

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



**FORM 10-Q/A**

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

For the quarterly period ended March 31, 2014

Commission File No. 001-11241

**CATERPILLAR FINANCIAL SERVICES CORPORATION**

(Exact name of Registrant as specified in its charter)

Delaware  
(State of incorporation)

37-1105865  
(IRS Employer I.D. No.)

2120 West End Ave.  
Nashville, Tennessee  
(Address of principal executive offices)

37203-0001  
(Zip Code)

Registrant's telephone number, including area code: (615) 341-1000

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes [] No []

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

Large accelerated filer [] Accelerated filer [] Non-accelerated filer [] Smaller reporting company []

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

As of May 2, 2014, one share of common stock of the registrant was outstanding, which is owned by Caterpillar Inc.

**The registrant is a wholly owned subsidiary of Caterpillar Inc. and meets the conditions set forth in General Instruction (H)(1)(a) and (b) of Form 10-Q, and is therefore filing this form with the reduced disclosure format.**

## EXPLANATORY NOTE

In preparing Caterpillar Financial Corporation's (together with its subsidiaries, "Cat Financial," "the Company," "we" and "our") consolidated financial statements for the quarter ended September 30, 2014, we identified immaterial errors impacting our previously issued financial statements, which led to the discovery of deficiencies in our internal control over financial reporting. We evaluated these control deficiencies, together with previously identified control deficiencies and concluded that a material weakness relating to our Allowance for credit losses existed as of September 30, 2014. This caused us to reevaluate our previous conclusions on internal control over financial reporting as of December 31, 2013, and we have now concluded that the material weakness relating to our Allowance for credit losses existed as of December 31, 2013. As a result, we have restated our December 31, 2013 report on internal control over financial reporting. As a result of the material weakness and our restated report on internal control over financial reporting, we have also concluded that our disclosure controls and procedures were not effective as of March 31, 2014.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. We identified the below material weakness in our internal control over financial reporting as of September 30, 2014 and also determined that this material weakness existed as of March 31, 2014.

We did not design and maintain effective internal controls over the accuracy and completeness of information about loans identified as being impaired, which are used in evaluating the adequacy of our Allowance for credit losses. Specifically, we did not design or implement controls necessary to monitor the effectiveness of subsidiary level controls relating to compliance with Company policies and procedures for evaluating loans for impairment.

The material weakness described above resulted in immaterial errors impacting our previously issued financial statements for the interim periods ended June 30, 2014 and March 31, 2014 and the interim and annual periods ended December 31, 2013, 2012 and 2011. The net impact on Profit of these errors relating to Allowance for credit losses, together with other unrelated immaterial errors as described in Note 1 to the consolidated financial statements, was an overstatement/(understatement) of Profit of (\$2 million) and \$5 million for the three months ended June 30, 2014 and March 31, 2014, respectively, and \$17 million, \$4 million, and \$4 million for the years ended December 31, 2013, 2012, and 2011, respectively. We evaluated these errors and concluded that they did not, individually or in the aggregate, result in a material misstatement of our previously issued consolidated financial statements.

Notwithstanding the material weakness described above, we have concluded that our consolidated financial statements included in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, as previously filed with the Securities and Exchange Commission ("SEC"), are fairly stated in all material respects in accordance with generally accepted accounting principles in the United States of America for each of the periods presented and that they may still be relied upon. The revisions to correct the identified immaterial errors are reflected in the revised consolidated financial statements included in this Form 10-Q/A for the quarter ended March 31, 2014.

In response to the material weakness relating to our Allowance for credit losses, the Company has developed and is executing a remediation plan with the oversight of our Chief Executive Officer and Chief Financial Officer as described below.

The following actions have been taken to strengthen our internal controls and organizational structure:

- The Company has replaced a member of management responsible for ensuring compliance with Company policies and procedures related to identifying and evaluating loans for impairment at the subsidiary location where the control failure was identified.
- Cat Financial corporate management performed a subsidiary level review to identify any other subsidiaries not complying with policies and procedures related to identifying and evaluating loans for impairment. As a result of this review, we discovered one additional international subsidiary that was providing incomplete credit loss reporting as a result of a control deficiency at that subsidiary location. The impact of this control deficiency has been included in the evaluation and conclusions documented above. No other such control deficiencies were identified.
- The Company has conducted training sessions for our local subsidiary management responsible for reinforcing the understanding of our policies and procedures that impact the Allowance for credit losses at the subsidiaries where the control deficiencies were identified.

The Company also currently anticipates further improving its policies and procedures by:

- Strengthening our oversight controls to ensure compliance at the subsidiary level with Company policies and procedures impacting the Allowance for credit losses. Those oversight controls will be designed to operate at a level of precision sufficient to detect an error resulting from a related control failure at the subsidiary level before it results in a material misstatement of our consolidated financial statements; and
- Strengthening our testing of controls designed to ensure compliance at the subsidiary level with Company policies and procedures impacting the Allowance for credit losses to provide effective and timely identification of control deficiencies.

This Form 10-Q/A amends our Form 10-Q for the quarter ended March 31, 2014 as originally filed with the SEC on May 2, 2014 (the "Original Filing") to correct immaterial errors as described in Note 1 to the consolidated financial statements. Revisions to the Original Filing have been made to the following items solely as a result of and to reflect these revisions:

- Item 1 - Financial Statements
- Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations
- Item 4 - Controls and Procedures
- Item 6 - Exhibits

In accordance with applicable SEC rules, this Form 10-Q/A includes certifications from our Chief Executive Officer and Chief Financial Officer dated as of the date of this filing.

Except for this amendment, no other changes have been made to the Original Filing. This Form 10-Q/A continues to describe conditions as of the date of the Original Filing, and the disclosures contained herein have not been updated to reflect events, results or developments that have occurred after the Original Filing date, or to modify or update those disclosures affected by subsequent events.

Future Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q will reflect the revisions for financial information included in this Amendment, as applicable.

**PART I. FINANCIAL INFORMATION****ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

In addition to the accompanying unaudited consolidated financial statements for Caterpillar Financial Services Corporation (together with its subsidiaries, "Cat Financial," "the Company," "we," "us" or "our"), we suggest that you read our amended 2013 Annual Report on Form 10-K/A filed with the Securities and Exchange Commission (SEC) on November 14, 2014. The Company files electronically with the SEC required reports on Form 8-K, Form 10-Q, Form 10-K and registration statements on Form S-3 and other forms or reports as required. The public may read and copy any materials the Company has filed with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site ([www.sec.gov](http://www.sec.gov)) that contains reports, proxies and information statements and other information regarding issuers that file electronically with the SEC. Copies of our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to these reports filed or furnished with the SEC are available free of charge through Caterpillar Inc.'s Internet site ([www.caterpillar.com/secfilings](http://www.caterpillar.com/secfilings)) as soon as reasonably practicable after filing with the SEC. Copies may also be obtained free of charge by writing to: Legal Dept., Caterpillar Financial Services Corporation, 2120 West End Ave., Nashville, Tennessee 37203-0001. In addition, the public may obtain more detailed information about our parent company, Caterpillar Inc. (together with its subsidiaries, "Caterpillar" or "Cat") by visiting its Internet site ([www.caterpillar.com](http://www.caterpillar.com)). None of the information contained at any time on our Internet site, Caterpillar's Internet site or the SEC's Internet site is incorporated by reference into this document.

UNAUDITED

**Caterpillar Financial Services Corporation**  
**CONSOLIDATED STATEMENTS OF PROFIT**  
**(Unaudited)**  
**(Dollars in Millions)**

	<b>Three Months Ended March 31,</b>	
	<b>2014</b>	<b>2013</b>
<b>Revenues:</b>		
Retail finance	\$ 338	\$ 347
Operating lease	259	220
Wholesale finance	73	77
Other, net	41	36
Total revenues	<u>711</u>	<u>680</u>
<b>Expenses:</b>		
Interest	162	191
Depreciation on equipment leased to others	214	175
General, operating and administrative	101	103
Provision for credit losses	37	17
Other	8	5
Total expenses	<u>522</u>	<u>491</u>
Other income (expense)	<u>(7)</u>	<u>(4)</u>
<b>Profit before income taxes</b>	<b>182</b>	<b>185</b>
Provision for income taxes	<u>48</u>	<u>42</u>
<b>Profit of consolidated companies</b>	<b>134</b>	<b>143</b>
Less: Profit attributable to noncontrolling interests	<u>3</u>	<u>3</u>
<b>Profit <sup>1</sup></b>	<b><u>\$ 131</u></b>	<b><u>\$ 140</u></b>

<sup>1</sup> Profit attributable to Caterpillar Financial Services Corporation.

See Notes to Consolidated Financial Statements (unaudited).

UNAUDITED

**Caterpillar Financial Services Corporation**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(Unaudited)**  
**(Dollars in Millions)**

	<b>Three Months Ended March 31,</b>	
	<b>2014</b>	<b>2013</b>
Profit of consolidated companies	\$ 134	\$ 143
Other comprehensive income (loss), net of tax:		
Foreign currency translation, net of tax (expense)/benefit of: 2014 \$0; 2013 \$(30)	4	(104)
Derivative financial instruments:		
Gains (losses) deferred, net of tax (expense)/benefit of: 2014 \$0; 2013 \$0	(2)	—
(Gains) losses reclassified to earnings, net of tax (expense)/benefit of: 2014 \$0; 2013 \$0	1	1
Total Other comprehensive income (loss), net of tax	3	(103)
<b>Comprehensive income (loss)</b>	137	40
Less: Comprehensive income attributable to the noncontrolling interests	2	3
<b>Comprehensive income (loss) attributable to Caterpillar Financial Services Corporation</b>	<b>\$ 135</b>	<b>\$ 37</b>

*See Notes to Consolidated Financial Statements (unaudited).*

## UNAUDITED

**Caterpillar Financial Services Corporation**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
**(Unaudited)**  
**(Dollars in Millions, except share data)**

	<u>March 31,</u> <u>2014</u>	<u>December 31,</u> <u>2013</u>
<b>Assets:</b>		
Cash and cash equivalents	\$ 1,135	\$ 1,320
Finance receivables		
Retail notes receivable	11,143	10,858
Wholesale notes receivable	4,510	4,153
Finance leases and installment sale contracts - Retail	14,580	14,551
Finance leases and installment sale contracts - Wholesale	464	480
	<u>30,697</u>	<u>30,042</u>
Less: Unearned income	(939)	(976)
Less: Allowance for credit losses	(384)	(387)
Total net finance receivables	<u>29,374</u>	<u>28,679</u>
Notes receivable from Caterpillar	337	345
Equipment on operating leases, less accumulated depreciation	3,464	3,544
Deferred and refundable income taxes	139	166
Other assets	1,093	1,060
<b>Total assets</b>	<u><u>\$ 35,542</u></u>	<u><u>\$ 35,114</u></u>
<b>Liabilities and stockholder's equity:</b>		
Payable to dealers and others	\$ 118	\$ 118
Payable to Caterpillar – other	60	80
Accrued expenses	212	251
Income taxes payable	78	52
Payable to Caterpillar - borrowings	1,122	1,118
Short-term borrowings	4,497	3,663
Current maturities of long-term debt	6,016	6,592
Long-term debt	18,822	18,737
Deferred income taxes and other liabilities	489	512
<b>Total liabilities</b>	<u>31,414</u>	<u>31,123</u>
Commitments and contingent liabilities (Notes 7 and 9)		
Common stock - \$1 par value		
Authorized: 2,000 shares; Issued and outstanding: one share (at paid-in amount)	745	745
Additional paid-in capital	2	2
Retained earnings	3,135	3,004
Accumulated other comprehensive income/(loss)	121	117
Noncontrolling interests	125	123
<b>Total stockholder's equity</b>	<u>4,128</u>	<u>3,991</u>
<b>Total liabilities and stockholder's equity</b>	<u><u>\$ 35,542</u></u>	<u><u>\$ 35,114</u></u>

See Notes to Consolidated Financial Statements (unaudited).

UNAUDITED

**Caterpillar Financial Services Corporation**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDER'S EQUITY**  
**(Unaudited)**  
**(Dollars in Millions)**

<u>Three Months Ended</u> <u>March 31, 2013</u>	<u>Common</u> <u>stock</u>	<u>Additional</u> <u>paid-in</u> <u>capital</u>	<u>Retained</u> <u>earnings</u>	<u>Accumulated</u> <u>other</u> <u>comprehensive</u> <u>income/(loss)</u>	<u>Noncontrolling</u> <u>interests</u>	<u>Total</u>
<b>Balance at December 31, 2012</b>	\$ 745	\$ 2	\$ 2,691	\$ 176	\$ 106	\$ 3,720
Profit of consolidated companies			140		3	143
Foreign currency translation, net of tax				(104)	—	(104)
Derivative financial instruments, net of tax				1		1
<b>Balance at March 31, 2013</b>	<u>\$ 745</u>	<u>\$ 2</u>	<u>\$ 2,831</u>	<u>\$ 73</u>	<u>\$ 109</u>	<u>\$ 3,760</u>
<b>Three Months Ended</b>						
<b>March 31, 2014</b>						
<b>Balance at December 31, 2013</b>	\$ 745	\$ 2	\$ 3,004	\$ 117	\$ 123	\$ 3,991
Profit of consolidated companies			131		3	134
Foreign currency translation, net of tax				5	(1)	4
Derivative financial instruments, net of tax				(1)		(1)
<b>Balance at March 31, 2014</b>	<u>\$ 745</u>	<u>\$ 2</u>	<u>\$ 3,135</u>	<u>\$ 121</u>	<u>\$ 125</u>	<u>\$ 4,128</u>

*See Notes to Consolidated Financial Statements (unaudited).*



UNAUDITED

**Caterpillar Financial Services Corporation**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**  
**(Dollars in Millions)**

	Three Months Ended March 31,	
	2014	2013
<b>Cash flows from operating activities:</b>		
Profit of consolidated companies	\$ 134	\$ 143
Adjustments for non-cash items:		
Depreciation and amortization	217	179
Amortization of receivables purchase discount	(58)	(58)
Provision for credit losses	37	17
Gain on sales of receivables	(1)	(1)
Other, net	(2)	1
Changes in assets and liabilities:		
Receivables from others	(6)	(36)
Other receivables/payables with Caterpillar	(12)	7
Payable to dealers and others	(19)	(1)
Accrued interest payable	(32)	(29)
Accrued expenses and other liabilities, net	(45)	(51)
Income taxes payable	63	24
Net cash provided by operating activities	<u>276</u>	<u>195</u>
<b>Cash flows from investing activities:</b>		
Capital expenditures for equipment on operating leases and other capital expenditures	(269)	(336)
Proceeds from disposals of equipment	160	154
Additions to finance receivables	(3,198)	(3,320)
Collections of finance receivables	2,873	2,939
Net changes in Caterpillar purchased receivables	(339)	(14)
Proceeds from sales of receivables	23	66
Net change in variable lending to Caterpillar	—	32
Collections on other notes receivable with Caterpillar	8	6
Restricted cash and cash equivalents activity, net	(34)	(20)
Other, net	3	2
Net cash provided by (used for) investing activities	<u>(773)</u>	<u>(491)</u>
<b>Cash flows from financing activities:</b>		
Proceeds from debt issued (original maturities greater than three months)	2,146	2,665
Payments on debt issued (original maturities greater than three months)	(2,773)	(2,576)
Short-term borrowings, net (original maturities three months or less)	942	386
Net cash provided by (used for) financing activities	<u>315</u>	<u>475</u>
Effect of exchange rate changes on cash and cash equivalents	(3)	(3)
<b>Increase/(decrease) in cash and cash equivalents</b>	<b>(185)</b>	<b>176</b>
Cash and cash equivalents at beginning of year	1,320	2,080
Cash and cash equivalents at end of period	<u>\$ 1,135</u>	<u>\$ 2,256</u>

See Notes to Consolidated Financial Statements (unaudited).

**Notes to Consolidated Financial Statements***(Unaudited)***1. Basis of Presentation**

In the opinion of management, the accompanying unaudited consolidated financial statements include all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of (a) the consolidated profit for the three months ended March 31, 2014 and 2013, (b) the consolidated comprehensive income for the three months ended March 31, 2014 and 2013, (c) the consolidated financial position as of March 31, 2014 and December 31, 2013, (d) the consolidated changes in stockholder's equity for the three months ended March 31, 2014 and 2013 and (e) the consolidated cash flows for the three months ended March 31, 2014 and 2013. The preparation of financial statements, in conformity with generally accepted accounting principles in the United States of America (U.S. GAAP) and pursuant to the rules and regulations of the Securities and Exchange Commission (SEC), requires management to make estimates and assumptions that affect reported amounts. The most significant estimates include those related to the residual values for leased assets, our Allowance for credit losses and the income tax reserve. Actual results may differ from these estimates.

Interim results are not necessarily indicative of results for a full year. The information included in this Form 10-Q/A should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the audited consolidated financial statements and notes thereto included in our amended annual report on Form 10-K/A for the year ended December 31, 2013 filed with the SEC on November 14, 2014.

The December 31, 2013 financial position data included herein was derived from the audited consolidated financial statements included in our amended annual report on Form 10-K/A for the year ended December 31, 2013 filed with the SEC on November 14, 2014, but does not include all disclosures required by U.S. GAAP.

We consolidate all variable-interest entities (VIEs) where we are the primary beneficiary. The primary beneficiary of a VIE is the party that has the power to direct the activities that most significantly impact the performance of the entity and the obligation to absorb losses or the right to receive benefits that could potentially be significant to the entity. Please refer to Note 7 for more information.

**Revision of prior period financial statements**

In preparing our consolidated financial statements for the quarter ended September 30, 2014, we identified immaterial errors that impacted our previously issued consolidated financial statements for the interim periods ended March 31, 2014 and June 30, 2014 and the interim and annual periods ended December 31, 2013, 2012 and 2011. The prior period errors primarily relate to our Allowance for credit losses and our valuation of debt instruments in fair value hedges. Specifically as relating to our Allowance for credit losses, at one of our international subsidiary locations, an internal audit review during the second quarter 2014 identified certain finance receivables not appropriately evaluated for impairment. As a result, management performed a subsidiary level analysis during the third quarter which discovered one additional international subsidiary that was providing incomplete credit loss reporting. Both errors impacted management's evaluation of the adequacy of the Allowance for credit losses. With respect to the fair value hedges, when debt instruments in fair value hedge transactions matured in 2014, management controls identified carrying value adjustments associated with the matured debt remaining on the balance sheet. Upon investigation, we learned that an incorrect discount rate was being used to value the hedged debt over the term of the hedge relationship.

We evaluated these errors and concluded that they did not, individually or in the aggregate, result in a material misstatement of our previously issued consolidated financial statements. However, if the entire correction was recorded out-of-period in the third quarter of 2014, the cumulative amount would have been material to estimated Profit for the year ending December 31, 2014 and would have impacted comparisons to prior periods. As such, the revisions for these corrections are reflected in the financial information of the applicable prior periods and will be reflected in future filings containing such financial information.

The following tables present the effect of these revisions for the financial statement line items impacted in the affected periods included within this quarterly financial report.

Revised Consolidated Statements of Profit Amounts

(Millions of dollars)

	As Previously Reported			As Previously Reported		
	As Reported	Adjustment	As Revised	As Reported	Adjustment	As Revised
	Three Months Ended March 31, 2014			Three Months Ended March 31, 2013		
Retail finance	\$ 337	\$ 1	\$ 338	\$ 347	\$ —	\$ 347
Operating lease revenue	262	(3)	259	220	—	220
Total revenues	713	(2)	711	680	—	680
Depreciation on equipment leased to others	216	(2)	214	175	—	175
Provision for credit losses	33	4	37	16	1	17
Total expenses	520	2	522	490	1	491
Other income (expense)	(5)	(2)	(7)	(3)	(1)	(4)
<b>Profit before income taxes</b>	188	(6)	182	187	(2)	185
Provision for income taxes	49	(1)	48	43	(1)	42
<b>Profit of consolidated companies</b>	139	(5)	134	144	(1)	143
<b>Profit</b>	\$ 136	\$ (5)	\$ 131	\$ 141	\$ (1)	\$ 140

Revised Consolidated Statements of Comprehensive Income Amounts

(Millions of dollars)

	As Previously Reported			As Previously Reported		
	As Reported	Adjustment	As Revised	As Reported	Adjustment	As Revised
	Three Months Ended, March 31, 2014			Three Months Ended March 31, 2013		
Profit of consolidated companies	\$ 139	\$ (5)	\$ 134	\$ 144	\$ (1)	\$ 143
<b>Comprehensive income (loss)</b>	142	(5)	137	41	(1)	40
<b>Comprehensive income (loss) attributable to Caterpillar Financial Services Corporation</b>	\$ 140	\$ (5)	\$ 135	\$ 38	\$ (1)	\$ 37

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Revised Consolidated Statements of Financial Position Amounts

(Millions of dollars)	As			As		
	Previously Reported	Adjustment	As Revised	Previously Reported	Adjustment	As Revised
	March 31, 2014			December 31, 2013		
Retail notes receivable	\$ 11,149	\$ (6)	\$ 11,143	\$ 10,863	\$ (5)	\$ 10,858
Finance leases and installment sale contracts - Retail	14,616	(36)	14,580	14,582	(31)	14,551
Total finance receivables	30,739	(42)	30,697	30,078	(36)	30,042
Less: Allowance for credit losses	(373)	(11)	(384)	(378)	(9)	(387)
Total net finance receivables	29,427	(53)	29,374	28,724	(45)	28,679
Equipment on operating leases, less accumulated depreciation	3,464	—	3,464	3,530	14	3,544
Deferred and refundable income taxes	132	7	139	160	6	166
Other assets	1,093	—	1,093	1,059	1	1,060
<b>Total assets</b>	<b>\$ 35,588</b>	<b>\$ (46)</b>	<b>\$ 35,542</b>	<b>\$ 35,138</b>	<b>\$ (24)</b>	<b>\$ 35,114</b>
Payable to Caterpillar - other	\$ 96	\$ (36)	\$ 60	\$ 96	\$ (16)	\$ 80
Income taxes payable	77	1	78	52	—	52
Long-term debt	18,803	19	18,822	18,720	17	18,737
Deferred income taxes and other liabilities	494	(5)	489	517	(5)	512
<b>Total liabilities</b>	<b>31,435</b>	<b>(21)</b>	<b>31,414</b>	<b>31,127</b>	<b>(4)</b>	<b>31,123</b>
Retained earnings	3,160	(25)	3,135	3,024	(20)	3,004
<b>Total stockholder's equity</b>	<b>4,153</b>	<b>(25)</b>	<b>4,128</b>	<b>4,011</b>	<b>(20)</b>	<b>3,991</b>
<b>Total liabilities and stockholder's equity</b>	<b>\$ 35,588</b>	<b>\$ (46)</b>	<b>\$ 35,542</b>	<b>\$ 35,138</b>	<b>\$ (24)</b>	<b>\$ 35,114</b>

(Millions of dollars)	As		
	Previously Reported	Adjustment	As Revised
	March 31, 2013		
Retail notes receivable	\$ 11,176	\$ (4)	\$ 11,172
Finance leases and installment sale contracts - Retail	13,728	(28)	13,700
Total finance receivables	29,752	(32)	29,720
Less: Allowance for credit losses	(429)	(3)	(432)
Total net finance receivables	28,351	(35)	28,316
Equipment on operating leases, less accumulated depreciation	2,977	27	3,004
Other assets	1,072	1	1,073
<b>Total assets</b>	<b>\$ 35,087</b>	<b>\$ (7)</b>	<b>\$ 35,080</b>
Payable to Caterpillar - other	\$ 77	\$ (12)	\$ 65
Long-term debt	18,572	14	18,586
Deferred income taxes and other liabilities	549	(5)	544
<b>Total liabilities</b>	<b>31,323</b>	<b>(3)</b>	<b>31,320</b>
Retained earnings	2,835	(4)	2,831
<b>Total stockholder's equity</b>	<b>3,764</b>	<b>(4)</b>	<b>3,760</b>
<b>Total liabilities and stockholder's equity</b>	<b>\$ 35,087</b>	<b>\$ (7)</b>	<b>\$ 35,080</b>

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**Revised Consolidated Statements of Changes in Stockholder's Equity Amounts**

(Millions of dollars)

	As				As		
	Previously Reported	Adjustment	As Revised		Previously Reported	Adjustment	As Revised
	March 31, 2014				March 31, 2013		
Profit	\$ 136	\$ (5)	\$ 131	Profit	\$ 141	\$ (1)	\$ 140
<b>Retained Earnings - Balance at March 31, 2014</b>	<b>\$ 3,160</b>	<b>\$ (25)</b>	<b>\$ 3,135</b>	<b>Retained Earnings - Balance at March 31, 2013</b>	<b>\$ 2,835</b>	<b>\$ (4)</b>	<b>\$ 2,831</b>

**Revised Consolidated Statements of Cash Flows Amounts**

(Millions of dollars)

	As				As		
	Previously Reported	Adjustment	As Revised		Previously Reported	Adjustment	As Revised
	Three Months Ended March 31, 2014				Three Months Ended March 31, 2013		
Profit of consolidated companies	\$ 139	\$ (5)	\$ 134	\$ 144	\$ (1)	\$ 143	
Depreciation and amortization	219	(2)	217	179	—	179	
Provision for credit losses	33	4	37	16	1	17	
Other, net	(6)	4	(2)	—	1	1	
Other receivables/payables with Caterpillar	8	(20)	(12)	8	(1)	7	
Accrued expenses and other liabilities, net	(44)	(1)	(45)	(50)	(1)	(51)	
<b>Net cash provided by operating activities</b>	<b>296</b>	<b>(20)</b>	<b>276</b>	<b>196</b>	<b>(1)</b>	<b>195</b>	
Expenditures for equipment on operating leases and for non-leased equipment	(269)	—	(269)	(320)	(16)	(336)	
Additions to finance receivables	(3,218)	20	(3,198)	(3,337)	17	(3,320)	
<b>Net cash provided by (used for) investing activities</b>	<b>\$ (793)</b>	<b>\$ 20</b>	<b>\$ (773)</b>	<b>\$ (492)</b>	<b>\$ 1</b>	<b>\$ (491)</b>	

The Notes to the Consolidated Financial Statements have been revised to reflect the above revisions for all periods presented.

2. Accumulated Other Comprehensive Income/(Loss)

Comprehensive income/(loss) and its components are presented in the Consolidated Statements of Comprehensive Income. Changes in Accumulated other comprehensive income/(loss), net of tax, included in the Consolidated Statements of Changes in Stockholder's Equity, consisted of the following:

(Millions of dollars)	Foreign currency translation	Derivative financial instruments	Total
<b>Three Months Ended March 31, 2013</b>			
Balance at December 31, 2012	\$ 184	\$ (8)	\$ 176
Other comprehensive income/(loss) before reclassifications	(104)	—	(104)
Amounts reclassified from accumulated other comprehensive income/(loss)	—	1	1
Other comprehensive income/(loss)	(104)	1	(103)
<b>Balance at March 31, 2013</b>	<b>\$ 80</b>	<b>\$ (7)</b>	<b>\$ 73</b>
<b>Three Months Ended March 31, 2014</b>			
Balance at December 31, 2013	\$ 122	\$ (5)	\$ 117
Other comprehensive income/(loss) before reclassifications	5	(2)	3
Amounts reclassified from accumulated other comprehensive income/(loss)	—	1	1
Other comprehensive income/(loss)	5	(1)	4
<b>Balance at March 31, 2014</b>	<b>\$ 127</b>	<b>\$ (6)</b>	<b>\$ 121</b>

The effect of the reclassifications out of Accumulated other comprehensive income/(loss) on the Consolidated Statements of Profit was as follows:

(Millions of dollars)	Classification of income (expense)	Three Months Ended March 31,	
		2014	2013
Foreign exchange contracts	Other income (expense)	\$ —	\$ —
Interest rate contracts	Interest expense	(1)	(1)
Reclassifications before tax		(1)	(1)
Tax (provision) benefit		—	—
<b>Total reclassifications from Accumulated other comprehensive income/(loss)</b>		<b>\$ (1)</b>	<b>\$ (1)</b>

### 3. New Accounting Pronouncements

**Joint and several liability arrangements** – In February 2013, the Financial Accounting Standards Board (FASB) issued accounting guidance on the recognition, measurement and disclosure of obligations resulting from joint and several liability arrangements. The guidance requires an entity to measure obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of this guidance is fixed at the reporting date, as the sum of the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and any additional amount the reporting entity expects to pay on behalf of its co-obligors. The entity is also required to disclose the nature and amount of the obligation as well as any other information about those obligations. This guidance was effective January 1, 2014, with retrospective application required. The guidance did not have a material impact on our financial statements.

**Parent's accounting for the cumulative translation adjustment upon derecognition of certain subsidiaries or groups of assets within a foreign entity or of an investment in a foreign entity** – In March 2013, the FASB issued accounting guidance on the parent's accounting for the cumulative translation adjustment (CTA) upon derecognition of certain subsidiaries or groups of assets within a foreign entity or of an investment in a foreign entity. The new standard clarifies existing guidance regarding when the CTA should be released into earnings upon various deconsolidation and consolidation transactions. The guidance was effective January 1, 2014. The guidance did not have a material impact on our financial statements.

**Presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists** – In July 2013, the FASB issued accounting guidance on the financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. The guidance requires an unrecognized tax benefit, or a portion of an unrecognized tax benefit, to be presented as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward in the financial statements if available under the applicable tax jurisdiction. The guidance was effective January 1, 2014. The guidance did not have a material impact on our financial statements.

**Reporting discontinued operations and disclosures of disposals of components of an entity** – In April 2014, the FASB issued accounting guidance for determining which disposals can be presented as discontinued operations and modifies related disclosure requirements. The guidance defines a discontinued operation as a disposal of a component or group of components that is disposed of or is classified as held for sale and represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results. This guidance is effective January 1, 2015. We do not expect the adoption to have a material impact on our financial statements.

#### 4. Financing Activities

##### A. Credit Quality of Financing Receivables and Allowance for Credit Losses

We apply a systematic methodology to determine the Allowance for credit losses for finance receivables. Based upon our analysis of credit losses and risk factors, our portfolio segments are as follows:

- **Customer** - Finance receivables with retail customers.
- **Dealer** - Finance receivables with Caterpillar dealers.
- **Caterpillar Purchased Receivables** - Trade receivables purchased from Caterpillar entities.

We further evaluate our portfolio segments by the class of finance receivables, which is defined as a level of information (below a portfolio segment) in which the finance receivables have the same initial measurement attribute and a similar method for assessing and monitoring credit risk. Typically, our finance receivables within a geographic area have similar credit risk profiles and methods for assessing and monitoring credit risk. Our classes, which align with management reporting for credit losses, are as follows:

- **North America** - Finance receivables originated in the United States or Canada.
- **Europe** - Finance receivables originated in Europe, Africa, Middle East and the Commonwealth of Independent States.
- **Asia/Pacific** - Finance receivables originated in Australia, New Zealand, China, Japan, South Korea and Southeast Asia.
- **Mining** - Finance receivables related to large mining customers worldwide.
- **Latin America** - Finance receivables originated in Central and South American countries and Mexico.
- **Caterpillar Power Finance** - Finance receivables related to marine vessels with Caterpillar engines worldwide and Caterpillar electrical power generation, gas compression and co-generation systems and non-Caterpillar equipment that is powered by these systems worldwide.

##### **Impaired loans and finance leases**

For all classes, a loan or finance lease is considered impaired, based on current information and events, if it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan or finance lease. Loans and finance leases reviewed for impairment include loans and finance leases that are past due, non-performing or in bankruptcy. Recognition of income is suspended and the loan or finance lease is placed on non-accrual status when management determines that collection of future income is not probable (generally after 120 days past due except in locations where local regulatory requirements dictate a different method, or instances in which relevant information is known that warrants placing the loan or finance lease on non-accrual status). Accrual is resumed and previously suspended income is recognized, when the loan or finance lease becomes contractually current and/or collection doubts are removed. Cash receipts on impaired loans or finance leases are recorded against the receivable and then to any unrecognized income.

During the second quarter of 2013, we changed the classification of certain loans and finance leases previously reported as impaired. While these loans and finance leases had been incorrectly reported as impaired, the related allowance for these loans and finance leases was appropriately measured; therefore, this change had no impact on the Allowance for credit losses. The impact of incorrectly reporting these loans and finance leases as impaired was not considered material to previously issued financial statements; however, prior period impaired loan and finance lease balances for the three months ended March 31, 2013 have been revised.

There were no impaired loans or finance leases as of March 31, 2014 and December 31, 2013, for the Dealer and Caterpillar Purchased Receivables portfolio segments. The average recorded investment for impaired loans and finance leases for the Dealer and Caterpillar Purchased Receivables portfolio segments was zero for the three months ended March 31, 2014 and 2013.



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Individually impaired loans and finance leases for the Customer portfolio segment were as follows:

(Millions of dollars)						
	As of March 31, 2014			As of December 31, 2013		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
<b>Impaired Loans and Finance Leases With No Allowance Recorded</b>						
<b>Customer</b>						
North America	\$ 24	\$ 23	\$ —	\$ 23	\$ 22	\$ —
Europe	47	47	—	48	47	—
Asia/Pacific	5	5	—	7	7	—
Mining	133	133	—	134	134	—
Latin America	37	37	—	11	11	—
Caterpillar Power Finance	156	156	—	223	222	—
<b>Total</b>	<b>\$ 402</b>	<b>\$ 401</b>	<b>\$ —</b>	<b>\$ 446</b>	<b>\$ 443</b>	<b>\$ —</b>
<b>Impaired Loans and Finance Leases With An Allowance Recorded</b>						
<b>Customer</b>						
North America	\$ 8	\$ 8	\$ 3	\$ 13	\$ 13	\$ 4
Europe	17	16	6	20	19	7
Asia/Pacific	13	13	3	17	17	2
Mining	32	32	12	—	—	—
Latin America	38	38	11	33	33	9
Caterpillar Power Finance	55	54	18	110	106	51
<b>Total</b>	<b>\$ 163</b>	<b>\$ 161</b>	<b>\$ 53</b>	<b>\$ 193</b>	<b>\$ 188</b>	<b>\$ 73</b>
<b>Total Impaired Loans and Finance Leases</b>						
<b>Customer</b>						
North America	\$ 32	\$ 31	\$ 3	\$ 36	\$ 35	\$ 4
Europe	64	63	6	68	66	7
Asia/Pacific	18	18	3	24	24	2
Mining	165	165	12	134	134	—
Latin America	75	75	11	44	44	9
Caterpillar Power Finance	211	210	18	333	328	51
<b>Total</b>	<b>\$ 565</b>	<b>\$ 562</b>	<b>\$ 53</b>	<b>\$ 639</b>	<b>\$ 631</b>	<b>\$ 73</b>

(Millions of dollars)

	Three Months Ended March 31, 2014		Three Months Ended March 31, 2013	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<b>Impaired Loans and Finance Leases With No Allowance Recorded</b>				
<b>Customer</b>				
North America	\$ 25	\$ 1	\$ 28	\$ 1
Europe	48	—	45	—
Asia/Pacific	6	—	4	—
Mining	134	2	—	—
Latin America	17	—	9	—
Caterpillar Power Finance	205	2	285	—
<b>Total</b>	<b>\$ 435</b>	<b>\$ 5</b>	<b>\$ 371</b>	<b>\$ 1</b>

**Impaired Loans and Finance Leases With An Allowance Recorded**

<b>Customer</b>				
North America	\$ 10	\$ —	\$ 24	\$ —
Europe	19	—	34	—
Asia/Pacific	16	—	26	1
Mining	24	—	19	—
Latin America	34	—	59	1
Caterpillar Power Finance	82	1	128	—
<b>Total</b>	<b>\$ 185</b>	<b>\$ 1</b>	<b>\$ 290</b>	<b>\$ 2</b>

**Total Impaired Loans and Finance Leases**

<b>Customer</b>				
North America	\$ 35	\$ 1	\$ 52	\$ 1
Europe	67	—	79	—
Asia/Pacific	22	—	30	1
Mining	158	2	19	—
Latin America	51	—	68	1
Caterpillar Power Finance	287	3	413	—
<b>Total</b>	<b>\$ 620</b>	<b>\$ 6</b>	<b>\$ 661</b>	<b>\$ 3</b>

**Non-accrual and past due loans and finance leases**

For all classes, we consider a loan or finance lease past due if any portion of a contractual payment is due and unpaid for more than 30 days. Recognition of income is suspended and the loan or finance lease is placed on non-accrual status when management determines that collection of future income is not probable (generally after 120 days past due except in locations where local regulatory requirements dictate a different method, or instances in which relevant information is known that warrants placing the loan or finance lease on non-accrual status). Accrual is resumed and previously suspended income is recognized, when the loan or finance lease becomes contractually current and/or collection doubts are removed.

As of March 31, 2014 and December 31, 2013, there were no loans or finance leases on non-accrual status for the Dealer or Caterpillar Purchased Receivables portfolio segments.

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The investment in customer loans and finance leases on non-accrual status was as follows:

(Millions of dollars)	March 31, 2014	December 31, 2013
<b>Customer</b>		
North America	\$ 29	\$ 26
Europe	31	28
Asia/Pacific	57	50
Mining	21	23
Latin America	203	210
Caterpillar Power Finance	82	119
<b>Total</b>	<b>\$ 423</b>	<b>\$ 456</b>

Aging related to loans and finance leases was as follows:

(Millions of dollars)	March 31, 2014						
	31-60 Days Past Due	61-90 Days Past Due	91+ Days Past Due	Total Past Due	Current	Total Finance Receivables	91+ Still Accruing
<b>Customer</b>							
North America	\$ 38	\$ 14	\$ 30	\$ 82	\$ 6,632	\$ 6,714	\$ 5
Europe	31	19	35	85	2,786	2,871	9
Asia/Pacific	55	28	91	174	3,103	3,277	36
Mining	—	—	11	11	2,193	2,204	—
Latin America	85	39	181	305	2,554	2,859	4
Caterpillar Power Finance	27	19	102	148	2,960	3,108	24
<b>Dealer</b>							
North America	—	—	—	—	3,057	3,057	—
Europe	—	—	—	—	533	533	—
Asia/Pacific	—	—	—	—	687	687	—
Mining	—	—	—	—	4	4	—
Latin America	—	—	—	—	931	931	—
Caterpillar Power Finance	—	—	—	—	—	—	—
<b>Caterpillar Purchased Receivables</b>							
North America	7	4	2	13	1,731	1,744	1
Europe	2	—	—	2	537	539	—
Asia/Pacific	—	—	—	—	684	684	—
Mining	—	—	—	—	—	—	—
Latin America	—	—	—	—	535	535	—
Caterpillar Power Finance	—	—	—	—	11	11	—
<b>Total</b>	<b>\$ 245</b>	<b>\$ 123</b>	<b>\$ 452</b>	<b>\$ 820</b>	<b>\$ 28,938</b>	<b>\$ 29,758</b>	<b>\$ 79</b>

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(Millions of dollars)

December 31, 2013

	31-60 Days Past Due	61-90 Days Past Due	91+ Days Past Due	Total Past Due	Current	Total Finance Receivables	91+ Still Accruing
<b>Customer</b>							
North America	\$ 37	\$ 12	\$ 24	\$ 73	\$ 6,507	\$ 6,580	\$ 6
Europe	26	15	29	70	2,805	2,875	8
Asia/Pacific	55	46	59	160	3,158	3,318	11
Mining	3	—	12	15	2,128	2,143	—
Latin America	54	25	196	275	2,438	2,713	5
Caterpillar Power Finance	55	30	60	145	2,946	3,091	—
<b>Dealer</b>							
North America	—	—	—	—	3,034	3,034	—
Europe	—	—	—	—	569	569	—
Asia/Pacific	—	—	—	—	706	706	—
Mining	—	—	—	—	5	5	—
Latin America	—	—	—	—	940	940	—
Caterpillar Power Finance	—	—	—	—	—	—	—
<b>Caterpillar Purchased Receivables</b>							
North America	26	5	2	33	1,539	1,572	2
Europe	2	1	1	4	423	427	—
Asia/Pacific	—	—	—	—	468	468	—
Mining	—	—	—	—	—	—	—
Latin America	—	—	—	—	616	616	—
Caterpillar Power Finance	—	—	1	1	8	9	1
<b>Total</b>	<b>\$ 258</b>	<b>\$ 134</b>	<b>\$ 384</b>	<b>\$ 776</b>	<b>\$ 28,290</b>	<b>\$ 29,066</b>	<b>\$ 33</b>

**Allowance for credit losses**

An analysis of the Allowance for credit losses was as follows:

	March 31, 2014			
	Customer	Dealer	Caterpillar Purchased Receivables	Total
<b>Allowance for Credit Losses:</b>				
Balance at beginning of year	\$ 374	\$ 10	\$ 3	\$ 387
Receivables written off	(53)	—	—	(53)
Recoveries on receivables previously written off	14	—	—	14
Provision for credit losses	35	—	1	36
Balance at end of period	<u>\$ 370</u>	<u>\$ 10</u>	<u>\$ 4</u>	<u>\$ 384</u>
Individually evaluated for impairment	\$ 53	\$ —	\$ —	\$ 53
Collectively evaluated for impairment	317	10	4	331
Ending Balance	<u>\$ 370</u>	<u>\$ 10</u>	<u>\$ 4</u>	<u>\$ 384</u>
<b>Recorded Investment in Finance Receivables:</b>				
Individually evaluated for impairment	\$ 565	\$ —	\$ —	\$ 565
Collectively evaluated for impairment	20,468	5,212	3,513	29,193
Ending Balance	<u>\$ 21,033</u>	<u>\$ 5,212</u>	<u>\$ 3,513</u>	<u>\$ 29,758</u>

	December 31, 2013			
	Customer	Dealer	Caterpillar Purchased Receivables	Total
<b>Allowance for Credit Losses:</b>				
Balance at beginning of year	\$ 417	\$ 9	\$ 3	\$ 429
Receivables written off	(180)	—	—	(180)
Recoveries on receivables previously written off	56	—	—	56
Provision for credit losses	90	1	—	91
Adjustment due to sale of receivables	(3)	—	—	(3)
Foreign currency translation adjustment	(6)	—	—	(6)
Balance at end of year	<u>\$ 374</u>	<u>\$ 10</u>	<u>\$ 3</u>	<u>\$ 387</u>
Individually evaluated for impairment	\$ 73	\$ —	\$ —	\$ 73
Collectively evaluated for impairment	301	10	3	314
Ending Balance	<u>\$ 374</u>	<u>\$ 10</u>	<u>\$ 3</u>	<u>\$ 387</u>
<b>Recorded Investment in Finance Receivables:</b>				
Individually evaluated for impairment	\$ 639	\$ —	\$ —	\$ 639
Collectively evaluated for impairment	20,081	5,254	3,092	28,427
Ending Balance	<u>\$ 20,720</u>	<u>\$ 5,254</u>	<u>\$ 3,092</u>	<u>\$ 29,066</u>

**Credit quality of finance receivables**

The credit quality of finance receivables is reviewed on a monthly basis. Credit quality indicators include performing and non-performing. Non-performing is defined as finance receivables currently over 120 days past due and/or on non-accrual status or in bankruptcy. Finance receivables not meeting the criteria listed above are considered performing. Non-performing receivables have the highest probability for credit loss. The Allowance for credit losses attributable to non-performing receivables is based on the most probable source of repayment, which is normally the liquidation of collateral. In determining collateral value, we estimate the current fair market value of the collateral less selling costs. In addition, consideration is given to credit enhancements such as additional collateral and contractual third-party guarantees in determining the Allowance for credit losses attributable to non-performing receivables.

The recorded investment in performing and non-performing finance receivables was as follows:

	March 31, 2014			
	Customer	Dealer	Caterpillar Purchased Receivables	Total
<b><u>Performing</u></b>				
North America	\$ 6,685	\$ 3,057	\$ 1,744	\$ 11,486
Europe	2,840	533	539	3,912
Asia/Pacific	3,220	687	684	4,591
Mining	2,183	4	—	2,187
Latin America	2,656	931	535	4,122
Caterpillar Power Finance	3,026	—	11	3,037
<b>Total Performing</b>	<b>\$ 20,610</b>	<b>\$ 5,212</b>	<b>\$ 3,513</b>	<b>\$ 29,335</b>
<b><u>Non-Performing</u></b>				
North America	\$ 29	\$ —	\$ —	\$ 29
Europe	31	—	—	31
Asia/Pacific	57	—	—	57
Mining	21	—	—	21
Latin America	203	—	—	203
Caterpillar Power Finance	82	—	—	82
<b>Total Non-Performing</b>	<b>\$ 423</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 423</b>
<b><u>Total Performing and Non-Performing</u></b>				
North America	\$ 6,714	\$ 3,057	\$ 1,744	\$ 11,515
Europe	2,871	533	539	3,943
Asia/Pacific	3,277	687	684	4,648
Mining	2,204	4	—	2,208
Latin America	2,859	931	535	4,325
Caterpillar Power Finance	3,108	—	11	3,119
<b>Total</b>	<b>\$ 21,033</b>	<b>\$ 5,212</b>	<b>\$ 3,513</b>	<b>\$ 29,758</b>

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(Millions of dollars)

	December 31, 2013			
	Customer	Dealer	Caterpillar Purchased Receivables	Total
<b>Performing</b>				
North America	\$ 6,554	\$ 3,034	\$ 1,572	\$ 11,160
Europe	2,847	569	427	3,843
Asia/Pacific	3,268	706	468	4,442
Mining	2,120	5	—	2,125
Latin America	2,503	940	616	4,059
Caterpillar Power Finance	2,972	—	9	2,981
<b>Total Performing</b>	<b>\$ 20,264</b>	<b>\$ 5,254</b>	<b>\$ 3,092</b>	<b>\$ 28,610</b>
<b>Non-Performing</b>				
North America	\$ 26	\$ —	\$ —	\$ 26
Europe	28	—	—	28
Asia/Pacific	50	—	—	50
Mining	23	—	—	23
Latin America	210	—	—	210
Caterpillar Power Finance	119	—	—	119
<b>Total Non-Performing</b>	<b>\$ 456</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 456</b>
<b>Total Performing and Non-Performing</b>				
North America	\$ 6,580	\$ 3,034	\$ 1,572	\$ 11,186
Europe	2,875	569	427	3,871
Asia/Pacific	3,318	706	468	4,492
Mining	2,143	5	—	2,148
Latin America	2,713	940	616	4,269
Caterpillar Power Finance	3,091	—	9	3,100
<b>Total</b>	<b>\$ 20,720</b>	<b>\$ 5,254</b>	<b>\$ 3,092</b>	<b>\$ 29,066</b>

**Troubled debt restructurings**

A restructuring of a loan or finance lease receivable constitutes a troubled debt restructuring (TDR) when the lender grants a concession it would not otherwise consider to a borrower experiencing financial difficulties. Concessions granted may include extended contract maturities, inclusion of interest only periods, below market interest rates and extended skip payment periods.

TDRs are reviewed along with other receivables as part of management's ongoing evaluation of the adequacy of the Allowance for credit losses. The Allowance for credit losses attributable to TDRs is based on the most probable source of repayment, which is normally the liquidation of collateral. In determining collateral value, we estimate the current fair market value of the collateral less selling costs. In addition, consideration is given to credit enhancements such as additional collateral and contractual third-party guarantees in determining the Allowance for credit losses attributable to TDRs.

There were no loans or finance lease receivables modified as TDRs during the three months ended March 31, 2014 and 2013 for the Dealer or Caterpillar Purchased Receivables portfolio segments.

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Loans and finance lease receivables in the Customer portfolio segment modified as TDRs were as follows:

(Dollars in millions)	Three Months Ended March 31, 2014			Three Months Ended March 31, 2013		
	Number of Contracts	Pre-TDR Outstanding Recorded Investment	Post-TDR Outstanding Recorded Investment	Number of Contracts	Pre-TDR Outstanding Recorded Investment	Post-TDR Outstanding Recorded Investment
<b>Customer</b>						
North America	3	\$ 2	\$ 2	10	\$ 2	\$ 2
Europe	3	5	5	—	—	—
Mining	1	11	10	—	—	—
Latin America	10	30	29	—	—	—
Caterpillar Power Finance <sup>(1)</sup>	1	1	1	4	36	37
Total <sup>(2)</sup>	18	\$ 49	\$ 47	14	\$ 38	\$ 39

<sup>(1)</sup> During the three months ended March 31, 2014, there were no additional funds subsequently loaned to a borrower whose terms had been modified in a TDR. During the three months ended March 31, 2013, \$5 million of additional funds were subsequently loaned to a borrower whose terms had been modified in a TDR. The \$5 million of additional funds is not reflected in the table above as no incremental modifications have been made with the borrower during the periods presented. At March 31, 2014, remaining commitments to lend additional funds to a borrower whose terms have been modified in a TDR were \$3 million.

<sup>(2)</sup> Modifications include extended contract maturities, inclusion of interest only periods, below market interest rates and extended skip payment periods.

TDRs in the Customer portfolio segment with a payment default during the three months ended March 31, 2014 and 2013, which had been modified within twelve months prior to the default date, were as follows:

(Dollars in millions)	Three Months Ended March 31, 2014		Three Months Ended March 31, 2013	
	Number of Contracts	Post-TDR Recorded Investment	Number of Contracts	Post-TDR Recorded Investment
<b>Customer</b>				
North America	7	\$ 1	8	\$ 2
Europe	7	1	—	—
Caterpillar Power Finance	—	—	2	3
Total	14	\$ 2	10	\$ 5

## B. Transfers of Receivables

Certain finance receivables and equipment on operating leases are sold to third parties with limited or no recourse to us to mitigate the concentration of credit risk with certain customers and are generally accounted for as sales. We typically maintain servicing responsibilities for these third-party assets, which totaled \$308 million and \$322 million as of March 31, 2014 and December 31, 2013, respectively. Because we do not receive a servicing fee for these assets, a servicing liability is recorded. As of March 31, 2014 and December 31, 2013, these liabilities were \$1 million and \$2 million, respectively. These assets are not available to pay our creditors.

## C. Purchases of Trade Receivables from Caterpillar Entities

We purchase trade receivables from Caterpillar entities at a discount. The discount is an estimate of the amount of financing revenue that would be earned at a market rate on these trade receivables over their expected life. The discount is amortized into revenue on an effective yield basis over the life of the receivables and recognized as Wholesale finance revenue. Amortized discounts for the trade receivables were \$58 million for the three months ended March 31, 2014 and 2013. In the Consolidated Statements of Cash Flows, collection of the discount is included in investing activities as the receivables are collected.



## 5. Derivative Financial Instruments and Risk Management

Our earnings and cash flow are subject to fluctuations due to changes in foreign currency exchange rates and interest rates. Our Risk Management Policy (policy) allows for the use of derivative financial instruments to prudently manage foreign currency exchange rate and interest rate exposures. Our policy specifies that derivatives are not to be used for speculative purposes. Derivatives that we use are primarily foreign currency forward, option and cross currency contracts and interest rate swaps. Our derivative activities are subject to the management, direction and control of our senior financial officers. Risk management practices, including the use of financial derivative instruments, are presented to the Audit Committee of the Caterpillar Inc. Board of Directors at least annually.

All derivatives are recognized on the Consolidated Statements of Financial Position at their fair value. On the date the derivative contract is entered into, we designate the derivative as (1) a hedge of the fair value of a recognized asset or liability (fair value hedge), (2) a hedge of a forecasted transaction or the cash flow variability associated with variable-rate debt (cash flow hedge) or (3) an undesignated instrument. Changes in the fair value of a derivative that is qualified, designated and highly effective as a fair value hedge, along with the gain or loss on the hedged recognized asset or liability that is attributable to the hedged risk, are recorded in current earnings. Changes in the fair value of a derivative that is qualified, designated and highly effective as a cash flow hedge are recorded in Accumulated other comprehensive income (loss) (AOCI), to the extent effective, on the Consolidated Statements of Financial Position until they are reclassified to earnings in the same period or periods during which the hedged transaction affects earnings. Changes in the fair value of undesignated derivative instruments and the ineffective portion of designated derivative instruments are reported in current earnings. Cash flows from designated derivative financial instruments are classified within the same category as the item being hedged on the Consolidated Statements of Cash Flows. Cash flows from undesignated derivative financial instruments are included in the investing category on the Consolidated Statements of Cash Flows.

We formally document all relationships between hedging instruments and hedged items, as well as the risk-management objective and strategy for undertaking various hedge transactions. This process includes linking all derivatives that are designated as fair value hedges to specific assets and liabilities on the Consolidated Statements of Financial Position and linking cash flow hedges to specific forecasted transactions or variability of cash flow.

We also formally assess, both at the hedge's inception and on an ongoing basis, whether the designated derivatives that are used in hedging transactions are highly effective in offsetting changes in fair value or cash flow of hedged items. When a derivative is determined not to be highly effective as a hedge or the underlying hedged transaction is no longer probable, we discontinue hedge accounting prospectively, in accordance with derecognition criteria for hedge accounting.

### Foreign currency exchange rate risk

We have net foreign currency balance sheet positions and expected future transactions denominated in foreign currencies, thereby creating exposure to movements in foreign exchange rates. In managing foreign currency risk, our objective is to minimize earnings volatility resulting from conversion and the remeasurement of net foreign currency balance sheet positions and expected future transactions denominated in foreign currencies. Our policy allows the use of foreign currency forward, option and cross currency contracts to offset the risk of currency mismatch between our receivables and debt and exchange rate risk associated with expected future transactions denominated in foreign currencies. Substantially all such foreign currency forward, option and cross currency contracts are undesignated.

### Interest rate risk

Interest rate movements create a degree of risk by affecting the amount of our interest payments and the value of our fixed-rate debt. Our practice is to use interest rate swaps to manage our exposure to interest rate changes and, in some cases, to lower the cost of borrowed funds.

We have a match-funding policy that addresses interest rate risk by aligning the interest rate profile (fixed or floating rate) of our debt portfolio with the interest rate profile of our receivables portfolio within predetermined ranges on an ongoing basis. In connection with that policy, we use interest rate derivative instruments to modify the debt structure to match assets within the receivables portfolio. This matched funding reduces the volatility of margins between interest-bearing assets and interest-bearing liabilities, regardless of which direction interest rates move.

Our policy allows us to use fixed-to-floating, floating-to-fixed and floating-to-floating interest rate swaps to meet the match-funding objective. We designate fixed-to-floating interest rate swaps as fair value hedges to protect debt against changes in fair value due to changes in the benchmark interest rate. We designate most floating-to-fixed interest rate swaps as cash flow hedges to protect against the variability of cash flows due to changes in the benchmark interest rate.

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As of March 31, 2014, \$3 million of deferred net losses, net of tax, included in equity (AOCI in the Consolidated Statements of Financial Position), related to our floating-to-fixed interest rate swaps, are expected to be reclassified to Interest expense over the next twelve months. The actual amount recorded in Interest expense will vary based on interest rates at the time the hedged transactions impact earnings.

We have, at certain times, liquidated fixed-to-floating interest rate swaps that resulted in deferred gains at the time of liquidation. The deferred gains associated with these interest rate swaps are included in Long-term debt in the Consolidated Statements of Financial Position and are being amortized to Interest expense over the remaining term of the previously designated hedged item.

The location and fair value of derivative instruments reported in the Consolidated Statements of Financial Position were as follows:

(Millions of dollars)	Consolidated Statements of Financial Position Location	Asset (Liability) Fair Value	
		March 31, 2014	December 31, 2013
<b>Designated derivatives</b>			
Interest rate contracts	Other assets	\$ 108	\$ 122
Interest rate contracts	Accrued expenses	(6)	(6)
		<u>\$ 102</u>	<u>\$ 116</u>
<b>Undesignated derivatives</b>			
Foreign exchange contracts	Other assets	\$ 4	\$ 7
Foreign exchange contracts	Accrued expenses	(6)	(4)
Cross currency contracts	Other assets	7	9
		<u>\$ 5</u>	<u>\$ 12</u>

The total notional amounts of the derivative instruments were \$6.52 billion and \$6.74 billion as of March 31, 2014 and December 31, 2013, respectively. The notional amounts of the derivative financial instruments do not represent amounts exchanged by the parties. The amounts exchanged by the parties are calculated by reference to the notional amounts and by other terms of the derivatives, such as foreign currency exchange rates and interest rates.

For the three months ended March 31, 2014 and 2013, the deferred gains (losses) recorded in AOCI on the Consolidated Statements of Changes in Stockholder's Equity associated with our cash flow interest rate contract hedges were as follows:

(Millions of dollars)	
Balance as of December 31, 2013, net of tax of \$3	\$ (5)
Gains (losses) deferred during the period, net of tax of \$0	(2)
(Gains) losses reclassified to earnings, net of tax of \$0	1
Balance as of March 31, 2014, net of tax of \$3	<u>\$ (6)</u>

(Millions of dollars)	
Balance as of December 31, 2012, net of tax of \$4	\$ (8)
Gains (losses) deferred during the period, net of tax of \$0	—
(Gains) losses reclassified to earnings, net of tax of \$0	1
Balance as of March 31, 2013, net of tax of \$4	<u>\$ (7)</u>

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The effect of derivatives designated as hedging instruments on the Consolidated Statements of Profit was as follows:

<b>Fair Value Hedges</b> (Millions of dollars)		<b>Three Months Ended March 31, 2014</b>		<b>Three Months Ended March 31, 2013</b>	
		<b>Gains (Losses) on Derivatives</b>	<b>Gains (Losses) on Borrowings</b>	<b>Gains (Losses) on Derivatives</b>	<b>Gains (Losses) on Borrowings</b>
	<b>Classification</b>				
Interest rate contracts	Other income (expense)	\$ (13)	\$ 13	\$ (29)	\$ 28

<b>Cash Flow Hedges</b> (Millions of dollars)		<b>Three Months Ended March 31, 2014</b>		
		<b>Reclassified from AOCI to Earnings (Effective Portion)</b>	<b>Recognized in Earnings (Ineffective Portion)</b>	
	<b>Classification</b>			
Interest rate contracts	Interest expense	\$ (1)	\$	—
Interest rate contracts	Other income (expense)	—	—	—
		\$ (1)	\$	—

  

		<b>Three Months Ended March 31, 2013</b>		
		<b>Reclassified from AOCI to Earnings (Effective Portion)</b>	<b>Recognized in Earnings (Ineffective Portion)</b>	
	<b>Classification</b>			
Interest rate contracts	Interest expense	\$ (1)	\$	—
Interest rate contracts	Other income (expense)	—	—	—
		\$ (1)	\$	—

The effect of derivatives not designated as hedging instruments on the Consolidated Statements of Profit was as follows:

<b>Undesignated Derivatives</b> (Millions of dollars)		<b>Three Months Ended March 31,</b>	
		<b>2014</b>	<b>2013</b>
	<b>Classification</b>		
Foreign exchange contracts	Other income (expense)	\$ (1)	\$ (11)
Cross currency contracts	Other income (expense)	(4)	(4)
		\$ (5)	\$ (15)

**Balance sheet offsetting**

We enter into International Swaps and Derivatives Association (ISDA) master netting agreements that permit the net settlement of amounts owed under their respective derivative contracts. Under these master netting agreements, net settlement generally permits us or the counterparty to determine the net amount payable for contracts due on the same date and in the same currency for similar types of derivative transactions. The master netting agreements generally also provide for net settlement of all outstanding contracts with a counterparty in the case of an event of default or a termination event.

Collateral is generally not required of the counterparties or us under the master netting agreements. As of March 31, 2014 and December 31, 2013, no cash collateral was received or pledged under the master netting agreements.

The effect of the net settlement provisions of the master netting agreements on our derivative balances upon an event of default or a termination event was as follows:

**Offsetting of Derivative Assets and Liabilities**

(Millions of dollars)

	<b>March 31, 2014</b>	<b>December 31, 2013</b>
<b>Derivative Assets</b>		
Gross Amount of Recognized Assets	\$ 119	\$ 138
Gross Amounts Offset	—	—
Net Amount of Assets <sup>(1)</sup>	<u>119</u>	<u>138</u>
<b>Gross Amounts Not Offset</b>		
Financial Instruments	(7)	(9)
Cash Collateral Received	—	—
Net Amount	<u>\$ 112</u>	<u>\$ 129</u>
<b>Derivative Liabilities</b>		
Gross Amount of Recognized Liabilities	\$ (12)	\$ (10)
Gross Amounts Offset	—	—
Net Amount of Liabilities <sup>(1)</sup>	<u>(12)</u>	<u>(10)</u>
<b>Gross Amounts Not Offset</b>		
Financial Instruments	7	9
Cash Collateral Pledged	—	—
Net Amount	<u>\$ (5)</u>	<u>\$ (1)</u>

<sup>(1)</sup> As presented in the Consolidated Statements of Financial Position.

## 6. Segment Information

### A. Description of Segments

Our segment data is based on disclosure requirements of accounting guidance on segment reporting, which requires that financial information be reported on the basis that is used internally for measuring segment performance. Internally, we report information for operating segments based on management responsibility. Our operating segments offer primarily the same types of services within each of the respective segments. The operating segments are as follows:

- **North America** - Includes our operations in the United States and Canada that serve local dealers and customers.
- **Europe and Caterpillar Power Finance** - This segment includes our operations that serve dealers and customers in Europe, Africa, Middle East and the Commonwealth of Independent States. This segment also includes Caterpillar Power Finance (CPF), which finances marine vessels with Caterpillar engines worldwide and also provides debt financing for Caterpillar electrical power generation, gas compression and co-generation systems, as well as non-Caterpillar equipment that is powered by these systems worldwide.
- **Asia/Pacific** - This segment includes our operations in Australia, China, Japan, South Korea and Southeast Asia that serve local dealers and customers.
- **Latin America** - Includes our operations in Brazil, Mexico and Chile that serve local dealers and customers in Central and South America.
- **Mining** - This segment includes large mining customers worldwide. This segment also provides project financing in various countries.

### B. Measurement and Reconciliations

Cash, debt and other expenses are allocated to operating segments based on their respective portfolios. The related Interest expense is calculated based on the amount of allocated debt and the rates associated with that debt. The performance of each segment is assessed based on a consistent leverage ratio. The Provision for credit losses included in each operating segment's profit is based on each operating segment's share of the Company's Allowance for credit losses.

Reconciling items are created based on accounting differences between operating segment reporting and our consolidated external reporting. For the reconciliation of profit before income taxes, we have grouped the reconciling items as follows:

- **Unallocated** - This item is related to corporate requirements and strategies that are considered to be for the benefit of the entire organization. Also included are the consolidated results of the special purpose corporation (see Note 7 for additional information) and other miscellaneous items.
- **Timing** - Timing differences in the recognition of costs between operating segment reporting and consolidated external reporting.
- **Methodology** - Methodology differences between our operating segment reporting and our consolidated external reporting are as follows:
  - Segment assets include off-balance sheet managed assets for which we typically maintain servicing responsibilities.
  - The impact of the difference between the actual leverage and the segment leverage ratios is included as a methodology difference.
  - Interest expense includes realized forward points on foreign currency forward contracts, with the mark-to-market elements of the forward exchange contracts included as a methodology difference.
  - The profit attributable to noncontrolling interests is considered a component of segment profit.

As noted above, the operating segment information is presented on a management-reporting basis. Unlike financial reporting, there is no authoritative guidance for management reporting equivalent to U.S. GAAP.

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Supplemental segment data and reconciliations to consolidated external reporting for the three months ended March 31 was as follows:

(Millions of dollars)							
2014	Revenues	Segment Profit	Interest Expense	Depreciation on equipment leased to others	Provision for credit losses	Segment Assets at March 31, 2014	Capital expenditures
North America	\$ 247	\$ 77	\$ 60	\$ 80	\$ 3	\$ 12,459	\$ 130
Europe and CPF	130	41	24	26	9	8,160	31
Asia/Pacific	92	38	28	6	7	5,246	10
Latin America	105	26	32	27	4	5,004	35
Mining	123	10	18	75	13	3,553	63
Total Segments	<u>697</u>	<u>192</u>	<u>162</u>	<u>214</u>	<u>36</u>	<u>34,422</u>	<u>269</u>
Unallocated	21	(13)	12	—	—	1,514	—
Timing	(7)	(2)	—	—	1	20	—
Methodology	—	5	(12)	—	—	(190)	—
Inter-segment Eliminations	—	—	—	—	—	(224)	—
Total	<u>\$ 711</u>	<u>\$ 182</u>	<u>\$ 162</u>	<u>\$ 214</u>	<u>\$ 37</u>	<u>\$ 35,542</u>	<u>\$ 269</u>

  

2013	Revenues	Segment Profit	Interest Expense	Depreciation on equipment leased to others	Provision for credit losses	Segment Assets at December 31, 2013	Capital expenditures
North America	\$ 225	\$ 65	\$ 65	\$ 70	\$ (1)	\$ 12,160	\$ 108
Europe and CPF	122	37	28	19	9	8,068	31
Asia/Pacific	106	46	35	7	2	5,251	11
Latin America	106	27	36	20	9	4,947	64
Mining	110	14	20	58	11	3,441	121
Total Segments	<u>669</u>	<u>189</u>	<u>184</u>	<u>174</u>	<u>30</u>	<u>33,867</u>	<u>335</u>
Unallocated	17	(16)	15	1	(1)	1,595	1
Timing	(6)	9	—	—	(12)	68	—
Methodology	—	3	(8)	—	—	(189)	—
Inter-segment Eliminations	—	—	—	—	—	(227)	—
Total	<u>\$ 680</u>	<u>\$ 185</u>	<u>\$ 191</u>	<u>\$ 175</u>	<u>\$ 17</u>	<u>\$ 35,114</u>	<u>\$ 336</u>

## 7. Guarantees

We provide loan guarantees to third-party lenders for financing associated with machinery purchased by customers. These guarantees have varying terms and are secured by the machinery being financed. In addition, we participate in standby letters of credit issued to third parties on behalf of our customers. These standby letters of credit have varying terms and beneficiaries and are secured by customer assets.

No loss has been experienced or is anticipated under any of these guarantees. At March 31, 2014 and December 31, 2013, the related liability was \$1 million. The maximum potential amount of future payments (undiscounted and without reduction for any amounts that may possibly be recovered under recourse or collateralized provisions) we could be required to make under the guarantees was \$56 million and \$55 million at March 31, 2014 and December 31, 2013, respectively.

We provide guarantees to repurchase certain loans of Caterpillar dealers from a special purpose corporation (SPC) that qualifies as a VIE (see Note 1 for additional information regarding the accounting guidance on the consolidation of VIEs). The purpose of the SPC is to provide short-term working capital loans to Caterpillar dealers. This SPC issues commercial paper and uses the proceeds to fund its loan program. We have a loan purchase agreement with the SPC that obligates us to purchase certain loans that are not paid at maturity. We receive a fee for providing this guarantee, which provides a source of liquidity for the SPC. We are the primary beneficiary of the SPC as our guarantees result in us having both the power to direct the activities that most significantly impact the SPC's economic performance and the obligation to absorb losses and therefore we have consolidated the financial statements of the SPC. As of March 31, 2014 and December 31, 2013, the SPC's assets of \$981 million and \$1.01 billion, respectively, are primarily comprised of loans to dealers, which are included in Retail notes receivable in the Consolidated Statements of Financial Position, and the SPC's liabilities of \$981 million and \$1.01 billion, respectively, are primarily comprised of commercial paper, which is included in Short-term borrowings in the Consolidated Statements of Financial Position. The assets of the SPC are not available to pay our creditors. We may be obligated to perform under the guarantee if the SPC experiences losses. No loss has been experienced or is anticipated under this loan purchase agreement.

## 8. Fair Value Measurements

### A. Fair Value Measurements

The guidance on fair value measurements defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. This guidance also specifies a fair value hierarchy based upon the observability of inputs used in valuation techniques. Observable inputs (highest level) reflect market data obtained from independent sources, while unobservable inputs (lowest level) reflect internally developed market assumptions. In accordance with this guidance, fair value measurements are classified under the following hierarchy:

- **Level 1** – Quoted prices for identical instruments in active markets.
- **Level 2** – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs or significant value-drivers are observable in active markets.
- **Level 3** – Model-derived valuations in which one or more significant inputs or significant value-drivers are unobservable.

When available, we use quoted market prices to determine fair value and we classify such measurements within Level 1. In some cases where market prices are not available, we make use of observable market-based inputs to calculate fair value, in which case the measurements are classified within Level 2. If quoted or observable market prices are not available, fair value is based upon internally developed models that use, where possible, current market-based parameters such as interest rates, yield curves and currency rates. These measurements are classified within Level 3.

Fair value measurements are classified according to the lowest level input or value-driver that is significant to the valuation. A measurement may therefore be classified within Level 3 even though there may be significant inputs that are readily observable.

Fair value measurement includes the consideration of nonperformance risk. Nonperformance risk refers to the risk that an obligation (either by a counterparty or us) will not be fulfilled. For financial assets traded in an active market (Level 1), the nonperformance risk is included in the market price. For certain other financial assets and liabilities (Level 2 and 3), our fair value calculations have been adjusted accordingly.

#### Derivative financial instruments

The fair value of interest rate swap derivatives is primarily based on standard industry accepted models that utilize the appropriate market-based forward swap curves and zero-coupon interest rates to determine discounted cash flows. The fair value of foreign currency forward and cross currency contracts is based on a standard industry accepted valuation model that discounts cash flows resulting from the differential between the contract price and the market-based forward rate.

#### Guarantees

The fair value of guarantees is based on our estimate of the premium a market participant would require to issue the same guarantee in a stand-alone, arms-length transaction with an unrelated party. If quoted or observable market prices are not available, fair value is based upon internally developed models that utilize current market-based assumptions.

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Assets and liabilities measured on a recurring basis at fair value included in our Consolidated Statements of Financial Position are summarized below:

(Millions of dollars)				
March 31, 2014				
	Level 1	Level 2	Level 3	Total Assets/Liabilities, at Fair Value
<b>Assets</b>				
Derivative financial instruments, net	\$ —	\$ 107	\$ —	\$ 107
<b>Total Assets</b>	<b>\$ —</b>	<b>\$ 107</b>	<b>\$ —</b>	<b>\$ 107</b>
<b>Liabilities</b>				
Guarantees	\$ —	\$ —	\$ 1	\$ 1
<b>Total Liabilities</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 1</b>	<b>\$ 1</b>
December 31, 2013				
	Level 1	Level 2	Level 3	Total Assets/Liabilities, at Fair Value
<b>Assets</b>				
Derivative financial instruments, net	\$ —	\$ 128	\$ —	\$ 128
<b>Total Assets</b>	<b>\$ —</b>	<b>\$ 128</b>	<b>\$ —</b>	<b>\$ 128</b>
<b>Liabilities</b>				
Guarantees	\$ —	\$ —	\$ 1	\$ 1
<b>Total Liabilities</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 1</b>	<b>\$ 1</b>

Below are roll-forwards of assets and liabilities measured at fair value using Level 3 inputs for the three months ended March 31, 2014 and 2013. These instruments were valued using pricing models that, in management's judgment, reflect the assumptions of a marketplace participant.

(Millions of dollars)	Guarantees
<b>Balance as of December 31, 2013</b>	<b>\$ 1</b>
Issuance of guarantees	—
Expiration of guarantees	—
<b>Balance as of March 31, 2014</b>	<b>\$ 1</b>

(Millions of dollars)	Guarantees
<b>Balance as of December 31, 2012</b>	<b>\$ 2</b>
Issuance of guarantees	1
Expiration of guarantees	(1)
<b>Balance as of March 31, 2013</b>	<b>\$ 2</b>

**Impaired loans**

In addition to the amounts above, our impaired loans are subject to measurement at fair value on a nonrecurring basis. A loan is considered impaired when management determines that collection of contractual amounts due is not probable. In these cases, an Allowance for credit losses may be established based primarily on the fair value of associated collateral. As the collateral's fair value is based on observable market prices and/or current appraised values, the impaired loans are classified as Level 2 measurements. We had impaired loans carried at the fair value of the underlying collateral value of \$82 million and \$88 million as of March 31, 2014 and December 31, 2013, respectively.



**B. Fair Values of Financial Instruments**

In addition to the methods and assumptions we use to record the fair value of financial instruments as discussed in the Fair Value Measurements section above, we used the following methods and assumptions to estimate the fair value of our financial instruments.

**Cash and cash equivalents** – carrying amount approximated fair value.

**Finance receivables, net** – fair value was estimated by discounting the future cash flows using current rates representative of receivables with similar remaining maturities.

**Restricted cash and cash equivalents** – carrying amount approximated fair value.

**Short-term borrowings** – carrying amount approximated fair value.

**Long-term debt** – fair value for fixed and floating-rate debt was estimated based on quoted market prices.

Please refer to the table below for the fair values of our financial instruments.

(Millions of dollars)	March 31, 2014		December 31, 2013		Fair Value Levels	Reference
	Carrying Amount	Fair Value	Carrying Amount	Fair Value		
Cash and cash equivalents	\$ 1,135	\$ 1,135	\$ 1,320	\$ 1,320	1	
Foreign currency contracts:						
In a receivable position	\$ 4	\$ 4	\$ 7	\$ 7	2	Note 5
In a payable position	\$ (6)	\$ (6)	\$ (4)	\$ (4)	2	Note 5
Cross currency contracts						
In a receivable position	\$ 7	\$ 7	\$ 9	\$ 9	2	Note 5
Finance receivables, net (excluding finance leases <sup>(1)</sup> )	\$ 21,319	\$ 20,971	\$ 20,657	\$ 20,459	2	Note 4
Restricted cash and cash equivalents <sup>(2)</sup>	\$ 51	\$ 51	\$ 17	\$ 17	1	
Short-term borrowings	\$ (4,497)	\$ (4,497)	\$ (3,663)	\$ (3,663)	1	
Long-term debt	\$ (24,838)	\$ (25,399)	\$ (25,329)	\$ (25,849)	2	
Interest rate swaps:						
In a net receivable position	\$ 108	\$ 108	\$ 122	\$ 122	2	Note 5
In a net payable position	\$ (6)	\$ (6)	\$ (6)	\$ (6)	2	Note 5
Guarantees	\$ (1)	\$ (1)	\$ (1)	\$ (1)	3	Note 7

<sup>(1)</sup>As of March 31, 2014 and December 31, 2013, represents finance leases with a net carrying value of \$8.06 billion and \$8.02 billion, respectively.

<sup>(2)</sup>Included in Other assets in the Consolidated Statements of Financial Position.

**9. Contingencies**

We are involved in unresolved legal actions that arise in the normal course of business. Although it is not possible to predict with certainty the outcome of our unresolved legal actions, we believe that these unresolved legal actions will neither individually nor in the aggregate have a material adverse effect on our consolidated financial position, liquidity or results of operations.

**10. Income Taxes**

The Provision for income taxes reflects an estimated annual tax rate of 26 percent for the first quarter of 2014 compared with 27 percent in the first quarter of 2013. The decrease in rate is primarily due to changes in the geographic mix of pre-tax profits. The first-quarter 2013 estimated annual tax rate of 27 percent excludes a benefit of \$7 million, reflecting the impact of the American Taxpayer Relief Act.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The discussion below amends Management's Discussion and Analysis of Financial Condition and Results of Operations included in the Company's Form 10-Q for the quarter ended March 31, 2014, as originally filed with the SEC on May 2, 2014 and reflects revisions to the financial statements for the correction of immaterial errors as described in Note 1 to the consolidated financial statements.

**OVERVIEW: FIRST QUARTER 2014 VS. FIRST QUARTER 2013**

We reported first-quarter 2014 revenues of \$711 million, an increase of \$31 million, or 5 percent, compared with the first quarter of 2013. First-quarter 2014 profit after tax was \$131 million, a \$9 million, or 6 percent, decrease from the first quarter of 2013.

- The increase in revenues was due to a \$23 million favorable impact from higher average earning assets and an \$8 million favorable impact from returned or repossessed equipment.
- Profit before income taxes was \$182 million for the first quarter of 2014, compared with \$185 million for the first quarter of 2013. The decrease was primarily due to a \$20 million increase in provision for credit losses, mostly offset by a \$10 million favorable impact from higher average earning assets and an \$8 million favorable impact from returned or repossessed equipment.
- The provision for income taxes reflects an estimated annual tax rate of 26 percent in the first quarter of 2014 compared with 27 percent in the first quarter of 2013. The decrease in rate is primarily due to changes in the geographic mix of pre-tax profits. The first-quarter 2013 estimated annual tax rate of 27 percent excludes a benefit of \$7 million, reflecting the impact of the American Taxpayer Relief Act.
- During the first quarter of 2014, new retail financing was \$2.80 billion, a decrease of \$102 million, or 4 percent, from the first quarter of 2013. The decrease was primarily related to the Mining and Asia/Pacific operating segments, partially offset by improvements in the North America operating segment.
- At the end of the first quarter of 2014, past dues were 2.56 percent, compared with 2.47 percent at the end of 2013. The increase in past dues compared to year-end 2013 was primarily due to seasonality impacts. At the end of the first quarter of 2013, past dues were 2.58 percent. Write-offs, net of recoveries, were \$39 million for the first quarter of 2014, compared with \$10 million for the first quarter of 2013. The increase was primarily related to higher write-offs in the Latin American marine portfolio that were previously provided for in the allowance for credit losses.
- As of March 31, 2014, our allowance for credit losses totaled \$384 million or 1.29 percent of net finance receivables, compared with \$387 million or 1.33 percent of net finance receivables at year-end 2013. The allowance for credit losses as of March 31, 2013, was \$432 million or 1.50 percent of net finance receivables.

**REVIEW OF CONSOLIDATED STATEMENTS OF PROFIT****THREE MONTHS ENDED MARCH 31, 2014 VS. THREE MONTHS ENDED MARCH 31, 2013****REVENUES**

Retail and wholesale revenue for the first quarter of 2014 was \$411 million, a decrease of \$13 million from the same period in 2013. The decrease was due to a \$21 million unfavorable impact from lower interest rates on new and existing retail and wholesale receivables, partially offset by an \$8 million favorable impact from higher average earning assets. The annualized average yield was 5.63 percent for the first quarter of 2014, compared with 5.92 percent for the first quarter of 2013.

Operating lease revenue for the first quarter of 2014 was \$259 million, an increase of \$39 million from the same period in 2013. The increase was due to a \$38 million favorable impact from higher average earning assets and a \$1 million favorable impact from higher average financing rates on operating leases.

Other revenue, net, items were as follows:

(Millions of dollars)	Three Months Ended March 31,	
	2014	2013
Finance receivable and operating lease fees (including late charges)	\$ 16	\$ 19
Fees on committed credit facility extended to Caterpillar	10	10
Interest income on Notes Receivable from Caterpillar	5	5
Net gain (loss) on returned or repossessed equipment	4	(4)
Miscellaneous other revenue, net	6	6
Total Other revenue, net	\$ 41	\$ 36

**EXPENSES**

Interest expense for the first quarter of 2014 was \$162 million, a decrease of \$29 million from the same period in 2013. This decrease was primarily due to a reduction of 45 basis points in the average cost of borrowing to 2.16 percent for the first quarter of 2014, down from 2.61 percent for the first quarter of 2013, partially offset by the impact of a 3 percent increase in average borrowings.

Depreciation expense on equipment leased to others was \$214 million, up \$39 million from the first quarter of 2013 due to an increase in the average operating lease portfolio.

General, operating and administrative expenses were \$101 million for the first quarter of 2014, compared with \$103 million for the same period in 2013.

Provision for credit losses was \$37 million for the first quarter of 2014 compared with \$17 million for the same period in 2013. The increase was primarily due to an increase in provision expense for finance receivables (the result of an increase in write-offs, net of recoveries, and growth in the portfolio, partially offset by a decrease in the allowance rate).

At the end of the first quarter of 2014, past dues were 2.56 percent, compared with 2.47 percent at the end of 2013. The increase in past dues compared to year-end 2013 was primarily due to seasonality impacts. At the end of the first quarter of 2013, past dues were 2.58 percent. Write-offs, net of recoveries, were \$39 million for the first quarter of 2014, compared with \$10 million for the first quarter of 2013. The increase was primarily related to higher write-offs in the Latin American marine portfolio that were previously provided for in the allowance for credit losses. Total non-performing finance receivables, which represent finance receivables currently over 120 days past due and/or on non-accrual status or in bankruptcy, were \$423 million and \$456 million at March 31, 2014 and December 31, 2013, respectively. Total non-performing finance receivables as a percentage of total finance receivables were 1.42 percent and 1.57 percent at March 31, 2014 and December 31, 2013, respectively.

**UNAUDITED**

Our Allowance for credit losses as of March 31, 2014 was \$384 million or 1.29 percent of net finance receivables compared with \$387 million or 1.33 percent as of December 31, 2013. The lower allowance rate is primarily due to write-offs taken in the first quarter of 2014, partially offset by an allowance increase tied to adverse political and economic developments in a global region that we currently serve. The allowance is subject to an ongoing evaluation based on many quantitative and qualitative factors, including past loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of underlying collateral and current economic conditions. We believe our allowance is sufficient to provide for losses on our existing finance receivable portfolio.

Other expenses were \$8 million for the first quarter of 2014, up \$3 million from the same period in 2013.

Other income (expense) items were as follows:

(Millions of dollars)	Three Months Ended March 31,	
	2014	2013
Net loss from interest rate derivatives	\$ (2)	\$ (2)
Net currency exchange loss, including forward points	(5)	(2)
Total Other income (expense)	<u>\$ (7)</u>	<u>\$ (4)</u>

The Provision for income taxes was \$48 million in the first quarter of 2014, compared with \$42 million for the first quarter of 2013. The Provision for income taxes reflects an estimated annual tax rate of 26 percent in the first quarter of 2014 compared with 27 percent in the first quarter of 2013. The decrease in rate is primarily due to changes in the geographic mix of pre-tax profits. The first-quarter 2013 estimated annual tax rate of 27 percent excludes a benefit of \$7 million, reflecting the impact of the American Taxpayer Relief Act.

**PROFIT**

As a result of the performance discussed above, profit after tax was \$131 million for the first quarter of 2014, a decrease of \$9 million, or 6 percent, from the first quarter of 2013.

**REVIEW OF CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

**ASSETS**

Total assets were \$35.54 billion as of March 31, 2014, an increase of \$428 million, or 1 percent, from December 31, 2013, primarily due to an increase in net finance receivables, partially offset by a decrease in our cash position.

During the three months ended March 31, 2014, new retail financing was \$2.80 billion, a decrease of \$102 million, or 4 percent, from the same period in 2013. The decrease was primarily related to the Mining and Asia/Pacific operating segments, partially offset by improvements in the North America operating segment.

**Off-Balance Sheet Managed Assets**

We manage and service receivables and leases that have been sold to third parties with limited or no recourse to us to mitigate the concentration of credit risk with certain customers. These receivables/leases are not available to pay our creditors.

Off-balance sheet managed assets were as follows:

(Millions of dollars)	March 31, 2014	December 31, 2013
	Retail notes receivable	\$ 118
Retail finance leases	79	103
Operating leases	71	61
Retail installment sale contracts	40	32
Total off-balance sheet managed assets	<u>\$ 308</u>	<u>\$ 322</u>

**CAPITAL RESOURCES AND LIQUIDITY**

Capital resources and liquidity provide us with the ability to meet our financial obligations on a timely basis. Maintaining and managing adequate capital and liquidity resources includes management of funding sources and their utilization based on current, future and contingent needs. Throughout the first quarter of 2014, we experienced favorable liquidity conditions. We intend to maintain a strong cash and liquidity position. We ended the first quarter of 2014 with \$1.14 billion of cash, a decrease of \$185 million from year-end 2013. Our cash balances are held in numerous locations throughout the world with approximately \$208 million held by our non-U.S. subsidiaries. Amounts held outside the United States are available for general corporate use and could be used in the United States without incurring significant additional U.S. taxes. We expect to meet our United States funding needs without repatriating undistributed profits that are indefinitely reinvested outside the United States. We do not generate material funding through structured finance transactions.

In the event that we, or any of our debt securities, experience a credit rating downgrade it would likely result in an increase in our borrowing costs and make access to certain credit markets more difficult. In the event economic conditions deteriorate such that access to debt markets becomes unavailable, we would rely on cash flows from our existing portfolio, utilization of existing cash balances, access to our revolving credit facilities and our other credit facilities and potential borrowings from Caterpillar. In addition, Caterpillar maintains a support agreement with us, which requires Caterpillar to remain as our sole owner and which may, under certain circumstances, require Caterpillar to make payments to us should we fail to maintain certain financial ratios.

**BORROWINGS**

Borrowings consist primarily of medium-term notes, commercial paper, bank borrowings and variable denomination floating rate demand notes, the combination of which is used to manage interest rate risk and funding requirements.

Total borrowings outstanding as of March 31, 2014 were \$30.46 billion, an increase of \$347 million over December 31, 2013, primarily due to increasing portfolio balances. Outstanding borrowings were as follows:

(Millions of dollars)	March 31, 2014	December 31, 2013
Medium-term notes, net of unamortized discount	\$ 23,272	\$ 23,846
Commercial paper, net of unamortized discount	3,289	2,502
Bank borrowings – long-term	1,566	1,483
Bank borrowings – short-term	556	545
Variable denomination floating rate demand notes	652	616
Notes payable to Caterpillar	1,122	1,118
<b>Total outstanding borrowings</b>	<b>\$ 30,457</b>	<b>\$ 30,110</b>

**Medium-term notes**

We issue medium-term unsecured notes through securities dealers or underwriters in the U.S., Canada, Europe, Australia, Japan, Hong Kong, Argentina and Mexico to both retail and institutional investors. These notes are offered in several currencies and with a variety of maturities. These notes are senior unsecured obligations of the Company. Medium-term notes outstanding as of March 31, 2014, mature as follows:

(Millions of dollars)	
2014	\$ 3,865
2015	6,042
2016	4,773
2017	3,718
2018	2,278
Thereafter	2,596
<b>Total</b>	<b>\$ 23,272</b>

Medium-term notes issued totaled \$1.57 billion and redeemed totaled \$2.12 billion for the three months ended March 31, 2014.

**Commercial paper**

We issue unsecured commercial paper in the U.S., Europe and other international capital markets. These short-term promissory notes are issued on a discounted basis and are payable at maturity.

**Revolving credit facilities**

We have three global credit facilities with a syndicate of banks totaling \$10.00 billion (Credit Facility) available in the aggregate to both Caterpillar and us for general liquidity purposes. Based on management's allocation decision, which can be revised from time to time, the portion of the Credit Facility available to us as of March 31, 2014 was \$7.25 billion.

- The 364-day facility of \$3.00 billion (of which \$2.18 billion is available to us) expires in September 2014.
- The 2010 four-year facility, as amended in September 2013, of \$2.60 billion (of which \$1.88 billion is available to us) expires in September 2016.
- The 2011 five-year facility, as amended in September 2013, of \$4.40 billion (of which \$3.19 billion is available to us) expires in September 2018.

At March 31, 2014, Caterpillar's consolidated net worth was \$24.44 billion, which was above the \$9.00 billion required under the Credit Facility. The consolidated net worth is defined in the Credit Facility as the consolidated stockholders' equity including preferred stock but excluding the pension and other postretirement benefits balance within Accumulated other comprehensive income/(loss).

At March 31, 2014, our covenant interest coverage ratio was 1.97 to 1. This is above the 1.15 to 1 minimum ratio, calculated as (1) profit excluding income taxes, interest expense and net gain/(loss) from interest rate derivatives to (2) interest expense calculated at the end of each calendar quarter for the rolling four quarter period then most recently ended, required by the Credit Facility.

In addition, at March 31, 2014, our covenant leverage ratio was 7.97 to 1. This is below the maximum ratio of debt to net worth of 10 to 1, calculated (1) on a monthly basis as the average of the leverage ratios determined on the last day of each of the six preceding calendar months and (2) at each December 31, required by the Credit Facility.

In the event that either Caterpillar or we do not meet one or more of our respective financial covenants under the Credit Facility in the future (and are unable to obtain a consent or waiver), the syndicate of banks may terminate the commitments allocated to the party that does not meet its covenants. Additionally, in such event, certain of our other lenders under other loan agreements where similar financial covenants or cross default provisions are applicable, may, at their election, choose to pursue remedies under those loan agreements, including accelerating the repayment of outstanding borrowings. At March 31, 2014 and December 31, 2013, there were no borrowings under the Credit Facility.

**Bank borrowings**

Credit lines with banks as of March 31, 2014 totaled \$4.57 billion. These committed and uncommitted credit lines, which may be eligible for renewal at various future dates or have no specified expiration date, are used primarily by our non-U.S. subsidiaries for local funding requirements. The remaining available credit commitments may be withdrawn any time at the lenders' discretion. As of March 31, 2014 and December 31, 2013, we had \$2.12 billion and \$2.03 billion, respectively, outstanding against these credit lines and were in compliance with all debt covenants under these credit lines.

**Variable denomination floating rate demand notes**

We obtain funding from the sale of variable denomination floating rate demand notes, which may be redeemed at any time at the option of the holder without any material restriction. We do not hold reserves to fund the payment of the demand notes. The notes are offered on a continuous basis by prospectus only.

**Notes receivable from/payable to Caterpillar**

Under our variable amount lending agreements and other notes receivable with Caterpillar, we may borrow up to \$2.34 billion from Caterpillar and Caterpillar may borrow up to \$1.29 billion from us. The agreements are in effect for indefinite periods of time and may be changed or terminated by either party with 30 days notice. We had notes receivable of \$337 million and notes payable of \$1.12 billion outstanding under these agreements as of March 31, 2014, compared with notes receivable of \$345 million and notes payable of \$1.12 billion as of December 31, 2013.

**Committed credit facility**

In addition, in 2011, we extended a \$2 billion committed credit facility to Caterpillar, which expires in February 2019. We receive a fee from Caterpillar based on amounts drawn under the credit facility and a commitment fee for the undrawn amounts under the credit facility. At March 31, 2014 and December 31, 2013, there were no borrowings under this credit facility.

**OFF-BALANCE SHEET ARRANGEMENTS**

We lease all of our facilities. In addition, we have potential payment exposure for guarantees issued to third parties totaling \$56 million as of March 31, 2014.

**CASH FLOWS**

Operating cash flow was \$276 million in the first quarter of 2014, compared with \$195 million for the same period a year ago. Net cash used for investing activities was \$773 million for the first quarter of 2014, compared with \$491 million for the same period in 2013. The change was primarily due to more net cash used for finance receivables due to increased growth in the portfolio. Net cash provided by financing activities was \$315 million for the first quarter of 2014, compared with \$475 million for the same period in 2013. The change was primarily due to lower net debt issuances and the use of existing cash to fund our investing activities.

**CRITICAL ACCOUNTING POLICIES**

The preparation of financial statements, in conformity with generally accepted accounting principles in the United States of America, requires management to make estimates and assumptions that affect reported amounts. The most significant estimates include those related to the residual values for leased assets, our Allowance for credit losses and the income tax reserve. Actual results may differ from these estimates.

**Residual values for leased assets**

Lease residual values, which are based upon the estimated wholesale market value of leased equipment at the time of the expiration of the lease, are based on a careful analysis of historical wholesale market sales prices, projected forward on a level trend line without consideration for inflation or possible future pricing action. At the inception of the lease, residual values are derived from consideration of the following critical factors: market size and demand, any known significant market/product trends, total expected hours of usage, machine configuration, application, location, model changes, quantities and past re-marketing experience, third-party residual guarantees and contractual customer purchase options. Many of these factors are gathered in an application survey that is completed prior to quotation. The lease agreement also clearly defines applicable return conditions and remedies for non-compliance, to ensure that the leased equipment will be in good operating condition upon return. Model changes and updates, as well as market strength and product acceptance, are monitored and adjustments are made to residual values in accordance with the significance of any such changes. Remarketing sales staff works closely with customers and dealers to manage the sale of lease returns and the recovery of residual exposure.

During the term of the leases, residual amounts are monitored. If estimated market values reflect a non-temporary impairment due to economic factors, obsolescence or other adverse circumstances, the residuals are adjusted to the lower estimated values by a charge to earnings. For equipment on operating leases, the charge is recognized through depreciation expense. For finance leases, it is recognized through a reduction of finance revenue.

**Allowance for credit losses**

The Allowance for credit losses is an estimate of the losses inherent in our finance receivable portfolio and includes consideration of accounts that have been individually identified as impaired, as well as pools of finance receivables where it is probable that certain receivables in the pool are impaired but the individual accounts cannot yet be identified. In identifying and measuring impairment, management takes into consideration past loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of underlying collateral and current economic conditions. In estimating probable credit losses, we review accounts that are past due, non-performing, in bankruptcy or otherwise identified as at-risk for potential credit loss including accounts which have been modified. Accounts are identified as at-risk for potential credit loss using information available about the customer, such as financial statements, news reports and published credit ratings, as well as general information regarding industry trends and the economic environment in which our customers operate.

The Allowance for credit losses attributable to specific accounts is based on the most probable source of repayment, which is normally the liquidation of collateral. In determining collateral value, we estimate the current fair market value of the collateral less selling costs. We also consider credit enhancements such as additional collateral and contractual third-party guarantees. The Allowance for credit losses attributable to the remaining accounts not yet individually identified as impaired is estimated utilizing probabilities of default and the estimated loss given default. In addition, qualitative factors not able to be fully captured in previous analysis including industry trends, macroeconomic factors and model imprecision are considered in the evaluation of the adequacy of the Allowance for credit losses. These qualitative factors are subjective and require a degree of management judgment.

While management believes it has exercised prudent judgment and applied reasonable assumptions, there can be no assurance that in the future, changes in economic conditions or other factors would not cause changes in the financial health of our customers. If the financial health of our customers deteriorates, the timing and level of payments received could be impacted and therefore, could result in a change to our estimated losses. Please see Item 4 for discussion of a material weakness in our internal control over financial reporting relating to the Allowance for credit losses and our related remediation plan.

**Income tax reserve**

We are subject to the income tax laws of the many jurisdictions in which we operate. These tax laws are complex and the manner in which they apply to our facts is sometimes open to interpretation. In establishing the Provision for income taxes, we must make judgments about the application of these inherently complex tax laws.



## UNAUDITED

Despite our belief that our tax return positions are consistent with applicable tax laws, we believe that taxing authorities could challenge certain positions. Settlement of any challenge can result in no change, a complete disallowance, or some partial adjustment reached through negotiations or litigation. We record tax benefits for uncertain tax positions based upon management's evaluation of the information available at the reporting date. To be recognized in the financial statements, a tax benefit must be at least more likely than not of being sustained based on technical merits. The benefit for positions meeting the recognition threshold is measured as the largest benefit more likely than not of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. Significant judgment is required in making these determinations and adjustments to unrecognized tax benefits may be necessary to reflect actual taxes payable upon settlement. Adjustments related to positions impacting the effective tax rate affect the Provision for income taxes. Adjustments related to positions impacting the timing of deductions impact deferred tax assets and liabilities.

Our income tax positions and analysis are based on currently enacted tax law. Future changes in tax law could significantly impact the Provision for income taxes, the amount of taxes payable and the deferred tax asset and liability balances. Deferred tax assets generally represent tax benefits for tax deductions or credits available in future tax returns. Certain estimates and assumptions are required to determine whether it is more likely than not that all or some portion of the benefit of a deferred tax asset will not be realized. In making this assessment, management analyzes and estimates the impact of future taxable income, reversing temporary differences and available prudent and feasible tax planning strategies. Should a change in facts or circumstances lead to a change in judgment about the ultimate realizability of a deferred tax asset, we record or adjust the related valuation allowance in the period that the change in facts and circumstances occurs, along with a corresponding increase or decrease in the Provision for income taxes.

A provision for U.S. income taxes has not been recorded on undistributed profits of our non-U.S. subsidiaries that we have determined to be indefinitely reinvested outside the U.S. If management intentions or U.S. tax law changes in the future, there may be a significant negative impact on the Provision for income taxes to record an incremental tax liability in the period the change occurs. A deferred tax asset is recognized only if we have definite plans to generate a U.S. tax benefit by repatriating earnings in the foreseeable future.

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements contained in this amended Quarterly Report on Form 10-Q/A may be considered "forward-looking statements" as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements may relate to future events or our future financial performance, which may involve known and unknown risks and uncertainties and other factors that may cause our actual results, levels of activity, performance or achievement to be materially different from those expressed or implied by any forward-looking statements. From time to time, we may also provide forward-looking statements in oral presentations to the public or in other materials we issue to the public. Forward-looking statements give current expectations or forecasts of future events about the company. You may identify these statements by the fact that they do not relate to historical or current facts and may use words such as "believes," "expects," "estimates," "anticipates," "will," "should," "plan," "project," "intend," "could" and similar words or phrases. These statements are only predictions. Actual events or results may differ materially due to factors that affect international businesses, including changes in economic conditions and disruptions in the global financial and credit markets and changes in laws and regulations (including regulations implemented under the Dodd-Frank Wall Street Reform and Consumer Protection Act) and political stability, as well as factors specific to Cat Financial and the markets we serve, including the market's acceptance of our products and services, the creditworthiness of our customers, interest rate and currency rate fluctuations and estimated residual values of leased equipment. These risk factors may not be exhaustive. We operate in a continually changing business environment and new risk factors emerge from time to time. We cannot predict these new risk factors, nor can we assess the impact, if any, of these new risk factors on our businesses or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those projected in any forward-looking statements. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results. Moreover, we do not assume responsibility for the accuracy and completeness of those statements. Forward-looking statements are qualified in their entirety by reference to the factors discussed under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Form 10-K/A filed with the SEC on November 14, 2014, and in this Form 10-Q/A filing. We do not undertake to update our forward-looking statements.

**ITEM 4. CONTROLS AND PROCEDURES****Evaluation of Disclosure Controls and Procedures**

In connection with the filing of our Form 10-Q on May 2, 2014, an evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer (CEO) and our Chief Financial Officer (CFO), of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined in Rule 13a-15 (e) under the Securities Exchange Act of 1934, as amended, as of March 31, 2014. Based on that evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of March 31, 2014.

Subsequent to the evaluation made in connection with the filing of our Form 10-Q on May 2, 2014, our CEO and CFO concluded that disclosure controls and procedures were not effective as of March 31, 2014 due to the material weakness in our internal control over financial reporting relating to our Allowance for credit losses discussed below. Notwithstanding the material weakness, management has concluded that our consolidated financial statements for the periods covered by and included in this Form 10-Q/A are fairly stated in all material respects in accordance with generally accepted accounting principles in the United States of America.

**Description of material weakness**

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. Management has identified the below material weakness in our internal control over financial reporting as of September 30, 2014. Management also determined that this material weakness existed as of March 31, 2014.

We did not design and maintain effective internal controls over the accuracy and completeness of information about loans identified as being impaired, which are used in evaluating the adequacy of our Allowance for credit losses. Specifically, we did not design or implement controls necessary to monitor the effectiveness of subsidiary level controls relating to compliance with Company policies and procedures for evaluating loans for impairment.

The material weakness described above resulted in immaterial adjustments to our Allowance for credit losses, deferred tax accounts, Provision for credit losses, and income tax expense, as well as related financial statement disclosures and revisions to our consolidated financial statements and disclosures for the quarter ended March 31, 2014. Accordingly, the material weakness did not result in a material misstatement of our consolidated financial statements and disclosures for the quarter ended March 31, 2014. Additionally, this material weakness could result in a misstatement of the aforementioned account balances or disclosures that would result in a material misstatement to our annual or interim consolidated financial statements that would not be prevented or detected.

**Changes in Internal Control over Financial Reporting**

There have been no changes in our internal control over financial reporting during the three months ended March 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Remediation plan for material weakness in internal control over financial reporting**

In response to the material weakness relating to our Allowance for credit losses, the Company has developed and is executing a remediation plan with the oversight of our Chief Executive Officer and Chief Financial Officer as described below.

The following actions have been taken to strengthen our internal controls and organizational structure:

- The Company has replaced a member of management responsible for ensuring compliance with Company policies and procedures related to identifying and evaluating loans for impairment at the subsidiary location where the control failure was identified.
- Cat Financial corporate management performed a subsidiary level review to identify any other subsidiaries not complying with policies and procedures related to identifying and evaluating loans for impairment. As a result of this review, we discovered one additional international subsidiary that was providing incomplete credit loss reporting as a result of a control deficiency at that subsidiary location. The impact of this control deficiency has been included in the evaluation and conclusions documented above. No other such control deficiencies were identified.
- The Company has conducted training sessions for our local subsidiary management responsible for reinforcing the understanding of our policies and procedures that impact the Allowance for credit losses at the subsidiaries where the control deficiencies were identified.

The Company also currently anticipates further improving its policies and procedures by:

- Strengthening our oversight controls to ensure compliance at the subsidiary level with Company policies and procedures impacting the Allowance for credit losses. Those oversight controls will be designed to operate at a level of precision sufficient to detect an error resulting from a related control failure at the subsidiary level before it results in a material misstatement of our consolidated financial statements; and
- Strengthening our testing of controls designed to ensure compliance at the subsidiary level with Company policies and procedures impacting the Allowance for credit losses to provide effective and timely identification of control deficiencies.

We believe these additional internal controls will be effective in remediating the material weakness described above and we will continue to devote significant time and attention to these remedial efforts. However, the material weakness cannot be considered remediated until the applicable remedial controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively.

## **PART II. OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

We are involved in unresolved legal actions that arise in the normal course of business. Although it is not possible to predict with certainty the outcome of our unresolved legal actions, we believe that these unresolved legal actions will neither individually nor in the aggregate have a material adverse effect on our consolidated financial position, liquidity or results of operations.

### **ITEM 1A. RISK FACTORS**

For a discussion of risks and uncertainties that may affect our business, please see Part I. Item 1A. Risk Factors in our amended annual report on Form 10-K/A filed with the SEC on November 14, 2014 for the year ended December 31, 2013. There has been no material change in this information for the current quarter.

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

### **ITEM 5. OTHER INFORMATION**

None.

### **ITEM 6. EXHIBITS**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
12	Computation of Ratio of Profit to Fixed Charges
31.1	Certification of Kent M. Adams, President, Director and Chief Executive Officer of Caterpillar Financial Services Corporation, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of James A. Duensing, Executive Vice President and Chief Financial Officer of Caterpillar Financial Services Corporation, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certifications of Kent M. Adams, President, Director and Chief Executive Officer of Caterpillar Financial Services Corporation, and James A. Duensing, Executive Vice President and Chief Financial Officer of Caterpillar Financial Services Corporation, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

*Signatures*

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.

**(Registrant)**

**Date:** November 14, 2014

**Date:** November 14, 2014

**Caterpillar Financial Services Corporation**

**By:** /s/ Jeffrey D. Everett

\_\_\_\_\_  
Jeffrey D. Everett, Controller

**By:** /s/ Kent M. Adams

\_\_\_\_\_  
Kent M. Adams, President, Director and Chief Executive Officer

**EXHIBIT INDEX**

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**Caterpillar Financial Services Corporation**  
**COMPUTATION OF RATIO OF PROFIT TO FIXED CHARGES**  
**(Unaudited)**  
**(Dollars in Millions)**

	<b>Three Months Ended March 31,</b>	
	<b>2014</b>	<b>2013</b>
Profit	\$ 131	\$ 140
Add:		
Provision for income taxes	48	42
Profit before income taxes	\$ 179	\$ 182
Fixed charges:		
Interest expense	\$ 162	\$ 191
Rentals at computed interest*	1	1
Total fixed charges	\$ 163	\$ 192
Profit before income taxes plus fixed charges	\$ 342	\$ 374
Ratio of profit before income taxes plus fixed charges to fixed charges	2.10	1.95

\*Those portions of rent expense that are representative of interest cost.

## SECTION 302 CERTIFICATIONS

I, Kent M. Adams, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Caterpillar Financial Services Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the periods covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's Board of Directors (or persons performing the equivalent function):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

**Date:** November 14, 2014

**By:** /s/ Kent M. Adams

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Kent M. Adams, President, Director and Chief Executive Officer



## SECTION 302 CERTIFICATIONS

I, James A. Duensing, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Caterpillar Financial Services Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the periods covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's Board of Directors (or persons performing the equivalent function):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

**Date:** November 14, 2014

**By:** /s/ James A. Duensing

James A. Duensing, Executive Vice President and Chief  
Financial Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED  
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Caterpillar Financial Services Corporation (the "Company") on Form 10-Q/A for the period ended March 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of our knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

**Date:** November 14, 2014

/s/ Kent M. Adams

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Kent M. Adams

President, Director and Chief Executive Officer

**Date:** November 14, 2014

/s/ James A. Duensing

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James A. Duensing

Executive Vice President and Chief Financial  
Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.