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

(Mark One)

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

For the quarterly period ended June 30, 2024

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 001-36111

AMERICAN HONDA FINANCE CORPORATION

(Exact name of registrant as specified in its charter)

California	**95-3472715**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
1919 Torrance Blvd., Torrance, California	**90501**
(Address of principal executive offices)	(Zip Code)

(310) 972-2288
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of exchange on which registered
1.950% Medium-Term Notes, Series A Due October 18, 2024	**HMC/24D**	**New York Stock Exchange**
0.750% Medium-Term Notes, Series A Due November 25, 2026	**HMC/26A**	**New York Stock Exchange**
3.500% Medium-Term Notes, Series A Due April 24, 2026	**HMC/26F**	**New York Stock Exchange**
Floating Rate Medium-Term Notes, Series A Due April 29, 2026	**HMC/26G**	**New York Stock Exchange**
0.300% Medium-Term Notes, Series A Due July 7, 2028	**HMC/28A**	**New York Stock Exchange**
1.500% Medium-Term Notes, Series A Due October 19, 2027	**HMC/27A**	**New York Stock Exchange**
3.750% Medium-Term Notes, Series A Due October 25, 2027	**HMC/27B**	**New York Stock Exchange**
5.600% Medium-Term Notes, Series A Due September 6, 2030	**HMC/30A**	**New York Stock Exchange**
3.650% Medium-Term Notes, Series A Due April 23, 2031	**HMC/31B**	**New York Stock Exchange**

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

As of July 31, 2024, the number of outstanding shares of common stock of the registrant was 13,660,000 all of which shares were held by American Honda Motor Co., Inc. None of the shares are publicly traded.

REDUCED DISCLOSURE FORMAT

American Honda Finance Corporation, a wholly-owned subsidiary of American Honda Motor Co., Inc., which in turn is a wholly-owned subsidiary of Honda Motor Co., Ltd., meets the requirements 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.

AMERICAN HONDA FINANCE CORPORATION
QUARTERLY REPORT ON FORM 10-Q
For the quarter ended June 30, 2024

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Cautionary Statement Regarding Forward-Looking Statements

Certain statements included herein constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 that involve a number of risks and uncertainties. Certain such forward-looking statements can be identified by the use of forward-looking terminology such as “believes,” “expects,” “may,” “will,” “should,” “seeks,” “scheduled,” or “anticipates” or similar expressions or the negative thereof or other variations thereof or comparable terminology, or by discussions of strategy, plans, or intentions. In addition, all information included herein with respect to projected or future results of operations, cash flows, financial condition, financial performance, or other financial or statistical matters constitute forward-looking statements. Such forward-looking statements are necessarily dependent on assumptions, data, or methods that may be incorrect or imprecise and that may be incapable of being realized. The following factors, among others, could cause actual results and other matters to differ materially from those in such forward-looking statements:

- the duration and severity of supply chain disruptions on the production of new vehicles and dealer inventory levels;
- declines in the financial condition or performance of Honda Motor Co., Ltd. or the sales of Honda or Acura products;
- changes in economic and general business conditions, both domestically and internationally, including inflationary pressures, increases in interest rates and changes in international trade policy;
- fluctuations in interest rates and currency exchange rates;
- the failure of our customers, dealers or counterparties to meet the terms of any contracts with us, or otherwise fail to perform as agreed;
- our inability to recover the estimated residual value of leased vehicles at the end of their lease terms;
- changes or disruption in our funding sources or access to the capital markets;
- changes in our, or Honda Motor Co., Ltd.’s, credit ratings;
- increases in competition from other financial institutions seeking to increase their share of financing of Honda and Acura products;
- the impact of pandemics, epidemics, and other public health crises, and efforts to contain them on our operations, liquidity and financial condition;
- changes in laws and regulations, including the result of financial services legislation, and related costs;
- changes in accounting standards;
- a failure or interruption in our operations; and
- a security breach or cyber attack.

Additional information regarding these and other risks and uncertainties to which our business is subject is contained in our Annual Report on Form 10-K for the fiscal year ended March 31, 2024 filed with the Securities and Exchange Commission on June 20, 2024. Readers of this Quarterly Report should review the information contained in that report, and in any subsequent reports that we file with the Securities and Exchange Commission as such risks and uncertainties may be amended, supplemented or superseded from time to time. We do not intend, and undertake no obligation to, update any forward-looking information to reflect actual results or future events or circumstances, except as required by applicable law.

PART I – FINANCIAL INFORMATION

Item1. Financial Statements

AMERICAN HONDA FINANCE CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(U.S. dollars in millions, except share data)

	June 30, 2024	March 31, 2024
Assets		
Cash and cash equivalents	$ 1,559	$ 1,670
Finance receivables, net of allowance for credit losses of $391 and $353	49,178	47,248
Investment in operating leases, net	27,667	27,378
Due from Parent and affiliated companies	161	137
Income taxes receivable	11	79
Other assets	1,313	1,214
Derivative instruments	597	743
Total assets	$ 80,486	$ 78,469
Liabilities and Equity		
Debt	$ 52,805	$ 50,917
Due to Parent and affiliated companies	135	153
Income taxes payable	188	148
Deferred income taxes	5,696	5,701
Other liabilities	1,462	1,455
Derivative instruments	1,334	1,472
Total liabilities	61,620	59,846
Commitments and contingencies (Note 8)		
Shareholder’s equity:		
Common stock, $100 par value. Authorized 15,000,000 shares; issued and outstanding 13,660,000 shares as of June 30, 2024 and March 31, 2024	1,366	1,366
Retained earnings	16,504	16,254
Accumulated other comprehensive loss	(150)	(137)
Total shareholder’s equity	17,720	17,483
Noncontrolling interest in subsidiary	1,146	1,140
Total equity	18,866	18,623
Total liabilities and equity	$ 80,486	$ 78,469

The following table presents the assets and liabilities of consolidated variable interest entities. These assets and liabilities are included in the consolidated balance sheets presented above. Refer to Note 9 for additional information.

	June 30, 2024	March 31, 2024
Finance receivables, net	$ 10,482	$ 9,796
Other assets	784	740
Total assets	$ 11,266	$ 10,536
Secured debt	$ 9,967	$ 9,351
Other liabilities	18	17
Total liabilities	$ 9,985	$ 9,368

See accompanying *Notes to Consolidated Financial Statements (Unaudited)*.

AMERICAN HONDA FINANCE CORPORATION
AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)
(U.S. dollars in millions)

	Three months ended June 30, 2024	Three months ended June 30, 2023
Revenues:		
Retail	$ 630	$ 436
Dealer	72	50
Operating leases	1,541	1,537
Total revenues	2,243	2,023
Leased vehicle expenses	1,057	1,110
Interest expense	554	323
Net revenues	632	590
Other income, net	40	29
Total net revenues	672	619
Expenses:		
General and administrative expenses	132	127
Provision for credit losses	71	79
Early termination loss on operating leases	18	12
(Gain)/Loss on derivative instruments	88	(71)
(Gain)/Loss on foreign currency revaluation of debt	(24)	50
Total expenses	285	197
Income before income taxes	387	422
Income tax expense	120	132
Net income	267	290
Less: Net income attributable to noncontrolling interest	17	25
Net income attributable to American Honda Finance Corporation	$ 250	$ 265

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)
(U.S. dollars in millions)

	Three months ended June 30, 2024	Three months ended June 30, 2023
Net income	$ 267	$ 290
Other comprehensive income:		
Foreign currency translation adjustment	(24)	48
Comprehensive income	243	338
Less: Comprehensive income attributable to noncontrolling interest	6	48
Comprehensive income attributable to American Honda Finance Corporation	$ 237	$ 290

See accompanying *Notes to Consolidated Financial Statements (Unaudited)*.

AMERICAN HONDA FINANCE CORPORATION
AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)
(U.S. dollars in millions)

	Total	Retained earnings	Accumulated other comprehensive income/(loss)	Common stock	Noncontrolling interest
Balance at March 31, 2023	$ 19,025	$ 16,688	$ (135)	$ 1,366	$ 1,106
Net income	290	265	—	—	25
Other comprehensive income	48	—	25	—	23
Balance at June 30, 2023	$ 19,363	$ 16,953	$ (110)	$ 1,366	$ 1,154
Balance at March 31, 2024	$ 18,623	$ 16,254	$ (137)	$ 1,366	$ 1,140
Net income	267	250	—	—	17
Other comprehensive loss	(24)	—	(13)	—	(11)
Balance at June 30, 2024	$ 18,866	$ 16,504	$ (150)	$ 1,366	$ 1,146

See accompanying *Notes to Consolidated Financial Statements (Unaudited)*.

AMERICAN HONDA FINANCE CORPORATION
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(U.S. dollars in millions)

	Three months ended June 30,	
	2024	**2023**
Cash flows from operating activities:		
Net income	$ 267	$ 290
Adjustments to reconcile net income to net cash provided by operating activities:		
Debt and derivative instrument valuation adjustments	48	36
Provision for credit losses	71	79
Early termination loss on operating leases	18	12
Depreciation on leased vehicles	1,058	1,116
Accretion of unearned subsidy income	(251)	(237)
Amortization of deferred dealer participation and other deferred costs	100	86
Gain on disposition of leased vehicles	(30)	(31)
Deferred income taxes	—	(118)
Changes in operating assets and liabilities:		
Income taxes receivable/payable	115	251
Other assets	(13)	(12)
Accrued interest/discounts on debt	37	38
Other liabilities	(79)	60
Due to/from Parent and affiliated companies	(43)	(79)
Net cash provided by operating activities	1,298	1,491
Cash flows from investing activities:		
Finance receivables acquired	(7,322)	(7,054)
Principal collected on finance receivables	5,217	4,443
Net change in wholesale loans	(84)	43
Purchase of operating lease vehicles	(4,478)	(3,638)
Disposal of operating lease vehicles	2,914	2,746
Cash received for unearned subsidy income	421	203
Other investing activities, net	(1)	—
Net cash used in investing activities	(3,333)	(3,257)

Statement continues on the next page.

AMERICAN HONDA FINANCE CORPORATION
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(U.S. dollars in millions)

	Three months ended June 30,	
	2024	**2023**
Cash flows from financing activities:		
Proceeds from issuance of commercial paper	$ 8,133	$ 12,487
Paydown of commercial paper	(7,302)	(11,893)
Proceeds from issuance of short-term debt	1,099	—
Paydown of short-term debt	(600)	—
Proceeds from issuance of medium-term notes and other debt	884	2,243
Paydown of medium-term notes and other debt	(865)	(1,650)
Proceeds from issuance of secured debt	1,995	1,496
Paydown of secured debt	(1,377)	(1,153)
Net cash provided by financing activities	1,967	1,530
Effect of exchange rate changes on cash and cash equivalents	(1)	3
Net decrease in cash and cash equivalents	(69)	(233)
Cash and cash equivalents and restricted cash at beginning of period	2,385	1,964
Cash and cash equivalents and restricted cash at end of period	$ 2,316	$ 1,731
Supplemental disclosures of cash flow information:		
Interest paid	$ 455	$ 216
Income taxes paid /(refunded)	$ 3	$ (3)

The following table provides a reconciliation of cash and cash equivalents and restricted cash from the Consolidated Balance Sheets to the Consolidated Statements of Cash Flows.

	June 30,	
	2024	**2023**
Cash and cash equivalents	$ 1,559	$ 1,226
Restricted cash included in other assets (1)	757	505
Total	$ 2,316	$ 1,731

(1) Restricted cash balances relate to securitization arrangements (Note 9).

See accompanying *Notes to Consolidated Financial Statements (Unaudited)*.

Note 1. Summary of Business and Significant Accounting Policies

Organizational Structure

American Honda Finance Corporation (AHFC) is a wholly-owned subsidiary of American Honda Motor Co., Inc. (AHM or the Parent). Honda Canada Finance Inc. (HCFI) is a majority-owned subsidiary of AHFC. Noncontrolling interest in HCFI is held by Honda Canada Inc. (HCI), an affiliate of AHFC. AHM is a wholly-owned subsidiary and HCI is an indirect wholly-owned subsidiary of Honda Motor Co., Ltd. (HMC). AHM and HCI are the sole authorized distributors of Honda and Acura products, including motor vehicles, parts and accessories in the United States and Canada.

Unless otherwise indicated by the context, all references to the “Company”, “we”, “us”, and “our” in this report include AHFC and its consolidated subsidiaries, and references to “AHFC” refer solely to American Honda Finance Corporation (excluding AHFC’s subsidiaries).

Basis of Presentation

The unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim information, and instructions to the Quarterly Report on Form 10-Q and Rule 10-01 of Regulation S-X. In the opinion of management, these unaudited interim financial statements include all adjustments, consisting of normal recurring adjustments, necessary for a fair statement of the results for the interim periods presented. Results for interim periods should not be considered indicative of results for the full year or for any other interim period. These unaudited interim financial statements should be read in conjunction with the Company’s audited consolidated financial statements, significant accounting policies, and the other notes to the consolidated financial statements for the fiscal year ended March 31, 2024 included in the Company’s Annual Report on Form 10-K, which was filed with the Securities and Exchange Commission (SEC) on June 20, 2024. All significant intercompany balances and transactions have been eliminated upon consolidation.

Recently Issued Accounting Standards

In November 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. The amendments improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments are effective for the Company for fiscal years beginning April 1, 2024 and for interim periods beginning April 1, 2025. The Company is currently assessing the impact of this standard on the consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. The amendments enhance the transparency and decision usefulness of income tax disclosures, including jurisdictional information, by requiring consistent categories and greater disaggregation of information in the rate reconciliation and income taxes paid disclosures. The amendments also eliminate certain disclosure requirements related to uncertain tax positions and unrecognized deferred tax liabilities. The amendments are effective for the Company for fiscal years beginning April 1, 2025. The Company is currently assessing the impact of this standard on the consolidated financial statements.

Note 2. Finance Receivables

Finance receivables consisted of the following:

	June 30, 2024		
	Retail	Dealer	Total
	(U.S. dollars in millions)		
Finance receivables	$ 45,305	$ 4,231	$ 49,536
Allowance for credit losses	(383)	(8)	(391)
Deferred dealer participation and other deferred costs	611	—	611
Unearned subsidy income	(578)	—	(578)
Finance receivables, net	$ 44,955	$ 4,223	$ 49,178

	March 31, 2024		
	Retail	Dealer	Total
	(U.S. dollars in millions)		
Finance receivables	$ 43,492	$ 4,060	$ 47,552
Allowance for credit losses	(345)	(8)	(353)
Deferred dealer participation and other deferred costs	600	—	600
Unearned subsidy income	(551)	—	(551)
Finance receivables, net	$ 43,196	$ 4,052	$ 47,248

Finance receivables include retail loans with a net carrying amount of $10.5 billion and $9.8 billion as of June 30, 2024 and March 31, 2024, respectively, which have been transferred to bankruptcy-remote Special Purpose Entities (SPEs) and are considered to be legally isolated but do not qualify for sale accounting treatment. These retail loans are restricted and serve as collateral for the payment of the related secured debt obligations. Refer to Note 9 for additional information.

Allowance for Credit Losses

The following is a summary of the activity in the allowance for credit losses of finance receivables:

	Three months ended June 30, 2024		
	Retail	**Dealer**	**Total**
	(U.S. dollars in millions)		
Beginning balance as of April 1, 2024	$ 345	$ 8	$ 353
Provision	71	—	71
Charge-offs	(79)	—	(79)
Recoveries	46	—	46
Effect of translation adjustment	—	—	—
Ending balance as of June 30, 2024	$ 383	$ 8	$ 391

	Three months ended June 30, 2023		
	Retail	**Dealer**	**Total**
	(U.S. dollars in millions)		
Beginning balance as of April 1, 2023	$ 248	$ 5	$ 253
Provision	79	—	79
Charge-offs	(47)	—	(47)
Recoveries	23	—	23
Effect of translation adjustment	—	—	—
Ending balance as of June 30, 2023	$ 303	$ 5	$ 308

The allowance increased during the three months ended June 30, 2024 primarily due to the expected credit losses recognized on the high volume of retail loan acquisitions during the period. The increase was also attributable to the increasing trend of delinquencies and net charge offs.

Delinquencies

Collection experience provides an indication of the credit quality of finance receivables. For retail loans, delinquencies are a good predictor of charge-offs in the near term. The likelihood of accounts charging off is significantly higher once an account becomes 60 days delinquent. Retail loans are considered delinquent if more than 10% of a scheduled payment is contractually past due on a cumulative basis. Dealer loans are considered delinquent when any payment is contractually past due. The following is an aging analysis of past due finance receivables:

	30 – 59 days past due	60 – 89 days past due	90 days or greater past due	Total past due	Current or less than 30 days past due	Total finance receivables
			(U.S. dollars in millions)			
June 30, 2024						
Retail loans:						
New automobile	$ 282	$ 69	$ 15	$ 366	$ 35,205	$ 35,571
Used and certified automobile	148	44	11	203	8,089	8,292
Motorcycle and other	15	7	4	26	1,449	1,475
Total retail loans	445	120	30	595	44,743	45,338
Dealer loans:						
Wholesale flooring	1	—	—	1	2,867	2,868
Commercial loans	—	—	—	—	1,363	1,363
Total dealer loans	1	—	—	1	4,230	4,231
Total finance receivables	$ 446	$ 120	$ 30	$ 596	$ 48,973	$ 49,569
March 31, 2024						
Retail loans:						
New automobile	$ 253	$ 59	$ 15	$ 327	$ 33,858	$ 34,185
Used and certified automobile	134	33	9	176	7,815	7,991
Motorcycle and other	15	6	3	24	1,341	1,365
Total retail loans	402	98	27	527	43,014	43,541
Dealer loans:						
Wholesale flooring	1	—	—	1	2,785	2,786
Commercial loans	—	—	—	—	1,274	1,274
Total dealer loans	1	—	—	1	4,059	4,060
Total finance receivables	$ 403	$ 98	$ 27	$ 528	$ 47,073	$ 47,601

Credit Quality Indicators

Credit losses are an expected cost of extending credit. The majority of our credit risk is with consumer financing and to a lesser extent with dealer financing. Exposure to credit risk in retail loans is managed through regular monitoring and adjusting of underwriting standards, pricing of contracts for expected losses, and focusing collection efforts to minimize losses. Exposure to credit risk for dealers is managed through ongoing review of their financial condition and payment performance.

Retail Loan Segment

The Company utilizes proprietary credit scoring systems to evaluate the credit risk of applicants and assign internal credit grades at origination. Factors used to develop a customer's credit grade include the terms of the contract, the loan-to-value ratio, the customer's debt ratios, and credit bureau attributes such as the number of trade lines, utilization ratio, and number of credit inquiries. Different scorecards are utilized depending on the type of product financed. The Company regularly reviews and analyzes the performance of the consumer-financing portfolio to ensure the effectiveness of underwriting guidelines, purchasing criteria and scorecard predictability of customers. Internal credit grades are determined only at the time of origination and are not reassessed during the life of the contract. The following describes the internal credit grade ratings.

A - Borrowers classified as very low credit risks. Based on their application and credit bureau report, they have the ability to pay and have shown a willingness to pay. Generally, A credit borrowers have an extensive credit history, an excellent payment record and extensive financial resources.

B - Borrowers classified as relatively low credit risks. Based on their application and credit bureau report, they have the ability to pay and have shown a willingness to pay. Generally, B credit borrowers may have one or more conditions that could reduce the internal credit score, such as a shorter credit history or a minor credit weakness.

C - Borrowers classified as moderate credit risks. Based on their application and credit bureau report, they may have limited financial resources, limited credit history, or a weakness in credit history.

D - Borrowers classified as relatively higher credit risks. Based on their application and credit bureau report, they may have very limited financial resources, very limited or no credit history, or a poor credit history.

Others - Borrowers, including businesses, without credit bureau reports.

The following table summarizes the amortized cost of retail loans by internal credit grade:

	Retail loans by vintage fiscal year						
	2025	2024	2023	2022	2021	Prior	Total
	(U.S. dollars in millions)						
June 30, 2024							
Credit grade A	$ 4,205	$ 12,813	$ 5,214	$ 3,193	$ 2,413	$ 497	$ 28,335
Credit grade B	1,120	3,811	1,881	984	667	225	8,688
Credit grade C	809	2,650	1,214	668	452	197	5,990
Credit grade D	244	718	274	161	128	103	1,628
Others	103	308	128	84	48	26	697
Total retail loans	$ 6,481	$ 20,300	$ 8,711	$ 5,090	$ 3,708	$ 1,048	$ 45,338
Gross charge-offs for the three months ended June 30, 2024	$ —	$ 38	$ 22	$ 10	$ 5	$ 4	$ 79

	Retail loans by vintage fiscal year						
	2024	2023	2022	2021	2020	Prior	Total
	(U.S. dollars in millions)						
March 31, 2024							
Credit grade A	$ 14,094	$ 5,788	$ 3,713	$ 2,907	$ 597	$ 121	$ 27,220
Credit grade B	4,110	2,065	1,113	778	237	66	8,369
Credit grade C	2,853	1,338	758	526	200	61	5,736
Credit grade D	779	306	182	149	97	36	1,549
Others	338	142	96	57	22	12	667
Total retail loans	$ 22,174	$ 9,639	$ 5,862	$ 4,417	$ 1,153	$ 296	$ 43,541
Gross charge-offs for the fiscal year ended March 31, 2024	$ 58	$ 109	$ 61	$ 34	$ 19	$ 12	$ 293

Dealer Loan Segment

The Company utilizes an internal risk rating system to evaluate dealer credit risk. Dealerships are assigned an internal risk rating based on an assessment of their financial condition and other factors. Factors including liquidity, financial strength, management effectiveness, and operating efficiency are evaluated when assessing their financial condition. Financing limits and interest rates are based upon these risk ratings. Monitoring activities including financial reviews and inventory inspections are performed more frequently for dealerships with weaker risk ratings. The financial conditions of dealerships are reviewed and their risk ratings are updated at least annually.

Dealerships have been divided into the following groups:

Group I - Dealerships in the strongest internal risk rating tier

Group II - Dealerships with internal risk ratings below the strongest tier

Group III - Dealerships with impaired loans

The following table summarizes the amortized cost of dealer loans by risk rating groups:

	Commercial loans by vintage fiscal year								
	2025	2024	2023	2022	2021	Prior	Revolving loans	Wholesale Flooring	Total
	(U.S. dollars in millions)								
June 30, 2024									
Group I	$ —	$ 141	$ 53	$ 14	$ 118	$ 127	$ 842	$ 1,887	$ 3,182
Group II	—	44	4	—	—	20	—	978	1,046
Group III	—	—	—	—	—	—	—	3	3
Total dealer loans	$ —	$ 185	$ 57	$ 14	$ 118	$ 147	$ 842	$ 2,868	$ 4,231
Gross charge-offs for the three months ended June 30, 2024	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —

	Commercial loans by vintage fiscal year								
	2024	2023	2022	2021	2020	Prior	Revolving loans	Wholesale Flooring	Total
	(U.S. dollars in millions)								
March 31, 2024									
Group I	$ 146	$ 55	$ 9	$ 114	$ 45	$ 84	$ 748	$ 1,874	$ 3,075
Group II	44	3	5	1	—	20	—	911	984
Group III	—	—	—	—	—	—	—	1	1
Total dealer loans	$ 190	$ 58	$ 14	$ 115	$ 45	$ 104	$ 748	$ 2,786	$ 4,060
Gross charge-offs for the fiscal year ended March 31, 2024	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —

Loan Modifications

The contractual terms of loans may be modified when borrowers are experiencing financial difficulties in an effort to mitigate losses. There were no dealer loans that were modified for dealers experiencing financial difficulties during the three months ended June 30, 2024. Payment deferrals are granted on retail loans, however the delays in payments are considered insignificant since the number of deferred payments are limited and interest continues to accrue during the deferral period. Starting in April 2023, the Company began granting term extensions on retail loans in the United States. Term extensions extend the maturity date of the loan which reduces the monthly payments over the remaining extended term of the loan. Term extensions do not change the contractual interest rates or reduce the outstanding principal balances. During the three months ended June 30, 2024, term extensions were not material to the Company's consolidated financial statements. Retail loans may also be modified in reorganization proceedings pursuant to the U.S. Bankruptcy Code, which may include interest rate adjustments, term extensions, and principal forgiveness. Retail loans modified under bankruptcy protection were not material to the Company's consolidated financial statements during the three months ended June 30, 2024.

Note 3. Investment in Operating Leases

Investment in operating leases consisted of the following:

	June 30, 2024	March 31, 2024
	(U.S. dollars in millions)	
Operating lease vehicles	$ 34,723	$ 34,840
Accumulated depreciation	(6,065)	(6,616)
Deferred dealer participation and initial direct costs	109	103
Unearned subsidy income	(997)	(854)
Estimated early termination losses	(103)	(95)
Investment in operating leases, net	$ 27,667	$ 27,378

Operating lease revenue consisted of the following:

	Three months ended June 30,	
	2024	2023
	(U.S. dollars in millions)	
Lease payments	$ 1,390	$ 1,400
Subsidy income and dealer rate participation, net	139	128
Reimbursed lessor costs	12	9
Total operating lease revenue, net	$ 1,541	$ 1,537

Leased vehicle expenses consisted of the following:

	Three months ended June 30,	
	2024	2023
	(U.S. dollars in millions)	
Depreciation expense	$ 1,058	$ 1,116
Initial direct costs and other lessor costs	29	25
Gain on disposition of leased vehicles (1)	(30)	(31)
Total leased vehicle expenses, net	$ 1,057	$ 1,110

(1) Included in the gain on disposition of leased vehicles are end of term charges of $4 million and $1 million for the three months ended June 30, 2024, and 2023, respectively.

Contractual operating lease payments due as of June 30, 2024 are summarized below. Based on the Company's experience, it is expected that a portion of the Company's operating leases will terminate prior to the scheduled lease term. The summary below should not be regarded as a forecast of future cash collections.

Twelve-month periods ending June 30,		**(U.S. dollars in millions)**
2025	$	4,704
2026		3,471
2027		1,605
2028		324
2029		46
Total	$	10,150

The Company recognized early termination losses on operating leases of $18 million and of $12 million during the three months ended June 30, 2024 and 2023, respectively. Net realized losses totaled $10 million and $3 million during the three months ended June 30, 2024 and 2023, respectively.

The general allowance for uncollectible operating lease receivables was recorded through a reduction to revenue of $6 million and $3 million for the three months ended June 30, 2024 and 2023, respectively.

No impairment losses due to declines in estimated residual values were recognized during both the three months ended June 30, 2024 and 2023.

Note 4. Debt

The Company issues debt in various currencies with both floating and fixed interest rates. Outstanding debt net of discounts and fees, weighted average contractual interest rates and range of contractual interest rates were as follows:

			Weighted average contractual interest rate (1)		Contractual interest rate ranges	
	June 30, 2024	March 31, 2024	June 30, 2024	March 31, 2024	June 30, 2024	March 31, 2024
	(U.S. dollars in millions)					
Unsecured debt:						
Commercial paper	$ 6,105	$ 5,293	5.59 %	5.64 %	4.64 - 5.63%	5.02 - 5.70%
Bank loans	1,795	1,804	5.92 %	6.05 %	5.35 - 6.60%	5.68 - 6.57%
Public MTN program	31,509	31,151	3.68 %	3.58 %	0.30 - 6.14%	0.30 - 6.06%
Other debt	3,429	3,318	3.90 %	3.59 %	1.34 - 6.16%	1.34 - 6.40%
Total unsecured debt	42,838	41,566				
Secured debt	9,967	9,351	4.75 %	4.56 %	0.33 - 5.87%	0.27 - 5.94%
Total debt	$ 52,805	$ 50,917				

(1) Weighted average contractual interest rates for commercial paper are bond equivalent yields. Contractual interest rates approximate effective yields.

As of June 30, 2024, the outstanding principal balance of long-term debt with floating interest rates totaled $8.1 billion, long-term debt with fixed interest rates totaled $36.9 billion, and short-term debt with floating or fixed interest rates totaled $7.8 billion. As of March 31, 2024, the outstanding principal balance of long-term debt with floating interest rates totaled $7.7 billion, long-term debt with fixed interest rates totaled $36.9 billion, and short-term debt with floating or fixed interest rates totaled $6.3 billion.

Commercial Paper

As of both June 30, 2024 and March 31, 2024, the Company had commercial paper programs that provide the Company with available funds of up to $8.8 billion, at prevailing market interest rates for terms up to one year. The commercial paper programs are supported by the Keep Well Agreements with HMC described in Note 6.

Outstanding commercial paper averaged $5.4 billion and $6.8 billion during the three months ended June 30, 2024 and 2023, respectively. The maximum balance outstanding at any month-end during the three months ended June 30, 2024 and 2023 was $6.1 billion and $7.0 billion, respectively.

Bank Loans

Outstanding bank loans at June 30, 2024 were long-term, with floating interest rates, and denominated in U.S. dollars or Canadian dollars. Outstanding bank loans have prepayment options. No outstanding bank loans as of June 30, 2024 were supported by the Keep Well Agreements with HMC described in Note 6. Outstanding bank loans contain certain covenants, including limitations on liens, mergers, consolidations and asset sales.

Public MTN Program

In August 2022, AHFC renewed its Public MTN program by filing a registration statement with the SEC under which it may issue from time to time up to $30.0 billion aggregate principal amount of Public MTNs pursuant to the Public MTN program. The aggregate principal amount of MTNs offered under this program may be increased from time to time. Notes outstanding under the Public MTN program as of June 30, 2024 were short-term and long-term, with either fixed or floating interest rates, and denominated in U.S. dollars, Euro or Sterling. Notes under this program are issued pursuant to an indenture which contains certain covenants, including negative pledge provisions and limitations on mergers, consolidations and asset sales.

Other Debt

The outstanding balances as of June 30, 2024 consisted of private placement debt issued by HCFI which are long-term, with either fixed or floating interest rates, and denominated in Canadian dollars. Private placement debt is supported by the Keep Well Agreement with HMC described in Note 6. The notes are issued pursuant to the terms of an indenture which contain certain covenants, including negative pledge provisions.

Secured Debt

The Company issues notes through financing transactions that are secured by assets held by issuing SPEs. Notes outstanding as of June 30, 2024 were long-term and short-term with either fixed or floating interest rates, and denominated in U.S. dollars or Canadian dollars. Repayment of the notes is dependent on the performance of the underlying retail loans. Refer to Note 9 for additional information on the Company's secured financing transactions.

Credit Agreements

Syndicated Bank Credit Facilities

AHFC maintains a $7.0 billion syndicated bank credit facility that includes a $3.5 billion credit agreement, which expires on February 21, 2025, a $2.1 billion credit agreement, which expires on February 25, 2026, and a $1.4 billion credit agreement, which expires on February 25, 2028. As of June 30, 2024, no amounts were drawn upon under the AHFC credit agreements. AHFC intends to renew or replace these credit agreements prior to or on their respective expiration dates.

HCFI maintains a $1.5 billion syndicated bank credit facility that includes a $731 million credit agreement, which expires on March 25, 2025 and a $731 million credit agreement, which expires on March 25, 2027. As of June 30, 2024, no amounts were drawn upon under the HCFI credit agreements. HCFI intends to renew or replace the credit agreements prior to or on the expiration dates.

The credit agreements contain customary covenants, including limitations on liens, mergers, consolidations and asset sales and affiliate transactions. Loans, if any, under the credit agreements will be supported by the Keep Well Agreement described in Note 6.

Other Credit Agreements

AHFC maintains other committed lines of credit that allow the Company access to an additional $1.0 billion in unsecured funding with two banks. The credit agreements contain customary covenants, including limitations on liens, mergers, consolidations and asset sales. As of June 30, 2024, no amounts were drawn upon under these agreements. These agreements expire in September 2024. The Company intends to renew or replace these credit agreements prior to or on their respective expiration dates.

Note 5. Derivative Instruments

The notional balances and fair values of the Company's derivatives are presented below. The derivative instruments are presented on a gross basis in the Company's consolidated balance sheets. Refer to Note 12 regarding the valuation of derivative instruments.

	June 30, 2024			March 31, 2024		
	Notional balances	Assets	Liabilities	Notional balances	Assets	Liabilities
	(U.S. dollars in millions)					
Interest rate swaps	$ 63,471	$ 565	$ 744	$ 64,146	$ 714	$ 881
Cross currency swaps	5,755	32	590	5,755	29	591
Gross derivative assets/liabilities		597	1,334		743	1,472
Collateral posted/held		5	6		1	9
Counterparty netting adjustment		(564)	(564)		(701)	(701)
Net derivative assets/liabilities		$ 38	$ 776		$ 43	$ 780

The income statement impact of derivative instruments is presented below. There were no derivative instruments designated as part of a hedge accounting relationship during the periods presented.

	Three months ended June 30,	
	2024	2023
	(U.S. dollars in millions)	
Interest rate swaps	$ 1	$ 126
Cross currency swaps	(89)	(55)
Total gain/(loss) on derivative instruments	$ (88)	$ 71

The fair value of derivative instruments is subject to the fluctuations in market interest rates and foreign currency exchange rates. Since the Company has elected not to apply hedge accounting, the volatility in the changes in fair value of these derivative instruments is recognized in earnings. All periodic interest settlements of derivative instruments are presented within cash flows from operating activities in the consolidated statements of cash flows. The final notional exchange of cross currency swaps are presented within cash flows from financing activities along with the paydowns of the related foreign currency denominated debt.

These derivative instruments also contain an element of credit risk in the event the counterparties are unable to meet the terms of the agreements. However, the Company minimizes the risk exposure by limiting the counterparties to major financial institutions that meet established credit guidelines. In the event of default, all counterparties are subject to legally enforceable master netting agreements. In Canada, HCFI is a party to reciprocal credit support agreements that require posting of cash collateral to mitigate counterparty credit risk on derivative positions. Posted collateral is recognized in other assets and held collateral is recognized in other liabilities.

Note 6. Transactions Involving Related Parties

The following tables summarize the income statement and balance sheet impact of transactions with the Parent and affiliated companies:

Income Statement	**Three months ended June 30,**	
	2024	**2023**
	(U.S. dollars in millions)	
Revenue:		
Subsidy income	$ 249	$ 236
General and administrative expenses:		
Support Compensation Agreement fees	20	15
Benefit plan expenses	1	2
Shared services	19	18
Lease expense	1	1

Balance Sheet	**June 30, 2024**	**March 31, 2024**
	(U.S. dollars in millions)	
Assets:		
Finance receivables, net:		
Unearned subsidy income	$ (567)	$ (542)
Investment in operating leases, net:		
Unearned subsidy income	(995)	(853)
Due from Parent and affiliated companies	161	137
Liabilities:		
Due to Parent and affiliated companies	135	153
Other liabilities:		
Accrued benefit expenses	65	64
Operating lease liabilities	10	11

Support Agreements

HMC and AHFC are parties to a Keep Well Agreement, effective as of September 9, 2005. This Keep Well Agreement provides that HMC will (1) maintain (directly or indirectly) at least 80% ownership in AHFC's voting stock and not pledge (directly or indirectly), or in any way encumber or otherwise dispose of, any such stock of AHFC that it is required to hold (or permit any of HMC's subsidiaries to do so), (2) cause AHFC to have a positive consolidated tangible net worth with tangible net worth defined as (a) stockholder's equity less (b) any intangible assets, determined on a consolidated basis in accordance with GAAP, and (3) ensure that AHFC has sufficient liquidity to meet its payment obligations for debt HMC has confirmed in writing is covered by this Keep Well Agreement, in accordance with its terms, or where necessary make available to AHFC, or HMC shall procure for AHFC, sufficient funds to enable AHFC to meet such obligations in accordance with such terms. This Keep Well Agreement is not a guarantee by HMC.

HMC and HCFI are parties to a Keep Well Agreement effective as of September 26, 2005. This Keep Well Agreement provides that HMC will (1) maintain (directly or indirectly) at least 80% ownership in HCFI's voting stock and not pledge (directly or indirectly), or in any way encumber or otherwise dispose of, any such stock of HCFI that it is required to hold (or permit any of HMC's subsidiaries to do so), (2) cause HCFI to have a positive consolidated tangible net worth with tangible net worth defined as (a) stockholder's equity less (b) any intangible assets, determined on a consolidated basis in accordance with generally accepted accounting principles in Canada, and (3) ensure that HCFI has sufficient liquidity to meet its payment obligations for debt HMC has confirmed in writing is covered by this Keep Well Agreement, in accordance with its terms, or where necessary make available to HCFI, or HMC shall procure for HCFI, sufficient funds to enable HCFI to meet such obligations in accordance with such terms. This Keep Well Agreement is not a guarantee by HMC.

Debt programs supported by the Keep Well Agreements consist of the Company's commercial paper programs, Public MTN Program, and HCFI's private placement debt and loans, if any, under AHFC's and HCFI's syndicated bank credit facilities. In connection with the above agreements, AHFC and HCFI have entered into separate Support Compensation Agreements, where each has agreed to pay HMC a quarterly fee based on the amount of outstanding debt that benefit from the Keep Well Agreements. Support Compensation Agreement fees are recognized in general and administrative expenses.

Incentive Financing Programs

The Company receives subsidy payments from AHM and HCI, which supplement the revenues on financing products offered under incentive programs. Subsidy payments received on retail loans and leases are deferred and recognized as revenue over the term of the related contracts. The unearned balance is recognized as reductions to the carrying value of finance receivables and investment in operating leases. Subsidy payments on dealer loans are received as earned.

Shared Services

The Company shares certain common expenditures with AHM and HCI, including information technology services and facilities. The allocated costs for shared services are included in general and administrative expenses.

Benefit Plans

The Company participates in various employee benefit plans that are sponsored by AHM and HCI. The allocated benefit plan expenses are included in general and administrative expenses.

Income taxes

The Company's U.S. income taxes are recognized on a modified separate return basis pursuant to an intercompany income tax allocation agreement with AHM. Income tax related items are not included in the tables above. Refer to Note 7 for additional information.

Other

The majority of the amounts due from the Parent and affiliated companies at June 30, 2024 and March 31, 2024 were related to incentive financing program subsidies. The majority of the amounts due to the Parent and affiliated companies at June 30, 2024 and March 31, 2024 were related to wholesale flooring payable to the Parent. These receivable and payable accounts are non-interest-bearing and short-term in nature and are expected to be settled in the normal course of business.

AHFC leases its premises from AHM and HCFI leases its premises from HCI.

In July 2024 and 2023, AHFC declared cash dividends of $536 million and $553 million, to its parent, AHM.

In July 2024, HCFI declared cash dividends to AHFC and HCI of $74 million and $68 million, respectively. In July 2023, HCFI declared cash dividends to AHFC and HCI of $37 million and $34 million, respectively.

Note 7. Income Taxes

On August 16, 2022, the Inflation Reduction Act of 2022 (IRA) was enacted into law. The IRA includes tax provisions for new corporate alternative minimum tax (CAMT) of 15% on adjusted financial statement income of corporations with profits greater than $1.0 billion, effective for taxable years beginning after December 31, 2022, in addition to a new tax credit for qualified commercial clean vehicles (QCCV) that applies to vehicles acquired after December 31, 2022. At June 30, 2024, based on proposed guidance and regulations issued to date, the Company does not expect to incur CAMT liability for fiscal year 2025 and expects to generate and utilize material QCCV tax credits during the fiscal year 2025. The Company accounts for the QCCV tax credits using the deferral method. The Company will continue to evaluate the effects of IRA as additional guidance and regulations are issued.

During fiscal years 2024 and 2025, several countries, including Japan and Canada, enacted tax laws to adopt various aspects of the Organization for Economic Cooperation and Development (OECD) Global Anti-Base Erosion Model Rules (GloBE Rules). The GloBE Rules are designed to ensure large multinational enterprises (MNEs) pay a minimum level of tax ("Minimum Tax") on income in each of the jurisdictions in which they operate. These rules generally apply to MNE groups with annual revenue of €750 million or more. The Company is in scope of the GloBE Rules, effective as of April 1, 2024, as a result of our affiliation with HMC. On June 20, 2024, Canada, where the Company's Canadian subsidiary HCFI is incorporated, enacted the Global Minimum Tax Act, which implemented the Income Inclusion Rule and Qualified Domestic Minimum Top-up tax under the GloBE Rules, effective from April 1, 2024. Since HCFI is expected to have an effective tax rate that exceeds the 15% minimum rate, the Company has no related current tax expense associated with the Minimum Tax as of June 30, 2024. To date, the U.S., where we have operations and conduct business, has not enacted laws to adopt the GloBE Rules. Based on preliminary analysis, we do not expect a material tax impact as a result of the GloBE Rules. The Company will continue to monitor legislative developments and changes in business for potential impacts of the GloBE Rules on future periods.

The Company's effective tax rate was 31.0% and 31.3% for the three months ended June 30, 2024 and 2023, respectively. The Company's effective tax rates for the three months ended June 30, 2024, differs from the U.S. federal statutory tax rate primarily as a result of U.S. state taxes.

The Company does not provide for income taxes on its share of the undistributed earnings of HCFI which are intended to be indefinitely reinvested outside the United States. At June 30, 2024, $1.0 billion of accumulated undistributed earnings of HCFI were intended to be so reinvested. If the undistributed earnings as of June 30, 2024 were to be distributed, the tax liability associated with these earnings would be $126 million, inclusive of currency translation adjustments.

As of June 30, 2024, the Company is subject to examination for U.S. federal returns filed for the taxable years ended March 31, 2014 through 2023, and for various U.S state returns filed for the taxable years ended March 31, 2008 through 2023. The Company's Canadian subsidiary, HCFI, is subject to examination for federal and provincial returns filed for the taxable years ended March 31, 2017 through 2023. The Company believes appropriate provision has been made for all outstanding issues for all open years and does not expect any material changes in the amounts of unrecognized tax benefits during the fiscal year ending March 31, 2025.

Note 8. Commitments and Contingencies

Operating Leases

The Company leases certain premises and equipment through operating leases. AHFC leases its premises and equipment from AHM and third parties, and HCFI leases its premises from HCI.

Many of the Company's leases contain renewal options, and generally have no residual value guarantees or material covenants. When it is reasonably certain that the Company will exercise the option to renew a lease, the Company will include the renewal option in the evaluation of the lease term. The Company has elected not to recognize right-of-use assets or lease liabilities for leases with a lease term of less than one year. As most of the Company's leases do not provide an implicit rate, the incremental borrowing rate is used in determining the present value of lease payments. The right-of-use assets in operating lease arrangements are reported in other assets on the Company's consolidated balance sheets.

Operating lease liabilities are reported in other liabilities on the Company's consolidated balance sheets. At June 30, 2024, maturities of operating lease liabilities were as follows:

Twelve-month periods ending June 30,	**(U.S. dollars in millions)**
2025	$ 10
2026	10
2027	10
2028	9
2029	7
Thereafter	22
Total undiscounted future lease obligations	68
Less: imputed interest	(7)
Operating lease liabilities	$ 61

Lease expense under operating leases was $2 million for both the three months ended June 30, 2024 and 2023. Lease expense is included within general and administrative expenses.

As of June 30, 2024, the weighted average remaining lease term for operating leases was 7.3 years and the weighted average remaining discount rate for operating leases was 3%.

Revolving Lines of Credit to Dealerships

The Company extends commercial revolving lines of credit to dealerships to support their business activities including facilities refurbishment and general working capital requirements. The amounts borrowed are generally secured by the assets of the borrowing entity. The unused balance of commercial revolving lines of credit was $479 million as of June 30, 2024. The Company also has commitments to finance the construction of automobile dealership facilities. The remaining unfunded balance for these construction loans was $7 million as of June 30, 2024.

Legal Proceedings and Regulatory Matters

The Company establishes accruals for legal claims when payments associated with the claims become probable and the costs can be reasonably estimated. When able, the Company will determine estimates of reasonably possible loss or range of loss, whether in excess of any related accrued liability or where there is no accrued liability. Given the inherent uncertainty associated with legal matters, the actual costs of resolving legal claims and associated costs of defense may be substantially higher or lower than the amounts for which accruals have been established.

The Company is involved, in the ordinary course of business, in various legal proceedings including claims of individual customers and purported class action lawsuits. Certain of these actions are similar to suits filed against other financial institutions and captive finance companies concerning business practices and policies. The Company is also subject to regulation, supervision, and licensing under various federal, state, provincial, and local statutes, ordinances and regulations which involve governmental reviews and inquiries from time to time. Based on available information and established accruals, management does not believe it is reasonably possible that the results of these proceedings, in the aggregate, will have a material adverse effect on the Company's consolidated financial statements.

In November 2023, the Company received a civil investigative demand issued by the Consumer Financial Protection Bureau (CFPB) in connection with the Company's furnishing of credit reporting information on consumer credit accounts. The Company is cooperating with the CFPB and is responding to their information requests. Management cannot predict the eventual scope, duration or outcome of this investigation and is unable to estimate the amount or range of potential losses, if any, at this time.

Note 9. Securitizations and Variable Interest Entities (VIE)

The Company utilizes SPEs for its asset-backed securitizations and these SPEs are considered VIEs, which are required to be consolidated by their primary beneficiary. The Company is considered to be the primary beneficiary of these SPEs due to (i) the power to direct the activities of the SPEs that most significantly impact the SPEs' economic performance through the Company's role as servicer, and (ii) the obligation to absorb losses or the right to receive residual returns that could potentially be significant to the SPEs through the subordinated certificates and residual interest retained. The debt securities issued by the SPEs to third-party investors along with the assets of the SPEs are included in the Company's consolidated financial statements.

During the three months ended June 30, 2024 and 2023, the Company issued notes through asset-backed securitizations, which were accounted for as secured financing transactions totaling $2.0 billion and $1.5 billion, respectively. The notes were secured by assets with an initial balance of $2.2 billion and $1.6 billion, respectively.

The table below presents the carrying amounts of assets and liabilities of consolidated SPEs as they are reported in the Company's consolidated balance sheets. All amounts exclude intercompany balances, which have been eliminated upon consolidation. Investors in notes issued by a SPE only have recourse to the assets of such SPE and do not have recourse to the assets of AHFC, HCFI, or its other subsidiaries or to other SPEs. The assets of SPEs are the only source of funds for repayment on the notes. There were no outstanding operating lease securitizations as of June 30, 2024.

	June 30, 2024				
	Assets			Liabilities	
	(U.S. dollars in millions)				
	Securitized assets	Restricted cash (1)	Other	Secured debt	Other
Retail loan securitizations	$ 10,482	$ 757	$ 27	$ 9,967	$ 18

	March 31, 2024				
	Assets			Liabilities	
	(U.S. dollars in millions)				
	Securitized assets	Restricted cash (1)	Other	Secured debt	Other
Retail loan securitizations	$ 9,796	$ 715	$ 25	$ 9,351	$ 17

(1) Included with other assets in the Company's consolidated balance sheets (Note 10).

In their role as servicers, AHFC and HCFI collect payments on the underlying securitized assets on behalf of the SPEs. Cash collected during a calendar month is required to be remitted to the SPEs in the following month. AHFC and HCFI are not restricted from using the cash collected for their general purposes prior to the remittance to the SPEs. As of June 30, 2024 and March 31, 2024, AHFC and HCFI had combined cash collections of $488 million and $476 million, respectively, which were required to be remitted to the SPEs.

Note 10. Other Assets

Other assets consisted of the following:

	June 30, 2024	March 31, 2024
	(U.S. dollars in millions)	
Accrued interest and fees on finance receivables	$ 173	$ 163
Accrued lease payments and fees on operating leases	66	64
Vehicles held for disposition	186	138
Restricted cash	757	715
Operating lease right-of-use assets	52	54
Other miscellaneous assets	79	80
Total	$ 1,313	$ 1,214

Note 11. Other Liabilities

Other liabilities consisted of the following:

	June 30, 2024	March 31, 2024
	(U.S. dollars in millions)	
Dealer payables	$ 222	$ 288
Accrued interest expense	415	317
Accounts payable and accrued expenses	318	334
Lease security deposits	49	50
Unearned income, operating leases	242	250
Operating lease liabilities	61	62
Uncertain tax positions	107	105
Other liabilities	48	49
Total	$ 1,462	$ 1,455

Note 12. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 2 inputs are those other than quoted prices included within Level 1 that are observable for the asset or liability. Level 3 inputs are unobservable inputs for the asset or liability. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Nonperformance risk is also required to be reflected in the fair value measurement, including an entity's own credit standing when measuring the fair value of a liability.

Recurring Fair Value Measurements

The following tables summarize the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

	June 30, 2024			
	Level 1	Level 2	Level 3	Total
	(U.S. dollars in millions)			
Assets:				
Derivative instruments:				
Interest rate swaps	$ —	$ 565	$ —	$ 565
Cross currency swaps	—	32	—	32
Total assets	$ —	$ 597	$ —	$ 597
Liabilities:				
Derivative instruments:				
Interest rate swaps	$ —	$ 744	$ —	$ 744
Cross currency swaps	—	590	—	590
Total liabilities	$ —	$ 1,334	$ —	$ 1,334

	March 31, 2024			
	Level 1	Level 2	Level 3	Total
	(U.S. dollars in millions)			
Assets:				
Derivative instruments:				
Interest rate swaps	$ —	$ 714	$ —	$ 714
Cross currency swaps	—	29	—	29
Total assets	$ —	$ 743	$ —	$ 743
Liabilities:				
Derivative instruments:				
Interest rate swaps	$ —	$ 881	$ —	$ 881
Cross currency swaps	—	591	—	591
Total liabilities	$ —	$ 1,472	$ —	$ 1,472

The valuation techniques used in measuring assets and liabilities at fair value on a recurring basis are described below:

Derivative Instruments

The Company's derivatives are transacted in over-the-counter markets and quoted market prices are not readily available. The Company uses third-party developed valuation models to value derivative instruments. These models estimate fair values using discounted cash flow modeling techniques, which utilize the contractual terms of the derivative instruments and market-based inputs, including interest rates and foreign exchange rates. Discount rates incorporate counterparty and HMC specific credit default spreads to reflect nonperformance risk.

The Company's derivative instruments are classified as Level 2 since all significant inputs are observable and do not require management judgment. There were no transfers between fair value hierarchy levels during the three months ended June 30, 2024 and 2023. Refer to Note 5 for additional information on derivative instruments.

Nonrecurring Fair Value Measurements

The following tables summarize nonrecurring fair value measurements recognized for assets still held at the end of the reporting periods presented:

	Level 1	Level 2	Level 3	Total	Lower-of-cost or fair value adjustment
	(U.S. dollars in millions)				
June 30, 2024					
Vehicles held for disposition	$ —	$ —	$ 136	$ 136	$ 47
June 30, 2023					
Vehicles held for disposition	$ —	$ —	$ 33	$ 33	$ 8

The following describes the methodologies and assumptions used in nonrecurring fair value measurements, which relate to the application of lower of cost or fair value accounting on long-lived assets.

Vehicles Held for Disposition

Vehicles held for disposition consist of returned and repossessed vehicles. They are valued at the lower of their carrying value or estimated fair value, less estimated disposition costs. The fair value is based on current average selling prices of like vehicles at wholesale used vehicle auctions.

Fair Value of Financial Instruments

The following tables summarize the carrying values and fair values of the Company’s financial instruments except for those measured at fair value on a recurring basis. Certain financial instruments and all nonfinancial assets and liabilities are excluded from fair value disclosure requirements including the Company’s investment in operating leases. The carrying values of cash and cash equivalents, restricted cash, and short-term investments approximate fair values due to the short-term nature and limited credit risk of the instruments.

	June 30, 2024				
	Carrying value	Fair value			
		Level 1	Level 2	Level 3	Total
	(U.S. dollars in millions)				
Assets:					
Dealer loans, net	$ 4,223	—	—	$ 3,861	$ 3,861
Retail loans, net	44,955	—		44,061	44,061
Liabilities:					
Commercial paper	$ 6,105	—	$ 6,105	—	$ 6,105
Bank loans	1,795	—	1,799	—	1,799
Medium-term note programs	31,509	—	30,764	—	30,764
Other debt	3,429	—	3,382	—	3,382
Secured debt	9,967	—	9,962	—	9,962

	March 31, 2024				
	Carrying value	Fair value			
		Level 1	Level 2	Level 3	Total
	(U.S. dollars in millions)				
Assets:					
Dealer loans, net	$ 4,052	—	—	$ 3,700	$ 3,700
Retail loans, net	43,196	—	—	42,280	42,280
Liabilities:					
Commercial paper	$ 5,293	—	$ 5,293	—	$ 5,293
Bank loans	1,804	—	1,811	—	1,811
Medium-term note programs	31,151	—	30,387	—	30,387
Other debt	3,318	—	3,251	—	3,251
Secured debt	9,351	—	9,333	—	9,333

Fair value information presented in the tables above is based on information available at June 30, 2024 and March 31, 2024. Although the Company is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been updated since those dates, and therefore, the current estimates of fair value at dates subsequent to those dates may differ significantly from the amounts presented herein.

Note 13. Segment Information

The Company's reportable segments are based on the two geographic regions where operating results are measured and evaluated by management: the United States and Canada.

Segment performance is evaluated using an internal measurement basis, which differs from the Company's consolidated results prepared in accordance with GAAP. Segment performance is evaluated on a pre-tax basis before the effect of valuation adjustments on derivative instruments and revaluations of foreign currency denominated debt. Since the Company does not elect to apply hedge accounting, the impact to earnings resulting from these valuation adjustments as reported under GAAP is not representative of segment performance as evaluated by management. Realized gains and losses on derivative instruments, net of realized gains and losses on foreign currency denominated debt, are included in the measure of net revenues when evaluating segment performance.

No adjustments are made to segment performance to allocate any revenues or expenses. Financing products offered throughout the United States and Canada are substantially similar. Segment revenues from the various financing products are reported on the same basis as GAAP consolidated results.

Financial information for the three months ended June 30, 2024 and 2023 is summarized in the following tables:

	United States	Canada	Valuation adjustments and reclassifications	Consolidated Total
		(U.S. dollars in millions)		
Three months ended June 30, 2024				
Revenues:				
Retail	$ 567	$ 63	$ —	$ 630
Dealer	65	7	—	72
Operating leases	1,329	212	—	1,541
Total revenues	1,961	282	—	2,243
Leased vehicle expenses	897	160	—	1,057
Interest expense	492	62	—	554
Realized (gains)/losses on derivatives and foreign currency denominated debt	26	(9)	(17)	—
Net revenues	546	69	17	632
Other income, net	36	4	—	40
Total net revenues	582	73	17	672
Expenses:				
General and administrative expenses	118	14	—	132
Provision for credit losses	67	4	—	71
Early termination loss on operating leases	18	—	—	18
Loss on derivative instruments	—	—	88	88
Gain on foreign currency revaluation of debt	—	—	(24)	(24)
Income before income taxes	$ 379	$ 55	$ (47)	$ 387
June 30, 2024				
Finance receivables, net	$ 44,278	$ 4,900	$ —	$ 49,178
Investment in operating leases, net	24,171	3,496	—	27,667
Total assets	71,790	8,696	—	80,486

	United States	Canada	Valuation adjustments and reclassifications	Consolidated Total
		(U.S. dollars in millions)		
Three months ended June 30, 2023				
Revenues:				
Retail	$ 388	$ 48	$ —	$ 436
Dealer	45	5	—	50
Operating leases	1,297	240	—	1,537
Total revenues	1,730	293	—	2,023
Leased vehicle expenses	925	185	—	1,110
Interest expense	269	54	—	323
Realized (gains)/losses on derivatives and foreign currency denominated debt	(40)	(16)	56	—
Net revenues	576	70	(56)	590
Other income, net	25	4	—	29
Total net revenues	601	74	(56)	619
Expenses:				
General and administrative expenses	114	13	—	127
Provision for credit losses	77	2	—	79
Early termination loss on operating leases	12	—	—	12
Gain on derivative instruments	—	—	(71)	(71)
Loss on foreign currency revaluation of debt	—	—	50	50
Income before income taxes	$ 398	$ 59	$ (35)	$ 422
June 30, 2023				
Finance receivables, net	$ 35,680	$ 4,444	$ —	$ 40,124
Investment in operating leases, net	23,723	3,909	—	27,632
Total assets	62,475	8,754	—	71,229

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Overview

Our primary focus, in collaboration with AHM and HCI, is to provide support for the sale of Honda and Acura products and maintain customer and dealer satisfaction and loyalty. To deliver this support effectively, we seek to maintain competitive cost of funds, efficient operations, and effective risk and compliance management. The primary factors influencing our results of operations, cash flows, and financial condition include the volume of Honda and Acura sales and the portion of those sales that we finance, our cost of funds, competition from other financial institutions, consumer credit defaults, and used motor vehicle prices.

A substantial portion of our consumer financing business is acquired through incentive financing programs sponsored by AHM and HCI. The volume of these incentive financing programs and the allocation of those programs between retail loans and leases may vary from fiscal period to fiscal period depending upon the respective marketing strategies of AHM and HCI. AHM and HCI’s marketing strategies are based in part on their business planning and control, in which we do not participate. Therefore, we cannot predict the level of incentive financing programs AHM and HCI may sponsor in the future. Our consumer financing acquisition volumes are substantially dependent on the extent to which incentive financing programs are offered. Increases in incentive financing programs generally increase our financing penetration rates, which typically results in increased financing acquisition volumes for us. The amount of subsidy payments we receive from AHM and HCI is dependent on the terms of the incentive financing programs and the interest rate environment. Subsidy payments are received upon acquisition and recognized in revenue throughout the life of the loan or lease; therefore, a significant change in the level of incentive financing programs in a fiscal period typically only has a limited impact on our results of operations for that period. The amount of subsidy income we recognize in a fiscal period is dependent on the cumulative level of subsidized contracts outstanding that were acquired through incentive financing programs.

We seek to maintain high quality consumer and dealer account portfolios, which we support with strong underwriting standards, risk-based pricing, and effective collection practices. Our cost of funds is facilitated by the diversity of our funding sources, and effective interest rate and foreign currency exchange risk management. We manage expenses to support our profitability, including adjusting staffing needs based upon our business volumes and centralizing certain functions. Additionally, we use risk and compliance management practices to optimize credit and residual value risk levels and maintain compliance with our pricing, underwriting and servicing policies at the United States, Canadian, state and provincial levels.

In our business operations, we incur costs related to funding, credit loss, residual value loss, and general and administrative expenses, among other expenses.

We analyze our operations in two business segments defined by geography: the United States and Canada. We measure the performance of our United States and Canada segments on a pre-tax basis before the effect of valuation adjustments on derivative instruments and revaluations of foreign currency denominated debt. For additional information regarding our segments, see Note 13—Segment Information of *Notes to Consolidated Financial Statements (Unaudited)*. The following tables and the related discussion are presented based on our geographically segmented consolidated financial statements.

References in this report to our “fiscal year 2025” and “fiscal year 2024” refer to our fiscal year ending March 31, 2025 and our fiscal year ended March 31, 2024, respectively.

Results of Operations

Operating Environment Overview

New vehicle production and dealer inventory levels have normalized since the lows we experienced during the first half of fiscal year 2023. Total consumer financing acquisition volumes remained strong with the support of incentive programs and our total outstanding asset balances continued to increase during the first quarter of fiscal year 2025. Interest rates remained elevated which has increased both the returns on more recently acquired financing assets and our funding costs. High interest rates have also contributed to an increase in the demand for 72 and 84 month retail loans.

The trend in delinquencies and charge-offs continued to increase which may be attributable to the negative effects of higher monthly loan and lease payments due to higher transaction prices, inflationary pressures, high interest rates, and other factors affecting consumers' ability to perform on their obligations. Used vehicle prices have softened but remain relatively strong with return rates on leased vehicles remaining at low levels.

Segment Results—Comparison of the Three months ended June 30, 2024 and 2023

Results of operations for the United States segment and the Canada segment are summarized below:

	United States Segment				Canada Segment				Consolidated	
	Three months ended June 30,		Difference		Three months ended June 30,		Difference		Three months ended June 30,	
	2024	2023	Amount	%	2024	2023	Amount	%	2024	2023
	(U.S. dollars in millions)									
Revenues:										
Retail	$ 567	$ 388	$ 179	46 %	$ 63	$ 48	$ 15	31 %	$ 630	$ 436
Dealer	65	45	20	44 %	7	5	2	40 %	72	50
Operating leases	1,329	1,297	32	2 %	212	240	(28)	(12)%	1,541	1,537
Total revenues	1,961	1,730	231	13 %	282	293	(11)	(4)%	2,243	2,023
Leased vehicle expenses	897	925	(28)	(3)%	160	185	(25)	(14)%	1,057	1,110
Interest expense	492	269	223	83 %	62	54	8	15 %	554	323
Realized losses/(gains) on derivatives and foreign currency debt	26	(40)	66	(165)%	(9)	(16)	7	(44)%	17	(56)
Net revenues	546	576	(30)	(5)%	69	70	(1)	(1)%	615	646
Other income	36	25	11	44 %	4	4	—	— %	40	29
Total net revenues	582	601	(19)	(3)%	73	74	(1)	(1)%	655	675
Expenses:										
General and administrative expenses	118	114	4	4 %	14	13	1	8 %	132	127
Provision for credit losses	67	77	(10)	(13)%	4	2	2	100 %	71	79
Early termination loss on operating leases	18	12	6	50 %	—	—	—	n/m	18	12
Income before income taxes	$ 379	$ 398	$ (19)	(5)%	$ 55	$ 59	$ (4)	(7)%	$ 434	$ 457

n/m = not meaningful

The following table summarizes average outstanding asset balances, units, and yields and average outstanding debt and interest rates.

	United States Segment				Canada Segment			
	Three months ended June 30,		Difference		Three months ended June 30,		Difference	
	2024	2023	Amount	%	2024	2023	Amount	%
	(U.S. dollars in millions except as noted, units in thousands) [1]							
Retail loans:								
Average outstanding balance	$39,933	$32,225	$ 7,708	24 %	$4,476	$3,916	$ 560	14 %
Average outstanding units	2,123	1,910	213	11 %	281	266	15	6 %
Effective yield	5.7 %	4.8 %			5.7 %	4.9 %		
Dealer loans:								
Average outstanding balance	$3,694	$2,518	$ 1,176	47 %	$ 379	$ 319	$ 60	19 %
Effective yield	7.1 %	7.1 %			7.1 %	6.9 %		
Operating leases:								
Average outstanding balance	$23,988	$23,771	$ 217	1 %	$3,530	$3,888	$ (358)	(9)%
Average outstanding units	845	939	(94)	(10)%	173	202	(29)	(14)%
Average monthly revenue[2]	$ 524	$ 461	$ 63	14 %	$ 409	$ 396	$ 13	3 %
Average monthly depreciation[2],[3]	$ 364	$ 338	$ 26	8 %	$ 314	$ 311	$ 3	1 %
Debt:								
Average outstanding balance	$46,512	$36,034	$10,478	29 %	$5,493	$5,290	$ 203	4 %
Effective interest rate	4.2 %	3.0 %			4.5 %	4.1 %		

(1) Average outstanding balances and units based on month end amounts during respective periods. Effective yields and interest rates based on average outstanding month end balances.
(2) U.S. dollars per unit. Average monthly revenue and depreciation based on average outstanding month end units.
(3) Excludes gains on disposition of leased vehicles.

United States Segment

Revenues

– Revenue from retail loans increased due to higher average outstanding balances and higher yields.

– Revenue from dealer loans increased due to higher average outstanding balances primarily of wholesale flooring loans as a result of higher dealer inventory levels and higher yields.

– Operating lease revenue increased due to the increase in average revenue per unit which was partially offset by lower average outstanding units.

Leased vehicle expenses

Leased vehicle expenses decreased due to lower average outstanding units, which was partially offset by higher average depreciation expense per unit.

Interest expense

Interest expense increased due to higher average interest rates and higher average outstanding debt. See "—*Liquidity and Capital Resources*" below for more information.

Realized (gains)/losses on derivatives and foreign currency debt

Net realized losses during the first quarter of fiscal year 2025 consisted of losses on pay float interest rate swaps of $146 million and losses on cross currency interest rate swaps of $67 million which were partially offset by gains on pay fixed interest rate swaps of $187 million.

Provision for credit losses

Provision for credit losses decreased due to a smaller increase in the allowance for credit losses, which was partially offset by an increase in net charge-offs. See "*—Financial Condition—Credit Risk*" below for more information.

Early termination loss on operating leases

Early termination losses on operating leases increased due to the increases in realized losses, our estimate of early termination losses, and acquisition volumes. See "*—Financial Condition—Credit Risk*" below for more information.

Canada Segment

Revenues

– Revenue from retail loans increased due to higher yields and higher average outstanding balances.
– Revenue from dealer loans increased due to higher average outstanding balances primarily of wholesale flooring loans as a result of higher dealer inventory levels and higher yields.
– Operating lease revenue decreased primarily due to lower average outstanding units and the effect of foreign currency translation adjustments.

Leased vehicle expenses

Leased vehicle expenses decreased due to lower average outstanding units and the effect of foreign currency translation adjustments.

Interest expense

Interest expense increased due to higher average interest rates and higher average outstanding debt. See "*—Liquidity and Capital Resources*" below for more information.

Realized (gains)/losses on derivative instruments

Net realized gains on interest rate swaps during the first quarter of fiscal year 2025 were attributable to realized gains on pay fixed interest rate swaps of $28 million which were partially offset by realized losses on pay float interest rate swaps of $19 million.

Provision for credit losses

Provision for credit losses increased due to the increase in provision for retail loans as a result of higher expected losses due to an increase in the trend of delinquencies and charge-offs. See "*—Financial Condition—Credit Risk*" below for more information.

Income tax expense

The consolidated effective tax rate was 31.0% for the first quarter of fiscal year 2025 compared to 31.3% for the same period in fiscal year 2024. The Company's effective tax rate for the three months ended June 30, 2024 differs from the U.S. federal statutory tax rate primarily as a result of U.S. state taxes. For additional information regarding income taxes, see Note 7—Income Taxes of *Notes to Consolidated Financial Statements (Unaudited)*.

Financial Condition

Consumer Financing

Consumer Financing Acquisition Volumes

The following table summarizes the number of retail loans and leases we acquired and the number of such loans and leases acquired through incentive financing programs sponsored by AHM and HCI:

	Three months ended June 30,			
	2024		2023	
	Acquired	Sponsored [2]	Acquired	Sponsored [2]
	(Units [1] in thousands)			
United States Segment				
Retail loans:				
New automobile	148	97	139	77
Used automobile	38	12	35	6
Motorcycle and other	26	10	22	5
Total retail loans	212	119	196	88
Leases	111	109	89	69
Canada Segment				
Retail loans	24	13	25	4
Leases	12	9	12	3
Consolidated				
Retail loans	236	132	221	92
Leases	123	118	101	72

(1) A unit represents one retail loan or lease contract, as noted, that was originated in the United States and acquired by AHFC or its subsidiaries, or that was originated in Canada and acquired by HCFI, in each case during the period shown.

(2) Represents the number of retail loans and leases acquired through incentive financing programs sponsored by AHM and/or HCI and only those contracts with subsidy payments. Excludes contracts where contractual rates met or exceeded AHFC's yield requirements and subsidy payments were not required.

Consumer Financing Penetration Rates

The following table summarizes the percentage of AHM and/or HCI sales of new automobiles and motorcycles that were financed with either retail loans or leases that we acquired:

	Three months ended June 30,	
	2024	2023
United States Segment		
New automobile	72%	66%
Motorcycle	42%	34%
Canada Segment		
New automobile	76%	67%
Motorcycle	34%	19%
Consolidated		
New automobile	73%	66%
Motorcycle	41%	32%

Consumer Financing Asset Balances

The following table summarizes our outstanding retail loan and lease asset balances and units:

	June 30, 2024	March 31, 2024	June 30, 2024	March 31, 2024
	(U.S. dollars in millions)		(Units [1] in thousands)	
United States Segment				
Retail loans:				
New automobile	$ 31,902	$ 30,591	1,554	1,509
Used automobile	7,190	6,931	403	394
Motorcycle and other	1,337	1,245	198	189
Total retail loans	$ 40,429	$ 38,767	2,155	2,092
Investment in operating leases	$ 24,171	$ 23,805	839	853
Securitized retail loans [2]	$ 9,969	$ 9,210	659	606
Canada Segment				
Retail loans	$ 4,526	$ 4,429	284	279
Investment in operating leases	$ 3,496	$ 3,573	169	175
Securitized retail loans [2]	$ 513	$ 586	43	45
Consolidated				
Retail loans	$ 44,955	$ 43,196	2,439	2,371
Investment in operating leases	$ 27,667	$ 27,378	1,008	1,028
Securitized retail loans [2]	$ 10,482	$ 9,796	702	651

(1) A unit represents one retail loan or lease contract, as noted, that was outstanding as of the date shown.
(2) Securitized retail loans represent the portion of total managed assets that have been sold in securitization transactions but continue to be recognized on our balance sheet.

In the United States segment, retail loan acquisition volumes increased by 8% and lease acquisition volumes increased by 25% during the first quarter of fiscal year 2025 compared to the same period in fiscal year 2024 primarily due to the increase in sponsored program volumes. The increase in availability of new vehicles and AHM sales, along with higher penetration rates, also contributed to the increase in consumer financing acquisition volumes. In the Canada segment, retail loan acquisition volumes decreased by 4% and lease acquisition volumes were consistent during the first quarter of fiscal year 2025 compared to the same period in fiscal year 2024.

Dealer Financing

Wholesale Flooring Financing Penetration Rates

The following table summarizes the number of dealerships with wholesale flooring financing agreements as a percentage of total Honda and Acura dealerships in the United States and/or Canada, as applicable:

	June 30, 2024	March 31, 2024
United States Segment		
Automobile	28 %	28 %
Motorcycle	98 %	98 %
Other	18 %	18 %
Canada Segment		
Automobile	28 %	28 %
Motorcycle	94 %	95 %
Other	93 %	93 %
Consolidated		
Automobile	28 %	28 %
Motorcycle	97 %	97 %
Other	21 %	21 %

Wholesale Flooring Financing Percentage of Sales

The following table summarizes the percentage of AHM unit sales in the United States and/or HCI unit sales in Canada, as applicable, that we financed through wholesale flooring loans with dealerships:

	Three months ended June 30,	
	2024	2023
United States Segment		
Automobile	22%	21%
Motorcycle	98%	98%
Other	11%	8%
Canada Segment		
Automobile	24%	24%
Motorcycle	88%	88%
Other	94%	97%
Consolidated		
Automobile	22%	21%
Motorcycle	97%	98%
Other	18%	9%

Dealer Financing Asset Balances

The following table summarizes our outstanding dealer financing asset balances and units:

	June 30, 2024	March 31, 2024	June 30, 2024	March 31, 2024
	(U.S. dollars in millions)		(Units [1] in thousands)	
United States Segment				
Wholesale flooring loans:				
Automobile	$ 1,920	$ 1,826	57	56
Motorcycle	568	549	65	66
Other	38	44	25	29
Total wholesale flooring loans	$ 2,526	$ 2,419	147	151
Commercial loans	$ 1,323	$ 1,233		
Canada Segment				
Wholesale flooring loans	$ 339	$ 365	40	48
Commercial loans	$ 35	$ 35		
Consolidated				
Wholesale flooring loans	$ 2,865	$ 2,784	187	199
Commercial loans	$ 1,358	$ 1,268		

(1) A unit represents one automobile, motorcycle, power equipment, or marine engine, as applicable, financed through a wholesale flooring loan that was outstanding as of the date shown.

Credit Risk

Credit losses are an expected cost of extending credit. The majority of our credit risk is in consumer financing and to a lesser extent in dealer financing. Credit risk of our portfolio of consumer finance receivables can be affected by general economic conditions. Adverse changes, such as a rise in unemployment or an increase in inflationary pressures, can increase the likelihood of defaults. Declines in used vehicle prices can reduce the amount of recoveries on repossessed collateral. We manage our exposure to credit risk in retail loans by monitoring and adjusting our underwriting standards, which affect the level of credit risk that we assume, pricing contracts for expected losses and focusing collection efforts to minimize losses. We manage our exposure to credit risk for dealers through ongoing reviews of their financial condition and payment performance.

We are also exposed to credit risk on our portfolio of operating lease assets. We expect a portion of our operating leases to terminate prior to their scheduled maturities when lessees default on their contractual obligations. Losses are generally realized upon the disposition of the repossessed operating lease vehicles. The factors affecting credit risk on our operating leases and our management of the risk are similar to that of our consumer finance receivables.

Credit risk on dealer loans is affected primarily by the financial strength of the dealers within the portfolio, the value of collateral securing the financings, and economic and market factors that could affect the creditworthiness of dealers. We manage our exposure to credit risk in dealer financing by performing comprehensive reviews of dealers prior to establishing financing arrangements and monitoring the payment performance and creditworthiness of these dealers on an ongoing basis. In the event of default by a dealer, we seek all available legal remedies pursuant to related dealer agreements, guarantees, security interests on collateral, or liens on dealership assets. Additionally, we have agreements with AHM and HCI that provide for their repurchase of new, unused, undamaged and unregistered vehicles or equipment that have been repossessed from dealers who defaulted under the terms of their respective wholesale flooring agreements.

The allowance for credit losses is management's estimate of lifetime expected credit losses on the amortized cost basis of finance receivables. Additional information regarding credit losses is provided in the discussion of "—*Critical Accounting Estimates—Allowance for Credit Losses and Estimated Early Termination Losses on Operating Lease Assets*" below.

The following table presents information with respect to our allowance for credit losses and credit loss experience of our finance receivables and losses related to lessee defaults on our operating leases:

	United States Segment		Canada Segment		Consolidated	
	As of or for the three months ended June 30,					
	2024	2023	2024	2023	2024	2023
	(U.S. dollars in millions)					
Finance receivables:						
Allowance for credit losses at beginning of period	$ 339	$ 242	$ 14	$ 11	$ 353	$ 253
Provision for credit losses	67	77	4	2	71	79
Charge-offs, net of recoveries	(30)	(23)	(3)	(1)	(33)	(24)
Effect of translation adjustment	—	—		—	—	—
Allowance for credit losses at end of period	$ 376	$ 296	$ 15	$ 12	$ 391	$ 308
Charge-offs as a percentage of average receivable balance (1), (3)	0.28 %	0.27 %	0.21 %	0.07 %	0.27 %	0.24 %
Allowance as a percentage of ending receivable balance (1)	0.84 %	0.82 %	0.31 %	0.30 %	0.79 %	0.76 %
Delinquencies (60 or more days past due):						
Delinquent amount (2)	$ 142	$ 128	$ 6	$ 4	$ 148	$ 132
As a percentage of ending receivable balance (1),(2)	0.32 %	0.36 %	0.12 %	0.09 %	0.30 %	0.33 %
Operating leases:						
Early termination loss on operating leases	$ 18	$ 12	$ —	$ —	$ 18	$ 12

(1) Ending and average receivable balances exclude the allowance for credit losses, unearned subvention income related to our incentive financing programs and deferred origination costs. Average receivable balances are calculated based on the average of each month's ending receivables balance for that fiscal year.

(2) For the purposes of determining whether a contract is delinquent, payment is generally considered to have been made, in the case of (i) dealer loans, upon receipt of 100% of the payment when due and (ii) consumer finance receivables, upon receipt of 90% of the sum of the current monthly payment plus any overdue monthly payments. Delinquent amounts presented are the aggregated principal balances of delinquent finance receivables. Payments that were granted deferrals are not considered delinquent during the deferral period.

(3) Percentages for the three months ended June 30, 2024 and 2023 have been annualized.

In the United States segment, we recognized a provision for credit losses on our finance receivables of $67 million and $77 million during the first quarter of fiscal year 2025 and 2024, respectively. The decrease in the provision for credit losses was due to a smaller increase in the allowance for credit losses during the first quarter of fiscal year 2025 compared to the same period in fiscal year 2024, which was partially offset by an increase in net charge-offs. The increase in net charge-offs was due to the increase in the volume of retail loans with longer terms which typically have higher loan-to-value ratios, and as a result, higher loss severities. We recognized early termination losses on operating leases of $18 million and $12 million during the first quarter of fiscal year 2025 and 2024, respectively. Early termination losses on operating leases increased due to the increases in realized losses, our estimate of early termination losses, and acquisition volumes. The increase in operating lease delinquencies and forecasted unemployment rates contributed to the increase in our estimate of early termination losses.

In the Canada segment, we recognized a provision for credit losses on our finance receivable of $4 million and $2 million during the first quarter of fiscal year 2025 and 2024, respectively. Provision for credit losses increased due to the increase in provision for retail loans as a result of higher expected losses due to an increase in the trend of delinquencies and charge-offs.

Lease Residual Value Risk

Contractual residual values of lease vehicles are determined at lease inception based on our expectations of used vehicle values at the end of their lease term. Lease customers have the option at the end of the lease term to return the vehicle to the dealer or to buy the vehicle at the contractual residual value (or if purchased prior to lease maturity, for the outstanding contractual balance). Returned lease vehicles can be purchased by the grounding dealer at the contractual residual value (or if purchased prior to lease maturity, for the outstanding contractual balance) or a market based price. Returned lease vehicles that are not purchased by the grounding dealers are sold through online and physical auctions. We are exposed to a risk of loss on the disposition of returned lease vehicles if the market values of leased vehicles at the end of their lease terms are less than their contractual residual values.

Operating lease vehicles are depreciated on a straight-line basis over the lease term to the lower of contract residual values or estimated end of term residual values. Adjustments to estimated end of term residual values are made prospectively on a straight-line basis over the remaining lease term. A review for impairment of our operating lease assets is performed whenever events or changes in circumstances indicate that their carrying values may not be recoverable. If impairment conditions are met, impairment losses are measured by the amount carrying values exceed their fair values. We did not recognize impairment losses due to declines in estimated residual values during the first quarter of fiscal year 2025. Additional information regarding lease residual values is provided in the discussion of "*—Critical Accounting Estimates—Estimated End of Term Residual Values*" below.

The following table summarizes our number of lease terminations and the method of disposition:

	Three months ended June 30,	
	2024	**2023**
	(Units [1] in thousands)	
United States Segment		
Termination units:		
Sales at outstanding contractual balances [2]	120	118
Sales through auctions and dealer direct programs [3]	2	—
Total termination units	122	118
Canada Segment		
Termination units:		
Sales at outstanding contractual balances [2]	17	22
Total termination units	17	22
Consolidated		
Termination units:		
Sales at outstanding contractual balances [2]	137	140
Sales through auctions and dealer direct programs [3]	2	—
Total termination units	139	140

(1) A unit represents one terminated lease by their method of disposition during the period shown. Unit counts do not include leases that were terminated due to lessee defaults.

(2) Includes vehicles purchased by lessees or dealers for the contractual residual value at lease maturity or the outstanding contractual balance if purchased prior to lease maturity.

(3) Includes vehicles sold through online auctions and market based pricing options under our dealer direct programs or through physical auctions.

Liquidity and Capital Resources

Our liquidity strategy is to fund current and future obligations through our cash flows from operations and our diversified funding programs in a cost and risk effective manner. Our cash flows are generally impacted by cash requirements related to the volume of finance receivable and operating lease acquisitions, various operating and funding costs, and dividend payments, which are largely funded through payments received on our assets and our funding sources outlined below. As noted, the levels of incentive financing sponsored by AHM and HCI can impact our financial results and liquidity from period to period. Increases or decreases in incentive financing programs typically increase or decrease our financing penetration rates, respectively, which result in increased or decreased acquisition volumes and increased or decreased liquidity needs, respectively. At acquisition, we receive the subsidy payments, which reduce the cost of consumer loan and lease contracts acquired, and we recognize such payments as revenue over the term of the loan or lease.

In an effort to minimize liquidity risk and interest rate risk and the resulting negative effects on our margins, results of operations and cash flows, our funding strategy incorporates investor diversification and the utilization of multiple funding sources including commercial paper, medium-term notes, bank loans and asset-backed securities. We incorporate a funding strategy that takes into consideration factors such as the interest rate environment, domestic and foreign capital market conditions, maturity profiles, and economic conditions. We believe that our funding sources, combined with cash provided by operating and investing activities, will provide sufficient liquidity for us to meet our debt service and working capital requirements over the next twelve months.

The summary of outstanding debt presented in the tables and discussion below in this section "—*Liquidity and Capital Resources*" as of June 30, 2024 and March 31, 2024 includes foreign currency denominated debt, which was translated into U.S. dollars using the relevant exchange rates as of June 30, 2024 and March 31, 2024, as applicable. Additionally, the amounts in this section that are presented in "C$" (Canadian dollar) were converted into U.S. dollars solely for the convenience based on the exchange rate on June 30, 2024. These translations should not be construed as representations that the converted amounts actually represent such U.S. dollar amounts or that they could be converted into U.S. dollars at the rates indicated.

Summary of Outstanding Debt

The table below presents a summary of our outstanding debt by various funding sources:

			Weighted average contractual interest rate [1]	
	June 30, 2024	March 31, 2024	June 30, 2024	March 31, 2024
	(U.S. dollars in millions)			
United States Segment				
Unsecured debt:				
Commercial paper	$ 5,396	$ 4,499	5.67 %	5.71 %
Bank loans	900	900	6.21 %	6.21 %
Public MTN program	31,509	31,151	3.68 %	3.58 %
Total unsecured debt	$ 37,805	$ 36,550		
Secured debt	9,496	8,813	4.71 %	4.48 %
Total debt	$ 47,301	$ 45,363		
Canada Segment				
Unsecured debt:				
Commercial paper	$ 709	$ 794	4.98 %	5.20 %
Bank loans	895	904	5.62 %	5.89 %
Other debt	3,429	3,318	3.90 %	3.59 %
Total unsecured debt	5,033	5,016		
Secured debt	471	538	5.64 %	5.91 %
Total debt	$ 5,504	$ 5,554		
Consolidated				
Unsecured debt:				
Commercial paper	$ 6,105	$ 5,293	5.59 %	5.64 %
Bank loans	1,795	1,804	5.92 %	6.05 %
Public MTN program	31,509	31,151	3.68 %	3.58 %
Other debt	3,429	3,318	3.90 %	3.59 %
Total unsecured debt	42,838	41,566		
Secured debt	9,967	9,351	4.75 %	4.56 %
Total debt	$ 52,805	$ 50,917		

(1) Weighted average contractual interest rates for commercial paper are bond equivalent yields. Contractual interest rates approximate effective yields.

Commercial Paper

As of June 30, 2024, we had commercial paper programs in the United States of $7.0 billion and in Canada of C$2.5 billion ($1.8 billion). Interest rates on the commercial paper are fixed at the time of issuance. During the three months ended June 30, 2024, consolidated commercial paper month-end outstanding principal balances ranged from $5.1 billion to $6.1 billion.

Bank Loans

During the three months ended June 30, 2024, neither AHFC nor HCFI entered into any new loan agreements. As of June 30, 2024, we had bank loans denominated in U.S. dollars and Canadian dollars with floating interest rates, in principal amounts ranging from $73 million to $500 million. As of June 30, 2024, the remaining maturities of all bank loans outstanding ranged from 82 days to approximately 2.8 years. The weighted average remaining maturity on all bank loans was 1.6 years as of June 30, 2024.

Our bank loans contain customary restrictive covenants, including limitations on liens, mergers, consolidations and asset sales, and a financial covenant that requires us to maintain positive consolidated tangible net worth. In addition to other customary events of default, the bank loans include cross-default provisions and provisions for default if HMC does not maintain ownership, whether directly or indirectly, of at least 80% of the outstanding capital stock of AHFC or HCFI, as applicable. All of these covenants and events of default are subject to important limitations and exceptions under the agreements governing the bank loans. As of June 30, 2024, management believes that AHFC and HCFI were in compliance with all covenants contained in our bank loan agreements.

Public MTN Program

AHFC is a well-known seasoned issuer under SEC rules and issues Public MTNs pursuant to a registration statement on Form S-3 filed with the SEC. In August 2022, AHFC renewed its Public MTN program by filing a registration statement with the SEC under which it may issue from time to time up to $30.0 billion aggregate principal amount of Public MTNs, which includes the issuance of foreign currency denominated notes into international markets. The aggregate principal amount of MTNs offered under this program may be increased from time to time.

The Public MTNs may have original maturities of 9 months or more from the date of issue, may be interest bearing with either fixed or floating interest rates, or may be discounted notes. During the three months ended June 30, 2024, AHFC issued $1.5 billion of floating rate notes ranging from 12 months to 18 months. The weighted average remaining maturities of all Public MTNs was 2.4 years as of June 30, 2024.

The Public MTNs are issued pursuant to an indenture, which requires AHFC to comply with certain covenants, including negative pledge provisions and restrictions on AHFC's ability to merge, consolidate or transfer substantially all of its assets or the assets of its subsidiaries, and includes customary events of default. As of June 30, 2024, management believes that AHFC was in compliance with all covenants under the indenture.

The table below presents a summary of outstanding debt issued under our Public MTN Programs by currency:

	June 30, 2024	March 31, 2024
	(U.S. dollars in millions)	
U.S. dollar	$ 26,053	$ 25,673
Euro	3,630	3,656
Sterling	1,826	1,822
Total	$ 31,509	$ 31,151

Other Debt

HCFI issues privately placed Canadian dollar denominated notes, with either fixed or floating interest rates. During the three months ended June 30, 2024, HCFI issued C$500 million ($366 million) of fixed rate notes and C$200 million ($146 million) of floating rate notes. As of June 30, 2024, the remaining maturities of all of HCFI's Canadian notes outstanding ranged from 89 days to approximately 4.9 years. The weighted average remaining maturities of these notes was 2.8 years as of June 30, 2024.

The notes are issued pursuant to the terms of an indenture, which requires HCFI to comply with certain covenants, including negative pledge provisions, and includes customary events of default. As of June 30, 2024, management believes that HCFI was in compliance with all covenants contained in the privately placed notes.

Secured Debt

Asset-Backed Securities

We enter into securitization transactions for funding purposes. Our securitization transactions involve transferring pools of retail loans and operating leases to bankruptcy-remote special purpose entities (SPEs). The SPEs are established to accommodate securitization structures, which have the limited purpose of acquiring assets, issuing asset-backed securities, and making payments on the securities. Assets transferred to SPEs are considered legally isolated from us and the claims of our creditors. We continue to service the retail loans and operating leases transferred to the SPEs. Investors in the notes issued by a SPE only have recourse to the assets of such SPE and do not have recourse to the assets of AHFC, HCFI, or our other subsidiaries or to other SPEs. The assets of SPEs are the only source of funds for repayment on the notes.

Our securitizations are structured to provide credit enhancements to investors in the notes issued by the SPEs. Credit enhancements can include the following:

- *Subordinated certificates*— securities issued by SPEs that are retained by us and are subordinated in priority of payment to the notes.

- *Overcollateralization*— securitized asset balances that exceed the balance of securities issued by SPEs.

- *Excess interest*— excess interest collections to be used to cover losses on defaulted loans.

- *Reserve funds*— restricted cash accounts held by the SPEs to cover shortfalls in payments of interest and principal required to be paid on the notes.

- *Yield supplement accounts*— restricted cash accounts held by SPEs to supplement interest payments on notes.

The risk retention regulations in Regulation RR of the Securities Exchange Act of 1934, as amended (Exchange Act), require the sponsor to retain an economic interest in the credit risk of the securitized assets, either directly or through one or more majority-owned affiliates. Standard risk retention options allow the sponsor to retain either an eligible vertical interest, an eligible horizontal residual interest, or a combination of both. AHFC has satisfied this obligation by retaining an eligible vertical interest of an amount equal to at least 5% of the principal amount of each class of note and certificate issued for the securitization transaction that was subject to this rule but may choose to use other structures in the future.

We are required to consolidate the SPEs in our financial statements, which results in the securitizations being accounted for as on-balance sheet secured financings. The securitized assets remain on our consolidated balance sheet along with the notes issued by the SPEs.

During the three months ended June 30, 2024, we issued notes through asset-backed securitizations totaling $2.0 billion, which were secured by assets with an initial balance of $2.2 billion. There were no outstanding operating lease securitizations as of June 30, 2024.

Credit Agreements

Syndicated Bank Credit Facilities

AHFC maintains a $7.0 billion syndicated bank credit facility that includes a $3.5 billion 364-day credit agreement, which expires on February 21, 2025, a $2.1 billion credit agreement, which expires on February 25, 2026, and a $1.4 billion credit agreement, which expires on February 25, 2028. As of June 30, 2024, no amounts were drawn upon under the AHFC credit agreements. AHFC intends to renew or replace these credit agreements prior to or on their respective expiration dates.

HCFI maintains a C$2.0 billion ($1.5 billion) syndicated bank credit facility that includes a C$1.0 billion ($731 million) credit agreement, which expires on March 25, 2025 and a C$1.0 billion ($731 million) credit agreement, which expires March 25, 2027. As of June 30, 2024, no amounts were drawn upon under the HCFI credit agreements. HCFI intends to renew or replace the credit agreements prior to or on the expiration dates.

The credit agreements contain customary conditions to borrowing and customary restrictive covenants, including limitations on liens and limitations on mergers, consolidations and asset sales, and limitations on affiliate transactions. The credit agreements also require AHFC and HCFI to maintain a positive consolidated tangible net worth as defined in their respective credit agreements. The credit agreements, in addition to other customary events of default, include cross-default provisions and provisions for default if HMC does not maintain ownership, whether directly or indirectly, of at least 80% of the outstanding capital stock of AHFC or HCFI, as applicable. In addition, the AHFC and HCFI credit agreements contain provisions for default if HMC's obligations under the HMC-AHFC Keep Well Agreement or the HMC-HCFI Keep Well Agreement, as applicable, become invalid, voidable, or unenforceable. All of these conditions, covenants and events of default are subject to important limitations and exceptions under the agreements governing the credit agreements. As of June 30, 2024, management believes that AHFC and HCFI were in compliance with all covenants contained in the respective credit agreements.

Other Credit Agreements

AHFC maintains other committed lines of credit that allow the Company access to an additional $1.0 billion in unsecured funding with two banks. The credit agreements contain customary covenants, including limitations on liens, mergers, consolidations and asset sales and a requirement for AHFC to maintain a positive consolidated tangible net worth. As of June 30, 2024, no amounts were drawn upon under these agreements. These agreements expire in September 2024. The Company intends to renew or replace these credit agreements prior to or on their respective expiration dates.

Keep Well Agreements

HMC has entered into separate Keep Well Agreements with AHFC and HCFI. Pursuant to the Keep Well Agreements, HMC has agreed to, among other things:

- own and hold, at all times, directly or indirectly, at least 80% of each of AHFC's and HCFI's issued and outstanding shares of voting stock and not pledge, directly or indirectly, encumber, or otherwise dispose of any such shares or permit any of HMC's subsidiaries to do so, except to HMC or wholly-owned subsidiaries of HMC;

- cause each of AHFC and HCFI to, on the last day of each of AHFC's and HCFI's respective fiscal years, have a positive consolidated tangible net worth (with "tangible net worth" meaning (a) shareholders' equity less (b) any intangible assets, as determined in accordance with GAAP with respect to AHFC and generally accepted accounting principles in Canada with respect to HCFI); and

- ensure that, at all times, each of AHFC and HCFI has sufficient liquidity and funds to meet their payment obligations under any Debt (with "Debt" defined as AHFC's or HCFI's debt, as applicable, for borrowed money that HMC has confirmed in writing is covered by the respective Keep Well Agreement) in accordance with the terms of such Debt, or where necessary, HMC will make available to AHFC or HCFI, as applicable, or HMC will procure for AHFC or HCFI, as applicable, sufficient funds to enable AHFC or HCFI, as applicable, to pay its Debt in accordance with its terms. AHFC or HCFI Debt does not include the notes issued by SPEs in connection with AHFC's or HCFI's secured financing transactions, any related party debt or any indebtedness outstanding as of June 30, 2024 under AHFC's and HCFI's bank loan agreements.

As consideration for HMC's obligations under the Keep Well Agreements, we have agreed to pay HMC a quarterly fee based on the amount of outstanding Debt pursuant to Support Compensation Agreements, dated April 1, 2019. We incurred expenses of $20 million and $15 million during the three months ended June 30, 2024 and 2023, respectively, pursuant to these Support Compensation Agreements.

Indebtedness of Consolidated Subsidiaries

As of June 30, 2024, AHFC and its consolidated subsidiaries had $61.6 billion of outstanding indebtedness and other liabilities, including current liabilities, of which $16.6 billion consisted of indebtedness and liabilities of our consolidated subsidiaries. None of AHFC's consolidated subsidiaries had any outstanding preferred equity.

Material Cash Requirements

The following table summarizes our material cash requirements from contractual obligations, excluding lending commitments to dealers and derivative obligations, for the periods indicated:

	Payments due for the twelve-month periods ending June 30,						
	Total	2025	2026	2027	2028	2029	Thereafter
	(U.S. dollars in millions)						
Unsecured debt obligations [1]	$ 42,959	$ 17,661	$ 7,347	$ 5,710	$ 3,990	$ 5,182	$ 3,069
Secured debt obligations [1]	9,984	5,234	2,956	1,606	188	—	—
Interest payments on debt [2]	4,427	1,684	1,037	640	444	279	343
Total	$ 57,370	$ 24,579	$ 11,340	$ 7,956	$ 4,622	$ 5,461	$ 3,412

(1) Debt obligations reflect the remaining principal obligations of our outstanding debt and do not reflect unamortized debt discounts and fees. Repayment schedule of secured debt reflects payment performance assumptions on underlying receivables. Foreign currency denominated debt principal is based on exchange rates as of June 30, 2024.

(2) Interest payments on floating rate and foreign currency denominated debt based on the applicable floating rates and/or exchange rates as of June 30, 2024.

The obligations in the above table do not include certain lending commitments to dealers since the amount and timing of future payments is uncertain. Refer to Note 8—Commitments and Contingencies of *Notes to Consolidated Financial Statements* for additional information on these commitments.

Our contractual obligations on derivative instruments are also excluded from the table above because our future cash obligations under these contracts are inherently uncertain. We recognize all derivative instruments on our consolidated balance sheets at fair value. The amounts recognized as fair value do not represent the amounts that will be ultimately paid or received upon settlement under these contracts. Refer to Note 5—Derivative Instruments of *Notes to Consolidated Financial Statements* for additional information on derivative instruments.

Derivatives

We utilize derivative instruments to mitigate exposures to fluctuations in interest rates and foreign currency exchange rates. The types of derivative instruments include interest rate swaps, basis swaps, and cross currency swaps. Interest rate and basis swap agreements are used to mitigate the effects of interest rate fluctuations of our floating rate debt relative to our fixed rate finance receivables and operating lease assets. Cross currency swap agreements are used to manage currency and interest rate risk exposure on foreign currency denominated debt. The derivative instruments contain an element of credit risk in the event the counterparties are unable to meet the terms of the agreements.

All derivative financial instruments are recorded on our consolidated balance sheets as assets or liabilities, and carried at fair value. Changes in the fair value of derivatives are recognized in our consolidated statements of income in the period of the change. Since we do not elect to apply hedge accounting, the impact to earnings resulting from these valuation adjustments as reported under GAAP is not representative of our results of operations as evaluated by management. Realized gains and losses on derivative instruments, net of realized gains and losses on foreign currency denominated debt, are included in the measure of net revenues when we evaluate segment performance. Refer to Note 13—Segment Information of *Notes to Consolidated Financial Statements (Unaudited)* for additional information about segment information and Note 5—Derivative Instruments of *Notes to Consolidated Financial Statements (Unaudited)* for additional information on derivative instruments.

Off-Balance Sheet Arrangements

We are not a party to off-balance sheet arrangements.

New Accounting Standards

Refer to Note 1—Summary of Business and Significant Accounting Policies of *Notes to Consolidated Financial Statements (Unaudited).*

Critical Accounting Estimates

The application of certain accounting policies may require management to make estimates that affect our financial condition and results of operations. Critical accounting estimates require our most difficult, subjective, or complex judgments, often requiring us to make estimates about the effects of matters that are inherently uncertain and may change in subsequent periods, or for which the use of different estimates that could have reasonably been used in the current period would have had a material impact on the presentation of our financial condition and results of operations. Actual results could differ from these estimates which could have a material effect on our financial condition and results of operations in subsequent periods.

Allowance for Credit Losses on Retail Loans and Estimated Early Termination Losses on Operating Lease Assets

Retail loans are evaluated on a collective basis and grouped into pools with similar risk characteristics such as origination quarter, internal credit grade at origination, product type, and original term. The allowance for retail loans is measured using econometric regression models that correlate vintage age, credit quality, economic, and other variables to historical vintage-level credit loss performance. Statistically relevant economic factors such as unemployment rates, bankruptcies, and used vehicle price indexes are applied in the analysis of the economic environment. Current and forecasted economic conditions are applied in the models to project monthly gross loss rates in terms of origination dollars for the remaining contractual life of each vintage. Recoveries are projected as a percentage of the cumulative forecasted loss dollar of each vintage. The contractual term is the estimated lifetime of retail loans and is considered to be a reasonable and supportable forecast period of future economic conditions. Economic forecasts and macroeconomic variables are obtained from a third party economic research firm that extend through the lifetime of retail loans and converge to long-run equilibrium trends. Baseline forecasts that reflect the most likely economic future is the single economic scenario applied in the models. Qualitative adjustments may also be applied if management believes the quantitative models do not reflect the best estimate of lifetime expected credit losses. Estimated losses on operating leases expected to terminate early due to lessee defaults are also determined collectively using modeling methodologies consistent with those used for retail loans.

Sensitivity Analysis

We applied the baseline economic scenarios for the United States and Canada that were obtained from a third party economic research firm in our models to determine our allowance for credit losses on retail loans and estimated early termination losses on operating lease assets as of June 30, 2024. These baseline economic scenarios represent forecasts of the most likely economic future, with an equal probability of economic conditions being better or worse than forecasted. Alternative economic scenarios were also obtained from the third party economic research firm. As an example of the sensitivity of our accounting estimates, we applied upside and downside economic scenarios in our models. The peak unemployment rate over the next 24 month period under the upside and downside economic scenarios in the United States was 3.8% and 8.0%, respectively. The resulting allowance for credit losses on retail loans under the upside and downside economic scenarios was $341 million and $542 million, respectively. Similarly, the resulting estimated early termination losses on operating lease assets were $87 million and $130 million, respectively.

Estimated End of Term Residual Values

Estimated end of term residual values are dependent on the expected market values of leased vehicles at the end of their lease terms and the percentage of leased vehicles expected to be returned by lessees. Factors considered in this evaluation include, among other factors, economic conditions, external market information on new and used vehicles, historical trends, and recent auction values. Estimated return rates are dependent on expected market values of leased vehicles since declines in used vehicle prices generally increase the probability of vehicles being returned to us at the end of their lease terms. We also review our investment in operating leases for impairment whenever events or changes in circumstances indicate that the carrying values may not be recoverable. If impairment conditions are met, impairment losses are measured by the amount the carrying values exceed their fair values.

Sensitivity Analysis

If future expected end of term market values for all outstanding operating leases as of June 30, 2024 were to decrease by $100 per unit from our current estimates, the total impact would be an increase of approximately $34 million in depreciation expense, which would be recognized over the remaining lease terms. If future return rates for all operating leases were to increase by one percentage point from our current estimates, the total impact would be an increase of approximately $8 million in depreciation expense, which would be recognized over the remaining lease terms. This sensitivity analysis is specific to the conditions in effect as of June 30, 2024 and does not consider the effect declines in estimated end of term market values may have on return rates.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We have omitted this section pursuant to General Instruction H(2) of Form 10-Q.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our Principal Executive Officer and Principal Financial Officer have performed an evaluation of our disclosure controls and procedures, as that term is defined in Rule 13a-15(e) of the Exchange Act, as of June 30, 2024, and each has concluded that such disclosure controls and procedures are effective, at the reasonable assurance level, to ensure that information required to be disclosed in our periodic reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms, and such information is accumulated and communicated to management, including our Principal Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosures. Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Changes in Internal Control over Financial Reporting

There were no changes in the internal control over financial reporting during the quarter ended June 30, 2024, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

For information on our material legal proceedings, see Note 8—Commitments and Contingencies—Legal Proceedings and Regulatory Matters of *Notes to Consolidated Financial Statements (Unaudited)*, which is incorporated by reference herein.

Item 1A. Risk Factors

There are no material changes to the risk factors set forth under *“Item 1A. Risk Factors”* in our Annual Report on Form 10-K for the fiscal year ended March 31, 2024, which was filed with the SEC on June 20, 2024.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

We have omitted this section pursuant to General Instruction H(2) of Form 10-Q.

Item 3. Defaults Upon Senior Securities

We have omitted this section pursuant to General Instruction H(2) of Form 10-Q.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit Number	Description	Method of Filing
3.1	Articles of Incorporation of American Honda Finance Corporation, dated February 6, 1980, and Certificates of Amendment to the Articles of Incorporation, dated March 29, 1984, November 13, 1988, December 4, 1989, July 2, 1991, April 3, 1997, November 30, 1999, and December 17, 2003.	Incorporated herein by reference to the same numbered Exhibit filed with our registration statement on Form 10, dated June 28, 2013.
3.2	Amended and Restated Bylaws of American Honda Finance Corporation, dated April 27, 2010.	Incorporated herein by reference to the same numbered Exhibit filed with our registration statement on Form 10, dated June 28, 2013.
4.1	Form of Specimen Common Stock of American Honda Finance Corporation.	Incorporated herein by reference to the same numbered Exhibit filed with our registration statement on Form 10, dated June 28, 2013.
4.2	American Honda Finance Corporation agrees to furnish to the Securities and Exchange Commission upon request a copy of each instrument with respect to issues of long-term debt of American Honda Finance Corporation and its subsidiaries, the authorized principal amount of which does not exceed 10% of the consolidated assets of the American Honda Finance Corporation and its subsidiaries.	
4.3	Amended and Restated Issuing and Paying Agency Agreement between American Honda Finance Corporation and The Bank of New York Mellon, dated as of August 27, 2012.	Incorporated herein by reference to the same numbered Exhibit filed with our registration statement on Form 10, amendment No. 1, dated August 7, 2013.
4.4	Trust Indenture between Honda Canada Finance Inc., as issuer, and BNY Trust Company of Canada (as successor to CIBC Mellon Trust Company), as trustee, dated as of September 26, 2005, as supplemented by supplemental indentures from time to time, and the Form of Debenture.	Incorporated herein by reference to Exhibit number 4.5 filed with our registration statement on Form 10, amendment No. 1, dated August 7, 2013. Incorporated herein by reference to the same numbered Exhibit filed with our quarterly report on Form 10-Q, dated February 12, 2015.
4.5	Indenture, dated September 5, 2013, between American Honda Finance Corporation and Deutsche Bank Trust Company Americas, as trustee.	Incorporated herein by reference to Exhibit number 4.1 filed with our registration statement on Form S-3, dated September 5, 2013.
4.6	First Supplemental Indenture, dated February 8, 2018, between American Honda Finance Corporation and Deutsche Bank Trust Company Americas, as trustee.	Incorporated herein by reference to Exhibit number 4.6 filed with our quarterly report on Form 10-Q, dated February 8, 2018.
4.7	Form of Fixed Rate Medium-Term Note, Series A and Form of Floating Rate Medium-Term Note, Series A.	Incorporated herein by reference to Exhibit numbers 4.1 and 4.2 filed with our current report on Form 8-K, dated August 11, 2022.
4.8	Description of Floating Rate Medium-Term Notes, Series A, due April 29, 2026.	Filed herewith.
4.9	Description of 3.650% Medium-Term Notes, Series A, Due April 23, 2031.	Filed herewith
31.1	Certification of Principal Executive Officer	Filed herewith.
31.2	Certification of Principal Financial Officer	Filed herewith.
32.1	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350	Furnished herewith.
32.2	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350	Furnished herewith.
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.	Filed herewith.
101.SCH	XBRL Taxonomy Extension Schema Document	Filed herewith.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	Filed herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith.
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)	Filed herewith.

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.

Dated: August 08, 2024

AMERICAN HONDA FINANCE CORPORATION

By: /s/ Paul C. Honda

Paul C. Honda
Vice President, Assistant Secretary and Compliance Officer
(Principal Accounting Officer)