

## Statements of Financial Condition

DECEMBER 31 (IN THOUSANDS)	2019	2018
<b>Assets</b>		
Current Assets:		
Cash and cash equivalents NOTE 2	\$ 321,512	\$ 393,675
Accounts receivable	59,226	54,898
Exchange billing receivable NOTE 12	87,996	109,159
Due from participant exchanges NOTE 12	194	184
Other current assets	27,996	22,480
<b>Total Current Assets</b>	<b>496,924</b>	<b>580,396</b>
Property and equipment – net NOTE 2	65,765	38,713
Clearing fund deposits NOTES 6, 16	11,060,938	9,457,879
Other assets NOTES 10, 16	52,677	46,572
Deferred income taxes NOTE 13	7,043	8,270
<b>Total Assets</b>	<b>\$ 11,683,347</b>	<b>\$ 10,131,830</b>
<b>Liabilities and Shareholders' Equity</b>		
Current Liabilities:		
Accounts payable and other	\$ 51,207	\$ 50,418
SEC transaction fees payable NOTE 12	39,132	27,857
Exchange billing payable NOTE 12	87,996	109,159
Payable to shareholders	–	116,050
Other accrued liabilities	50,175	64,250
<b>Total Current Liabilities</b>	<b>228,510</b>	<b>367,734</b>
Clearing fund deposits NOTES 6, 16	11,060,938	9,457,879
Other liabilities NOTES 14, 15	42,587	38,745
<b>Total Liabilities</b>	<b>11,332,035</b>	<b>9,864,358</b>
Shareholders' Equity: NOTE 7		
Common stock	500	500
Paid-in capital	–	37,827
Retained earnings	384,596	261,438
Accumulated other comprehensive loss NOTES 14, 15 (net of tax benefit of \$11,906 in 2019 and \$17,816 in 2018)	(33,784)	(32,293)
<b>Total Shareholders' Equity</b>	<b>351,312</b>	<b>267,472</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 11,683,347</b>	<b>\$ 10,131,830</b>

SEE NOTES TO THE FINANCIAL STATEMENTS

## Statements of Income and Comprehensive Income

FOR THE YEARS ENDED DECEMBER 31 (IN THOUSANDS)	2019	2018	2017
<b>Revenues</b>			
Clearing fees NOTE 9	\$ 467,925	\$ 455,283	\$ 295,468
Data service fees	4,737	4,795	4,901
Exercise fees	4,895	4,548	3,749
Other	3,431	3,212	285
<b>Total Revenues</b>	<b>480,988</b>	<b>467,838</b>	<b>304,403</b>
<b>Expenses</b>			
Employee costs	163,777	148,374	117,526
Information technology	61,417	58,426	47,742
Professional fees and outside services	63,730	69,871	83,241
General and administrative	45,975	49,044	33,553
Rental, office and equipment	11,884	10,473	7,245
Depreciation and amortization	14,261	12,330	6,064
Loss on sale, property and equipment	–	23	54
<b>Total Expenses</b>	<b>361,044</b>	<b>348,541</b>	<b>295,425</b>
<b>Total Operating Income</b>	<b>119,944</b>	<b>119,297</b>	<b>8,978</b>
<b>Non-Operating Income (Expense)</b>			
Investment income NOTES 8, 10	39,053	60,467	35,780
Interest income NOTE 6	106,998	97,297	19,436
Interest expense NOTE 6	(106,998)	(91,792)	–
Other non-operating expense NOTE 2	(2,036)	(1,904)	(2,693)
<b>Total Non-Operating Income (Expense)</b>	<b>37,017</b>	<b>64,068</b>	<b>52,523</b>
<b>Income Before Income Taxes</b>	<b>156,961</b>	<b>183,365</b>	<b>61,501</b>
Provision for Income Taxes NOTE 13	29,529	49,640	28,989
<b>Net Income</b>	<b>127,432</b>	<b>133,725</b>	<b>32,512</b>
<b>Other Comprehensive Income, Net of Tax</b>			
Pension and postretirement benefit plan adjustments, net of tax of \$(234) in 2019, \$735 in 2018 and \$(494) in 2017	(1,491)	2,722	(807)
<b>Comprehensive Income</b>	<b>\$ 125,941</b>	<b>\$ 136,447</b>	<b>\$ 31,705</b>

SEE NOTES TO THE FINANCIAL STATEMENTS

## Statements of Shareholders' Equity

(IN THOUSANDS)	COMMON STOCK	PAID-IN-CAPITAL	ACCUMULATED OTHER COMPREHENSIVE LOSS	RETAINED EARNINGS	TOTAL
Balance - December 31, 2016	\$ 500	\$ 147,827	\$ (27,919)	\$ 127,474	\$ 247,882
Net income				32,512	32,512
Dividends declared				(32,512)	(32,512)
Amounts included in other comprehensive income, net of tax:					
Changes in unamortized gain			281		281
Changes in unamortized prior service (cost)			(1,088)		(1,088)
Subtotal			(807)		(807)
Balance - December 31, 2017	\$ 500	\$ 147,827	\$ (28,726)	\$ 127,474	\$ 247,075
Net income / loss				133,725	133,725
Distribution of shareholders' equity		(110,000)		(6,050)	(116,050)
ASU No 2018-02 adoption			(6,289)	6,289	-
Amounts included in other comprehensive income, net of tax:					
Changes in unamortized gain			4,103		4,103
Changes in unamortized prior service (cost)			(1,381)		(1,381)
Subtotal			2,722		2,722
Balance - December 31, 2018	\$ 500	\$ 37,827	\$ (32,293)	261,438	267,472
Net income / loss				127,432	127,432
Distribution of shareholders' equity		(37,827)		(4,274)	(42,101)
Amounts included in other comprehensive income, net of tax:					
Changes in unamortized gain/(loss)			(575)		(575)
Changes in unamortized prior service (cost)			(916)		(916)
Subtotal			(1,491)		(1,491)
Balance - December 31, 2019	\$ 500	-	\$ (33,784)	\$ 384,596	\$ 351,312

SEE NOTES TO THE FINANCIAL STATEMENTS

# Statements of Cash Flows

DECEMBER 31 (IN THOUSANDS)	2019	2018	2017
<b>Cash Flows From / (Used In) Operating Activities</b>			
Net income	\$ 127,432	\$ 133,725	\$ 32,512
Adjustments to reconcile net income to net cash flows from / (used in) operating activities:			
Unrealized (gains) losses on investments	(3,165)	2,585	(2,014)
Depreciation and amortization	14,261	12,330	6,064
Loss on sale, property and equipment	–	23	54
Deferred income taxes	848	3,323	16,284
Changes in assets and liabilities:			
Accounts receivable and other receivables	16,825	(26,117)	(5,087)
Other current assets	246	8,443	9,236
Restricted cash (clearing fund)	(136,866)	2,793,165	170,144
Other assets	(486)	(2,160)	(2,248)
Purchases of investments included in other assets	(2,376)	(1,925)	(44,530)
Sales of investments included in other assets	(77)	(21)	42,411
Accounts payable and other liabilities	(21,565)	61,900	6,020
Refundable clearing fees	–	(78,716)	32,124
Net Cash Flows From / (Used In) Operating Activities	(4,923)	2,906,555	260,970
<b>Cash Flows (Used In) / From Investing Activities</b>			
Capital expenditures	(35,952)	(32,179)	(14,137)
Net Cash Flows (Used In) / From Investing Activities	(35,952)	(32,179)	(14,137)
<b>Cash Flows (Used In) / From Financing Activities</b>			
Issuance of notes	1,000	–	1,000
Borrowings on revolving line of credit	10,000	60,700	35,000
Repayments on revolving line of credit	(10,000)	(60,700)	(35,000)
Proceeds from liquidity facility repurchase agreements	–	60,000	360,000
Payments for liquidity facility repurchase agreements	–	(60,000)	(360,000)
Payments for debt issuance costs	(11,003)	(5,890)	(6,756)
Dividends paid	–	(32,512)	(25,614)
Distribution to shareholders	(158,151)	–	–
Net Cash Flows (Used In) / From Financing Activities	(168,154)	(38,402)	(31,370)
Net increase/ (decrease) in cash, cash equivalents and restricted cash	(209,029)	2,835,974	215,463
Cash, cash equivalents and restricted cash, beginning of year	5,697,220	2,861,246	2,645,783
Cash, cash equivalents and restricted cash, end of year	\$ 5,488,191	\$ 5,697,220	\$ 2,861,246
<b>Reconciliation of Cash, Cash Equivalents and Restricted Cash</b>			
Cash and cash equivalents	321,512	393,675	350,866
Restricted cash (clearing fund)	5,166,679	5,303,545	2,510,380
Total	\$ 5,488,191	\$ 5,697,220	\$ 2,861,246
<b>Noncash Investing Activities</b>			
Distribution of shareholders' equity	–	(116,050)	–
Accounts payable for capital expenditures	5,362	–	–
Total Noncash Investing Activities	\$ 5,362	\$ (116,050)	\$ –
Supplemental disclosure of cash flow information:			
Cash paid for income taxes	\$ 65,255	\$ 15,469	\$ 11,236
Cash paid for interest	467	283	66

SEE NOTES TO THE FINANCIAL STATEMENTS

# Notes to the Financial Statements

AS OF DECEMBER 31, 2019 AND 2018, AND FOR THE YEARS ENDED DECEMBER 31, 2019, 2018 AND 2017

## NOTE 1. NATURE OF OPERATIONS

The Options Clearing Corporation (“OCC” or “the Corporation”) is a central counterparty (“CCP”) and the world’s largest equity derivatives clearing organization. Founded in 1973, OCC operates under the jurisdiction of the Securities and Exchange Commission (“SEC”) as a Registered Clearing Agency, the Commodity Futures Trading Commission (“CFTC”) as a Derivatives Clearing Organization, and under prudential regulation by the Board of Governors of the Federal Reserve System (the “Federal Reserve”) as a systemically important financial market utility (“SIFMU”). OCC provides CCP clearing and settlement services to 20 exchanges and trading platforms for options, financial futures, security futures and securities lending transactions. OCC clears contracts based on several types of underlying interests, including equity interests; stock, commodity and other indexes; foreign currencies; interest rate composites; debt securities and precious metals. OCC is headquartered in Chicago, Illinois and has offices in Texas and Washington DC.

## NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### BASIS OF PRESENTATION AND USE OF ESTIMATES

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Although these estimates and assumptions are based on the best available information, actual results could differ from those estimates.

**CASH AND CASH EQUIVALENTS** Management defines cash and cash equivalents to include cash from banks and highly liquid investments. OCC considers all highly liquid investments with an initial maturity of three months or less from the date of purchase to be cash equivalents. In 2019 and 2018, cash equivalents are comprised of investments in reverse repurchase agreements with major banking institutions, which mature on the next business day. Under these agreements, OCC purchases United States of America (“U.S.”) Treasury securities and the counterparties agree to repurchase the instruments the following business day at a set price, plus interest. During the term of the agreements, the underlying securities are transferred through the Federal Reserve to a custodial account maintained by the transacting bank for the benefit of OCC. The reverse repurchase agreements are secured with collateral that has a market value greater than or equal to 102% of the cash invested at the time the trade is placed. At December 31, 2019 and 2018, the carrying value of OCC’s cash equivalents approximates fair value due to the short maturities of these investments.

**PROPERTY AND EQUIPMENT** Property and equipment are stated at historical cost, less accumulated depreciation and amortization. Depreciation is computed using straight-line and accelerated methods based on estimated useful lives that range from five to thirty-nine and one half years. Leasehold improvements are amortized over the shorter of the remaining term of the lease or the useful life of the asset.

OCC capitalizes direct and incremental costs, both internal and external, related to software developed or obtained for internal use in accordance with GAAP. Software, which includes capitalized labor, is amortized on a straight-line basis over a useful life of five years. In 2019, OCC capitalized software development costs of \$17.7 million, including \$6.2 million of internal labor costs. No internal costs were capitalized in 2018 or 2017. Amortization expense related to computer software was \$1.9 million, \$5.1 million and \$4.8 million for 2019, 2018 and 2017, respectively.

Property and equipment consisted of the following:

AS OF DECEMBER 31, (IN THOUSANDS)	2019	2018
Leasehold improvements	\$ 32,031	\$ 27,606
Equipment, furniture and other	33,294	17,818
Software	150,915	131,436
Hardware leased	3,995	2,178
Software leased	6,254	6,137
Total property and equipment	226,489	185,175
Accumulated depreciation and amortization	(160,724)	(146,462)
Property and equipment - net	\$ 65,765	\$ 38,713

**IMPAIRMENT OF LONG-LIVED ASSETS** OCC reviews its long lived assets for possible impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be fully recoverable. If this review indicates that the carrying amount of a long-lived asset is not recoverable, the carrying amount is reduced to the fair value. As of December 31, 2019 and 2018, OCC determined that no assets were impaired, and no impairment charges were recorded in the financial statements.

**INCOME TAXES** The Corporation files U.S. federal income tax returns and state income tax returns in various states. OCC accounts for income taxes under the asset and liability method. Under this method, deferred tax assets and liabilities are recorded based on the differences between the financial accounting and tax bases of assets and liabilities. Deferred tax assets and liabilities are recorded based on the currently enacted tax rate expected to apply to taxable income in the year in which the deferred tax asset or liability is expected to be settled or realized. OCC may record uncertain tax positions and the related interest and penalties based on management's assessment of whether a tax benefit is more likely than not to be sustained upon examination by the tax authorities. Uncertain tax positions are classified as current only when OCC expects to pay in the next twelve months. Income taxes are discussed in more detail in Note 13.

**INVESTMENTS** OCC designates all of its investments as trading securities in accordance with GAAP and are recorded at fair value.

**REVENUE RECOGNITION** Revenue is recognized as services are rendered and performance obligations are satisfied. OCC's revenues primarily consist of clearing fee revenues, which include per contract charges for clearing services, which are billed on a monthly basis and recorded as a receivable. Collections are paid within five days after month-end. Data service fees are charged monthly based on a tiered fee structure and services provided may include access to OCC's proprietary clearing system and proprietary website, as well as receipt of files or report bundles. Exercise fees are charged for each item exercised and are also billed on a monthly basis. Investment and interest income is recorded on an accrual basis when earned. No estimates are used for recording the above fees as they are based on a published fee schedule or agreement.

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, *Revenue from Contracts with Customers, Topic 606*. The new revenue recognition standard provides a five step analysis of transactions to determine when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects what the entity expects to be owed for those goods or services. The Corporation adopted the new standard effective January 1, 2019. The adoption of the new standard effective January 1, 2019 had no impact on the Corporation's financial statements.

**STATEMENTS OF CASH FLOW** In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230)*, which amends ASC 230 to add and clarify guidance on the classification and presentation of restricted cash in the statement of cash flows. The Corporation adopted the new standard effective January 1, 2019 and was applied retrospectively. The adoption of the standard did not materially change the Corporation's financial statements. However, it resulted in a presentation change to the

Statements of Cash Flow by broadening the definition of cash and cash equivalents to include cash equivalents held by Clearing Members in the Clearing Fund (Note 6).

**PENSION SERVICE COSTS** In March 2017, the FASB issued ASU 2017-07, *Compensation – Retirement Benefits (Topic 715)*. This update requires an employer to report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations. For nonpublic entities, this update was effective beginning after December 15, 2018. The Corporation adopted the new standard effective January 1, 2019 and was applied retrospectively. OCC has determined that all components of the net periodic costs for the qualified plans are to be reported as a non-operating expense on the Statements of Income and Comprehensive Income.

**NEW ACCOUNTING PRONOUNCEMENTS** In February 2016, the FASB issued ASU 2016-02 *Leases, Topic 842*, which supersedes Topic 840, *Leases*. This ASU increases the transparency and comparability of organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. At the lease commencement date, a lessee recognizes a lease liability and right-of-use asset, which is initially measured at the present value of future lease payments. There are two approaches for amortizing the right-of-use asset. Under the finance lease approach, interest on the lease liability is recognized separately from amortization of the right-of-use asset. Repayments of the principal portion of the lease liability will be classified as financing activities and payments of interest on the lease liability and variable lease payments will be classified as operating activities in the statement of cash flows. Under the operating lease approach, the cost of the lease is calculated on a straight-line basis over the life of the lease term. All cash payments are classified as operating activities in the

statement of cash flows. This ASU is effective for annual periods beginning after December 15, 2020 for nonpublic companies. OCC is evaluating the impact this change will have on its financial statements and disclosures.

In August 2018, the FASB issued ASU 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement*, which amends ASC 820 to add, remove and modify fair value measurement requirements. For nonpublic entities, this update is effective for fiscal years beginning after December 15, 2019. OCC is evaluating the impact this change will have on the disclosures.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. The ASU adds an impairment model (known as the current expected credit loss or CECL) that is based on expected losses rather than incurred losses. It's anticipated that adoption of the new guidance will result in more timely recognition of such losses. For nonpublic entities, this update is effective beginning January 1, 2023. OCC is evaluating the impact on its financial statements and disclosures.

On August 28, 2018, the FASB issued ASU 2018-14, *Compensation – Retirement Benefits – Defined Benefit Plans – General*. This ASU eliminates requirements for certain disclosures that are no longer considered cost beneficial and requires new ones that FASB considers pertinent. For nonpublic entities, this update is effective for fiscal years ending after December 15, 2021. OCC is evaluating the impact on its financial statements and disclosures.

On August 29, 2018, the FASB issued ASU 2018-15, *Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement (CCA) that is a Service Contract*. ASU 2018-15 aligns the accounting for costs incurred to implement a CCA that is a service arrangement with the guidance on capitalizing costs associated with developing or obtaining internal-use software. Specifically, the ASU amends ASC 350 to include in its scope implementation costs of a CCA that is a

service contract and clarifies that a customer should apply ASC 350-40 to determine which implementation costs should be capitalized in a CCA that is considered a service contract. For nonpublic entities, this update is effective for fiscal years ending after December 15, 2021. OCC is evaluating the impact on its financial statements and disclosures.

### **NOTE 3. GUARANTEES**

OCC performs a guarantee function that ensures the financial integrity of the markets in which it clears contracts. In its role as guarantor and central counterparty, OCC ensures that the obligations of the contracts it clears are fulfilled. Through a novation process, OCC becomes the buyer for every seller and the seller for every buyer, protecting Clearing Members from counterparty risk and allowing the settlement of trades in the event of a Clearing Member default.

OCC does not assume any guarantor role unless it has a precisely equal and offsetting claim against a Clearing Member. OCC's obligations under the guarantee would arise if a Clearing Member were unable to meet its obligations to OCC. Margin deposits, collateral in lieu of margin deposits, and clearing fund deposits are required to collateralize Clearing Members' obligations and support OCC's guarantee.

As of December 31, 2019, and 2018, the amount of margin required by OCC to support its guarantee was \$53.4 billion and \$55.7 billion, respectively, which represents the aggregate market value of outstanding positions plus an additional amount to cover adverse price movements. Margin deposits and clearing fund deposits are discussed in Notes 5 and 6, respectively.

As OCC only assumes the guarantor role if it has an equal and offsetting claim, the fair value of the open interest of options and futures contracts and securities lending positions cleared and settled by OCC is not included in the Statements of Financial Condition. There were no events of default during the years ended 2019 or 2018 for which a liability should be recognized in accordance with GAAP.

### **NOTE 4. OFF-BALANCE SHEET RISK AND CONCENTRATION OF CREDIT RISK**

Credit risk represents the potential for loss due to the deterioration in credit quality or default of a counterparty or an issuer of securities or other instruments. OCC's exposure to credit risk comes from its clearing and settlement operations and from financial assets, which consist primarily of cash and cash equivalents, accounts receivable, and margin and clearing fund deposits.

**CASH AND CASH EQUIVALENTS** OCC maintains cash and cash equivalents with various financial institutions. When Clearing Members provide margin and clearing fund deposits in the form of cash, OCC may invest the cash deposits in overnight reverse repurchase agreements.

OCC bears credit risk related to overnight reverse repurchase agreements to the extent that cash advanced to the counterparty exceeds the value of collateral received. These securities have minimal credit risk due to the low probability of U.S. government default and their highly liquid and short-term nature. Additionally, OCC requires 102% in market value of collateral received compared to the cash provided to the counterparties.

OCC is also exposed to risk related to the potential inability to access liquidity in financial institutions where it holds cash and cash equivalents. The financial institutions are in different geographical locations and OCC monitors their financial condition on an ongoing basis to identify any significant changes.

**ACCOUNTS RECEIVABLE** Credit risk related to accounts receivable includes the risk of nonpayment by the counterparty. OCC's credit risk is diversified due to the large number of Clearing Members composing OCC's customer base. OCC also conducts ongoing evaluations of the institutions with which it does business.

**CLEARING MEMBERS, MARGIN AND CLEARING FUND** OCC bears counterparty credit risk in the event that Clearing Members fail to meet their obligations to OCC.

OCC reduces its exposure through a risk management program that strives to achieve a prudent balance between market integrity and liquidity. This program of safeguards, which provides support to OCC's guarantee, consists of rigorous initial and ongoing financial responsibility standards for membership, margin deposits and clearing fund deposits. In 2019, OCC maintained two liquidity facilities to support potential liquidity needs in the event of a Clearing Member default, as described in Note 11. One facility is a syndicated line of credit with major domestic and foreign banks and the other is a repurchase facility with a large pension fund.

If a Clearing Member does not meet its settlement obligation to OCC or is declared in default, OCC may utilize the defaulting member's margin and clearing fund deposits to cover any losses resulting from the default. If those resources are exhausted, OCC may then use the respective clearing fund deposits of all Clearing Members on a pro-rata basis.

The collateral posted by Clearing Members is also subject to market and credit risk, as there is a risk of price fluctuations and nonperformance by the counterparty, which could result in a material loss. To mitigate this risk, OCC only allows collateral deposits at approved OCC banks or securities depositories, which OCC monitors on an ongoing basis.

#### NOTE 5. MARGIN DEPOSITS

OCC's rules require each Clearing Member representing the seller of an option to collateralize its contract obligations by either depositing the underlying security (i.e. "specific deposits"), other securities in lieu of margin deposits or by maintaining specified margin deposits. Margin deposits are also required for futures, futures options positions and stock loan/borrow positions. Securities in lieu of margin and margin deposits may include cash, bank letters of credit, U.S. and Canadian Government securities, U.S. Government sponsored enterprise debt securities ("GSE debt securities") or other acceptable margin securities ("valued securities"), which

may consist of common stocks and exchange-traded funds ("ETFs").

The margin deposits of each Clearing Member are available to meet the financial obligations of that specific Clearing Member to OCC. The market value of all obligations is determined on a daily basis and OCC may issue intra-day margin calls for additional margin deposits, if necessary. Margin deposits must meet specified requirements, as provided for in OCC's rules, and all margin deposits are held at approved securities depositories or banks, except letters of credit.

Since OCC does not take legal ownership of margin deposits or securities deposited in lieu of margin deposits, the below assets are not reflected in the Statements of Financial Condition. However, OCC has rights to these assets in the event of a Clearing Member default. At December 31, 2019 and 2018, margin deposits exceeded OCC's required margin.

The fair values of securities in lieu of margin deposits and margin deposits at December 31, 2019 and 2018 were as follows (foreign securities are converted to U.S. dollars using the year-end exchange rate):

AS OF DECEMBER 31, (IN THOUSANDS)	2019	2018
Valued securities	\$ 49,985,843	\$ 52,541,696
Specific deposits	30,399,949	19,922,389
Government securities	17,116,278	15,863,089
Cash and cash equivalents	2,192,261	4,756,692
Bank letters of credit	664,000	959,000
Total	\$ 100,358,331	\$ 94,042,866

**VALUED SECURITIES** Valued securities consist of common stock (including fund shares) and are traded on U.S. securities exchanges or in the NASDAQ National Market System and are principally valued using the composite closing price. Valued securities are included in margin calculations and the value ascribed to this collateral is based on OCC's margin methodology, rather than traditional haircuts. As a result, the margin calculations

reflect the scope for price movements to exacerbate or mitigate losses on the cleared products in the account.

**SPECIFIC DEPOSITS** OCC also accepts specific deposits, which are pledges of underlying stock to OCC that cover a specified short equity call option series. Specific deposits are collateral deposited in lieu of margin and reduce the calculated Clearing Member's daily margin requirement. Specific deposits are also generally traded on U.S. securities exchanges or in the NASDAQ National Market System and are generally valued using the composite closing price.

#### **GOVERNMENT SECURITIES AND GSE DEBT SECURITIES**

For margin requirements, Clearing Members may deposit U.S. and Canadian Government securities, as well as eligible GSE debt securities. GSE debt securities must be approved by OCC's Risk Committee and include debt securities issued by congressionally-chartered corporations, such as the Federal Home Loan Mortgage Corporation ("Freddie Mac") and the Federal National Mortgage Association ("Fannie Mae"). Coupon interest and maturity payments on delivered Government and GSE debt securities are initially paid to OCC and then credited to Clearing Members. For daily margin purposes, U.S. Government securities (excluding Treasury Inflation Protected securities) are included in margin calculations and the value ascribed to this collateral is based on OCC's margin methodology. OCC haircuts the market value of (i) U.S. and Canadian Government securities not included in margin calculations or (ii) GSE debt securities to provide a cushion against adverse price fluctuations. The haircuts for Government and GSE debt securities are based on a maturity schedule and range from 0.5% to 7%. Government securities are valued on the basis of evaluated prices provided by independent pricing services.

**CASH AND CASH EQUIVALENTS** Cash and cash equivalents held as margin deposits may be invested, and any interest or gain received, or loss incurred is included as Investment income in the Statements of Income and Comprehensive Income.

**BANK LETTERS OF CREDIT** Under OCC's rules, bank letters of credit are required to be irrevocable and may only be issued by banks or trust companies approved by OCC. No more than 50% of a Clearing Member's margin on deposit may include letters of credit, and no more than 20% may include letters of credit issued by any one institution. Letters of credit are valued at their commitment amount.

**ESCROW DEPOSITS** OCC has an Escrow Deposit Program ("Program") that allows a customer of a Clearing Member to deposit cash and/or fully-paid for securities (including common stock and fund shares in addition to U.S. Government Securities), held at OCC approved escrow banks, as supporting collateral to cover short positions in call and put index options and equity put options. Collateral consisting of securities must be pledged to OCC by the escrow banks via the Depository Trust and Clearing Corporation and cash escrow deposits must be held in a tri-party account between OCC, the escrow bank and the customer. Both the security and cash escrow deposits are viewable in OCC's collateral system by OCC, clearing members and escrow banks.

An escrow deposit is considered a deposit in lieu of margin, therefore, the covered short position is not subject to margining by OCC. OCC has specified collateral restrictions for escrow deposits. Escrow deposits for a short position in an equity or an index put option can consist of cash and U.S. Government securities in any combination. Escrow deposits related to a short position in an index call option can consist of cash, U.S. Government securities and common stocks (including fund shares) in any combination, that are listed on a national securities exchange or the NASDAQ Stock Market.

As of December 31, 2019 and 2018, deposits were held for 179,000 and 148,000 short equity and index options contracts in the Escrow Deposit Program, respectively, and the fair value of the underlying securities (times the unit of trading or the multiplier, as appropriate) was approximately \$17.2 billion and \$17.8 billion.

**CROSS-MARGIN ARRANGEMENTS** OCC also maintains a cross-margining arrangement with a U.S. commodities clearing organization. Under the terms of these arrangements, an OCC Clearing Member that is also a Clearing Member of a commodities clearing organization participating in the cross-margining arrangement, or that has an affiliate that is a Clearing Member of the commodities clearing organization, may maintain cross-margin accounts. Within these cross-margin accounts, the Clearing Members' positions in OCC-cleared options are combined with positions of the Clearing Member (or its affiliate) in futures contracts and/or options on futures contracts for purposes of calculating margin requirements. Margin deposits on the combined positions are held jointly by OCC and the participating commodities clearing organization and are available (together with any proceeds of the options and futures positions themselves) to meet financial obligations of the Clearing Members to OCC and the commodities clearing organization. In the event that either OCC or participating commodities clearing organization suffers a loss in liquidating positions in a cross-margin account, the loss is to be shared between OCC and the participating commodities clearing organization. Margin deposits for these cross-margin accounts may be in the form of cash, valued securities, U.S. Government securities, U.S. GSE debt securities or bank letters of credit, and are reflected in the margin deposit table. OCC's share of margin deposits subject to cross-margin agreements were \$382.3 million and \$449.2 million at December 31, 2019 and 2018, respectively.

### **NOTE 6. CLEARING FUND DEPOSITS**

OCC calculates the required fund based upon a methodology intended to simulate potential losses in the event of a simultaneous default of its two largest Clearing Member Groups. The clearing fund size is established at an amount to be sufficient to protect OCC from loss under simulated default scenarios. A Clearing Member's contribution is the sum of \$500,000 and a separate amount equal to the weighted average of the Clearing Member's proportionate shares of total risk, open interest

and volume, in all accounts of the Clearing Member. As of December 31, 2019, and 2018, the weightings were: total risk 70%, open interest 15% and volume 15%.

The clearing fund mutualizes the risk of default among all Clearing Members. The entire clearing fund is available to cover potential losses in the event that the margin deposits and the clearing fund deposits of a defaulting Clearing Member are inadequate or not immediately available to fulfill that Clearing Member's outstanding financial obligations. In the event of a default, OCC is generally required to liquidate the defaulting Clearing Member's open positions. To the extent that the positions remain open, OCC is required to assume the defaulting Clearing Member's obligations related to the open positions. The clearing fund is available to cover the cost of liquidating a defaulting Clearing Member's open positions or performing OCC's obligations with respect to positions not yet liquidated.

Clearing fund deposits must be in the form of cash or U.S. and Canadian Government securities, as the clearing fund is intended to provide OCC with a highly liquid pool of assets. OCC discounts the fair value of U.S. and Canadian Government securities on a daily basis to provide a cushion against adverse price fluctuations. Cash held as clearing fund deposits may be invested at an approved bank, and any interest or gain received, or loss incurred on invested funds is recorded in the Statements of Income and Comprehensive Income.

OCC has an approved account at the Federal Reserve Bank of Chicago. As of December 31, 2019 and 2018, the balance held at the Federal Reserve Bank of Chicago totaled \$5.1 billion and \$5.1 billion, respectively. Interest earned is recorded as Interest Income under Non-Operating Income (Expense) in the Statements of Income and Comprehensive Income. Beginning March 1, 2018, with the SEC's approval of OCC's Financial Safeguards, clearing members are required to maintain a minimum of \$3 billion in cash in the clearing fund. The cash resides in an account at the Federal Reserve Bank of Chicago. Interest earned on those funds is passed through to the clearing members on a proportional

basis and shown on the Statement of Income and Comprehensive Income as Distribution of interest earned on clearing fund. OCC charges a cash management fee of 5 basis points monthly.

The U.S. Government securities included in the clearing fund are valued using inputs from pricing services that include interest accruing on the next coupon payment. Canadian Government securities are pledged, rather than delivered to OCC. Clearing Members maintain control of the interest payment for Canadian Government securities and, therefore, the accrued interest is not included in the fair value for these securities.

The fair value of the clearing fund is included in the Statements of Financial Condition as Clearing fund deposits. The collateral types and their fair values at December 31, 2019 and 2018 are as follows (Canadian Government securities are converted to U.S. dollars using the year-end exchange rate):

AS OF DECEMBER 31, (IN THOUSANDS)	2019	2018
U.S. Government securities	\$ 5,737,748	\$ 4,022,193
Cash and cash equivalents	5,166,679	5,303,545
Canadian Government securities	156,511	132,141
Total	\$ 11,060,938	\$ 9,457,879

#### NOTE 7. SHAREHOLDERS' EQUITY

OCC has Class A and Class B common stock, each with a \$10 par value, 60,000 shares authorized, and 25,000 shares issued and outstanding at December 31, 2019. At December 31, 2018, OCC had Class A and Class B common stock each with 25,000 shares authorized, issued and outstanding and Class C common stock, with a \$1,000 par value, 300,000 shares authorized, and no shares issued or outstanding.

The Class B common stock is issuable in twelve series of 5,000 shares each. In the event of liquidation of OCC, holders of Class A common stock and Class B common stock would first be paid the par value of their shares. Next, each holder of Class B common stock would receive

a distribution of \$1 million. Subsequently, an amount equal to OCC's shareholders' equity at December 31, 1998 of \$22.9 million minus the distributions described above, would be distributed to those holders who acquired their Class B common stock before December 31, 1998. Finally, any remaining shareholders' equity would be distributed equally to all holders of Class B common stock.

The by-laws of OCC provide that any national securities exchange or national securities association, which meets specific requirements, may qualify for participation in OCC. Until 2002, exchanges qualified for participation by purchasing 5,000 shares of Class A common stock and 5,000 shares of Class B common stock. The purchase price for these shares was the aggregate book value of a comparable number of shares at the end of the preceding calendar month, but not more than \$1 million. In 2002, OCC amended its by-laws to provide that exchanges would qualify for participation in OCC by purchasing a \$1 million interest bearing promissory note. Five of OCC's participant exchanges were shareholders as of December 31, 2019 and 2018. Eleven participant exchanges were noteholders as of December 31, 2019 and ten participant exchanges as of December 31 2018. These interest-bearing notes are recorded in Accounts Payable and other in the Statements of Financial Condition and were \$11.0 million at December 31, 2019 and \$10.0 million at December 31, 2018.

OCC is a party to a Stockholders Agreement with its shareholders. The Stockholders Agreement provides that each shareholder appoints the members of the Governance and Nominating Committee of the Board of Directors as its proxy for purposes of voting its shares for the election of member directors, management director(s), and public director(s). The Governance and Nominating Committee nominates individuals for election as member directors and public directors. Under certain circumstances, it also provides for OCC to purchase all of the stock owned by any shareholder; however, the obligation to pay the purchase price will be subordinated to OCC's obligations to creditors, and the purchase price cannot be paid if the payment would reduce capital and surplus below \$1 million. The purchase price is the lesser

of the aggregate book value of the shares or the original purchase price paid, less \$240,000, \$180,000, \$120,000, \$60,000 or zero after the second, third, fourth, fifth or sixth year, respectively, from the date of sale of the stock.

OCC is also party to a Noteholders Agreement with the noteholders. The Noteholders Agreement provides OCC with the right to purchase all notes owned by any noteholder under certain circumstances; however, the obligation to pay the purchase price will be subordinated to OCC's obligations to creditors except that such obligation will not be subordinate to OCC's obligation to pay the purchase price to any other noteholder or any shareholder under the Stockholders Agreement. If OCC exercises these purchase rights, the purchase price for the two years following the date of OCC's execution is the original aggregate principal amount of the notes plus any accrued and unpaid interest reduced by \$300,000. Thereafter, the purchase price is the original aggregate principal amount of the notes plus any accrued and unpaid interest, less \$240,000, \$180,000, \$120,000, \$60,000 or zero after the second, third, fourth, fifth or sixth year, respectively, from the date the note was executed.

### **NOTE 8. REVERSE REPURCHASE AGREEMENTS**

Reverse repurchase agreements outstanding, including amounts in cash and cash equivalents and margin and clearing fund deposits, had a daily average of \$1.6 billion and \$4.0 billion during 2019 and 2018, respectively. The maximum amount outstanding was \$3.7 billion during 2019 and \$11.1 billion during 2018. Amounts outstanding and included in cash and cash equivalents in the Statements of Financial Condition at December 31, 2019 was \$295 million. Amounts outstanding and included in cash and cash equivalents in the Statements of Financial Condition at December 31, 2018 was \$365 million. No Clearing fund deposit amount was invested as of December 31, 2019. Clearing fund deposit amounts invested at December 31, 2018 were \$70 million and were included within clearing fund deposits in the Statements of Financial Condition. Margin deposits had amounts outstanding at December 31, 2019 and 2018 of \$1.1 billion and \$4.2 billion, respectively.

Interest income earned on these reverse repurchase agreements totaled \$31.7 million, \$60.3 million, and \$32.6 million for the years ending December 31, 2019, 2018 and 2017. This interest income is recorded within Investment income on the Statements of Income and Comprehensive Income.

### **NOTE 9. CLEARING FEES**

OCC's Board of Directors ("Board") sets clearing fees to cover OCC's operating expenses plus an additional amount set by the Board in accordance with the Capital Management Policy (Note 18). For the year ending December 31, 2017, and in accordance with the then-approved Capital Plan, refunds were declared in an aggregate amount equal to 50% of the distributable earnings before taxes, which allowed for OCC to retain capital if required. Distributable earnings before taxes was established at 25% above operating expenses. In 2018, the Board of Directors elected to retain the capital above the 25% operating margin as well as taxes related to the capital retention, to be used for future capital expenditures. During 2017, OCC did not retain capital from earnings. Subsequent to the refund declaration in 2017 and in accordance with a then-approved Capital Plan, any distributable earnings after taxes remaining were distributed to stockholders in the form of a dividend. Refunds were \$78.7 million for year ended December 31, 2017. No refund was recognized for the year ended December 31, 2019 or December 31, 2018. Clearing fees are recorded net of refunds, if any, in the Statements of Income and Comprehensive Income. On April 1, 2019, OCC increased its clearing fee from \$0.05 to \$0.055 per contract. The maximum per trade fee remains at \$55.

**NOTE 10. OTHER ASSETS**

Other assets, which include investments for the supplemental executive retirement plan ("SERP") and the deferred compensation plan, consisted of the following:

AS OF DECEMBER 31, (IN THOUSANDS)	2019	2018
SERP NOTE 14	\$ 31,750	\$ 30,020
Executive deferred compensation plan NOTE 11	11,227	7,790
Other assets	9,700	8,762
Total other assets	\$ 52,677	\$ 46,572

SERP investments are recorded at fair value and changes in fair value are recorded as Investment Income under Non-Operating Income (Expense) in the Statements of Income and Comprehensive Income. The amount recorded as Investment income/(loss) for SERP investments for the years ended December 31, 2019, 2018 and 2017 was \$4.1 million, (\$746,000) and \$2.0 million, respectively.

Investments held in the executive deferred compensation plan are recorded at fair value and changes in fair value are recorded as Investment Income under Non-Operating Income (Expense) in the Statements of Income and Comprehensive Income. The amount recorded in Investment Income and Employee costs for the executive deferred compensation plan investments for the years ended December 31, 2019, 2018 and 2017 was \$1.3 million, (\$291,000) and \$1.2 million, respectively.

**NOTE 11. COMMITMENTS**

**LEASES** OCC leases office space, as well as data processing and other equipment. Rental expense under these leases for the years ended December 31, 2019, 2018 and 2017 was \$52.1 million, \$52.5 million and \$39.8 million, respectively.

On December 15, 2017, OCC entered into an agreement with Banc of America Leasing & Capital, LLC ("BALC") for the lease of property improvements and fixtures for the office in Texas. The lease agreement has a principal

amount of \$4.7 million and a term of 7 years, at the end of which OCC has a bargain purchase option to repurchase the improvements at \$1.

Future minimum aggregate rental payments under operating leases having initial or remaining noncancelable lease terms in excess of one year as of December 31, 2019 are as follows:

(IN THOUSANDS)	OPERATING LEASES	CAPITAL LEASES
2020	\$ 13,401	\$ 3,597
2021	10,226	1,937
2022	7,686	758
2023	7,293	757
2024	5,959	757
Thereafter	45,832	-
Total minimum lease payments	\$ 90,397	\$ 7,806
Amount representing interest	N/A	(377)
Present value of minimum lease payments	N/A	\$ 7,429

**EMPLOYEE COSTS** OCC entered into employment agreements with certain senior officers. The aggregate commitment for future salaries and deferred compensation payments at December 31, 2019 and 2018, excluding bonuses, was approximately \$1.7 million and \$1.6 million, respectively.

Effective January 1, 2006, OCC implemented the Executive Deferred Compensation Plan ("Plan") for senior officers. At December 31, 2019 and 2018, the Plan was funded in the amount of \$3.9 million and \$3.0 million, respectively. Amounts contributed to the Plan prior to 2014 become vested and payable on the fifth anniversary of the date it is credited to the participants' account provided the participant remains continuously employed by OCC at the vesting date. All contributions made in 2014 and thereafter will vest and become payable on the third anniversary. The Plan investments, consisting primarily of mutual funds, are designated as trading under applicable accounting guidance.

Additionally, retention payments are credited to the Plan for certain employees. These payments vest in intervals over the next two years and are funded to the participant's accounts. Retention payments in the amount of \$73,000 were made in 2019. Retention payments in the amount of \$600,000 were made in 2018.

**LINES OF CREDIT** In 2019, OCC maintained two liquidity facilities which were available to enable OCC to meet Clearing Member default or suspension obligations or to cover certain other bankruptcy losses. One facility was a 364-day syndicated, committed, line of credit with major domestic and foreign banks in the amount of \$2.5 billion at December 31, 2019, for which commitment fees were paid to the participating banks. OCC maintained a similar \$2.0 billion, committed line of credit at December 31, 2018. The other facility was a 364-day, \$1.0 billion committed, liquidity facility with the California Public Employees' Retirement System ("CalPERS") divided into two \$500 million tranches for which commitment fees and interest were paid on a quarterly basis. Under this facility, OCC entered into a Master Repurchase Agreement with CalPERS and had the ability to sell U.S. Government securities with an agreement to repurchase those securities within thirty days. In 2019, OCC renewed the liquidity facility and extended the maturity of the \$500 million tranche expiring in September until January 2020. No amounts were outstanding as of December 31, 2019 or 2018 under either of these facilities.

On August 16, 2019, OCC secured a 364-day, committed, line of credit with BMO Harris Bank N.A. in the amount of \$35 million to finance working capital needs and for general corporate purposes. No amount was outstanding at December 31, 2019.

### **NOTE 12. RELATED PARTY TRANSACTIONS AND OTHER MARKET AGREEMENTS**

OCC bills and collects transaction fees on behalf of certain exchanges for which it provides clearing and settlement services. Fees billed and uncollected by OCC, and not remitted to the exchanges, at December 31, 2019 and 2018 were \$88.0 million and \$109.2 million respectively, and are included in the Statements of Financial Condition as Exchange billing receivable and Exchange billing payable. In addition, OCC bills and collects Section 31 transaction fees on behalf of certain exchanges that are remitted to the SEC. At December 31, 2019, the Section 31 fees yet to be collected from Clearing Members was \$13.4 million and included in the Statements of Financial Condition under Accounts receivable. The Section 31 fees already received, but not yet remitted to the SEC, are included in SEC transaction fees payable.

OCC is also a party to a Restated Participant Exchange Agreement dealing with the business relationship between and among OCC and each participant options exchange.

In 1992, OCC and its participant options exchanges formed an industry organization named The Options Industry Council ("OIC"). The total amounts expended by OCC on behalf of OIC, before reimbursement from the participant exchanges, for the years ended December 31, 2019, 2018 and 2017 were \$5.4 million, \$5.4 million, and \$5.9 million, respectively. In 2018, a decision was made to no longer collect from the exchanges their share of OIC expenditures. The exchanges' share of OIC expenditures was \$200,000 for the year ended December 31, 2017. At December 31, 2019 and 2018, the amounts due from participant exchanges for OIC and other related expenditures were \$40,000.

OCC is also a party to clearing and settlement services agreements for certain commodity contracts with Cboe Futures Exchange, LLC, NASDAQ Futures, Inc., and One Chicago LLC, each of which is a designated contract market and an affiliated futures market as defined in OCC's by-laws.

**NOTE 13. INCOME TAXES**

The provision for income taxes is reconciled to the amount determined by applying the statutory federal income tax rate to income before taxes as follows:

YEARS ENDED DECEMBER 31, (IN THOUSANDS)	2019	2018	2017
Federal income tax			
at the statutory rate	\$ 32,962	\$ 38,507	\$ 21,525
Permanent tax differences	1,652	3,777	799
State income tax effect	994	9,133	1,949
Rate changes	–	(1,034)	6,567
Federal R&D Credit -			
2018 & 2019	(4,254)	–	–
Uncertain tax position	1,486	–	(2,646)
Impact for Amended Returns			
2015-2017	(2,310)	–	–
Other	(1,001)	(743)	795
Provision for income taxes	\$ 29,529	\$ 49,640	\$ 28,989

The components of OCC's income tax provision (benefit) for the years ended December 31, 2019, 2018 and 2017 are as follows (in thousands):

	2019	2018	2017
Current income tax (benefit)			
Federal	\$ 27,337	\$ 35,473	\$ 14,540
State and local	1,344	10,844	(1,835)
Deferred income tax			
Federal	916	3,037	15,232
State and local	(68)	286	1,052
Provision for income taxes	\$ 29,529	\$ 49,640	\$ 28,989

Uncertain income tax positions are recognized based on a "more likely than not" threshold. Penalties and interest are recognized in the Provision for Income Taxes in the Statements of Income and Comprehensive Income. The balance of unrecognized tax benefits as of December 31, 2019 was \$1.72 million (\$1.67 million net of the federal benefit of state matters), which if recognized would favorably affect the effective tax rate in any future periods. There were no unrecognized tax benefits

as of December 31, 2018. The Company does not believe it is reasonably possible that, within the next twelve months, unrecognized domestic tax benefits will change by a significant amount. As of December 31, 2019, no liability for interest or penalties has been recognized.

OCC is subject to U.S. federal income tax, as well as income tax in various state and local jurisdictions. Currently, federal tax returns for the years 2016-2018 and various state returns for the years 2015-2018 remain open.

Amounts reported in the consolidated financial statements and the tax basis of assets and liabilities result in temporary differences. The deferred tax asset consists of the following:

AS OF DECEMBER 31, (IN THOUSANDS)	2019	2018
Compensation, employee benefits and prepaid expenses	\$ (2,521)	\$ (2,888)
Accelerated depreciation and amortization	(5,187)	(3,042)
Deferred rent	3,424	2,483
Pension, postretirement and deferred compensation	10,691	11,069
Other items	636	648
Total	\$ 7,043	\$ 8,270

**NOTE 14. RETIREMENT PLANS**

OCC has a trustee, noncontributory, qualified retirement plan ("Retirement Plan") covering employees who meet specified age and service requirements. OCC also has a SERP that includes a benefit replacement plan. Retirement benefits under the Retirement Plan are primarily a function of both years of service and levels of compensation.

On January 1, 2002, OCC amended and restated its retirement plan and established a defined contribution plan for new employees effective March 7, 2002. Certain employees were frozen in the Retirement plan and were no longer eligible to earn future benefit service after December 31, 2002.

## Financials

Additionally, effective December 31, 2014, the Board of Directors approved an amendment to freeze benefit accruals under the Retirement Plan and SERP.

OCC's funding policies are to contribute amounts determined on an actuarial basis and provide the Retirement Plan with assets sufficient to meet the benefit obligation of the plans, subject to the minimum funding requirements of U.S. employee benefit and tax laws. The OCC funds the SERP on a current basis as compensation is awarded.

Net periodic benefit cost of the plans consisted of the following:

YEARS ENDED DECEMBER 31 (IN THOUSANDS)	2019	2018	2017
Interest cost	\$ 6,788	\$ 6,274	\$ 6,778
Expected return on assets	(5,553)	(4,972)	(4,728)
<b>Amortization:</b>			
Actuarial loss	1,812	1,877	1,786
Net periodic benefit cost	\$ 3,047	\$ 3,179	\$ 3,836

Other changes in plan assets and benefit obligations recognized in other comprehensive income include:

YEARS ENDED DECEMBER 31 (IN THOUSANDS)	2019	2018	2017
Amortization of net actuarial (loss)	\$ (1,812)	\$ (1,877)	\$ (1,786)
Net actuarial loss / (gain) for the period	1,888	(2,434)	2,872
Total recognized in other comprehensive income	76	(4,311)	1,086
Total recognized in net benefit cost and other comprehensive income	\$ 3,123	\$ (1,132)	\$ 4,922

A net actuarial loss of \$1.8 million recorded in Accumulated other comprehensive loss will be amortized as a component of net periodic benefit cost during 2020.

The Retirement Plan and SERP assets and the plans' benefit obligation and funded status are as follows:

AS OF DECEMBER 31, (IN THOUSANDS)	2019	2018
<b>Change in benefit obligation:</b>		
Benefit obligation		
at beginning of year	\$ 163,888	\$ 178,500
Interest cost	6,788	6,274
Actuarial loss / (gain)	17,415	(12,099)
Gross benefits paid	(9,406)	(8,787)
Benefit obligation		
at end of year	\$ 178,685	\$ 163,888
<b>Change in plan assets:</b>		
Fair value of plan assets		
at beginning of year	\$ 134,320	\$ 137,268
Actual return on plan assets	21,080	(4,693)
Employer contributions	2,364	10,532
Gross benefits paid	(9,406)	(8,787)
Fair value of plan assets		
at end of year	\$ 148,358	\$ 134,320
<b>Funded status end of year:</b>		
Fair value on plan assets -		
overfunded	\$ 148,358	\$ 134,320
Benefit obligation - overfunded	146,662	133,940
Benefit obligation - underfunded	32,023	29,948
Funded status	\$ (30,327)	\$ (29,568)
<b>Amounts recognized in the statements of financial condition:</b>		
Noncurrent asset	\$ 1,696	\$ 380
Current liability	(2,142)	(2,057)
Noncurrent liability	(29,881)	(27,891)
Total	\$ (30,327)	\$ (29,568)
<b>Amounts recognized in accumulated other comprehensive loss consist of:</b>		
Net actuarial loss	\$ 57,299	\$ 57,223
Net amount recognized	\$ 57,299	\$ 57,223

Gross benefits paid from the SERP were \$2.3 million and \$2.0 million for the years ended December 31, 2019 and 2018, respectively. Assets set aside for SERP are described in Note 10.

The accumulated benefit obligation for the Retirement Plan was \$146.7 million and \$133.9 million at December 31, 2019 and 2018, respectively.

The primary assumptions used to determine the accumulated benefit obligation and benefit costs are summarized below:

DECEMBER 31,	RETIREMENT PLAN		SERP	
	2019	2018	2019	2018
<b>Accumulated benefit obligation:</b>				
Discount rate	3.25%	4.25%	3.15%	4.20%
<b>Benefit costs:</b>				
Discount rate	4.25%	3.60%	4.20%	3.55%
Expected return on assets	4.25%	3.60%	N/A	N/A

The expected return on assets is derived using the plans' asset mix, historical returns by asset category and expectations for future capital market performance. Both the plans' investment policy and the expected long-term rate of return assumption are reviewed periodically. The plan's assets are allocated 100% in fixed income mutual fund investments.

In October 2019, the Society of Actuaries ("SOA") released updated mortality base tables called Pri-2012, reflecting mortality experience from 2010 through 2014. In the SOA study, contingent survivors were found to have higher rates of mortality than healthy retirees, therefore, separate tables were produced for retirees and contingent survivors. In addition, the SOA released an updated mortality improvement scale called MP-2019, which reflected one additional year of U.S. population mortality improvement data from the Social Security Administration ("SSA"). The additional data shows a very small year-over-year increase in mortality. As new mortality tables and projection scales have been released

by the SOA, OCC has reviewed the tables and adopted them as they were deemed the best estimate of anticipated future plan experience. This change in mortality assumption did not have a material impact to the financial statements at December 31, 2019.

OCC's expected cash outlay for employer contributions for both plans in 2020 is \$2.1 million, and future expected cash outlays for benefit payments are as follows:

(IN THOUSANDS)	
2020	\$ 9,859
2021	10,263
2022	10,537
2023	10,795
2024	10,963
2025-2029	54,157

In 2014, OCC adopted a liability-driven investment strategy, in which the return on investments held in the Retirement Plan aims to match the yield of the corporate bonds utilized in the calculation of the discount rate. As a result, the mix of investments was shifted to and remains 100% fixed income mutual funds.

Retirement plan assets, which are comprised of registered mutual funds, \$147.6 million and \$133.5 million at December 31, 2019 and 2018, and money market funds, \$735,000 and \$715,000 at December 31, 2019 and 2018, are required to be reported and disclosed at fair value in the financial statements. See Note 16 for discussion about OCC's fair value policy. The shares of the underlying mutual funds are fair valued using quoted market prices in an active market, and therefore all of the assets were considered Level 1 within the fair value hierarchy as of December 31, 2019 and 2018. There have been no changes in the valuation methodologies and there were no transfers between Levels 1 and 2 within the fair value hierarchy for the years ended December 31, 2019 and 2018.

OCC maintains a defined contribution plan ("401(k) plan") qualified under Internal Revenue Code Section 401(k) for eligible employees who elect to participate in the plan. Eligible employees may elect to have their salaries reduced by an amount that is subject to applicable IRS limitations. This amount is then paid into the plan by OCC on behalf of the employee.

OCC makes matching contributions to the participant's account equal to 50% of deferrals (excluding "catch-up" deposits) up to the first 6% of eligible compensation that is deferred. OCC's expenses for the matching contributions to the 401(k) plan for the years ended December 31, 2019, 2018 and 2017 were \$3.1 million, \$2.7 million and \$1.4 million, respectively.

The 401(k) plan also contains a profit-sharing component for individuals not eligible to earn future benefit service in the Retirement Plan, as discussed above. Profit sharing contributions accrued for the 401(k) plan were \$6.3 million, \$5.8 million and \$3.8 million in 2019, 2018 and 2017, respectively.

#### **NOTE 15. POSTRETIREMENT BENEFITS OTHER THAN PENSIONS**

OCC has a postretirement welfare plan covering employees who meet specified age and service requirements. Retiree contributions to medical payments vary by age and years of service at retirement. The plan is a defined dollar benefit plan in which OCC's obligation is limited to a maximum amount per participant per year set by OCC at the time a participant retires.

During November 2014, the Board of Directors approved amendments to the postretirement welfare plan, including (1) eliminating the Medical Executive Retirement Plan, (2) eliminating the retiree life insurance coverage, (3) reducing the post-cap level amount, and (4) eliminating benefits for all participants retiring after December 31, 2014.

Net periodic benefit (income) cost consisted of the following:

YEARS ENDED DECEMBER 31 (IN THOUSANDS)	2019	2018	2017
Interest cost	\$ 277	\$ 259	\$ 300
Expected return on assets	(382)	(634)	(598)
<b>Amortization:</b>			
Prior service cost	(1,754)	(1,754)	(1,754)
Actuarial loss	848	854	909
Total net periodic benefit (income) cost	(1,011)	(1,275)	(1,143)
Net benefit (income) cost	\$ (1,011)	\$ (1,275)	\$ (1,143)

Other changes in plan assets and benefit obligations recognized in other comprehensive income include:

YEARS ENDED DECEMBER 31 (IN THOUSANDS)	2019	2018	2017
Amortization of net actuarial (loss)	\$ (848)	\$ (854)	\$ (909)
Amortization of net prior service credit	1,754	1,754	1,754
Net actuarial loss for the period	131	(46)	(630)
Total recognized in other comprehensive income	1,037	854	215
Total recognized in net benefit cost and other comprehensive income	\$ 26	\$ (421)	\$ (928)

Net actuarial losses of \$909,000 recorded in accumulated other comprehensive loss are expected to be amortized as a component of net periodic benefit cost during 2020.

Plan assets, which are comprised of registered mutual funds and money market funds, are required to be reported and disclosed at fair value in the financial statements. At December 31, 2019, registered mutual funds totaled \$10.1 million and money market funds totaled \$140,000. At December 31, 2018, registered mutual funds totaled \$8.5 million and money market funds totaled \$1.5 million. See Note 16 for discussion about OCC's fair value policy. The shares of the underlying mutual funds are valued using quoted market prices in an active market, and therefore Level 1 within the fair value hierarchy as of December 31, 2019 and 2018. There have been no changes in the valuation methodologies and there were no transfers between Levels 1 and 2 within the fair value hierarchy for the years ended December 31, 2019 and 2018.

The primary investment objective for the plan is to maintain the plan's funded status. The plan's current target investment mix is 100% fixed income.

The actual asset allocation is as follows:

YEARS ENDED DECEMBER 31,	2019	2018
Fixed income funds	99%	85%
Domestic equity funds	1%	15%
Total	100%	100%

The plan's benefit obligation, plan assets and funded statuses are as follows:

YEARS ENDED DECEMBER 31, (IN THOUSANDS)	2019	2018
<b>Change in benefit obligation:</b>		
Benefit obligation		
at beginning of year	\$ 6,934	\$ 7,938
Interest cost	277	259
Actuarial loss (gain)	689	(448)
Gross benefits paid	(818)	(815)
Benefit obligation		
at end of year	\$ 7,082	\$ 6,934
<b>Change in plan assets:</b>		
Fair value of plan assets		
at beginning of year	\$ 10,034	\$ 10,942
Actual return on plan assets	940	232
Employer contributions	157	(325)
Gross benefits paid	(818)	(815)
Fair value of plan assets		
at end of year	\$ 10,313	\$ 10,034
<b>Funded status end of year:</b>		
Fair value of plan assets	\$ 10,313	\$ 10,034
Benefit obligation	7,082	6,934
Funded status	\$ 3,231	\$ 3,100
<b>Amounts recognized in the statements of financial condition:</b>		
Noncurrent asset	\$ 3,231	\$ 3,100
Net amount recognized	\$ 3,231	\$ 3,100
<b>Amounts recognized in accumulated other comprehensive loss consist of:</b>		
Net actuarial loss	\$ 14,471	\$ 15,188
Net prior service (credit)	(26,837)	(28,591)
Net amount recognized	\$ (12,366)	\$ (13,403)

Medicare-eligible retirees must purchase both Medicare supplement and prescription drug coverage in the individual marketplace, and OCC will reimburse both coverages up to the Medicare-eligible retirees' cap amount.

The primary assumptions used to determine the accumulated benefit obligation and benefit costs are summarized below:

YEARS ENDED DECEMBER 31,	2019	2018	2017
<b>Accumulated benefit obligation:</b>			
Discount rate	3.10%	4.15%	3.45%
Health care cost trend rate	5.25%	5.50%	5.50%
Ultimate rate	5.00%	5.00%	5.00%
Years to ultimate rate	1	1	2
<b>Benefit costs:</b>			
Discount rate	4.15%	3.45%	3.80%
Expected long-term rate of return	3.95%	6.00%	6.00%
Health care cost trend rate	5.25%	5.50%	5.75%
Ultimate rate	5.00%	5.00%	5.00%
Years to ultimate rate	1	2	3

A one percentage point increase in the assumed health care cost trend rate for each year would not have a material effect on the accumulated postretirement benefit obligation or net periodic benefit cost.

In October 2019, the SOA released updated mortality base tables called Pri-2012, reflecting mortality experience from 2010 through 2014. In the SOA study, contingent survivors were found to have higher rates of mortality than healthy retirees, therefore, separate tables were produced for retirees and contingent survivors. In addition, the SOA released an updated mortality improvement scale called MP-2019, which reflected one additional year of U.S. population mortality improvement data from the Social Security Administration (SSA). The additional data shows a very small year-over-year increase in mortality. This change in mortality assumption did not have a material impact to the financial statements at December 31, 2019.

OCC's expected cash outflows for future benefit payments are as follows:

(IN THOUSANDS)	
2020	\$ 672
2021	620
2022	595
2023	539
2024	513
2025-2029	2,209

**NOTE 16. FAIR VALUE MEASUREMENTS**

OCC follows applicable accounting guidance for measuring all financial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring or nonrecurring basis.

Level 1 measurements consist of quoted prices in active markets for identical assets or liabilities. Level 2 measurements include significant other observable inputs, such as quoted prices for similar assets or liabilities in active markets; identical assets or liabilities in inactive markets; observable inputs, such as interest rates and yield curves; and other market-corroborated inputs. Level 3 measurements include significant unobservable inputs, supported by little or no market activity.

OCC uses Level 1 and 2 measurements to determine fair value. Level 1 measurements consist of registered mutual funds that publish a daily Net Asset Value. Level 2 measurements include U.S. and Canadian Government securities, which are generally valued using inputs from pricing services and are not quoted on active markets. There were no transfers between Level 1 and Level 2 during 2019 or 2018.

The SERP and executive deferred compensation plan assets comprise the full amount within the money market fund and registered mutual funds disclosed in the following table.

Assets measured at fair value on a recurring basis are summarized below:

DECEMBER 31, 2019 (IN THOUSANDS)	TOTAL	LEVEL 1	LEVEL 2
U.S. Government securities	\$ 5,737,748	\$ –	\$ 5,737,748
Canadian Government securities	156,511	–	156,511
<b>Other assets:</b>			
Money Market funds	2,725	2,725	–
Registered mutual funds	41,429	41,429	–
<b>Total</b>	<b>\$ 5,938,413</b>	<b>\$ 44,154</b>	<b>\$ 5,894,259</b>

  

DECEMBER 31, 2018 (IN THOUSANDS)	TOTAL	LEVEL 1	LEVEL 2
U.S. Government securities	\$ 4,022,193	\$ –	\$ 4,022,193
Canadian Government securities	132,141	–	132,141
<b>Other assets:</b>			
Money Market funds	2,217	2,217	–
Registered mutual funds	36,316	36,316	–
<b>Total</b>	<b>\$ 4,192,867</b>	<b>\$ 38,533</b>	<b>\$ 4,154,334</b>

Reverse repurchase agreements are recorded at carrying value and as such, are not included in the table above. Reverse repurchase agreements are generally valued based on inputs with reasonable levels of price transparency and the carrying value approximates fair value due to the short maturities of the investments.

#### NOTE 17. CONTINGENCIES

In the normal course of business, OCC may be subject to various lawsuits, claims, and other legal proceedings. At December 31, 2019, there is no outstanding litigation that would have a material adverse effect on the financial statements.

#### NOTE 18. CAPITAL MANAGEMENT POLICY

In 2015, the SEC initially approved OCC's Capital Plan (the Capital Plan) under which OCC's shareholders contributed \$150 million of equity capital. The SEC's approval was remanded by the U.S. Court of Appeals for the District of Columbia Circuit on August 8, 2017. On February 13, 2019, the SEC disapproved the Capital Plan. As a result of the disapproval, OCC did not provide a refund to clearing firms or declare a dividend to shareholders for the years ended December 31, 2018 and 2019. Furthermore, during the year ended December 31, 2019, OCC returned to the shareholders the \$150 million of the shareholders' equity capital.

On August 29, 2019, OCC filed with the SEC a proposed Capital Management Policy, which includes OCC's plan to replenish its capital in the event it falls close to or below target capital levels. The SEC approved the Capital Management Policy on January 24, 2020.

#### NOTE 19. SUBSEQUENT EVENTS

OCC has evaluated events subsequent to December 31, 2019 to assess the need for potential recognition or disclosure. These events have been evaluated through February 26, 2020, the date of report issuance.

**LINES OF CREDIT** - In January 2020, the CalPERS credit facility expired and was not renewed.

**CLEARING FUND DEPOSITS** - On January 2, 2020, OCC increased the minimum cash required by clearing members from \$3.0 billion to \$3.5 billion and was funded by January 6, 2020.

# Report of Independent Registered Public Accounting Firm

TO THE SHAREHOLDERS AND THE BOARD OF DIRECTORS  
OF THE OPTIONS CLEARING CORPORATION:

## OPINION ON THE FINANCIAL STATEMENTS

We have audited the accompanying statements of financial condition of The Options Clearing Corporation (the "Corporation") as of December 31, 2019 and 2018, the related statements of income and comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2019, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Corporation as of December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2019, in conformity with accounting principles generally accepted in the United States of America.

## BASIS FOR OPINION

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

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

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

*DELOITTE & TOUCHE LLP*

Chicago, IL  
February 26, 2020

WE HAVE SERVED AS THE  
CORPORATION'S AUDITOR SINCE 1972.