—	—	—	1,989	1,989
Income (loss) after minority interests <sup>(4)</sup> .....	<u>\$ 1,471</u>	<u>\$ 110</u>	<u>\$ (43)</u>	<u>\$ (63)</u>	<u>\$ 1,475</u>
<b>For the nine months ended September 30, 2005:</b>					
Net revenues excluding net interest .....	\$ 2,351	\$ 455	\$ 169	\$ 661	\$ 3,636
Net interest and dividends revenue .....	1,485	1	4	14	1,504
Total net revenues <sup>(2)</sup> .....	<u>3,836</u>	<u>456</u>	<u>173</u>	<u>675</u>	<u>5,140</u>
Total expenses .....	3,905	225	200	5	4,335
Income (loss) <sup>(3)</sup> .....	<u>(69)</u>	<u>231</u>	<u>(27)</u>	<u>670</u>	<u>805</u>
Minority interests .....	—	—	—	670	670
(Loss) income after minority interests <sup>(4)</sup> .....	<u>\$ (69)</u>	<u>\$ 231</u>	<u>\$ (27)</u>	<u>\$ —</u>	<u>\$ 135</u>
<b>Segment assets as of September 30, 2006</b> .....	<u>\$ 350,454</u>	<u>\$ 1,688</u>	<u>\$ 279</u>	<u>\$ 10,478</u>	<u>\$ 362,899</u>
<b>Segment assets as of December 31, 2005</b> .....	<u>\$ 293,278</u>	<u>\$ 1,512</u>	<u>\$ 225</u>	<u>\$ 2,739</u>	<u>\$ 297,754</u>

(1) Related primarily to the Company's consolidation of certain private equity funds. See Notes 1 and 3 for more information. Also includes a limited amount of treasury costs not allocated to the Company's segments.

(2) Interest income and expense is accrued at the stated coupon rate for coupon-bearing financial instruments, and for non-coupon-bearing financial instruments, interest income is recognized by accreting the discount over the life of the instrument. For coupon-bearing financial instruments purchased at a discount or premium, the difference between interest income and expense accrued at the stated coupon rate and interest income and expense determined on an effective yield basis, which could be significant, is included in

principal transactions-net instead of interest and dividends, net, in the Company's condensed consolidated statements of income and in net revenues excluding net interest.

- (3) Income (loss) before provision (benefit) for income taxes, minority interests and cumulative effect of a change in accounting principle.
- (4) Income (loss) before provision (benefit) for income taxes and cumulative effect of a change in accounting principle.

## **Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholder  
Credit Suisse (USA), Inc.

We have reviewed the condensed consolidated statement of financial condition of Credit Suisse (USA), Inc. and subsidiaries (the "Company") as of September 30, 2006, the related condensed consolidated statements of income for the three and nine-month periods ended September 30, 2006 and 2005, and the related condensed consolidated statements of changes in stockholder's equity and cash flows for the nine-month periods ended September 30, 2006 and 2005. These condensed consolidated financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statement of financial condition of Credit Suisse (USA), Inc. and subsidiaries as of December 31, 2005, and the related consolidated statements of income, changes in stockholder's equity, and cash flows for the year then ended (not presented herein); and in our report dated March 20, 2006, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated statement of financial condition as of December 31, 2005 is fairly stated, in all material respects, in relation to the consolidated statement of financial condition from which it has been derived.

/s/ KPMG LLP  
New York, New York  
November 14, 2006

## ***Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations***

We serve institutional, corporate, government and high-net-worth individual clients. Our businesses include securities underwriting, sales and trading, financial advisory services, private equity investments, full-service brokerage services, derivatives and risk management products, asset management and investment research. We are part of three segments, Investment Banking, Asset Management and Private Banking, of Credit Suisse Group, or CSG, and our results do not reflect the overall performance of these segments or CSG.

When we use the terms "we," "our," "us" and the "Company," we mean Credit Suisse (USA), Inc., a Delaware corporation, and its consolidated subsidiaries.

The Company's principal operations are located in the United States. The Company's foreign revenues are not significant.

### **BUSINESS ENVIRONMENT**

Our principal business activities, investment banking, securities underwriting and sales, trading and asset management are, by their nature, highly competitive and subject to general market conditions that include volatile trading markets, fluctuations in the volume of new issues, mergers and acquisitions activities and the value of financial instruments. Consequently, our results have been, and are likely to continue to be, subject to wide fluctuations reflecting the impact of many factors beyond our control, including securities market conditions, the level and volatility of interest rates and credit spreads, competitive conditions, the size and timing of transactions and the geopolitical environment.

Despite a weakened residential housing market and concerns of a slowdown in the second half of 2006, the U.S. economy showed resilience during the three months ended September 30, 2006 as gross domestic product growth was moderate while gasoline prices fell and the threat of inflation eased.

After raising short-term interest rates at the last 17 consecutive meetings, the Federal Reserve held rates steady at its meetings in August and September citing a slowdown in economic growth and a decline in energy prices. The federal funds rate was 5.25% as of September 30, 2006 and June 30, 2006 compared to 4.25% as of December 31, 2005. The yield on 10-year U.S. Treasury notes increased from 4.39% as of December 31, 2005 to 4.64% as of September 30, 2006 but declined compared to the yield of 5.15% as of June 30, 2006.

The major U.S. stock market indices reacted favorably to the Federal Reserve Board's pause on interest rate hikes. For the three months ended September 30, 2006, the Dow Jones Industrial Average, the Standard & Poor's 500 stock index and the NASDAQ composite index increased 5%, 5% and 4%, respectively. For the nine months ended September 30, 2006, the Dow Jones Industrial Average, the Standard & Poor's 500 stock index and the NASDAQ composite index increased 9%, 7% and 2%, respectively.

The dollar value of U.S. equity and equity-related underwriting decreased for the three months ended September 30, 2006 compared to the three months ended September 30, 2005, reflecting decreases in secondary common stock issuances and initial public offerings. For the nine months ended September 30, 2006 the dollar value of U.S. equity and equity-related underwriting increased compared to the nine months ended September 30, 2005 primarily due to an increase in convertible securities new issuances. The dollar value of U.S. debt underwriting increased for the three and nine months ended September 30, 2006 compared to the three and nine months ended September 30, 2005, primarily as a result of increases in investment grade, non-investment grade and asset-backed securities underwritings. The dollar value of announced U.S. mergers and acquisitions for the three and nine months ended September 30, 2006 increased compared to the three and nine months ended September 30, 2005. The dollar value of completed U.S. mergers and acquisitions for the three months ended September 30, 2006 decreased compared to the three months ended September 30, 2005 but increased for the nine months ended September 30, 2006 compared to the nine months ended September 30, 2005.

## MANAGEMENT OVERVIEW

The Company recorded net income of \$179 million in the third quarter of 2006 compared to \$386 million in the third quarter of 2005 and net income of \$980 million in the first nine months of 2006 compared to \$123 million in the first nine months of 2005. The Company's results in the third quarter of 2006 reflected flat net revenues and a 9% increase in total expenses, and the results for the first nine months of 2006 reflected a 46% increase in net revenues and a 7% decrease in expenses. Total expenses for the first nine months of 2006 included credits for insurance settlements for litigation and related costs of \$390 million, which reduced operating expenses, and total expenses for the first nine months of 2005 included a \$750 million charge to increase the reserve for certain private litigation.

The Company's total net revenues for the third quarter of 2006 increased 1% to \$2.1 billion compared to the third quarter of 2005. Net revenues for the third quarter of 2006 include \$420 million from the consolidation of certain private equity funds, compared to \$214 million in the third quarter of 2005. Net income was unaffected by this consolidation as the Company recorded offsetting minority interests and related operating expenses. Excluding the revenues from the consolidation of these entities, net revenues declined 10%, primarily reflecting significantly lower total trading revenues offset in part by increased total investment banking revenues. The decline in total trading revenues was mainly driven by 38% lower fixed income trading revenues, with decreases in structured, credit and interest rate products offset in part by higher commodities revenues from energy trading. Equity trading revenues increased 5% reflecting higher revenues from advanced execution services, derivatives and convertible products and prime services partially offset by lower revenues from proprietary trading. Total investment banking revenues increased 20%, reflecting a strong increase in debt underwriting due to underwriting revenues from syndicated loans, which was offset in part by decreases in equity underwriting and advisory and other fees that were largely driven by lower industry activity throughout much of the quarter. The Company's total net revenues also reflected higher interest expenses and lower private equity gains.

The Company's total expenses for the third quarter of 2006 increased 9% to \$1.4 billion compared to the third quarter of 2005, primarily due to higher other operating expenses. The increase in other expenses primarily reflected higher legal fee accruals, increased brokerage, clearing and exchange fees in connection with higher levels of business activity and higher occupancy and equipment expense reflecting the acquisition of SPS Holdings Corp. Compensation and benefits expenses increased slightly, with higher share-based compensation, salaries and severance partially offset by lower incentive compensation.

The Company's total net revenues for the first nine months of 2006 increased 46% to \$7.5 billion compared to the first nine months of 2005. Net revenues for the first nine months of 2006 include \$2.0 billion from the consolidation of certain private equity funds, compared to \$675 million in the first nine months of 2005. Net income was unaffected by this consolidation as the Company recorded offsetting minority interests and related operating expenses. Excluding the revenues from the consolidation of these entities, net revenues increased 23%, mainly driven by significantly higher equity and fixed income trading and debt underwriting revenues. Equity trading revenues increased 39% reflecting higher revenues across most businesses. Fixed income trading revenues increased 14%, reflecting higher interest rate product revenues and commodities revenues from energy trading offset in part by weaker revenues from structured and credit products. Debt underwriting revenues increased \$568 million to \$838 million, primarily from increased underwriting revenues from syndicated loans. Advisory and other fees increased 18% reflecting higher revenues from our private funds group and higher industry-wide mergers and acquisitions activity. Equity underwriting revenues decreased modestly. The Company's revenues also reflected higher interest expenses and lower private equity gains.

The Company's total expenses for the first nine months of 2006 decreased 7% to \$4.0 billion compared to the first nine months of 2005. Total expenses for the first nine months of 2006 included credits for insurance settlements for litigation and related costs of \$390 million, which reduced operating expenses. Total expenses for the first nine months of 2005 included a \$750 million charge to increase the reserve for certain private litigation. Excluding the insurance settlements and the litigation charge, expenses increased \$836 million, or 23%, primarily due to higher employee compensation and benefits expenses reflecting higher incentive and share-based compensation, salaries and head count. Excluding the insurance settlements and the litigation charge, other expenses increased significantly, primarily reflecting higher legal fee accruals, higher professional fees, increased brokerage,

clearing and exchange fees in connection with higher levels of business activity and higher occupancy and equipment expense reflecting the acquisition of SPS Holdings Corp.

The Company's alternative investments business announced a joint venture with General Electric to invest in global infrastructure assets and a strategic alliance with Ospraie Management to invest in commodities and basic industries. These arrangements involve significant investment commitments.

## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

In order to prepare the condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, we must make estimates and assumptions based on judgment and available information. The reported amounts of assets and liabilities and revenues and expenses are affected by these estimates and assumptions. Actual results could differ from these estimates, and the differences could be material.

Our significant accounting policies and a discussion of new accounting pronouncements are disclosed in Note 1 of the consolidated financial statements in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2005. We believe that the critical accounting policies discussed below involve the most complex judgments. We believe that the estimates and assumptions used in the preparation of the condensed consolidated financial statements are reasonable and consistently applied.

### **Fair Value**

The fair value of the majority of our financial instruments is based on quoted market prices in active markets or observable market parameters, or is derived from such prices or parameters. These instruments include government and agency securities, commercial paper, most investment-grade corporate debt securities, most high-yield debt securities, exchange traded and certain over-the-counter, or OTC, derivative instruments, most collateralized debt obligations, or CDOs, most mortgage-backed and asset-backed securities, certain residential mortgage whole loans and listed equities.

In addition, we hold financial instruments that are thinly traded or for which no market prices are available, and which have reduced or no price transparency. For these instruments the determination of fair value requires subjective assessment and varying degrees of judgment depending on liquidity, concentration, pricing assumptions and the risks affecting the specific instrument. In such circumstances, valuation is determined based on management's best estimate of fair value. These instruments include certain investment-grade corporate debt securities, high-yield debt securities, distressed debt securities, certain mortgage-backed and asset-backed securities, certain CDOs, certain residential mortgage whole loans, certain OTC derivatives, non-traded equity securities and private equity and other long-term investments. Valuation techniques for certain of these instruments are described more fully below.

#### ***Controls over the fair valuation process***

Control processes are applied to ensure that the fair value of the financial instruments reported in our condensed consolidated financial statements, including those derived from pricing models, are appropriate and determined on a reliable basis. The Company determines fair value using observable market prices or market-based parameters whenever possible. In the absence of observable market prices or market-based parameters in an active market, observable prices or market-based parameters of comparable market transactions, or other observable data supporting an estimation of fair value using a valuation model at the inception of a contract, fair value is based on the transaction price. Control processes are designed to assure that the valuation approach utilized is appropriate and the assumptions are reasonable.

These control processes include the review and approval of new instruments, review of profit and loss, risk monitoring and review, price verification procedures and reviews of models used to estimate the fair value of financial instruments by senior management and personnel with relevant expertise who are independent of the trading and investment functions.



The Company also has agreements with certain counterparties to exchange collateral based on the fair value of derivatives contracts. Through this process, one or both parties provide the other party with the fair value of these derivatives contracts in order to determine the amount of collateral required. This exchange of information provides additional support for valuation of certain derivatives contracts. As a participant in the OTC derivatives market, the Company and other participants provide pricing information to aggregation services that compile this data and provide this information to subscribers. This information is considered in the determination of fair value for certain OTC derivatives.

For further discussion of the Company's risk management policies and procedures, refer to "Quantitative and Qualitative Disclosures About Market Risk" in Part I, Item 3.

***Price transparency of financial instruments recorded at fair value***

Financial instruments which are recorded on the Company's condensed consolidated statements of financial condition at fair value have been categorized based upon the transparency of the pricing information available.

The categories of pricing transparency have been broadly segregated as follows:

- *Quoted market prices or observable market parameters.* These financial instruments are valued based upon directly observable market prices or through the use of valuation models and techniques for which the required parameters are directly observable.
- *Reduced or no observable market parameters.* These financial instruments are priced by using management's best estimate of fair value using valuation techniques that are based on significant judgment since observable, market-based data is generally not available.

The following table sets forth a summary of the price transparency of the Company's financial instruments that are carried at fair value as of September 30, 2006 and December 31, 2005:

	<u>As of September 30, 2006</u>		<u>As of December 31, 2005</u>	
	<u>Quoted market prices or observable market parameters</u>	<u>Reduced or no observable market parameters</u>	<u>Quoted market prices or observable market parameters</u>	<u>Reduced or no observable market parameters</u>
	<u>(In millions)</u>		<u>(In millions)</u>	
<b>Financial instruments owned</b>				
Cash products <sup>(1)</sup> .....	\$ 123,357	\$ 2,880	\$ 101,211	\$ 3,394
Derivatives <sup>(2)</sup> .....	14,220	2,587	7,658	1,841
Private equity and other long-term investments .....	2,352	8,594	315	3,326
Total.....	<u>\$ 139,929</u>	<u>\$ 14,061</u>	<u>\$ 109,184</u>	<u>\$ 8,561</u>
<b>Financial instruments sold not yet purchased</b>				
Cash products .....	\$ 37,096	\$ 30	\$ 36,304	\$ 27
Derivatives <sup>(2)</sup> .....	13,845	952	6,155	521
Total.....	<u>\$ 50,941</u>	<u>\$ 982</u>	<u>\$ 42,459</u>	<u>\$ 548</u>

(1) Excluded from the table above are \$11,463 million and \$5,835 million as of September 30, 2006 and December 31, 2005, respectively, in cash products which are carried at the lower of cost or fair value primarily consisting of commercial mortgage whole loans and originated residential mortgage whole loans.

(2) Based on gross mark-to-market valuations of the Company's derivatives prior to netting of \$8,968 million and \$4,414 million as of September 30, 2006 and December 31, 2005, respectively, under Financial Accounting Standards Board, or FASB, Interpretation No. 39, "Offsetting of Amounts Related to Certain Contracts (An Interpretation of Accounting Principles Board Opinion No. 10 and FASB Statement No. 105)."

## ***Financial Instruments***

### *Cash products*

The Company's cash products consist of interest-bearing securities, purchased residential mortgage whole loans, equity securities and certain variable prepaid forwards. Interest-bearing securities include debt securities, residential and commercial mortgage-backed and other asset-backed securities and CDOs. Equity securities include common equity shares, preferred stock and convertible bonds.

For debt securities for which market prices are not available, valuations are based on yields reflecting the perceived risk of the issuer and the maturity of the security, recent disposals in the market or other modeling techniques, which involve judgment.

Values of residential and commercial mortgage-backed securities and other asset-backed securities are generally available through quoted market prices, which are often based on market information of the prices at which similarly structured and collateralized securities trade between dealers and to and from customers. Values of residential and commercial mortgage-backed securities and other asset-backed securities for which there are no significant observable market parameters are valued using valuation models incorporating prepayment scenarios and Monte Carlo simulations.

Collateralized debt, bond and loan obligations are split into various structured tranches, and each tranche is valued based upon its individual rating and the underlying collateral supporting the structure. Values are determined using present value of estimated future cash flows valuation techniques that incorporate assumptions that market participants customarily use in their estimates of values including payment speeds, credit losses and discount rates.

Purchased residential mortgage whole loans are valued using pricing factors specific to loan level attributes, such as loan-to-value ratios, current balances and liens.

For loans where quoted market prices are available, fair values are based on such prices. For loans where quoted market prices are not available, fair values are based on recent disposals in the market, comparable instruments or modeling techniques.

The majority of our positions in equities are traded on public stock exchanges, for which daily quoted market prices are available. Fair values of preferred shares are determined by their yield and the subordination relative to the issuer's other credit obligations. Convertible bonds are generally valued using direct pricing sources; for a small number of convertible bonds no direct prices are available and valuation is determined using internal and external models, for which the key input parameters include stock price, dividend rates, credit spreads, prepayment rates and equity market volatility.

### *Derivatives*

Positions in derivatives held for trading purposes include both OTC and exchange-traded derivatives. The fair values of exchange-traded derivatives are typically derived from observable exchange prices and/or observable market parameters. Fair values for OTC derivatives are determined on the basis of internally developed proprietary models using various input parameters. The input parameters include those characteristics of the derivative that have a bearing on the economics of the instrument and market parameters.

The determination of the fair value of many derivatives involves only a limited degree of subjectivity because the required input parameters are observable in the marketplace. The pricing of these instruments is referred to as "direct." For other more complex derivatives, subjectivity relating to the determination of input parameters reduces price transparency. The pricing of these instruments is referred to as "indirect." Specific areas of subjectivity include estimating long-dated volatility assumptions on OTC option transactions and recovery rate assumptions for credit derivative transactions. Uncertainty of pricing assumptions and liquidity are also considered as part of the valuation process. In accordance with Emerging Issues Task Force Issue No. 02-3, "Issues Involved in Accounting for Derivatives Contracts Held for Trading Purposes and Contracts Involved in Energy Trading and

Risk Management Activities,” or EITF 02-3, we do not recognize a dealer profit or loss (unrealized gain or loss at inception of a derivative transaction), or day one profit/loss, unless the valuation underlying the unrealized gain or loss is evidenced by (a) quoted market prices in an active market, (b) observable prices of other current market transactions or (c) other observable data supporting a valuation technique. The deferred profit or loss is amortized over either the life of the derivative or the period until which observable data is available.

For further information on the fair value of derivatives as of September 30, 2006 and December 31, 2005, see Note 5 of the condensed consolidated financial statements in Part I, Item 1.

*Private equity and other long-term investments*

Private equity and other long-term investments include direct investments and investments in partnerships that make private equity and related investments in various portfolio companies and funds. Private equity investments and other long-term investments consist of both publicly traded securities and private securities. Publicly traded investments are valued based upon readily available market quotes with appropriate adjustments for liquidity as a result of holding large blocks and/or having trading restrictions. Private securities, which generally have no readily available market or may be otherwise restricted as to resale, are valued taking into account a number of factors, such as the most recent round of financing involving unrelated new investors, earnings multiple analyses using comparable companies or discounted cash flow analysis.

The following table sets forth the fair value of our private equity and other long-term investments by category as of September 30, 2006 and December 31, 2005:

	As of September 30, 2006		As of December 31, 2005	
	Fair value (In millions)	Percent of total	Fair value (In millions)	Percent of total
Credit Suisse-managed funds (which includes \$9,767 and \$2,562 related to funds consolidated <sup>(1)</sup> as of September 30, 2006 and December 31, 2005, respectively) .....	\$ 10,522	96%	\$ 3,256	89%
Funds managed by third parties .....	407	3	359	10
Direct investments .....	17	1	26	1
Total.....	<u>\$ 10,946</u>	<u>100%</u>	<u>\$ 3,641</u>	<u>100%</u>

(1) For more information on the consolidated funds as of September 30, 2006 and December 31, 2005, see Notes 3 and 4 of the condensed consolidated financial statements in Part I, Item 1.

Credit Suisse-managed funds include partnerships and related direct investments for which the Company acts as the fund’s advisor and makes investment decisions. Credit Suisse-managed funds principally invest in private securities and, to a lesser extent, publicly traded securities and fund of fund partnerships. The fair value of investments in Credit Suisse-managed fund of funds partnerships is based on the valuation received from the underlying fund manager, is reviewed by us and reflected in “Reduced or no observable market parameters” in the table above. The fair value of investments in other Credit Suisse-managed funds is based on the Company’s valuation. Balances reported in Credit Suisse-managed funds also include amounts relating primarily to the consolidation of private equity funds, which are described in further detail in Notes 3 and 4 of the condensed consolidated financial statements in Part I, Item 1. A substantial portion of the private equity funds consolidated are also reflected in “Reduced or no observable market parameters” in the table above. Funds managed by third parties include investments in funds managed by an external fund manager. The fair value of these funds is based on the valuation received from the general partner of the fund, is reviewed by us and is reflected in “Reduced or no observable market parameters” in the table above.

## **Income Taxes**

### ***Deferred Tax Assets***

We recognize deferred tax assets and liabilities for the estimated future tax effects of operating loss carry-forwards and temporary differences between the carrying amounts of existing assets and liabilities and their respective tax basis as of the date of the statement of financial condition.

The realization of deferred tax assets on temporary differences is dependent upon the generation of taxable income during the periods in which those temporary differences become deductible. The realization of deferred tax assets on net operating losses is dependent upon the generation of taxable income during the periods prior to their expiration. Periodically, management evaluates whether deferred tax assets can be realized. If management considers it more likely than not that all or a portion of a deferred tax asset will not be realized, a corresponding valuation allowance is established. In evaluating whether deferred tax assets can be realized, management considers projected future taxable income, the scheduled reversal of deferred tax liabilities and tax planning strategies.

This evaluation requires significant management judgment, primarily with respect to projected taxable income. The estimate of future taxable income can never be predicted with certainty. It is derived from budgets and strategic business plans but is dependent on numerous factors, some of which are beyond our control. Substantial variance of actual results from estimated future taxable profits, or changes in our estimate of future taxable profits, could lead to changes in deferred tax assets being realizable or considered realizable, and would require a corresponding adjustment to the valuation allowance.

As of September 30, 2006 and December 31, 2005, we had deferred tax assets resulting from temporary differences that could reduce taxable income in future periods. The condensed consolidated statements of financial condition as of September 30, 2006 and December 31, 2005 include deferred tax assets of \$1.9 billion and \$1.8 billion, respectively, and deferred tax liabilities of \$645 million and \$602 million, respectively. Due to uncertainty concerning our ability to generate the necessary amount and mix of state and local taxable income in future periods, we maintained a valuation allowance against our deferred state and local tax assets in the amount of \$36 million and \$35 million as of September 30, 2006 and December 31, 2005, respectively.

### ***Tax Contingencies***

Significant judgment is required in determining the effective tax rate and in evaluating certain of our tax positions. We accrue for tax contingencies when, despite our belief that our tax return positions are fully supportable, certain positions could be challenged and our positions may not be fully sustained. Once established, tax contingency accruals are adjusted due to changing facts and circumstances, such as case law, progress of audits or when an event occurs requiring a change to the tax contingency accruals. We regularly assess the likelihood of adverse outcomes to determine the appropriateness of our provision (benefit) for income taxes. Although the outcome of any dispute is uncertain, management believes that it has appropriately accrued for any unfavorable outcome.

### ***Litigation Contingencies***

We are involved in a variety of legal, regulatory and arbitration matters in connection with the conduct of our business. It is inherently difficult to predict the outcome of many of these matters, particularly those cases in which the matters are brought on behalf of various classes of claimants, seek damages of unspecified or indeterminate amounts or involve novel legal claims. In presenting our condensed consolidated financial statements, management makes estimates regarding the outcome of these matters and records a reserve and takes a charge to income when losses with respect to such matters are probable and can be reasonably estimated. Charges, other than those taken periodically for cost of defense, are not established for matters when losses cannot be reasonably estimated. Estimates, by their nature, are based on judgment and currently available information and involve a variety of factors, including, but not limited to, the type and nature of the litigation, claim or proceeding, the progress of the matter, the advice of legal counsel and

other advisors, our defenses and our experience in similar cases or proceedings as well as our assessment of matters, including settlements, involving other defendants in similar or related cases or proceedings. For a discussion of legal proceedings, see “Legal Proceedings” in Part II, Item 1.

## RECENT DEVELOPMENTS

As part of a strategy to develop opportunities in the alternative investment markets, in the second quarter of 2006, Credit Suisse and General Electric Company announced their intention to form a joint venture, Global Infrastructure Partners, to invest in global infrastructure assets. In July 2006, each of Credit Suisse (through a subsidiary of the Company) and affiliates of General Electric agreed to commit, subject to certain conditions, approximately \$500 million to the joint venture, which intends to invest in energy, transportation and water infrastructure worldwide. This commitment is expected to be funded by the Company, with a portion being funded in the fourth quarter of 2006.

In September 2006, Credit Suisse announced a strategic alliance with Ospraie Management, LLC, a New York-based investment management firm focused on commodities and basic industries. The Company has committed to provide or arrange for investments of approximately \$500 million with Ospraie and its affiliates in private equity-type opportunities in the commodities and basic industries sectors. The Company has also made certain additional commitments to provide or arrange for investments of up to approximately \$100 million, subject to certain conditions, in connection with future Ospraie products (with additional investments at the option of the Company). As part of the agreement, the Company purchased a small, non-controlling interest in Ospraie and its affiliates, and has an option to purchase additional interests in Ospraie.

## RESULTS OF OPERATIONS

The following table sets forth a summary of our financial results:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
	(In millions)			
Total net revenues.....	\$ 2,105	\$ 2,080	\$ 7,495	\$ 5,140
Total expenses .....	1,402	1,286	4,031	4,335
Income before provision for income taxes, minority interests and cumulative effect of a change in accounting principle.....	703	794	3,464	805
Provision for income taxes .....	111	196	495	18
Minority interests.....	413	212	1,989	670
Income before cumulative effect of a change in accounting principle.....	179	386	980	117
Cumulative effect of a change in accounting principle, net of income tax expense of \$3 in 2005.....	—	—	—	6
Net income.....	\$ 179	\$ 386	\$ 980	\$ 123

A substantial portion of our financial instruments are marked to market daily and, therefore, the value of such financial instruments and our net revenues are subject to fluctuations based on market movements. In addition, net revenues derived from our less liquid assets may fluctuate significantly depending on the revaluation or sale of these investments in any given period. We also regularly enter into large transactions as part of our proprietary and other trading businesses, and the number and size of such transactions may subject our net revenues to volatility from period to period.

Interest income and expense is accrued at the stated coupon rate for coupon-bearing financial instruments, and for non-coupon-bearing financial instruments, interest income is recognized by accreting the discount over the life of

the instrument. For coupon-bearing financial instruments purchased at a discount or premium, the net difference between interest income and expense accrued at the stated coupon rate and interest income and expense determined on an effective yield basis, which could be significant, is included in principal transactions-net instead of net interest and dividends in the condensed consolidated statements of income.

We use derivatives and cash instruments to economically hedge the interest rate exposure associated with commercial mortgage whole loans, originated residential mortgage whole loans, resale and repurchase agreements and long-term borrowings. These derivatives and cash instruments are carried at fair value, while the commercial mortgage whole loans and originated residential mortgage whole loans are carried at the lower of cost or fair value and the resale and repurchase agreements are carried at contract amounts. As a result, decreases in the value of the derivatives and cash instruments, if any, are not offset by increases in the value of the commercial mortgage whole loans and originated residential whole loans until the loans are sold and increases and decreases in the value of the derivatives and cash instruments, if any, are not offset by decreases and increases in the value of the resale and repurchase agreements until the securities are sold or repurchased. In addition, we have certain derivatives that economically hedge our long-term borrowings that were not designated for hedge accounting treatment under Statement of Financial Accounting Standards, or SFAS, No. 133 "Accounting for Derivatives Interest and Hedging Activities," or SFAS 133. Increases and decreases in the value of the derivatives that economically hedge our long-term borrowings are not offset by decreases and increases in our long-term borrowings. Commercial mortgage whole loans, originated residential mortgage whole loans, resale and repurchase agreements and economically hedged long-term borrowings can be a significant part of our statement of financial condition. Therefore, our net revenues are subject to volatility from period to period.

Our businesses are materially affected by conditions in the financial markets and economic conditions generally, including geopolitical events. Unpredictable or adverse market and economic conditions have adversely affected our past results and may in the future adversely affect our results of operations. See "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2005.

### **Three Months Ended September 30, 2006 Compared to Three Months Ended September 30, 2005**

The Company recorded net income of \$179 million for the three months ended September 30, 2006 compared to \$386 million for the three months ended September 30, 2005, reflecting relatively flat net revenues and an increase in expenses.

Total net revenues increased \$25 million, or 1%, to \$2.1 billion for the three months ended September 30, 2006, compared to the three months ended September 30, 2005, resulting from increases in principal transactions-net, investment banking and advisory revenues, commissions and fees and other revenues partially offset by a decrease in net interest and dividends revenue. The increase in principal transactions-net was primarily due to higher revenues from the consolidation of certain private equity funds and increased revenues from equity trading partially offset by decreases in revenues from fixed income trading. Investment banking and advisory revenues increased due to higher debt underwriting revenues partially offset by lower equity underwriting revenues and advisory fees. Commissions and fees were higher reflecting growth in our advanced execution services business, higher commissions from prime services and higher management fees from our private equity business. Net interest and dividend revenues decreased primarily due to higher short-term borrowing costs associated with our trading business.

The Company allocates most revenues and expenses to its segments. Any revenues and expenses not allocated appear in Elimination & Other in Note 13 to the condensed consolidated financial statements in Part I, Item 1. For the three months ended September 30, 2006 and 2005, Elimination & Other primarily included revenues and expenses that result from the consolidation of certain private equity funds. Elimination & Other also included a limited amount of treasury costs not allocated to the Company's segments. The Company's consolidation of certain private equity funds resulted in an increase in net revenues of \$420 million and \$214 million, respectively, and an increase in total expenses of \$5 million and \$2 million, respectively, for the three months ended September 30, 2006 and 2005. Excluding the increases attributable to the consolidation of certain private equity funds, total net revenues decreased 10%. As of September 30, 2006, the Company's condensed consolidated statement of financial condition reflected

assets and liabilities of \$10.5 billion due to the consolidation of certain private equity funds, including \$6.7 billion as required by Emerging Issues Task Force, or EITF, Issue No. 04-5, “Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights”, or EITF 04-5. See Notes, 1, 3 and 13 of the condensed consolidated financial statements in Part I, Item 1 for more information.

Total expenses increased \$116 million, or 9%, to \$1.4 billion for the three months ended September 30, 2006 compared to the three months ended September 30, 2005 primarily due to higher other operating expenses. Employee compensation and benefits expenses increased \$10 million, or 1%, to \$969 million for the three months ended September 30, 2006 compared to the three months ended September 30, 2005, reflecting higher share-based compensation, base salaries and severance partially offset by lower incentive compensation. Included in employee compensation expense is \$24 million and \$54 million for the three months ended September 30, 2006 and 2005, respectively, related to business activities conducted by Company employees on behalf of CSG affiliates outside of the Company. These expenses were charged to these affiliates and are reflected as a reduction in our other operating expenses. Other expenses increased \$106 million for the three months ended September 30, 2006 compared to the three months ended September 30, 2005 primarily as a result of increases in other operating expenses, brokerage, clearing and exchange fees and occupancy and equipment rental expenses. See “—Segment Expenses.”

### **Nine Months Ended September 30, 2006 Compared to Nine Months Ended September 30, 2005**

The Company recorded net income of \$980 million for the nine months ended September 30, 2006 compared to \$123 million for the nine months ended September 30, 2005, reflecting a significant increase in net revenues and a decrease in expenses.

Total net revenues increased \$2.4 billion, or 46%, to \$7.5 billion for the nine months ended September 30, 2006 compared to the nine months ended September 30, 2005, resulting from significant increases in principal transactions-net and investment banking and advisory revenues and increases in commissions and fees and other revenues partially offset by a significant decrease in net interest and dividends revenue. The increase in principal transactions-net was primarily due to higher revenues from the consolidation of certain private equity funds and equity and fixed income trading partially offset by decreases in revenues from our private equity business and losses from swaps that economically hedged our long-term borrowings that were not designated for hedge accounting treatment under SFAS 133. Investment banking and advisory revenues increased due to higher debt underwriting and advisory fees. Commissions and fees were higher reflecting growth in our advanced execution services business, higher management fees from our private equity business and higher commissions from our listed derivatives business. Net interest and dividend revenues decreased primarily due to higher short-term borrowing costs associated with our trading business.

For the nine months ended September 30, 2006 and 2005, Elimination & Other primarily included revenues and expenses that result from the consolidation of certain private equity funds. Elimination & Other also included a limited amount of treasury costs not allocated to the Company’s segments. The Company’s consolidation of certain private equity funds resulted in an increase in net revenues of \$2.0 billion and \$675 million, respectively, and an increase in total expenses of \$18 million and \$5 million, respectively, for the nine months ended September 30, 2006 and 2005. Excluding the increases attributable to the consolidation of certain private equity funds, total net revenues increased 23%. As of September 30, 2006, the Company’s condensed consolidated statement of financial condition reflected assets and liabilities of \$10.5 billion due to the consolidation of certain private equity funds, including \$6.7 billion as required by EITF 04-5. See Notes, 1, 3 and 13 of the condensed consolidated financial statements in Part I, Item 1 for more information.

Total expenses decreased \$304 million, or 7%, to \$4.0 billion for the nine months ended September 30, 2006 compared to the nine months ended September 30, 2005. Total expenses for the nine months ended September 30, 2006 included insurance settlements for litigation and related costs totaling \$390 million, which reduced other operating expenses. Total expenses for the nine months ended September 30, 2005 included a \$750 million charge to increase the reserve for certain private litigation. Excluding the insurance settlements and the litigation charge, expenses increased \$836 million, or 23%, to \$4.4 billion primarily due to higher employee compensation and

benefits expenses. Employee compensation and benefits expenses increased by \$554 million, or 21%, to \$3.2 billion for the nine months ended September 30, 2006 compared to the nine months ended September 30, 2005, reflecting higher incentive compensation, share-based compensation, base salaries and head count. Included in employee compensation expense is \$83 million and \$159 million for the nine months ended September 30, 2006 and 2005, respectively, related to business activities conducted by Company employees on behalf of CSG affiliates outside of the Company. These expenses were charged to these affiliates and are reflected as a reduction in our other operating expenses. Other expenses decreased \$858 million, or 51%, for the nine months ended September 30, 2006 compared to the nine months ended September 30, 2005. Excluding the insurance settlements and the litigation charge, other expenses increased \$282 million, or 30%, to \$1.2 billion primarily as a result of increases in other operating expenses, professional fees, brokerage, clearing and exchange fees and occupancy and equipment rental expenses. See “—Segment Expenses.”

## Results by Segment

Effective January 1, 2006, CSG realigned its organizational structure to its new strategic orientation, which is to focus on its banking businesses. As a result of this realignment, CSG’s banking business consists of three reporting segments: Investment Banking, Private Banking and Asset Management. We are managed as a subsidiary of Credit Suisse and CSG, and our businesses are a part of each of these banking segments. Therefore, effective January 1, 2006, we began operating and managing our businesses along these same three banking segments.

Our Investment Banking segment consists principally of the businesses that comprised our former Institutional Securities segment, with the addition of the private funds group that was formerly part of our Wealth & Asset Management segment. Our Asset Management segment consists of the private equity business and the Volaris business that were formerly part of our Wealth & Asset Management segment. Our Private Banking segment consists of the private client services business in the United States (other than Volaris) that was formerly part of our Wealth & Asset Management segment.

The operations of the Investment Banking segment consist of investment banking, which includes debt and equity underwriting and financial advisory services, and trading, which includes our debt and equity sales and trading and other related activities. The Investment Banking segment also includes the results from certain separately managed private equity and distressed assets. The operations of the Asset Management segment primarily consist of the private equity business. The operations of the Private Banking segment consist of the private client services business in the United States.

Our segments are managed based on types of products and services offered and their related client bases. We evaluate the performance of our segments based primarily on income (loss) before provision (benefit) for income taxes, minority interests and cumulative effect of a change in accounting principle.

Revenues are evaluated in the aggregate, including an assessment of trading gains and losses and the related interest income and expense attributable to financing and hedging positions. Therefore, individual revenue categories may not be indicative of the performance of the segment results.

The cost structure of each of our segments is similar and, consequently, the discussion of expenses is presented on an aggregated basis for our segments. The Company allocates to its segments a *pro rata* share of certain centrally managed costs. Leased facilities and equipment costs, employee benefits and certain general overhead expenses are allocated based upon specified amounts, usage criteria or agreed rates. Interest expense is allocated based upon the particular type of asset. The allocation of some costs, such as incentive bonuses, has been estimated. The timing and magnitude of changes in our incentive bonus accrual can have a significant effect on our operating results for a given period.



The Global Treasury department allocates to the Company's segments gains and losses related to certain corporate treasury funding transactions based upon the estimated funding requirements of the segments.

We manage and report our segments on a pre-tax basis and exclude revenues and expenses primarily related to the consolidation of certain private equity funds, which are reported in Elimination & Other. Net income is unaffected by the consolidation of these private equity funds because offsetting minority interests are also recorded in Elimination & Other.

Certain reclassifications have been made to our prior year condensed consolidated financial statements in this Quarterly Report to reflect the operational and management structure in place during 2006.

### ***Investment Banking***

The Investment Banking segment includes the trading and investment banking businesses and the results from certain separately managed private equity and distressed assets. Trading consists of sales and trading in equity securities, equity-related derivatives, fixed income financial instruments, fixed income-related derivatives and other related activities. Investment banking raises capital and provides financial advice to companies throughout the United States and abroad. Through investment banking, we manage and underwrite offerings of securities, arrange private placements and provide financial advisory and other services.

The following table sets forth certain financial information of the Company's Investment Banking segment:

	<u>For the Three Months Ended</u> <u>September 30,</u>		<u>For the Nine Months Ended</u> <u>September 30,</u>	
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
	(In millions)			
Revenues:				
Principal transactions-net.....	\$ 439	\$ 490	\$ 1,483	\$ 338
Investment banking and advisory .....	581	495	1,909	1,219
Commissions .....	281	247	870	757
Interest and dividends, net of interest expense .....	210	406	745	1,485
Other .....	38	17	86	37
Total net revenues .....	<u>1,549</u>	<u>1,655</u>	<u>5,093</u>	<u>3,836</u>
Total expenses .....	<u>1,276</u>	<u>1,126</u>	<u>3,622</u>	<u>3,905</u>
Income (loss) <sup>(1)</sup> .....	<u>\$ 273</u>	<u>\$ 529</u>	<u>\$ 1,471</u>	<u>\$ (69)</u>

(1) Income (loss) before provision (benefit) for income taxes, minority interests and cumulative effect of a change in accounting principle.

#### *Three Months Ended September 30, 2006 Compared to Three Months Ended September 30, 2005*

The Investment Banking segment recorded income before provision for income taxes, minority interests and the cumulative effect of a change in accounting principle of \$273 million for the three months ended September 30, 2006 compared to \$529 million for the three months ended September 30, 2005, reflecting a decrease in net revenues and an increase in expenses. Total net revenues decreased \$106 million, or 6%, to \$1.5 billion for the three months ended September 30, 2006 compared to the three months ended September 30, 2005, reflecting lower revenues from trading partially offset by higher revenues from investment banking and other investment banking.

#### *Nine months ended September 30, 2006 Compared to Nine months ended September 30, 2005*

The Investment Banking segment recorded income before provision for income taxes, minority interests and the cumulative effect of a change in accounting principle of \$1.5 billion for the nine months ended September 30, 2006 compared to a loss before benefit for income taxes, minority interests and cumulative effect of a change in accounting principle of \$69 million for the nine months ended September 30, 2005, reflecting a significant increase in net revenues and a decrease in expenses. Total net revenues increased \$1.3 billion, or 33%, to \$5.1 billion for the nine months ended September 30, 2006 compared to the nine months ended September 30, 2005, reflecting higher

revenues from trading and investment banking. Total expenses for Investment Banking for the nine months ended September 30, 2006 included insurance settlements for litigation and related costs of \$390 million, which reduced expenses. Total expenses for Investment Banking for the nine months ended September 30, 2005 included a \$750 million charge to increase the reserve for certain private litigation. See “—Segment Expenses.”

### Trading

In evaluating the performance of its trading activities, the Company aggregates principal transactions-net, commissions, net interest and dividends revenue and certain servicing fees recorded in other revenues as net trading revenues. Changes in the composition of trading inventories and hedge positions can cause principal transactions and net interest income to vary from period to period.

The following table sets forth net trading revenues of the Investment Banking segment:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
	(In millions)			
Equity.....	\$ 427	\$ 406	\$ 1,311	\$ 940
Fixed Income .....	516	836	2,062	1,801
Total Trading <sup>(1)</sup> .....	<u>\$ 943</u>	<u>\$ 1,242</u>	<u>\$ 3,373</u>	<u>\$ 2,741</u>

(1) Revenues reflect the allocation of certain net revenues and interest expense from the Global Treasury department to trading. For the three months ended September 30, 2006 and 2005, the amount was \$199 million and \$90 million of income, respectively. For the nine months ended September 30, 2006 and 2005, the amount was \$478 million and \$168 million of income, respectively. See “—Results by Segment” above.

#### *Three Months Ended September 30, 2006 Compared to Three Months Ended September 30, 2005*

Total net trading revenues for the Investment Banking segment decreased \$299 million, or 24%, to \$943 million for the three months ended September 30, 2006 compared to the three months ended September 30, 2005, due to a significant decrease in fixed income net trading revenues and a modest increase in equity net trading revenues. Net revenues reflected higher allocated net revenues and interest expense from the Global Treasury department due to higher borrowing costs.

Equity net trading revenues increased 5% to \$427 million reflecting higher revenues from advanced execution services as this business continues to grow as well as higher revenues from derivative and convertible products and prime services. These increases were partially offset by lower revenues from proprietary trading.

Fixed income net trading revenues decreased 38% to \$516 million, reflecting a significant decrease in revenues from structured products and decreases in revenues from credit products and interest rate products partially offset by higher revenues from commodities. The decrease in structured products net trading revenues was due to lower revenues from residential and commercial mortgage-backed products and asset-backed products despite an increase in revenues as a result of our acquisition of SPS Holdings Corp. In addition, during the three months ended September 30, 2005, Investment Banking changed its estimate of fair value of its retained interests in residential mortgage-backed securities resulting in a \$167 million adjustment to the valuation of these positions, which increased revenues. Credit products revenues were lower primarily due to lower results from leveraged finance. The decrease in revenues from interest rate products primarily reflected losses on derivatives that hedged certain resale and repurchase agreements and losses on certain OTC derivatives. Commodities revenues grew as we continue to expand this business. Included in fixed income trading revenues are commercial and residential mortgage-backed underwriting revenues.

#### *Nine Months Ended September 30, 2006 Compared to Nine Months Ended September 30, 2005*

Total net trading revenues for the Investment Banking segment increased \$632 million, or 23%, to \$3.4 billion for the nine months ended September 30, 2006 compared to the nine months ended September 30, 2005,

due to increases in equity and fixed income net trading revenues. Net revenues reflected higher allocated net revenues and interest expense from the Global Treasury department due to higher borrowing costs.

Equity net trading revenues increased 39% to \$1.3 billion reflecting higher revenues across most of our equity business including convertibles, which had losses during the nine months ended September 30, 2005 due to reduced liquidity and low volatility. Revenues from proprietary trading were higher. Revenues from prime services were also higher as this business continues to grow. Revenues from our cash business were flat.

Fixed income net trading revenues increased 14% to \$2.1 billion, reflecting increases in revenues from interest rate products and commodities partially offset by lower revenues from structured products and credit products. The increase in revenues from interest rate products primarily reflected gains on derivatives that hedged certain resale and repurchase agreements as well as higher revenues from listed derivatives and U.S. government bonds. Commodities contributed to the growth in revenues as we continue to expand this business. The decrease in structured products net trading revenues was due to lower revenues from asset-backed and residential mortgage-backed products reflecting the fact that during the nine months ended September 30, 2005, Investment Banking changed its estimate of fair value of its retained interests in residential mortgage-backed securities resulting in a \$167 million adjustment to the valuation of these positions, which increased revenues. Credit products revenues were down primarily due to lower revenues from high grade preferred securities and leveraged finance products.

#### Investment Banking

The following table sets forth the investment banking revenues for the Investment Banking segment:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
	(In millions)			
Debt underwriting .....	\$ 251	\$ 89	\$ 838	\$ 270
Equity underwriting .....	54	119	261	268
Total underwriting .....	305	208	1,099	538
Advisory and other fees .....	220	229	633	536
Total investment banking .....	<u>\$ 525</u>	<u>\$ 437</u>	<u>\$ 1,732</u>	<u>\$ 1,074</u>

#### *Three Months Ended September 30, 2006 Compared to Three Months Ended September 30, 2005*

Investment banking revenues increased 20% to \$525 million, reflecting an increase in debt underwriting partially offset by decreases in equity underwriting and advisory and other fees. For the three months ended September 30, 2006, debt underwriting revenues increased \$162 million to \$251 million compared to the three months ended September 30, 2005, primarily due to an increase in underwriting revenues from syndicated loans reflecting the fact that on January 1, 2006, we began to conduct certain syndicated loan activities that were previously conducted by a branch of Credit Suisse outside of our consolidated group. High-yield underwriting revenues were also higher reflecting an industry-wide increase in high-yield issuance activity. Equity underwriting revenues decreased 55% to \$54 million reflecting lower industry-wide equity issuance activity. Advisory and other fees decreased 4% to \$220 million reflecting an industry-wide decline in completed mergers and acquisitions partially offset by higher revenues from our private funds group.

#### *Nine Months Ended September 30, 2006 Compared to Nine Months Ended September 30, 2005*

Investment banking revenues increased 61% to \$1.7 billion, reflecting increases in debt underwriting and advisory and other fees. For the nine months ended September 30, 2006, debt underwriting revenues increased \$568 million compared to the nine months ended September 30, 2005 to \$838 million, primarily due to an increase in underwriting revenues from syndicated loans reflecting the fact that on January 1, 2006, we began to conduct certain syndicated loan activities that were previously conducted by a branch of Credit Suisse outside of our consolidated group. Debt underwriting revenues were also higher reflecting higher asset-backed and high-yield underwriting revenues. Advisory and other fees increased 18% to \$633 million reflecting higher revenues from our

private funds group and higher industry-wide completed mergers and acquisitions activity. Equity underwriting revenues decreased 3% to \$261 million reflecting modest decreases in common stock and convertible underwriting revenues despite an industry-wide increase.

#### Other Investment Banking

Other investment banking revenues primarily consist of the results for certain separately managed private equity, distressed and real estate assets and gains and losses on swaps that economically hedge our long-term borrowings that were not designated for hedge accounting treatment under SFAS 133.

The following table sets forth other investment banking revenues:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
	(In millions)			
Separately managed private equity and distressed assets ....	\$ 23	\$ (11)	\$ 20	\$ 42
Other .....	58	(13)	(32)	(21)
Total other investment banking .....	<u>\$ 81</u>	<u>\$ (24)</u>	<u>\$ (12)</u>	<u>\$ 21</u>

#### *Three Months Ended September 30, 2006 Compared to Three Months Ended September 30, 2005*

Other investment banking had net revenues of \$81 million for the three months ended September 30, 2006 compared to negative net revenues of \$24 million for the three months ended September 30, 2005, reflecting gains on swaps that economically hedge our long-term borrowings that were not designated for hedge accounting treatment under SFAS 133 and higher revenues from certain separately managed private equity, real estate and distressed assets.

#### *Nine Months Ended September 30, 2006 Compared to Nine Months Ended September 30, 2005*

Other investment banking had negative net revenues of \$12 million for the nine months ended September 30, 2006 compared to net revenues of \$21 million for the nine months ended September 30, 2005, reflecting losses on swaps that economically hedge our long-term borrowings that were not designated for hedge accounting treatment under SFAS 133, and lower revenues from certain separately managed private equity and real estate assets and losses from certain separately managed distressed assets.

#### **Asset Management**

The Asset Management segment primarily consists of the private equity business. The private equity business makes privately negotiated investments and acts as an investment manager for private equity funds.

The following table sets forth certain financial information of the Company's Asset Management segment:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
	(In millions)			
Revenues:				
Principal transactions-net.....	\$ 49	\$ 109	\$ 123	\$ 339
Asset management and other fees.....	52	36	137	110
Interest and dividends, net of interest expense .....	6	2	8	1
Other .....	—	2	2	6
Total net revenues .....	<u>107</u>	<u>149</u>	<u>270</u>	<u>456</u>
Total expenses .....	<u>47</u>	<u>86</u>	<u>160</u>	<u>225</u>
Income <sup>(1)</sup> .....	<u>\$ 60</u>	<u>\$ 63</u>	<u>\$ 110</u>	<u>\$ 231</u>

(1) Income before provision for income taxes, minority interests and cumulative effect of a change in accounting principle.

*Three Months Ended September 30, 2006 Compared to Three Months Ended September 30, 2005*

Revenues for Asset Management primarily consist of management fees, net investment gains and losses, which include realized and unrealized gains and losses, including carried interest, net interest and other revenues from the private equity business. The Asset Management segment recorded income before provision for income taxes, minority interests and cumulative effect of a change in accounting principle of \$60 million for the three months ended September 30, 2006 compared to \$63 million for the three months ended September 30, 2005. Total net revenues decreased \$42 million, or 28%, to \$107 million, primarily due to lower principal transactions-net from our private equity business, which had significant gains during the three months ended September 30, 2005, partially offset by higher management fees due to new private equity funds managed by the Company.

*Nine Months Ended September 30, 2006 Compared to Nine Months Ended September 30, 2005*

The Asset Management segment recorded income before provision for income taxes, minority interests and cumulative effect of a change in accounting principle of \$110 million for the nine months ended September 30, 2006 compared to \$231 million for the nine months ended September 30, 2005. Total net revenues decreased \$186 million, or 41%, to \$270 million, primarily due to significantly lower principal transactions-net from our private equity business, which had significant gains during the nine months ended September 30, 2005, partially offset by higher management fees due to new private equity funds managed by the Company.

***Private Banking***

The Private Banking segment consists of the private client services business in the United States. Private client services is a financial advisory business serving high-net-worth individuals and corporate investors with a wide range of Credit Suisse and third-party investment management products and services.

The following table sets forth certain financial information of the Company's Private Banking segment:

	<u>For the Three Months Ended</u> <u>September 30,</u>		<u>For the Nine Months Ended</u> <u>September 30,</u>	
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
	(In millions)			
Revenues:				
Principal transactions-net.....	\$ 2	\$ 11	\$ 24	\$ 33
Investment banking and advisory .....	2	8	12	12
Asset management and other fees.....	52	41	152	124
Interest and dividends, net of interest expense .....	—	2	—	4
Total net revenues.....	<u>56</u>	<u>62</u>	<u>188</u>	<u>173</u>
Total expenses .....	<u>74</u>	<u>72</u>	<u>231</u>	<u>200</u>
Loss <sup>(1)</sup> .....	<u>\$ (18)</u>	<u>\$ (10)</u>	<u>\$ (43)</u>	<u>\$ (27)</u>

(1) Loss before benefit for income taxes, minority interests and cumulative effect of a change in accounting principle.

*Three Months Ended September 30, 2006 Compared to Three Months Ended September 30, 2005*

The Private Banking segment reported a loss before benefit for income taxes, minority interests and cumulative effect of a change in accounting principle of \$18 million for the three months ended September 30, 2006 compared to a loss of \$10 million for the three months ended September 30, 2005, reflecting an increase in total expenses and a decrease in net revenues. Net revenues for Private Banking decreased 10% to \$56 million, reflecting lower investment banking revenues.

*Nine months ended September 30, 2006 Compared to Nine months ended September 30, 2005*

The Private Banking segment reported a loss before benefit for income taxes, minority interests and cumulative effect of a change in accounting principle of \$43 million for the nine months ended September 30, 2006 compared to a loss of \$27 million for the nine months ended September 30, 2005, reflecting an increase in total expenses that exceeded the increase in net revenues. Net revenues for Private Banking increased 9% to \$188 million, primarily due to higher commissions as a result of higher volume and from our acquisition of Frye Louis Capital Management, Inc., on January 1, 2006 from our indirect parent Credit Suisse.

**Segment Expenses**

The normal operating cost structure of each of our segments is similar and, consequently, the discussion of expenses is presented on an aggregate basis for our segments. For information on expenses that are not allocated to the Company's segments, see "—Results of Operations" and Note 13 of the condensed consolidated financial statements in Part I, Item 1.

The following table sets forth employee compensation and benefits expenses, other expenses and total expenses of the Company's segments and does not include expenses not allocated to the segments:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
	(In millions)			
Employee compensation and benefits.....	\$ 969	\$ 959	\$ 3,198	\$ 2,644
Other expenses.....	428	325	815	1,686
Total expenses .....	<u>\$ 1,397</u>	<u>\$ 1,284</u>	<u>\$ 4,013</u>	<u>\$ 4,330</u>

*Three Months Ended September 30, 2006 Compared to Three Months Ended September 30, 2005*

Total expenses increased \$113 million, or 9%, to \$1.4 billion for the three months ended September 30, 2006 compared to the three months ended September 30, 2005 primarily due to higher other operating expenses. Employee compensation and benefits expense increased \$10 million, or 1% to \$969 million primarily due to higher share-based compensation, base salaries and severance partially offset by lower incentive compensation. Included in employee compensation and benefits expense is \$24 million and \$54 million for the three months ended September 30, 2006 and 2005, respectively, related to business activities conducted by Company employees on behalf of CSG affiliates outside of the Company. These expenses were charged to these affiliates and are reflected as a reduction in our other operating expenses.

Other expenses consist principally of occupancy and equipment rental; brokerage, clearing and exchange fees; communications; professional fees; and all other operating expenses. Other expenses increased \$103 million for the three months ended September 30, 2006 compared to the three months ended September 30, 2005 primarily as a result of increases in other operating expenses, brokerage, clearing and exchange fees and occupancy and equipment rental expenses. The increase in other operating expenses primarily reflected higher accruals for legal fees and lower expenses charged to affiliates that are reflected as a reduction in our other operating expenses. The decrease in expenses charged to affiliates reflected our commencement of certain syndicated loan activities that were previously conducted by a branch of Credit Suisse outside of our consolidated group. Brokerage, clearing and exchange fees increased due to higher levels of business activity. The increase in occupancy and equipment rental reflected higher depreciation and amortization as a result of our acquisition of SPS Holdings Corp. Excluding the impact of the charge to affiliates for compensation expense, other operating expenses increased 19%.

*Nine Months Ended September 30, 2006 Compared to Nine Months Ended September 30, 2005*

Total expenses decreased \$317 million, or 7%, to \$4.0 billion for the nine months ended September 30, 2006 compared to the nine months ended September 30, 2005. Total expenses for the

nine months ended September 30, 2006 included insurance settlements for litigation and related costs totaling \$390 million. Total expenses for the nine months ended September 30, 2005 included a \$750 million charge to increase the reserve for certain private litigation. Excluding the insurance settlements and the litigation charge, total expenses increased \$823 million, or 23%, to \$4.4 billion primarily due to higher employee compensation and benefits expenses reflecting higher incentive compensation, share-based compensation, base salaries and head count. Employee compensation and benefits expense increased \$554 million, or 21%, to \$3.2 billion. Included in employee compensation and benefits expense is \$83 million and \$159 million for the nine months ended September 30, 2006 and 2005, respectively, related to business activities conducted by Company employees on behalf of CSG affiliates outside of the Company. These expenses were charged to these affiliates and are reflected as a reduction in our other operating expenses.

Other expenses decreased \$871 million, or 52%, for the nine months ended September 30, 2006 compared to the nine months ended September 30, 2005. Other expenses for the nine months ended September 30, 2006 included insurance settlements for litigation and related costs totaling \$390 million, which reduced other operating expenses. Other expenses for the nine months ended September 30, 2005 included a \$750 million charge to increase the reserve for certain private litigation. Excluding the insurance settlements and the litigation charge, other expenses increased \$269 million, or 29%, to \$1.2 billion primarily as a result of increases in other operating expenses, professional fees, brokerage, clearing and exchange fees, and occupancy and equipment rental expenses. The increase in other operating expenses primarily reflected higher accruals for legal fees and lower expenses charged to affiliates that are reflected as a reduction in our other operating expenses. The decrease in expenses charged to affiliates reflected our commencement of certain syndicated loan activities that were previously conducted by a branch of Credit Suisse outside of our consolidated group. Professional fees and brokerage, clearing and exchange fees increased due to higher levels of business activity. The increase in occupancy and equipment rental reflected higher depreciation and amortization as a result of our acquisition of SPS Holdings Corp. Excluding the charge to affiliates for compensation expense, the insurance settlements and the litigation charge, other operating expenses increased 18%.

## **Provision for Taxes**

### *Nine Months Ended September 30, 2006 Compared to Nine Months Ended September 30, 2005*

The provision for income taxes for the nine months ended September 30, 2006 was \$495 million compared to a provision of \$18 million for the nine months ended September 30, 2005. Excluded from the provision for income taxes for the nine months ended September 30, 2005 was an income tax expense of \$3 million related to our adoption of SFAS No. 123, "Accounting for Stock-Based Compensation," as amended by SFAS No. 148, "Accounting for Stock-Based Compensation—Transition and Disclosure," and SFAS No. 123 (Revised 2004), "Share-Based Payment," or SFAS 123R.

The effective tax rate for the nine months ended September 30, 2006 and 2005 was a provision of 14.3% and 2.3%, respectively, which is not meaningful because of the significant non-taxable revenues from certain private equity funds we consolidate. The effective tax rate excluding the non-taxable revenues from certain private equity funds we consolidate for the nine months ended September 30, 2006 and 2005 was a provision of 33.6% and 13.6%, respectively. The increase in the effective tax rate was due to the significantly higher pre-tax earnings in the nine months ended September 30, 2006 as compared to the nine months ended September 30, 2005. This significant increase in pre-tax earnings reduced the effect of permanent differences and resulted in a greater proportion of taxable income as compared to the nine months ended September 30, 2005.

## **Share-based Compensation**

We adopted SFAS 123R as of January 1, 2005, using the modified prospective method. We had previously adopted the recognition provisions of SFAS 123 effective January 1, 2003. See Note 1 of the condensed consolidated financial statements in Part I, Item 1 for more information.

In connection with our adoption of SFAS 123R, we recorded an after-tax gain of \$6 million in the condensed consolidated statement of operations as a cumulative effect of a change in accounting principle to reverse the expense for awards previously recognized on all outstanding unvested awards that are expected to be forfeited. For new grants after January 1, 2005, forfeitures are included in the initial estimate of compensation expense at the grant date.

## **LIQUIDITY AND CAPITAL RESOURCES**

### **Liquidity Management Oversight**

We believe that maintaining access to liquidity is fundamental for firms operating in the financial services industry. We have therefore established a comprehensive process for the management and oversight of our capital, liquidity and funding strategies. Credit Suisse's Asset and Risk Management Committee, or CARMC, has primary oversight responsibility for these functional disciplines. This committee, which meets on a quarterly basis, includes the Chief Executive Officers of CSG and of its divisions, the Chief Financial Officer, the Chief Risk Officer and the Treasurer. CARMC reviews capital and balance sheet development, current and prospective funding, and adherence to internal Treasury risk limits and capital and liquidity targets. The tactical implementation of this strategy is subsequently refined and updated through regular monthly sessions with the Chief Risk Officer, the Chief Financial Officer and the Treasurer and other senior management.

The Global Treasury department is responsible for the day-to-day management of capital, liquidity and funding, as well as relationships with regulators and creditor banks on these and other issues. Working jointly with the Global Investor Relations department, it also maintains regular contact with rating agencies and fixed income investors. See "Liquidity Risk" in "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2005 for more information.

### **Liquidity Management Organization**

We are an indirect subsidiary of Credit Suisse, a Swiss bank. Consequently, our liquidity management structure operates at two levels, the "Non-Bank Franchise" and the "Bank Franchise." See "—Balance Sheet and Funding."

First, at the holding company level, the "Non-Bank Franchise," where access to parent bank funding is limited, we aim to maintain sufficient liquidity so that in the event that we are unable to access the unsecured capital markets, we have cash and liquid assets sufficient to repay maturing liabilities for a minimum period of one year. When assessing the amount of cash and liquid assets, we take account of the regulatory restrictions that limit the amount of cash that could be distributed upstream by our principal broker-dealer subsidiaries, Credit Suisse Securities (USA) LLC, or CS Securities, and Credit Suisse Capital LLC, or CS Capital, which hold over approximately 83% of our consolidated assets.

Second, our regulated subsidiaries have access to unsecured funding from Credit Suisse, the "Bank Franchise," as well as secured funding via the repurchase and securities lending markets. Historically, Credit Suisse's bank deposit base has proven extremely stable and is comprised of a diversified customer base, including retail deposits, as well as wholesale and institutional deposits. In a stressed liquidity environment, our broker-dealers would directly access the secured funding markets to replace unsecured borrowings from Credit Suisse.

### **Balance Sheet and Funding**

The majority of our assets are held in our broker-dealer subsidiaries and comprise a substantial portion of the Bank Franchise. These assets – principally trading inventories in our Investment Banking business – are funded by a combination of collateralized short-term borrowings, which include securities sold under agreements to repurchase and securities loaned, as well as unsecured loans from Credit Suisse, the central funding entity of the Bank Franchise. Significant portions of our assets held in the Bank Franchise are highly liquid, with the majority consisting of securities inventories and collateralized receivables, which fluctuate depending on the levels of proprietary trading and customer business. Collateralized receivables consist primarily of securities purchased under agreements to resell and securities borrowed, both of which are primarily secured by U.S. government and agency securities and marketable corporate debt and equity securities. In addition, we have significant receivables from customers, brokers, dealers and others, which turn over frequently. To meet client needs as a securities dealer, we carry significant levels of trading inventories.



Unsecured funding for the Bank Franchise originates largely from Credit Suisse's borrowings in the wholesale and institutional deposit markets as well as access to retail deposits. The retail and private bank funding base is primarily comprised of time deposits and deposits callable on demand. While the contractual maturity of these deposits is typically under three months, they have historically shown remarkable stability even under extreme market conditions. Additional funding is also sourced via short-term intercompany borrowings from other CSG entities on both a secured and unsecured basis.

Assets not funded by the Bank Franchise include less liquid assets such as certain mortgage whole loans, distressed securities, high-yield debt securities, asset-backed securities and private equity and other long-term investments. These less liquid assets are principally held in the Non-Bank Franchise. These assets may be relatively illiquid at times, especially during periods of market stress. Mortgage whole loans, distressed securities, high-yield debt and asset-backed securities are generally financed with a combination of short-term unsecured financing or repurchase agreements, long-term borrowings and stockholder's equity. We typically fund a significant portion of less liquid assets, such as private equity investments, with long-term borrowings that we issue directly to the market, and stockholder's equity.

Short-term funding is generally obtained at rates related to the Federal Funds rate, the London Interbank Offered rate, or LIBOR, or other money market indices, while long-term funding is generally obtained at fixed and floating rates related to U.S. Treasury securities or LIBOR, depending upon prevailing market conditions. We continually aim to broaden our funding base by geography, investor and funding instrument.

We lend funds as needed to our operating subsidiaries and affiliates on both a senior and subordinated basis, the latter typically to meet capital requirements of regulated subsidiaries. We generally try to ensure that loans to our operating subsidiaries and affiliates have maturities equal to or shorter than the maturities of our market borrowings. As such, senior funding to operating subsidiaries and affiliates is typically extended on a demand basis. Alternatively, subordinated financing to regulated subsidiaries is extended on a term basis and we structure our long-term market borrowings with maturities that extend beyond those of our subordinated advances to subsidiaries and affiliates.

Because of changes relating to customer needs, economic and market conditions and proprietary trading and other strategies, our total assets, or the individual components of total assets, may vary significantly from period to period. As of September 30, 2006 and December 31, 2005, our total assets were \$362.9 billion and \$297.8 billion, respectively.

Included below is a discussion of our long-term contractual obligations, off-balance sheet arrangements and less liquid assets.

### **Liquidity Measurement and Planning**

The principal measure we use to monitor our liquidity position at each funding franchise is the "liquidity barometer," which estimates the time period over which the adjusted market value of unencumbered assets (including cash) exceeds the aggregate value of our maturing unsecured liabilities plus a conservative forecast of anticipated contingent commitments. Our objective, as mandated by CARMC, is to ensure that the liquidity barometer for each of the funding franchises is maintained at a sufficient level so as to ensure that, in the event we are unable to access unsecured funding, we will have sufficient liquidity for an extended period. We believe this will enable us to carry out our business plans during extended periods of market stress, while minimizing, to the extent possible, disruptions to our business.

For the Non-Bank Franchise, our objective is to ensure that the liquidity barometer equals or exceeds a time horizon of one year. For the Bank Franchise, our objective is to ensure the liquidity barometer equals or exceeds 120 days. The different time horizons reflect the relative stability of the unsecured funding base of each franchise. In the Non-Bank Franchise, liabilities are measured at their contractual maturities because historically, investors in publicly issued debt securities and commercial paper are highly sensitive to liquidity events such that we believe access to these markets could be quickly diminished. Conversely, the Bank Franchise's retail and institutional deposit base is measured using contractual maturities that have been adjusted to reflect behavioral stability. Historically, this core deposit base has proven extremely stable, even in stressed markets. The conservative parameters we use in establishing the time

horizons in the funding franchises assume that assets will not be sold to generate cash, no new unsecured debt can be issued, and funds that are assumed to be trapped because of regulatory restrictions are not available to be distributed upstream in a stressed liquidity environment. For liquidity purposes, the adjusted market value of unencumbered assets includes a conservative reduction from market value, or “haircut,” reflecting the amount that could be realized by pledging an asset as collateral to a third-party lender in a secured funding transaction.

In the case of the Non-Bank Franchise, contingent commitments include such items as commitments to invest in private equity funds. Certain contingent obligations do not materially impact the liquidity planning at the Company or Non-Bank Franchise, as these are incurred by other affiliated operating entities that are not consolidated by the Company. These items, which are taken into account in our liquidity planning for the Bank Franchise, include:

- credit rating-related collateralization requirements (Credit Suisse’s derivatives business is primarily conducted in Credit Suisse International, a wholly-owned subsidiary of CSG);
- back-up liquidity lines provided to asset-backed commercial paper conduits (back-up liquidity lines are provided by Credit Suisse); and
- committed undrawn credit facilities to clients (substantially all of Credit Suisse’s corporate lending business is conducted in Credit Suisse).

The Bank Franchise maintains two large secondary sources of liquidity. The first is via a large portfolio of liquid fixed income securities, which is segregated and managed to provide for emergency liquidity needs only. This liquidity portfolio is maintained at a level well beyond regulatory requirements and could provide a significant source of liquidity for an extended period in the event of stressed market conditions. In addition to these assets held directly in Credit Suisse, the Bank Franchise maintains another large source of secondary liquidity through Credit Suisse’s principal broker-dealers and other regulated operating entities. The Bank Franchise has historically been able to access significant liquidity through the secured funding markets (securities sold under agreements to repurchase, securities loaned and other collateralized financing arrangements), even in periods of market stress. We continually monitor overall liquidity by tracking the extent to which unencumbered marketable assets and alternative unsecured funding sources exceed both contractual obligations and anticipated contingent commitments.

As of September 30, 2006, we estimate that the Non-Bank Franchise held cash, other liquidity reserves and marginable assets, net of haircuts, of approximately \$7.9 billion versus estimated maturing obligations and commitments out to one year of \$4.7 billion. Also, as of September 30, 2006, we estimate that the Bank Franchise held cash, other liquidity reserves and marginable assets, net of haircuts, of approximately \$126.6 billion versus estimated maturing obligations, commitments and contingent funding requirements out to 120 days of \$105.5 billion.

Our liquidity planning and management focuses on maintaining a liquidity cushion so that we may continue to conduct business for an extended period in the event of a crisis. Our liquidity contingency plan focuses on the specific actions that we would take in the event of a crisis, including a detailed communication plan for creditors, investors and customers. The plan, which is regularly updated, sets out a three-stage process of the specific actions we would take:

- Stage I – Market disruption
- Stage II – Unsecured markets partially inaccessible
- Stage III – Unsecured markets fully inaccessible

In the event of a liquidity crisis, a meeting of the Liquidity Crisis Committee would be convened by Global Treasury to activate the contingency plan. The Liquidity Crisis Committee’s membership includes senior business line, Global Treasury and finance department management. This committee would meet frequently throughout the crisis to ensure our plans are executed.

## Cash Capital

We measure cash capital (long-term funding sources) against long-term unsecured funding requirements on an ongoing basis, and seek to maintain a surplus at all times. Sources of cash capital include the non-current component of the Company's long-term borrowings and stockholder's equity. Uses of cash capital include illiquid assets such as related party receivables (except where the receivable is the short-term investment of our excess cash with Credit Suisse), property, goodwill and intangibles, deferred tax assets, private equity and other long-term investments.

Our cash capital as of September 30, 2006 totaled \$51.1 billion compared with \$42.2 billion as of December 31, 2005. The increase in cash capital of \$8.9 billion was primarily due to the increases in long-term debt and retained earnings. As of September 30, 2006, cash capital was substantially in excess of our cash capital requirements.

## Contractual Obligations and Commitments

The following table sets forth future cash payments on our contractual obligations pursuant to long-term borrowings, operating leases and purchase obligations as of September 30, 2006:

	Contractual Obligations Expiration Per Period				Total
	Less than 1 year	1-3 years	4-5 years (In millions)	Over 5 years	
Long-term borrowings .....	\$ 2,797	\$ 14,240	\$ 7,764	\$ 15,597	\$ 40,398
Operating leases.....	157	296	278	908	1,639
Purchase obligations <sup>(1)</sup> .....	53	63	38	13	167
Total contractual obligations .....	<u>\$ 3,007</u>	<u>\$ 14,599</u>	<u>\$ 8,080</u>	<u>\$ 16,518</u>	<u>\$ 42,204</u>

(1) Purchase obligations for goods and services include payments for, among other things, benefits consulting, corporate services outsourcing and computer and telecommunications maintenance agreements. Purchase obligations reflect the minimum contractual obligation under legally enforceable contracts through the termination dates specified in the respective agreements, even if the contract is renewable. Purchase obligations do not reflect termination fees payable upon the Company's termination of the respective contracts.

Our long-term borrowings are unsecured. As of September 30, 2006, the weighted average maturity of our long-term borrowings was approximately 4.8 years. Our lease obligations are primarily for our principal offices in New York City and other locations. The operating lease obligations in the table above do not reflect \$292 million in sublease revenue and \$533 million of executory costs such as insurance, maintenance and taxes. We had no material capital lease obligations as of September 30, 2006.

We have commitments under a variety of arrangements that are not recorded as liabilities in our condensed consolidated statements of financial condition. These commitments are in addition to guarantees and other arrangements discussed in "—Off-Balance Sheet Arrangements." The following table sets forth certain of our commitments, including the current portion as of September 30, 2006:

	Commitment Expiration Per Period				Total commitments
	Less than 1 year	1-3 years	4-5 years (In millions)	Over 5 years	
Standby resale agreements <sup>(1)</sup> .....	\$ 100	\$ 50	\$ —	\$ —	\$ 150
Private equity <sup>(2)</sup> .....	4	45	64	1,500	1,613
Forward agreements <sup>(3)</sup> .....	2,141	—	—	—	2,141
Unfunded lending commitments <sup>(4)</sup> .....	432	128	102	441	1,103
Unfunded warehousing commitments <sup>(5)</sup> .....	920	—	—	—	920
Total commitments .....	<u>\$ 3,597</u>	<u>\$ 223</u>	<u>\$ 166</u>	<u>\$ 1,941</u>	<u>\$ 5,927</u>

(1) In the ordinary course of business, we maintain certain standby resale agreement facilities that commit us to enter into securities purchased under agreements to resell with customers at current market rates.

(2) As of September 30, 2006 we had commitments to invest up to an additional \$1.3 billion in consolidated private equity funds.

- (3) Represents commitments to enter into securities purchased under agreements to resell and agreements to borrow securities.
- (4) We enter into commitments to extend credit in connection with certain premium finance, leveraged finance and other activities.
- (5) We enter into commitments to warehouse commercial mortgage whole loans.

For information on these and other material commitments, see Notes 4, 6, 7 and 8 of the condensed consolidated financial statements in Part I, Item 1. For information on commitments under our pension arrangements, see Note 11 of the condensed consolidated financial statements in Part I, Item 1.

Excluded from the table above are certain commitments to originate and purchase mortgage whole loans and purchase certain other loans that qualify as derivatives. These commitments are reflected in derivatives contracts in the condensed consolidated statements of financial condition. For more information on our derivatives contracts, see Note 5 of the condensed consolidated financial statements in Part I, Item 1.

The following table sets forth our commercial paper and other short-term unsecured borrowings:

	September 30, 2006	December 31, 2005
	(In millions)	
Bank loans .....	\$ 858	\$ 263
Commercial paper.....	1,275	1,298
Loans from affiliates <sup>(1)</sup> .....	20,224	12,093
Total.....	<u>\$ 22,357</u>	<u>\$ 13,654</u>

- (1) We have significant financing transactions with Credit Suisse and certain of its subsidiaries and affiliates. See “—Related Party Transactions” and Note 2 of the condensed consolidated financial statements in Part I, Item 1.

### Credit Facilities

As of September 30, 2006, CS Securities maintained with third parties five 364-day committed secured revolving credit facilities totaling \$2.2 billion, with one facility for \$500 million maturing in February 2007, one facility for \$500 million maturing in March 2007, one facility for \$500 million maturing in July 2007, one facility for \$200 million maturing in August 2007 and one facility for \$500 million maturing in November 2007. We expect to renew these facilities as they mature. These facilities require CS Securities to pledge unencumbered marketable securities to secure any borrowings. Borrowings under each facility would bear interest at short-term rates related to either the Federal Funds rate or LIBOR and can be used for general corporate purposes. The facilities contain customary covenants that we believe will not impair our ability to obtain funding. As of September 30, 2006, no borrowings were outstanding under any of the facilities. We may from time to time enter into additional secured revolving credit facilities as part of our liquidity management.

### Long-term Funding

We issue long-term debt through U.S. and Euromarket medium-term note programs, as well as syndicated and privately placed offerings around the world.

Our currently effective automatic shelf registration statement on file with the Securities and Exchange Commission, or SEC, which was established in February 2006, allows us to issue from time to time senior and subordinated debt securities and warrants to purchase such securities.

Under our \$5.0 billion Euro medium-term note program, which was established in July 2001 and allows us to issue notes from time to time, we had as of November 13, 2006 \$1.2 billion available for issuance.

For the nine months ended September 30, 2006, we issued \$10 billion in senior notes, \$82 million in medium-term notes and \$153 million in structured notes and we repaid approximately \$2.3 billion of senior notes, \$1.5 billion of medium-term notes and \$17 million of structured notes.

### Credit Ratings

Our access to the debt capital markets and our borrowing costs depend significantly on our credit ratings. Credit ratings are important to us when competing in certain markets and when seeking to engage in longer-term transactions, including OTC derivatives. Rating agencies take many factors into consideration in determining a company's rating and may raise, lower or withdraw their ratings or publicly announce an intention to raise or lower their ratings at any time. Such factors include earnings performance, business mix, market position, financial strategy, level of capital, risk management policies and practices and management team, and our affiliation with Credit Suisse and CSG, in addition to the broader outlook for the financial services industry.

A reduction in our credit ratings could limit our access to capital markets, increase our borrowing costs, require us to provide additional collateral in connection with OTC derivatives contracts, and allow counterparties to terminate transactions under certain of our trading and collateralized financing contracts. This, in turn, could reduce our liquidity and negatively impact our operating results and financial position. Our liquidity planning takes into consideration those contingent events associated with a reduction in our credit ratings.

Because a significant portion of our OTC derivatives arrangements are with affiliates, the amount of collateral that we would have been required to post pursuant to such contracts in the event of a one-notch downgrade of our senior long-term debt credit rating was not material as of September 30, 2006.

As of November 13, 2006, our ratings and ratings outlooks were as follows:

	<u>Long-Term Debt</u>	<u>Commercial Paper</u>	<u>Outlook</u>
Fitch Ratings.....	AA-	F-1+	Stable
Moody's Investors Service .....	Aa3	P-1	Stable
Standard & Poor's.....	AA-	A-1+	Stable

### Capital Resources

Certain of our businesses are capital intensive. In addition to normal operating requirements, capital is required to cover financing and regulatory capital charges on various asset classes, including but not limited to, securities inventories, private equity investments and investments in fixed assets. Our overall capital needs are regularly reviewed to ensure that our capital base can appropriately support the anticipated needs of our business and the regulatory and other capital requirements of our subsidiaries. Based upon these analyses, we believe that our capitalization is adequate for current operating levels.

### *Regulated Subsidiaries*

Our principal wholly owned subsidiary, CS Securities, is a registered broker-dealer, registered futures commission merchant and member firm of the New York Stock Exchange. Accordingly, CS Securities is subject to the minimum net capital requirements of the SEC and the Commodities Futures Trading Commission, or CFTC. Under the alternative method permitted by SEC Rule 15c3-1, the required net capital may not be less than the greater of 2% of aggregate debit balances arising from customer transactions or 4% of the funds required to be segregated pursuant to the Commodity Exchange Act less the market value of certain commodity options, all as defined. Under CFTC Regulation 1.17, the required minimum net capital requirement is 8% of the total risk margin requirement (as defined) for all positions carried in customer accounts plus 4% of the total risk margin requirement (as defined) for all positions carried in non-customer accounts. As of September 30, 2006, CS Securities' net capital of approximately \$4.4 billion was 60.1% of aggregate debit balances and in excess of the minimum requirement by approximately \$4.2 billion.

Our OTC derivatives dealer subsidiary, CS Capital, is also subject to the uniform net capital rule, but computes its net capital requirements based on value at risk pursuant to Appendix F of Rule 15c3-1. As of September 30, 2006, CS Capital's net capital of \$352 million, after allowing for market and credit risk exposure of \$66 million and \$388 million, respectively, was in excess of the minimum net capital requirement by \$332 million. CS Capital operates pursuant to the (k)(2)(ii) exemptive provisions of Rule 15c3-3 of the Exchange Act and accordingly, all customer transactions are cleared through CS Securities on a fully disclosed basis.

As of September 30, 2006, our subsidiaries complied with all applicable regulatory capital adequacy requirements.

## **Cash Flows**

Our condensed consolidated statements of cash flows classify cash flows into three broad categories: cash flows from operating activities, investing activities and financing activities. These statements should be read in conjunction with “—Related Party Transactions” as well as Note 2 of the condensed consolidated financial statements in Part I, Item 1.

Our cash flows are complex and frequently bear little relation to our net income and net assets, particularly because the Company is an indirect wholly owned subsidiary of CSG, a global financial institution that may choose to allocate cash among its subsidiaries for reasons independent of the Company's activities. As a result, we believe that traditional cash flow analysis is not a particularly useful method to evaluate our liquidity position as discussed above. Cash flow analysis may, however, assist in highlighting certain macro trends and strategic initiatives in our business.

### ***For the Nine Months Ended September 30, 2006***

Cash and cash equivalents increased \$855 million to \$1.7 billion as of September 30, 2006. Cash used in operating activities was \$16.5 billion. The change in cash used in operating activities reflected a net increase in operating assets relative to operating liabilities of \$18.3 billion, which occurred in the normal course of operations as a result of changes in customer needs, market conditions and proprietary trading and other strategies.

Cash of \$3.5 billion was used in investing activities. The Company provided funding to affiliates, resulting in increases in receivables from parent and affiliates of \$3.2 billion.

Cash provided by financing activities was \$20.9 billion. The changes are due to increases in long-term borrowings of \$10.2 billion, \$5.7 billion in net collateralized financing arrangements and \$8.7 billion in short-term borrowings used primarily to fund normal operating activities, provide funding to affiliates as part of the Company's investing activities and repay \$3.7 billion in long-term borrowings.

### ***For the Nine Months Ended September 30, 2005***

Cash and cash equivalents decreased \$104 million to \$623 million as of September 30, 2005. Cash used in operating activities was \$11.9 billion. The change in cash used in operating activities reflected a net increase in operating assets relative to operating liabilities of \$12.8 billion, which occurred in the normal course of operations as a result of changes in customer needs, market conditions and proprietary trading and other strategies.

Cash of \$1.1 billion was used in investing activities, primarily reflecting an increase in funding to affiliates. The Company provided funding to affiliates, resulting in increases in receivables from parent and affiliates of \$1.0 billion.

Cash provided by financing activities was \$12.9 billion. This was due to increases in net collateralized financing arrangements of \$13.4 billion and increases of \$6.3 billion in long-term borrowings used primarily to fund normal operating activities, provide funding to affiliates as part of the Company's investing activities and repay \$2.7 billion in long-term borrowings and \$4.0 billion in commercial paper and short-term borrowings.

## **OFF-BALANCE SHEET ARRANGEMENTS**

We enter into off-balance sheet arrangements in the ordinary course of business. Off-balance sheet arrangements are transactions, agreements or other contractual arrangements with, or for the benefit of, an entity that is not consolidated with an issuer, and which include guarantees and similar arrangements, retained or contingent interests in assets transferred to an unconsolidated entity, and obligations and liabilities (including contingent obligations and liabilities) for the purpose of providing financing, liquidity, market risk or credit risk support.

We have not entered into any derivatives contracts indexed or linked to the stock of CSG.

### **Guarantees**

In the ordinary course of our business, we provide guarantees and indemnifications that contingently obligate us to make payments to the guaranteed or indemnified party based on changes in an asset, liability or equity security of the guaranteed or indemnified party. We may also be contingently obligated to make payments to a guaranteed party based on another entity's failure to perform, or an indirect guarantee of the indebtedness of others. Guarantees we provide include customary indemnifications to purchasers in conjunction with the sale of assets or businesses; to investors in private equity funds sponsored by the firm regarding potential obligations of the Company to return amounts previously paid as carried interest to the Company and certain other partners, most of which are current and former employees of the Company; and to investors in our securities and other arrangements to provide "gross up" payments if there is a withholding or deduction because of a tax assessment or other governmental charge. From time to time, we also guarantee the obligations of subsidiaries of CSG that are not our consolidated subsidiaries, and these guarantees are included in the scope of the disclosure requirements of FIN No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others," or FIN 45.

FIN 45 requires disclosure of our maximum potential payment obligations under certain guarantees to the extent that it is possible to estimate them and requires recognition of a liability at inception for the fair value of guaranteed obligations for guarantees issued or amended after December 31, 2002. The recognition of these liabilities did not have a material effect on our financial condition or results of operations. For disclosure of our estimable maximum payment obligations under certain guarantees and related information, see Note 8 of the condensed consolidated financial statements in Part I, Item 1.

### **Retained or Contingent Interests in Assets Transferred to Unconsolidated Entities**

We originate commercial mortgages and originate and purchase residential mortgages and purchase other debt obligations such as automobile loans and student loans and sell these assets directly or through affiliates to special purpose entities that are, in most cases, qualified special purpose entities, or QSPEs. These QSPEs issue securities that are backed by the assets transferred to the QSPEs and pay a return based on the returns on those assets. Investors in these mortgage-backed and asset-backed securities typically have recourse to the assets in the QSPE. The investors and the QSPEs have no recourse to our assets.

These QSPEs are generally sponsored by our subsidiaries. Our principal broker-dealer subsidiary, CS Securities, underwrites and makes markets in these mortgage-backed and asset-backed securities. Under SFAS No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities, a replacement of FASB Statement No. 125," or SFAS 140, assets and liabilities transferred to a QSPE are not included in a transferor's financial statements except when SFAS 140 sale and QSPE criteria are not met. Our mortgage-backed and asset-backed securitization activities are generally structured to use QSPEs.

As of September 30, 2006, we held encumbered mortgage loans totaling \$995 million related to securitization transactions that did not qualify for sale accounting treatment under paragraph 40b of SFAS 140. Prior to securitization, such encumbered loans were accounted for in financial instruments owned; however, due to the transfer of legal title in the form of a pledge in the securitization, these loans have been reclassified to Other assets and deferred amounts in the condensed consolidated statement of financial condition. Cash amounts received in payment upon transfer for such loans are accounted for as secured borrowings and are recorded in Other liabilities

in the condensed consolidated statements of financial condition. Also included in Other assets and Other liabilities as of September 30, 2006 was \$4.6 billion in VIEs that were consolidated under FSP FIN 46(R)-6 related to securitization transactions that did not qualify for sale accounting treatment under SFAS 140, and were similarly encumbered.

We may retain interests in these securitized assets if CS Securities holds the assets in connection with its underwriting or market-making activities. Retained interests in securitized financial assets are included at fair value in the condensed consolidated statements of financial condition. Any changes in the fair value of these retained interests are recognized in the condensed consolidated statements of income. We engage in these securitization activities to meet the needs of clients as part of our fixed income activities, to earn fees and to sell financial assets. These securitization activities do not provide a material source of our liquidity, capital resources or credit risk or market risk support. See Note 3 of the condensed consolidated financial statements in Part I, Item 1, which includes quantitative information on our securitization activities and retained interests.

### **Variable Interest Entities**

We are involved with various entities in the normal course of business that may be deemed to be variable interest entities, or VIEs, including VIEs that issue CDOs.

We purchase loans and other debt obligations from and on behalf of clients primarily for the purpose of securitization. The loans and other debt obligations may be sold by us to affiliates for warehousing prior to being transferred by affiliates, to VIEs that issue CDOs. CDOs are securities backed by the assets transferred to the VIE and pay a return based on the returns on those assets. Investors typically have recourse to the assets in the CDO VIE. The investors and the CDO VIE have no recourse to the Company's assets. CS Securities structures, underwrites and makes a market in these CDOs, and we may have retained interests in these CDOs in connection with CS Securities' underwriting and market-making activities. We engage in these CDO transactions to meet the needs of clients, to earn fees and to sell financial assets. These CDO transactions do not provide a material source of our liquidity, capital resources or credit risk or market risk support.

Our mortgage-backed and asset-backed securitization activities are generally structured to use QSPEs, and the assets and liabilities transferred to QSPEs are not included in our financial statements except when SFAS 140 sale and QSPE criteria are not met.

Financial Accounting Standards Board Interpretation, or FIN, No. 46, "Consolidation of Variable Interest Entities," or FIN 46, requires us to consolidate all VIEs for which we are the primary beneficiary, which is defined as the entity that will absorb a majority of expected losses, receive a majority of the expected residual returns, or both. In December 2003, the FASB modified FIN 46, through the issuance of FIN 46R, to address various implementation issues that had arisen since the issuance of FIN 46 and to provide companies the option to defer the adoption of FIN 46 for certain VIEs to periods ending after March 15, 2004. As of September 30, 2006 and December 31, 2005, we consolidated CDO VIEs and certain other VIEs for which we are the primary beneficiary. As of September 30, 2006 and December 31, 2005, we recorded \$5.4 billion and \$673 million, respectively, representing the carrying amount of the consolidated assets of these CDO VIEs and other VIEs that are collateral for the VIE obligations. We also have interests in CDO VIEs that are not required to be consolidated because we are not the primary beneficiary.

We consolidate certain private equity funds that are managed by us. See Notes 1 and 3 of the condensed consolidated financial statements in Part I, Item 1.

In connection with our acquisition of Guilford Holding Corporation in May 2006, we have consolidated certain tax credit funds resulting in an increase in assets and liabilities of \$311 million as of September 30, 2006. The consolidation of these tax credit funds did not have an impact on the condensed consolidated statement of income.

### **RELATED PARTY TRANSACTIONS**

CSG, through Credit Suisse Holdings (USA), Inc. owns all of our outstanding voting common stock. We are involved in significant financing and other transactions, and have significant related party balances, with Credit Suisse



and certain affiliates. We generally enter into these transactions in the ordinary course of business and believe that these transactions are on market terms that could be obtained from unrelated third parties. See “—Derivatives” and Notes 2 and 5 of the condensed consolidated financial statements in Part I, Item 1 for more information.

Certain of our directors, officers and employees and those of our affiliates and their subsidiaries maintain margin accounts with CS Securities and other affiliated broker-dealers in the ordinary course of business. In addition, certain of such directors, officers and employees have investments or commitments to invest in various private equity funds. We make loans to directors and executive officers on the same terms as are generally available to third parties or otherwise pursuant to widely available employee benefit plans. CS Securities and other affiliated broker-dealers, from time to time and in the ordinary course of business, enter into, as principal, transactions involving the purchase or sale of securities from or to such directors, officers and employees and members of their immediate families.

## **LESS LIQUID ASSETS**

Certain of our assets, including private equity and other long-term investments, distressed securities, high-yield debt, mortgage whole loans and other non-investment-grade debt, are not highly liquid or trade in markets that have periods of volatility and illiquidity. The values of most of the more illiquid assets are reported at fair value, and the determination of fair value is based on management’s best estimate and depends on varying factors. See “—Critical Accounting Policies and Estimates—Fair Value” for further information on the determination of fair value of these less liquid assets.

### **Private Equity Activities**

Our private equity and other long-term investment activities include direct investments and investments in partnerships that make private equity and related investments in various portfolio companies and funds. These investments are primarily in unlisted or illiquid equity or equity-related securities and are carried at fair value based on a number of factors. As of September 30, 2006 and December 31, 2005, we had investments in private equity and other long-term investments of \$10.9 billion and \$3.6 billion, respectively. The increase in private equity and other long-term investments reflects our consolidation of certain private equity funds. See “—Critical Accounting Policies and Estimates—Fair Value” and Notes 1 and 4 of the condensed consolidated financial statements in Part I, Item 1 for more information. As part of our private equity business, we make commitments from time to time to both non-consolidated and consolidated private equity funds. We expect to continue to increase these commitments in the future. As of September 30, 2006, we had commitments to invest up to an additional \$1.6 billion in non-consolidated private equity funds and \$1.3 billion in consolidated private equity funds.

## Corporate Debt, Mortgage Whole Loans and Other Non-Investment-Grade Financial Instruments

We underwrite, trade and hold non-investment-grade financial instruments, which include corporate debt, commercial and residential mortgage whole loans, loan participations, derivatives contracts and certain separately managed distressed financial instruments. Corporate debt includes high-yield debt, distressed debt, commercial and residential mortgage-backed securities, other asset-backed securities, CDOs and loans. Due to credit considerations, liquidity of secondary trading markets and vulnerability to general economic conditions, these financial instruments and loans generally involve greater risk than investment-grade financial instruments. We record corporate debt, derivatives contracts, certain loans and certain separately managed distressed financial instruments at fair value. We record commercial mortgage whole loans, certain residential mortgage whole loans, certain loans and loan participations that are held for sale at the lower of cost or fair value. Timing of the securitization of our mortgage whole loan inventory will affect the size of our positions at any given time. The following table sets forth our positions in these instruments as of September 30, 2006 and December 31, 2005:

	<u>September 30, 2006</u>		<u>December 31, 2005</u>	
	<u>Assets</u>	<u>Liabilities</u>	<u>Assets</u>	<u>Liabilities</u>
	(In millions)			
Corporate debt .....	\$ 9,223	\$ 1,508	\$ 3,286	\$ 917
Mortgage whole loans.....	19,833	—	17,817	—
Loan participations .....	19	—	9	—
Derivatives contracts .....	290	—	321	—
Distressed financial instruments .....	57	—	113	—
Total.....	<u>\$ 29,422</u>	<u>\$ 1,508</u>	<u>\$ 21,546</u>	<u>\$ 917</u>

## DERIVATIVES

We enter into various transactions involving derivatives. We use derivatives contracts for both trading and hedging purposes and to provide products for our clients. These derivatives include options, forwards, futures and swaps. In general, derivatives are contractual agreements that derive their values from the performance of underlying assets, interest or currency exchange rates or a variety of indices. Most of our derivatives transactions are considered trading positions. See Note 5 of the condensed consolidated financial statements in Part I, Item 1 for more information.

## Sources and Maturities of OTC Derivatives

The following table sets forth the distributions, by maturity, of our exposure with respect to OTC derivatives as of September 30, 2006. Fair values were determined on the basis of pricing models and other valuation methods. See “—Critical Accounting Policies and Estimates—Fair Value” in Part I, Item 2 and Notes 5 and 8 of the condensed consolidated financial statements in Part I, Item 1 for more information.

	Assets				Total fair value
	Maturity Distribution as of September 30, 2006				
	Less than 1 year	1-3 years	4-5 years (In millions)	Over 5 years	
Interest rate and credit spread risk .....	\$ 2,146	\$ 276	\$ 210	\$ 944	\$ 3,576
Foreign exchange risk .....	5	11	—	—	16
Equity price risk .....	295	106	27	2,532	2,960
Commodity risk .....	100	242	71	27	440
Total .....	<u>\$ 2,546</u>	<u>\$ 635</u>	<u>\$ 308</u>	<u>\$ 3,503</u>	<u>\$ 6,992</u>

  

	Liabilities				Total fair value
	Maturity Distribution as of September 30, 2006				
	Less than 1 year	1-3 years	4-5 years (In millions)	Over 5 years	
Interest rate and credit spread risk .....	\$ 1,968	\$ 305	\$ 126	\$ 1,010	\$ 3,409
Foreign exchange risk .....	10	8	—	18	36
Equity price risk .....	317	177	61	10	565
Commodity risk .....	243	390	123	45	801
Total .....	<u>\$ 2,538</u>	<u>\$ 880</u>	<u>\$ 310</u>	<u>\$ 1,083</u>	<u>\$ 4,811</u>

The following table sets forth as of September 30, 2006 substantially all of our exposure with respect to OTC derivatives, by counterparty credit rating and with affiliates.

<u>Credit Rating<sup>(1)</sup></u>	September 30, 2006 (In millions)
AAA/AA+/AA .....	\$ 29
AA- .....	4,118
A+/A/A- .....	463
BBB+/BBB/BBB- .....	—
BB+ or lower .....	91
Unrated .....	199
Derivatives with affiliates .....	2,092
Total .....	<u>\$ 6,992</u>

(1) Credit ratings are determined by external rating agencies or by our credit risk management department.

## Derivatives With Related Parties

We enter into a substantial number of derivatives transactions with related parties. The following table sets forth derivatives transactions with related parties consisting primarily of interest rate swaps, credit default swaps, foreign exchange forward contracts, equity forward contracts and total return swaps on equities. The fair values of derivatives contracts outstanding with related parties as of September 30, 2006 and December 31, 2005 were as follows.

	<u>September 30, 2006</u>		<u>December 31, 2005</u>	
	<u>Assets</u>	<u>Liabilities</u>	<u>Assets</u>	<u>Liabilities</u>
	(In millions)			
Interest rate and credit spread risk .....	\$ 1,894	\$ 1,694	\$ 738	\$ 443
Foreign exchange risk.....	4	23	20	5
Equity price risk.....	194	244	64	41
Commodity risk .....	—	33	20	—
Total.....	<u>\$ 2,092</u>	<u>\$ 1,994</u>	<u>\$ 842</u>	<u>\$ 489</u>

See Notes 2 and 5 of the condensed consolidated financial statements in Part I, Item 1 for more information.

## FORWARD LOOKING STATEMENTS

We have made in this Quarterly Report on Form 10-Q, including, without limitation, in “Legal Proceedings” in Part II, Item 1, and in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part I, Item 2, and from time to time may otherwise make in our public filings and press releases, forward-looking statements concerning our operations, economic performance and financial condition, as well as our future plans and strategic objectives. Such forward-looking statements are subject to various risks and uncertainties, and we claim the protection afforded by the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Actual results could differ materially from those anticipated herein or in any such other filings, releases or statements because of a number of factors, including without limitation, those detailed in “Risk Factors” in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2005, those discussed elsewhere herein, and in other public filings and press releases. These forward-looking statements are not historical facts but instead represent only our belief regarding future events, many of which, by their nature, are inherently uncertain and beyond our control. Forward-looking statements are typically identified by the use of future or conditional verbs such as “will,” “should,” “would” or “could,” and by words or phrases such as “believe,” “expect,” “intend,” “estimate” and similar expressions. By identifying these statements for you in this manner, we are alerting you to the possibility that our actual results may differ, possibly materially, from the results indicated in these forward-looking statements. We undertake no obligation to update or revise any forward-looking statements except as otherwise required by applicable law.

### Item 3: Quantitative and Qualitative Disclosures About Market Risk

#### RISK MANAGEMENT AND VALUE AT RISK

For a description of the Company's risk management policies and procedures and value-at-risk, or VAR, model, including such model's assumptions and limitations, see "Quantitative and Qualitative Disclosure About Market Risk" in Part II, Item 7A of the Company's Annual Report on Form 10-K for the year ended December 31, 2005.

#### Market Risk Exposure

We measure market risk exposure by using complementary risk measurement techniques, including VAR and sensitivity analysis. VAR is used for our trading portfolio, which includes those financial instruments treated as part of our "trading book" for Bank for International Settlements regulatory capital purposes. Sensitivity analysis is used for our non-trading portfolio, which primarily includes certain mortgage products, private equity investments, the Company's long-term borrowings and their derivatives hedges and certain commodity positions. This classification of assets as trading and non-trading is done for purposes of analyzing our market risk exposure, not for financial statement purposes.

#### Trading Portfolios

The Company-wide trading portfolio VAR was approximately \$20 million, \$39 million and \$36 million as of September 30, 2006, December 31, 2005 and September 30, 2005, respectively. The reduction in VAR as of September 30, 2006 compared to December 31, 2005 was primarily due to a decrease in interest rate and credit spread VAR and increased diversification between interest rate, credit spread and equity risk types. The decrease in interest rate and credit spread VAR was primarily caused by the implementation of a revised VAR methodology for certain residential and commercial mortgage products during 2006.

Due to the benefit of diversification, the Company-wide VAR is less than the sum of the individual components. The four main components of market risk, expressed in terms of theoretical fair values, had the following VAR:

	<b>Company's Market Risk Exposures in Trading Portfolios</b>		
	<b>As of September 30, 2006</b>	<b>As of December 31, 2005</b>	<b>As of September 30, 2005</b>
	<b>(In millions)</b>		
99%, one-day VAR			
Interest rate and credit spread .....	\$ 19	\$ 34	\$ 24
Equity.....	21	20	21
Foreign exchange rate.....	1	—	1
Commodity .....	6	6	9
Diversification benefit .....	(27)	(21)	(19)
Total.....	<u>\$ 20</u>	<u>\$ 39<sup>(1)</sup></u>	<u>\$ 36<sup>(1)</sup></u>

(1) During 2006, the Company introduced a revised VAR methodology for certain mortgage products. If the revised methodology had been in place during 2005, the Company's total VAR would have been approximately \$37 million and \$35 million as of December 31, 2005 and September 30, 2005, respectively.

The table below presents minimum, maximum and average VAR by market risk component. The decrease in average interest rate and credit spread VAR for the three and nine months ended September 30, 2006 compared with the three and nine months ended September 30, 2005 was primarily caused by the implementation of a revised VAR methodology for certain residential and commercial mortgage products during 2006 and a reduction in the volatility of the market data used to calculate VAR, as data from 2003 was replaced by less volatile data from 2005. Minimum, maximum and average VAR for the three and nine months ended September 30, 2005 do not reflect the revised VAR methodology for certain residential and commercial mortgage products introduced during 2006.

	Company's Market Risk Exposures in Trading Portfolios					
	Three Months Ended September 30, 2006			Three Months Ended September 30, 2005		
	Minimum	Maximum	Average	Minimum	Maximum	Average
	(In millions)					
99%, one-day VAR						
Interest rate and credit spread .....	\$ 16	\$ 23	\$ 19	\$ 20	\$ 37	\$ 27
Equity.....	15	23	19	17	27	21
Foreign exchange rate.....	—	1	—	—	1	1
Commodity .....	5	11	7	4	10	7
Diversification benefit .....	— <sup>(1)</sup>	— <sup>(1)</sup>	(21)	— <sup>(1)</sup>	— <sup>(1)</sup>	(18)
Total.....	\$ 20	\$ 29	\$ 24	\$ 27	\$ 45	\$ 38

	Company's Market Risk Exposures in Trading Portfolios					
	Nine Months Ended September 30, 2006			Nine Months Ended September 30, 2005		
	Minimum	Maximum	Average	Minimum	Maximum	Average
	(In millions)					
99%, one-day VAR						
Interest rate and credit spread .....	\$ 16	\$ 35	\$ 21	\$ 20	\$ 52	\$ 34
Equity.....	15	26	19	13	27	19
Foreign exchange rate.....	—	2	1	—	4	1
Commodity .....	3	11	7	—	10	3
Diversification benefit .....	— <sup>(1)</sup>	— <sup>(1)</sup>	(20)	— <sup>(1)</sup>	— <sup>(1)</sup>	(16)
Total.....	\$ 20	\$ 42	\$ 28	\$ 27	\$ 55	\$ 41

(1) As the minimum and maximum occur on different days for different risk types, it is not meaningful to calculate a portfolio diversification benefit.

The Company uses backtesting to assess the accuracy of the VAR model. Daily backtesting profit and loss is compared with VAR calculated using a one-day holding period. Backtesting profit and loss is a subset of actual trading revenue and includes only the profit and loss effects due to movements in financial market variables such as interest rates, equity prices and foreign exchange rates on the previous night's positions. The Company had no backtesting exceptions during the third quarter of 2006 and five backtesting exceptions during the second quarter of 2006 after a period of two years with no exceptions. These exceptions were primarily driven by equity market volatility during the second quarter of 2006. During this period, equity market volatility was significantly greater than the volatility within the trailing two year period of historic data used in the VAR model at that point in time. The VAR model is also subject to continuous assessment and evaluation to ensure it remains accurate given current market conditions and positions.

The average, maximum and minimum daily trading revenue for the three and nine months ended September 30, 2006 and 2005 are shown below:

	Three Months Ended September 30, 2006	Three Months Ended September 30, 2005	Nine months Ended September 30, 2006	Nine months Ended September 30, 2005
	(In millions)			
Daily trading revenue				
Average.....	\$ 16	\$ 17	\$ 17	\$ 14
Maximum.....	\$ 80	\$ 95	\$ 80	\$ 95
Minimum .....	\$ (9)	\$ (10)	\$ (45)	\$ (15)

For details of the Company's average, maximum and minimum daily trading revenue for 2005, see "Quantitative and Qualitative Disclosure About Market Risk" in Part II, Item 7A of the Company's Annual Report on Form 10-K for the year ended December 31, 2005.

### ***Non-trading Portfolios***

The equity risk on non-trading positions, which is primarily comprised of private equity investments, is measured using sensitivity analysis that estimates the potential change in the recorded value of the investments resulting from a 10% decline in the equity markets of developed nations and a 20% decline in the equity markets of emerging market nations. The estimated impact of equity risk on our non-trading financial instruments portfolio would be a decrease in the value of the non-trading portfolio of approximately \$119 million and \$108 million as of September 30, 2006 and December 31, 2005, respectively. The estimated impact of equity risk is net of the minority interests in certain consolidated private equity funds.

The interest rate risk on non-trading positions, which is primarily comprised of certain residential mortgage retained interests and the Company's long-term borrowings and their derivatives hedges, is measured using sensitivity analysis that estimates the potential change in the value of the non-trading portfolio resulting from a 50 basis point decline in the interest rates of developed nations and a 200 basis point decline in the interest rates of emerging market nations. The estimated impact of interest rate risk on the value of the non-trading portfolio would be an increase of approximately \$18 million and a decrease of \$21 million as of September 30, 2006 and December 31, 2005, respectively. The change was primarily caused by an increase in certain residential mortgage retained interests that benefit from a fall in interest rates and a decrease in interest rate reset risk on the Company's long-term liabilities and related derivatives hedges.

We do not have material foreign exchange risk or commodity price risk in our non-trading portfolio.

### ***Item 4: Controls and Procedures***

Pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934, or Exchange Act, as of the end of the period covered by this report, an evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial and Accounting Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Based upon and as of the date of the evaluation, our Chief Executive Officer and Chief Financial and Accounting Officer concluded that the design and operation of these disclosure controls and procedures were effective in all material respects to provide reasonable assurance that information required to be disclosed in the reports we file and submit under the Exchange Act is recorded, processed, summarized and reported as and when required. There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended September 30, 2006 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II OTHER INFORMATION**

### ***Item 1: Legal Proceedings***

Certain significant legal proceedings and matters have been previously disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2005 and the Company's Quarterly Report on Form 10-Q for the quarters ended March 31, 2006 and June 30, 2006. The following is an update of such proceedings.

#### **In re Issuer Plaintiff Initial Public Offering Fee Antitrust Litigation**

On August 1, 2006, the U.S. Court of Appeals for the Second Circuit granted plaintiffs' petition seeking an interlocutory appeal of the denial of class certification.

#### **Research-related Litigation**

The actions brought on behalf of purchasers of shares of Winstar, Inc. and Razorfish, Inc. have been settled and the U.S. District Court for the District of Massachusetts has entered final judgment in both matters.

On September 29, 2006, in the action brought on behalf of purchasers of shares of AOL Time Warner Inc., the U.S. District Court for the District of Massachusetts denied the motion to dismiss plaintiffs' amended complaint filed by CS Securities and other defendants.

On October 24, 2006, the U.S. District Court for the Southern District of New York granted the plaintiffs' class certification motion in the action brought on behalf of purchasers of shares of Lantronix, Inc.

#### **Short Selling Litigation**

On October 13, 2006, an amended putative class action complaint was filed in the U.S. District Court for the Southern District of New York against numerous investment banks, including CS Securities. The complaint alleges that the bank defendants conspired to fix the minimum loan rate for certain securities and unlawfully agreed not to effect buy-ins on delivery failures relating to short sales, thus enabling the defendants to charge customers borrowing fees for securities that were never actually borrowed. The plaintiffs also allege that the bank defendants conspired to charge their customers improper "finders" or "locate" fees in connection with short sale transactions. The complaint includes claims for violation of antitrust law, breach of fiduciary duty and breach of contract.

#### **Enron-related Litigation and Inquiries**

On October 26, 2006, the U.S. Bankruptcy Court for the Southern District of New York approved a settlement agreement between the Company and certain affiliates previously disclosed settling the "megaclaim" litigation as well as certain related litigation, bankruptcy objections and proofs of claim. The settlement does not cover separate litigation by Enron in U.S. Bankruptcy Court to recover certain payments in connection with equity forward and swap transactions or other Enron-related litigation.

#### **NCFE-related Litigation**

On August 30, 2006, a settlement was reached in the action brought by Avidity Partners, LLC, as trustee of the CSFB Claims Trust, against certain Company affiliates and another entity in the U.S. Bankruptcy Court for the Southern District of Ohio seeking to recover an alleged preference payment from National Century Financial Enterprises, Inc. prior to its bankruptcy filing. The settlement was paid by an affiliate that is not consolidated with the Company.



## Refco-related Litigation

CS Securities and other underwriters of Refco, Inc.'s initial public offering were not named as defendants in the amended complaint filed in the U.S. District Court for the Southern District of New York on September 5, 2006 on behalf of individuals who held securities custodied with certain Refco Inc. affiliates.

## Other

The Company has provided reserves for litigation, claims and proceedings involving the Company in accordance with SFAS No. 5, "Accounting for Contingencies." The Company recorded in the second quarter of 2005 a \$750 million litigation charge to increase the reserve for private litigation involving Enron, certain IPO allocation practices, research analyst independence and other related litigation. This charge, coupled with the charge recorded in 2002, brings the Company's reserves for these private litigation matters to \$1.0 billion after the application of settlements as of September 30, 2006.

We are involved in a number of judicial, regulatory and arbitration proceedings (including those described above) concerning matters arising in connection with the conduct of our businesses. Some of these actions have been brought on behalf of various classes of claimants and seek damages of material and/or indeterminate amounts. We believe, based on currently available information and advice of counsel, that the results of such proceedings, in the aggregate, will not have a material adverse effect on our financial condition but might be material to operating results for any particular period, depending, in part, upon the operating results for such period. The Company intends to defend itself vigorously in these matters, litigating or settling when determined by management to be in the best interests of the Company.

It is inherently difficult to predict the outcome of many of these matters. In presenting the condensed consolidated financial statements, management makes estimates regarding the outcome of these matters and records a reserve and takes a charge to income when losses with respect to such matters are probable and can be reasonably estimated. Estimates, by their nature, are based on judgment and currently available information and involve a variety of factors, including, but not limited to, the type and nature of the litigation, claim or proceeding, the progress of the matter, the advice of legal counsel, the Company's defenses and its experience in similar cases or proceedings as well as its assessment of matters, including settlements, involving other defendants in similar or related cases or proceedings. Further litigation charges or releases of litigation reserves may be necessary in the future as developments in such cases or proceedings warrant.

## *Item 1A: Risk Factors*

There are no material changes from the risk factors set forth in Part I, Item 1A, in the Company's Annual Report on Form 10-K for the year ended December 31, 2005.

## *Items 2, 3 and 4:*

Pursuant to General Instruction H of Form 10-Q, the information required by Items 2, 3 and 4 is omitted.

## *Item 6: Exhibits*

(a)	Exhibits	
	12	Statement re computation of ratio of earnings to fixed charges
	15	Letter re unaudited interim financial information
	31.1	Rule 13a-14(a) certification of Chief Executive Officer
	31.2	Rule 13a-14(a) certification of Chief Financial and Accounting Officer
	32	Section 1350 certifications

**SIGNATURE**

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

Credit Suisse (USA), Inc.

November 14, 2006

By: /s/ Paul J. O'Keefe  
Chief Financial and Accounting Officer  
(On behalf of the Registrant and as Principal Financial Officer)

## INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
12	Computation of ratio of earnings to fixed charges
15	Letter re unaudited interim financial information
31.1	Rule 13a-14(a) certification of Chief Executive Officer
31.2	Rule 13a-14(a) certification of Chief Financial and Accounting Officer
32	Section 1350 certifications

**CREDIT SUISSE (USA), INC. AND SUBSIDIARIES**  
**STATEMENT RE COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES**  
**(Unaudited)**  
**(In millions, except for ratio)**

	For the Nine Months Ended September 30, 2006	For the Year Ended December 31,				
	2005	2004	2003	2002	2001	
Earnings:						
Income (loss) before provision (benefit) for income taxes <sup>(1)</sup> .....	\$ 3,464	\$ 1,141	\$ 1,826	\$ 569	\$ (481)	\$ (464)
Add: Fixed Charges .....						
Interest expense (gross) .....	12,792	10,996	5,731	4,447	5,436	9,923
Interest factor in rents .....	134	168	161	159	167	187
 Total fixed charges from continuing operations.....	<u>12,926</u>	<u>11,164</u>	<u>5,892</u>	<u>4,606</u>	<u>5,603</u>	<u>10,110</u>
Subtract: Minority interests <sup>(2)</sup> .....	1,989	959	642	—	—	—
 Earnings before fixed charges and provision for income taxes.....	<u>\$ 14,401</u>	<u>\$ 11,346</u>	<u>\$ 7,076</u>	<u>\$ 5,175</u>	<u>\$ 5,122</u>	<u>\$ 9,646</u>
 Ratio of earnings to fixed charges .....	1.11	1.02	1.20	1.12	0.91 <sup>(3)</sup>	0.95 <sup>(4)</sup>

(1) Income (loss) from continuing operations before provision (benefit) for income taxes, minority interests, discontinued operations and cumulative effect of change in accounting principle.

(2) Related to the Company's consolidation of certain private equity funds.

(3) The dollar amount of the deficiency in the ratio of earnings to fixed charges was \$481 million for the year ended December 31, 2002.

(4) The dollar amount of the deficiency in the ratio of earnings to fixed charges was \$464 million for the year ended December 31, 2001.

November 14, 2006

The Board of Directors  
Credit Suisse (USA), Inc.  
New York, New York

Re: Registration statements No. 333-131970, 333-116241, 333-86720, 333-71850, 333-62422, 333-07657, 333-34149, 333-53499, 333-73405 and 333-30928

With respect to the subject registration statements, we acknowledge our awareness of the use therein of our report dated November 14, 2006 related to our review of interim financial information.

Pursuant to Rule 436 under the Securities Act of 1933 (the "Act"), such report is not considered part of a registration statement prepared or certified by an independent registered public accounting firm, or a report prepared or certified by an independent registered public accounting firm within the meaning of Sections 7 and 11 of the Act.

/s/ KPMG LLP  
New York, New York

**Rule 13a-14(a) Certification of Chief Executive Officer**

I, Brady W. Dougan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Credit Suisse (USA), Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

- a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2006

/s/ Brady W. Dougan

Name: Brady W. Dougan

Title: President and Chief Executive Officer

**Rule 13a-14(a) Certification of Chief Financial and Accounting Officer**

I, Paul J. O'Keefe, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Credit Suisse (USA), Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

- a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2006

/s/ Paul J. O'Keefe

Name: Paul J. O'Keefe

Title: Chief Financial and Accounting Officer

**Section 1350 Certifications**  
**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**  
**(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), each of the undersigned officers of Credit Suisse (USA), Inc. (the “Company”) does hereby certify, to such officer’s knowledge, that:

1. the Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 of the Company (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 14, 2006

/s/ Brady W. Dougan  
Name: Brady W. Dougan  
Title: President and Chief Executive Officer

November 14, 2006

/s/ Paul J. O’Keefe  
Name: Paul J. O’Keefe  
Title: Chief Financial and Accounting Officer