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

(Mark One)

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

For the quarterly period ended December 31, 2022

OR

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

For the transition period from _______ to _______

Commission File Number 001-36111

AMERICAN HONDA FINANCE CORPORATION

(Exact name of registrant as specified in its charter)

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

(310) 972-2555
(Registrant's telephone number, including area code)

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

Title of each class	Trading symbol(s)	Name of exchange on which registered
0.550% Medium-Term Notes, Series A Due March 17, 2023	**HMC/23**	**New York Stock Exchange**
0.750% Medium-Term Notes, Series A Due January 17, 2024	**HMC/26A**	**New York Stock Exchange**
1.950% Medium-Term Notes, Series A Due October 18, 2024	**HMC/24D**	**New York Stock Exchange**
0.750% Medium-Term Notes, Series A Due November 25, 2026	**HMC/26A**	**New York Stock Exchange**
0.300% Medium-Term Notes, Series A Due July 7, 2028	**HMC/28A**	**New York Stock Exchange**
1.500% Medium-Term Notes, Series A Due October 19, 2027	**HMC/27A**	**New York Stock Exchange**

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

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

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

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

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

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

As of January 31, 2023, the number of outstanding shares of common stock of the registrant was 13,660,000 all of which shares were held by American Honda Motor Co., Inc. None of the shares are publicly traded.

REDUCED DISCLOSURE FORMAT

American Honda Finance Corporation, a wholly-owned subsidiary of American Honda Motor Co., Inc., which in turn is a wholly-owned subsidiary of Honda Motor Co., Ltd., meets the requirements set forth in General Instruction H(1)(a) and (b) of Form 10-Q and is therefore filing this Form 10-Q with the reduced disclosure format.

AMERICAN HONDA FINANCE CORPORATION
QUARTERLY REPORT ON FORM 10-Q
For the quarter ended December 31, 2022

Table of Contents

		Page
PART I – FINANCIAL INFORMATION		
Item 1.	Financial Statements	1
	Consolidated Balance Sheets	1
	Consolidated Statements of Income	2
	Consolidated Statements of Comprehensive Income	2
	Consolidated Statements of Changes in Equity	3
	Consolidated Statements of Cash Flows	4
	Notes to Consolidated Financial Statements	6
	Note 1 – Summary of Business and Significant Accounting Policies	6
	Note 2 – Finance Receivables	6
	Note 3 – Investment in Operating Leases	11
	Note 4 – Debt	13
	Note 5 – Derivative Instruments	15
	Note 6 – Transactions Involving Related Parties	16
	Note 7 – Income Taxes	17
	Note 8 – Commitments and Contingencies	19
	Note 9 – Securitizations and Variable Interest Entities	20
	Note 10 – Other Assets	21
	Note 11 – Other Liabilities	22
	Note 12 – Fair Value Measurements	22
	Note 13 – Segment Information	26
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	29
	Overview	29
	Results of Operations	30
	Financial Condition	37
	Liquidity and Capital Resources	43
	Derivatives	48
	Off-Balance Sheet Arrangements	48
	New Accounting Standards	48
	Critical Accounting Estimates	49
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	49
Item 4.	Controls and Procedures	50
PART II – OTHER INFORMATION		51
Item 1.	Legal Proceedings	51
Item 1A.	Risk Factors	51
Item 2.	Unregistered Sale of Equity Securities and Use of Proceeds	51
Item 3.	Defaults Upon Senior Securities	51
Item 4.	Mine Safety Disclosures	51
Item 5.	Other Information	51
Item 6.	Exhibits	52
Exhibit Index		
Signature		

Cautionary Statement Regarding Forward-Looking Statements

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

- the duration and severity of supply chain disruptions on the production of new vehicles and dealer inventory levels;
- declines in the financial condition or performance of Honda Motor Co., Ltd. or the sales of Honda or Acura products;
- changes in economic and general business conditions, both domestically and internationally, including inflationary pressures, increases in interest rates and changes in international trade policy;
- fluctuations in interest rates and currency exchange rates;
- the failure of our customers, dealers or counterparties to meet the terms of any contracts with us, or otherwise fail to perform as agreed;
- our inability to recover the estimated residual value of leased vehicles at the end of their lease terms;
- changes or disruption in our funding sources or access to the capital markets;
- changes in our, or Honda Motor Co., Ltd.’s, credit ratings;
- increases in competition from other financial institutions seeking to increase their share of financing of Honda and Acura products;
- uncertainties regarding the duration and severity of the COVID-19 pandemic and the measures intended to reduce its spread and the related impact on our operations, liquidity and financial condition;
- changes in laws and regulations, including the result of financial services legislation, and related costs;
- changes in accounting standards;
- a failure or interruption in our operations; and
- a security breach or cyber attack.

Additional information regarding these and other risks and uncertainties to which our business is subject to is contained in our Annual Report on Form 10-K for the fiscal year ended March 31, 2022 filed with the Securities and Exchange Commission on June 23, 2022. Readers of this Quarterly Report should review the information contained in that report, and in any subsequent reports that we file with the Securities and Exchange Commission as such risks and uncertainties may be amended, supplemented or superseded from time to time. We do not intend, and undertake no obligation to, update any forward-looking information to reflect actual results or future events or circumstances, except as required by applicable law.

PART I – FINANCIAL INFORMATION

Item1. Financial Statements

AMERICAN HONDA FINANCE CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS (UNAUDITED)

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

	December 31, 2022	March 31, 2022
Assets		
Cash and cash equivalents	$ 2,350	$ 2,607
Finance receivables, net of allowance for credit losses of $236 and $211	35,817	37,481
Investment in operating leases, net	28,643	33,624
Due from Parent and affiliated companies	85	62
Income taxes receivable	8	—
Other assets	627	1,533
Derivative instruments	1,438	971
Total assets	$ 68,968	$ 76,278
Liabilities and Equity		
Debt	$ 39,721	$ 46,939
Due to Parent and affiliated companies	114	125
Income taxes payable	653	530
Deferred income taxes	5,965	6,803
Other liabilities	1,181	1,310
Derivative instruments	2,041	1,119
Total liabilities	49,675	56,826
Commitments and contingencies (Note 8)		
Shareholder's equity:		
Common stock, $100 par value. Authorized 15,000,000 shares; issued and outstanding 13,660,000 shares as of December 31, 2022 and March 31, 2022	1,366	1,366
Retained earnings	16,926	16,901
Accumulated other comprehensive loss	(139)	(38)
Total shareholder's equity	18,153	18,229
Noncontrolling interest in subsidiary	1,140	1,223
Total equity	19,293	19,452
Total liabilities and equity	$ 68,968	$ 76,278

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

	December 31, 2022	March 31, 2022
Finance receivables, net	$ 6,751	$ 9,033
Investment in operating leases, net	189	294
Other assets	309	380
Total assets	$ 7,249	$ 9,707
Secured debt	$ 6,467	$ 8,888
Other liabilities	5	5
Total liabilities	$ 6,472	$ 8,893

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

AMERICAN HONDA FINANCE CORPORATION
AND SUBSIDIARIES

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

	Three months ended December 31,		Nine months ended December 31,	
	2022	2021	2022	2021
Revenues:				
Retail	$ 363	$ 401	$ 1,081	$ 1,235
Dealer	33	15	74	52
Operating leases	1,588	1,924	5,043	5,921
Total revenues	1,984	2,340	6,198	7,208
Leased vehicle expenses	1,178	1,406	3,740	4,256
Interest expense	234	171	614	541
Net revenues	572	763	1,844	2,411
Other income, net	27	13	65	37
Total net revenues	599	776	1,909	2,448
Expenses:				
General and administrative expenses	112	117	355	357
Provision for credit losses	49	(3)	101	(26)
Early termination loss on operating leases	20	10	33	10
(Gain)/Loss on derivative instruments	(404)	106	722	234
(Gain)/Loss on foreign currency revaluation of debt	401	(112)	(476)	(234)
Total expenses	178	118	735	341
Income before income taxes	421	658	1,174	2,107
Income tax expense	111	168	310	545
Net income	310	490	864	1,562
Less: Net income attributable to noncontrolling interest	19	33	73	103
Net income attributable to American Honda Finance Corporation	$ 291	$ 457	$ 791	$ 1,459

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

	Three months ended December 31,		Nine months ended December 31,	
	2022	2021	2022	2021
Net income	$ 310	$ 490	$ 864	$ 1,562
Other comprehensive income:				
Foreign currency translation adjustment	46	9	(194)	(17)
Comprehensive income	356	499	670	1,545
Less: Comprehensive (loss)/income attributable to noncontrolling interest	41	38	(20)	95
Comprehensive income attributable to American Honda Finance Corporation	$ 315	$ 461	$ 690	$ 1,450

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

AMERICAN HONDA FINANCE CORPORATION
AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)

(U.S. dollars in millions)

	Total	Retained earnings	Accumulated other comprehensive income/(loss)	Common stock	Noncontrolling interest
Balance at March 31, 2021	$ 19,165	$ 16,626	$ (44)	$ 1,366	$ 1,217
Net income	1,562	1,459	—	—	103
Other comprehensive loss	(17)	—	(9)	—	(8)
Dividends declared	(491)	(491)	—	—	—
Balance at December 31, 2021	$ 20,219	$ 17,594	$ (53)	$ 1,366	$ 1,312
Balance at March 31, 2022	$ 19,452	$ 16,901	$ (38)	$ 1,366	$ 1,223
Net income	864	791	—	—	73
Other comprehensive loss	(194)	—	(101)	—	(93)
Dividends declared	(829)	(766)	—	—	(63)
Balance at December 31, 2022	$ 19,293	$ 16,926	$ (139)	$ 1,366	$ 1,140

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

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

	Nine months ended December 31,	
	2022	**2021**
Cash flows from operating activities:		
Net income	$ 864	$ 1,562
Adjustments to reconcile net income to net cash provided by operating activities:		
Debt and derivative instrument valuation adjustments	319	(126)
Provision for credit losses	101	(26)
Early termination loss on operating leases	33	10
Depreciation on leased vehicles	3,727	4,306
Accretion of unearned subsidy income	(802)	(1,104)
Amortization of deferred dealer participation and other deferred costs	238	281
Gain on disposition of leased vehicles	(89)	(162)
Deferred income taxes	(799)	91
Changes in operating assets and liabilities:		
Income taxes receivable/payable	115	259
Other assets	839	(283)
Accrued interest/discounts on debt	65	11
Other liabilities	13	(553)
Due to/from Parent and affiliated companies	(32)	152
Net cash provided by operating activities	4,592	4,418
Cash flows from investing activities:		
Finance receivables acquired	(11,455)	(14,939)
Principal collected on finance receivables	12,966	15,187
Net change in wholesale loans	(306)	1,978
Purchase of operating lease vehicles	(6,789)	(12,805)
Disposal of operating lease vehicles	7,840	8,942
Cash received for unearned subsidy income	466	932
Other investing activities, net	(6)	(6)
Net cash provided by/(used in) investing activities	2,716	(711)

Statement continues on the next page.

AMERICAN HONDA FINANCE CORPORATION
AND SUBSIDIARIES

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

	Nine months ended December 31,	
	2022	**2021**
Cash flows from financing activities:		
Proceeds from issuance of commercial paper	$ 19,358	$ 23,415
Paydown of commercial paper	(16,377)	(24,946)
Paydown of short-term debt	—	(240)
Proceeds from issuance of medium-term notes and other debt	515	5,186
Paydown of medium-term notes and other debt	(7,759)	(6,321)
Proceeds from issuance of secured debt	1,373	4,488
Paydown of secured debt	(3,782)	(4,582)
Dividends paid	(961)	(491)
Net cash used in financing activities	(7,633)	(3,491)
Effect of exchange rate changes on cash and cash equivalents	1	1
Net (decrease)/increase in cash and cash equivalents	(324)	217
Cash and cash equivalents and restricted cash at beginning of period	2,972	2,250
Cash and cash equivalents and restricted cash at end of period	$ 2,648	$ 2,467
Supplemental disclosures of cash flow information:		
Interest paid	$ 368	$ 456
Income taxes paid	$ 996	$ 201

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

	December 31,	
	2022	**2021**
Cash and cash equivalents	$ 2,350	$ 2,132
Restricted cash included in other assets [(1)]	298	335
Total	$ 2,648	$ 2,467

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

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

Note 1. Summary of Business and Significant Accounting Policies

Organizational Structure

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

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

Basis of Presentation

The unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim information, and instructions to the Quarterly Report on Form 10-Q and Rule 10-01 of Regulation S-X. In the opinion of management, these unaudited interim financial statements include all adjustments, consisting of normal recurring adjustments, necessary for a fair statement of the results of operations, cash flows, and financial condition for the interim periods presented. Results for interim periods should not be considered indicative of results for the full year or for any other interim period. These unaudited interim financial statements should be read in conjunction with the Company’s audited consolidated financial statements, significant accounting policies, and the other notes to the consolidated financial statements for the fiscal year ended March 31, 2022 included in the Company’s Annual Report on Form 10-K, which was filed with the Securities and Exchange Commission (SEC) on June 23, 2022. All significant intercompany balances and transactions have been eliminated upon consolidation.

Recently Issued Accounting Standard

In March 2022, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2022-02, *Financial Instruments—Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures*. The amendments eliminate the accounting guidance for troubled debt restructurings by creditors that have adopted ASU 2016-13 and enhance the disclosure requirements for certain loan refinancings and restructurings when borrowers are experiencing financial difficulty. In addition, the amendments require the disclosure of current-period gross write-offs for financing receivables by year of origination in the vintage disclosures. The Company plans to adopt the new guidance effective April 1, 2023. The adoption of this standard is not expected to have a material impact on the consolidated financial statements.

Note 2. Finance Receivables

Finance receivables consisted of the following:

	December 31, 2022		
	Retail	Dealer	Total
	(U.S. dollars in millions)		
Finance receivables	$ 33,794	$ 2,451	$ 36,245
Allowance for credit losses	(231)	(5)	(236)
Deferred dealer participation and other deferred costs	422	—	422
Unearned subsidy income	(614)	—	(614)
Finance receivables, net	$ 33,371	$ 2,446	$ 35,817

	March 31, 2022		
	Retail	Dealer	Total
	(U.S. dollars in millions)		
Finance receivables	$ 36,028	$ 2,066	$ 38,094
Allowance for credit losses	(206)	(5)	(211)
Deferred dealer participation and other deferred costs	390	—	390
Unearned subsidy income	(792)	—	(792)
Finance receivables, net	$ 35,420	$ 2,061	$ 37,481

Finance receivables include retail loans with a net carrying amount of $6.8 billion and $9.0 billion as of December 31, 2022 and March 31, 2022, respectively, which have been transferred to bankruptcy-remote Special Purpose Entities (SPEs) and are considered to be legally isolated but do not qualify for sale accounting treatment. These retail loans are restricted and serve as collateral for the payment of the related secured debt obligations. Refer to Note 9 for additional information.

Allowance for Credit Losses

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

	Three and nine months ended December 31, 2022		
	Retail	Dealer	Total
	(U.S. dollars in millions)		
Beginning balance as of October 1, 2022	$ 216	$ 5	$ 221
Provision	49	—	49
Charge-offs	(56)	—	(56)
Recoveries	22	—	22
Effect of translation adjustment	—	—	—
Ending balance as of December 31, 2022	$ 231	$ 5	$ 236
Beginning balance as of April 1, 2022	$ 206	$ 5	$ 211
Provision	101	—	101
Charge-offs	(140)	—	(140)
Recoveries	65	—	65
Effect of translation adjustment	(1)	—	(1)
Ending balance as of December 31, 2022	$ 231	$ 5	$ 236

	Three and nine months ended December 31, 2021		
	Retail	Dealer	Total
	(U.S. dollars in millions)		
Beginning balance as of October 1, 2021	$ 243	$ 7	$ 250
Provision	(2)	(1)	(3)
Charge-offs	(39)	—	(39)
Recoveries	20	—	20
Ending balance as of December 31, 2021	$ 222	$ 6	$ 228
Beginning balance as of April 1, 2021	$ 280	$ 8	$ 288
Provision	(24)	(2)	(26)
Charge-offs	(102)		(102)
Recoveries	68	—	68
Ending balance as of December 31, 2021	$ 222	$ 6	$ 228

The allowance increased during the nine months ended December 31, 2022 reflecting an increase in expected credit losses due to higher delinquencies and net charge-offs on retail loans during the period.

There were no modifications to the terms of dealer loan contracts that constituted troubled debt restructurings during the nine months ended December 31, 2022 and 2021. The Company generally does not grant concessions on consumer finance receivables that are considered troubled debt restructurings other than modifications of retail loans in reorganization proceedings pursuant to the U.S. Bankruptcy Code. Retail loans modified under bankruptcy protection were not material to the Company's consolidated financial statements during the nine months ended December 31, 2022 and 2021. The Company does allow limited payment deferrals on consumer finance receivables. These payment deferrals are not treated as troubled debt restructurings since the deferrals are deemed insignificant and interest continues to accrue during the deferral period.

Delinquencies

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

	30 – 59 days past due	60 – 89 days past due	90 days or greater past due	Total past due	Current or less than 30 days past due	Total finance receivables
	(U.S. dollars in millions)					
December 31, 2022						
Retail loans:						
New auto	$ 233	$ 66	$ 16	$ 315	$ 26,483	$ 26,798
Used and certified auto	110	34	9	153	5,379	5,532
Motorcycle and other	16	6	3	25	1,247	1,272
Total retail loans	359	106	28	493	33,109	33,602
Dealer loans:						
Wholesale flooring	—	—	—	—	1,557	1,557
Commercial loans	—	—	—	—	894	894
Total dealer loans	—	—	—	—	2,451	2,451
Total finance receivables	$ 359	$ 106	$ 28	$ 493	$ 35,560	$ 36,053
March 31, 2022						
Retail loans:						
New auto	$ 194	$ 50	$ 11	$ 255	$ 29,297	$ 29,552
Used and certified auto	78	22	5	105	4,615	4,720
Motorcycle and other	13	4	2	19	1,335	1,354
Total retail loans	285	76	18	379	35,247	35,626
Dealer loans:						
Wholesale flooring	—	—	—	—	1,266	1,266
Commercial loans	—	—	—	—	800	800
Total dealer loans	—	—	—	—	2,066	2,066
Total finance receivables	$ 285	$ 76	$ 18	$ 379	$ 37,313	$ 37,692

Credit Quality Indicators

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

Retail Loan Segment

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

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

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

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

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

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

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

	Retail loans by vintage fiscal year						
	2023	2022	2021	2020	2019	Prior	Total
	(U.S. dollars in millions)						
December 31, 2022							
Credit grade A	$ 5,551	$ 6,631	$ 5,838	$ 1,878	$ 926	$ 267	$ 21,091
Credit grade B	1,961	1,855	1,459	587	291	122	6,275
Credit grade C	1,289	1,294	998	472	235	110	4,398
Credit grade D	305	329	288	222	112	54	1,310
Others	155	161	109	59	28	16	528
Total retail loans	$ 9,261	$ 10,270	$ 8,692	$ 3,218	$ 1,592	$ 569	$ 33,602

	Retail loans by vintage fiscal year						
	2022	2021	2020	2019	2018	Prior	Total
	(U.S. dollars in millions)						
March 31, 2022							
Credit grade A	$ 8,849	$ 8,065	$ 3,073	$ 1,912	$ 727	$ 169	$ 22,795
Credit grade B	2,433	2,010	898	525	271	74	6,211
Credit grade C	1,713	1,409	718	405	228	64	4,537
Credit grade D	451	418	341	188	100	33	1,531
Others	214	153	91	56	25	13	552
Total retail loans	$ 13,660	$ 12,055	$ 5,121	$ 3,086	$ 1,351	$ 353	$ 35,626

Dealer Loan Segment

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

Dealerships have been divided into the following groups:

Group I - Dealerships in the strongest internal risk rating tier

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

Group III - Dealerships with impaired loans

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

	Commercial loans by vintage fiscal year								
	2023	2022	2021	2020	2019	Prior	Revolving loans	Wholesale Flooring	Total
	(U.S. dollars in millions)								
December 31, 2022									
Group I	$ 59	$ 10	$ 163	$ 55	$ 28	$ 97	$ 416	$ 974	$ 1,802
Group II	1	5	29	6	—	25	—	582	648
Group III	—	—	—	—	—	—	—	1	1
Total dealer loans	$ 60	$ 15	$ 192	$ 61	$ 28	$ 122	$ 416	$ 1,557	$ 2,451

	Commercial loans by vintage fiscal year								
	2022	2021	2020	2019	2018	Prior	Revolving loans	Wholesale Flooring	Total
	(U.S. dollars in millions)								
March 31, 2022									
Group I	$ 11	$ 207	$ 56	$ 18	$ 32	$ 99	$ 317	$ 671	$ 1,411
Group II	6	3	7	17	22	5	—	595	655
Group III	—	—	—	—	—	—	—	—	—
Total dealer loans	$ 17	$ 210	$ 63	$ 35	$ 54	$ 104	$ 317	$ 1,266	$ 2,066

Note 3. Investment in Operating Leases

Investment in operating leases consisted of the following:

	December 31, 2022	March 31, 2022
	(U.S. dollars in millions)	
Operating lease vehicles	$ 37,380	$ 42,990
Accumulated depreciation	(8,059)	(8,529)
Deferred dealer participation and initial direct costs	91	114
Unearned subsidy income	(686)	(869)
Estimated early termination losses	(83)	(82)
Investment in operating leases, net	$ 28,643	$ 33,624

Operating lease revenue consisted of the following:

	Three months ended December 31,		Nine months ended December 31,	
	2022	2021	2022	2021
	(U.S. dollars in millions)			
Lease payments	$ 1,447	$ 1,725	$ 4,562	$ 5,247
Subsidy income and dealer rate participation, net	131	190	434	626
Reimbursed lessor costs	10	9	47	48
Total operating lease revenue, net	$ 1,588	$ 1,924	$ 5,043	$ 5,921

Leased vehicle expenses consisted of the following:

	Three months ended December 31,		Nine months ended December 31,	
	2022	2021	2022	2021
	(U.S. dollars in millions)			
Depreciation expense	$ 1,177	$ 1,412	$ 3,727	$ 4,306
Initial direct costs and other lessor costs	27	29	102	112
Gain on disposition of leased vehicles [1]	(26)	(35)	(89)	(162)
Total leased vehicle expenses, net	$ 1,178	$ 1,406	$ 3,740	$ 4,256

(1) Included in the gain on disposition of leased vehicles are end of term charges of $1 million for both the three months ended December 31, 2022, and 2021, respectively, and $2 million and $17 million for the nine months ended December 31, 2022 and 2021, respectively.

Investment in operating leases includes lease assets with a net carrying amount of $189 million and $294 million as of December 31, 2022 and March 31, 2022, respectively, which have been transferred to SPEs and are considered to be legally isolated but do not qualify for sale accounting treatment. These investments in operating leases are restricted and serve as collateral for the payment of the related secured debt obligations. Refer to Note 9 for additional information.

Contractual operating lease payments due as of December 31, 2022 are summarized below. Based on the Company's experience, it is expected that a portion of the Company's operating leases will terminate prior to the scheduled lease term. The summary below should not be regarded as a forecast of future cash collections.

Twelve-month periods ending December 31,	(U.S. dollars in millions)
2023	$ 4,654
2024	2,607
2025	936
2026	190
2027	47
Total	$ 8,434

The Company recognized early termination losses on operating leases of $20 million and of $10 million during the three months ended December 31, 2022 and 2021, respectively, and $33 million and $10 million during the nine months ended December 31, 2022 and 2021, respectively. Net realized losses totaled $19 million and $8 million during the three months ended December 31, 2022 and 2021, respectively, and $32 million and $13 million during the nine months ended December 31, 2022 and 2021, respectively.

The general allowance for uncollectible operating lease receivables was recorded through a reduction to revenue of $3 million and $2 million for the three months ended December 31, 2022 and 2021, respectively, and $5 million and $4 million for the nine months ended December 31, 2022 and 2021, respectively.

No impairment losses due to declines in estimated residual values were recognized during the three and nine months ended December 31, 2022 and 2021.

Note 4. Debt

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

			Weighted average contractual interest rate		Contractual interest rate ranges	
	December 31, 2022	**March 31, 2022**	**December 31, 2022**	**March 31, 2022**	**December 31, 2022**	**March 31, 2022**
	(U.S. dollars in millions)					
Unsecured debt:						
Commercial paper	$ 5,243	$ 2,307	4.74 %	0.74 %	3.60 - 5.01%	0.33 - 1.21%
Bank loans	2,625	3,108	4.93 %	1.52 %	2.01 - 5.72%	0.94 - 2.01%
Public MTN program	22,379	28,659	1.84 %	1.53 %	0.30 - 5.16%	0.30 - 3.63%
Euro MTN programme	23	25	2.23 %	2.23 %	2.23 - 2.23%	2.23 - 2.23%
Other debt	2,984	3,952	2.67 %	2.20 %	1.34 - 5.08%	1.05 - 3.44%
Total unsecured debt	33,254	38,051				
Secured debt	6,467	8,888	1.62 %	0.93 %	0.20 - 5.21%	0.14 - 3.30%
Total debt	$ 39,721	$ 46,939				

As of December 31, 2022, the outstanding principal balance of long-term debt with floating interest rates totaled $4.6 billion, long-term debt with fixed interest rates totaled $29.4 billion, and short-term debt with floating or fixed interest rates totaled $5.7 billion. As of March 31, 2022, the outstanding principal balance of long-term debt with floating interest rates totaled $5.9 billion, long-term debt with fixed interest rates totaled $37.9 billion, and short-term debt with floating or fixed interest rates totaled $3.1 billion.

Commercial Paper

As of December 31, 2022 and March 31, 2022, the Company had commercial paper programs that provide the Company with available funds of up to $8.8 billion and $9.0 billion, respectively at prevailing market interest rates for terms up to one year. The commercial paper programs are supported by the Keep Well Agreements with HMC described in Note 6.

Outstanding commercial paper averaged $3.4 billion and $5.6 billion during the nine months ended December 31, 2022 and 2021, respectively. The maximum balance outstanding at any month-end during the nine months ended December 31, 2022 and 2021 was $5.3 billion and $6.7 billion, respectively.

Bank Loans

Outstanding bank loans at December 31, 2022 were either short-term or long-term, with floating or fixed interest rates, and denominated in U.S. dollars or Canadian dollars. Outstanding bank loans have prepayment options. No outstanding bank loans as of December 31, 2022 were supported by the Keep Well Agreements with HMC described in Note 6. Outstanding bank loans contain certain covenants, including limitations on liens, mergers, consolidations and asset sales.

Medium-Term Note (MTN) Programs

Public MTN Program

In August 2022, AHFC renewed its Public MTN program by filing a registration statement with the SEC under which it may issue from time to time up to $30.0 billion aggregate principal amount of Public MTNs pursuant to the Public MTN program. The aggregate principal amount of MTNs offered under this program may be increased from time to time. Notes outstanding under the Public MTN program as of December 31, 2022 were long-term, with either fixed or floating interest rates, and denominated in U.S. dollars, Euro or Sterling. Notes under this program are issued pursuant to an indenture which contains certain covenants, including negative pledge provisions and limitations on mergers, consolidations and asset sales.

Euro MTN Programme

The Euro MTN Programme was retired in August 2014. AHFC has one note outstanding under this program as of December 31, 2022. The note has a maturity date of February 21, 2023, a fixed interest rate and is not listed on the Luxembourg Stock Exchange. The note was issued pursuant to the terms of an agency agreement which contains certain covenants, including negative pledge provisions.

The MTN programs are supported by the Keep Well Agreement with HMC described in Note 6.

Other Debt

The outstanding balances as of December 31, 2022 consisted of private placement debt issued by HCFI which are long-term, with either fixed or floating interest rates, and denominated in Canadian dollars. Private placement debt is supported by the Keep Well Agreement with HMC described in Note 6. The notes are issued pursuant to the terms of an indenture which contain certain covenants, including negative pledge provisions.

Secured Debt

The Company issues notes through financing transactions that are secured by assets held by issuing SPEs. Notes outstanding as of December 31, 2022 were long-term and short-term with either fixed or floating interest rates, and denominated in U.S. dollars or Canadian dollars. Repayment of the notes is dependent on the performance of the underlying retail loans and operating leases. Refer to Note 9 for additional information on the Company's secured financing transactions.

Credit Agreements

Syndicated Bank Credit Facilities

AHFC maintains a $7.0 billion syndicated bank credit facility that includes a $3.5 billion credit agreement, which expires on February 24, 2023, a $2.1 billion credit agreement, which expires on February 25, 2025, and a $1.4 billion credit agreement, which expires on February 25, 2027. As of December 31, 2022, no amounts were drawn upon under the AHFC credit agreements. AHFC intends to renew or replace these credit agreements prior to or on their respective expiration dates.

HCFI maintains a $1.5 billion syndicated bank credit facility that includes a $738 million credit agreement, which expires on March 25, 2023 and a $738 million credit agreement, which expires on March 25, 2027. As of December 31, 2022, no amounts were drawn upon under the HCFI credit agreement. HCFI intends to renew or replace the credit agreement prior to or on the expiration date of each respective tranche.

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

Other Credit Agreements

AHFC maintains other committed lines of credit that allow the Company access to an additional $1.0 billion in unsecured funding with two banks. The credit agreements contain customary covenants, including limitations on liens, mergers, consolidations and asset sales. As of December 31, 2022, no amounts were drawn upon under these agreements. These agreements expire in September 2023. The Company intends to renew or replace these credit agreements prior to or on their respective expiration dates.

Note 5. Derivative Instruments

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

	December 31, 2022			March 31, 2022		
	Notional balances	Assets	Liabilities	Notional balances	Assets	Liabilities
	(U.S. dollars in millions)					
Interest rate swaps	$ 56,166	$ 1,438	$ 1,168	$ 61,941	$ 931	$ 683
Cross currency swaps	4,972	—	873	7,920	40	436
Gross derivative assets/liabilities		1,438	2,041		971	1,119
Collateral posted/held		—	57		5	28
Counterparty netting adjustment		(1,254)	(1,254)		(804)	(804)
Net derivative assets/liabilities		$ 184	$ 844		$ 172	$ 343

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

	Three months ended December 31,		Nine months ended December 31,	
	2022	2021	2022	2021
	(U.S. dollars in millions)			
Interest rate swaps	$ 67	$ 54	$ 137	$ 97
Cross currency swaps	337	(160)	(859)	(331)
Total (loss)/gain on derivative instruments	$ 404	$ (106)	$ (722)	$ (234)

The fair value of derivative instruments is subject to the fluctuations in market interest rates and foreign currency exchange rates. Since the Company has elected not to apply hedge accounting, the volatility in the changes in fair value of these derivative instruments is recognized in earnings. All settlements of derivative instruments are presented within cash flows from operating activities in the consolidated statements of cash flows.

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

Note 6. Transactions Involving Related Parties

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

Income Statement	Three months ended December 31,		Nine months ended December 31,	
	2022	2021	2022	2021
	(U.S. dollars in millions)			
Revenue:				
Subsidy income	$ 243	$ 342	$ 797	$ 1,097
General and administrative expenses:				
Support Compensation Agreement fees	15	19	48	58
Benefit plan expenses	2	2	6	6
Shared services	17	18	54	54
Lease expense	1	1	3	3

Balance Sheet	December 31, 2022	March 31, 2022
	(U.S. dollars in millions)	
Assets:		
Finance receivables, net:		
Unearned subsidy income	$ (607)	$ (783)
Investment in operating leases, net:		
Unearned subsidy income	(685)	(867)
Due from Parent and affiliated companies	85	62
Liabilities:		
Due to Parent and affiliated companies	114	125
Other liabilities:		
Accrued benefit expenses	62	63
Dividend Payable	—	133
Operating lease liabilities	14	15

Support Agreements

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

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

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

Incentive Financing Programs

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

Shared Services

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

Benefit Plans

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

Income taxes

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

Other

The majority of the amounts due from the Parent and affiliated companies at December 31, 2022 and March 31, 2022 related to incentive financing program subsidies. The majority of the amounts due to the Parent and affiliated companies at December 31, 2022 and March 31, 2022 related to wholesale flooring payable to the Parent. These receivable and payable accounts are non-interest-bearing and short-term in nature and are expected to be settled in the normal course of business.

AHFC leases its premises from its parent, AHM.

In July 2022 and 2021, AHFC declared and paid cash dividends of $766 million and $491 million, respectively, to its parent, AHM.

In July 2022, HCFI declared and paid cash dividends to AHFC and HCI of $69 million and $63 million, respectively.

Note 7. Income Taxes

On August 16, 2022, the U.S. government enacted budget reconciliation legislation commonly called the Inflation Reduction Act of 2022 (IRA) that authorizes major policy changes with regard to energy, environment, healthcare, and tax issues. The IRA makes significant changes to the U.S. tax code that, if applicable, will impact the Company's subsequent fiscal years, beginning with the fiscal year ending March 31, 2024. Some of the key tax provisions of the IRA that could potentially impact the Company include a new corporate alternative minimum tax imposed on adjusted financial statement income of applicable corporations; a new tax credit for qualified commercial clean vehicles to promote climate change mitigation and clean energy; amendments to the existing clean vehicle tax credit; and a new tax credit for previously owned clean vehicles. As of December 31, 2022, there was no material impact on the Company's March 31, 2023 financial statements. The Company is still evaluating the potential impact of the changes in tax law to future periods based on interim guidance issued in December 2022, as well as the pending issuance of additional proposed guidance and regulations by the Treasury and Internal Revenue Service.

The Company's effective tax rate was 26.4% and 25.5% for the three months ended December 31, 2022 and 2021, respectively, and 26.4% and 25.9% for the nine months ended December 31, 2022 and 2021, respectively. The increase in effective tax rates for the three and nine months ended December 31, 2022 was primarily due to an increase in state taxes and foreign taxes, respectively. The Company's effective tax rates for the three and nine months ended December 31, 2022, differ from the U.S. federal statutory tax rate primarily as a result of U.S. state taxes.

The Company does not provide for income taxes on its share of the undistributed earnings of HCFI which are intended to be indefinitely reinvested outside the United States. At December 31, 2022, $1.0 billion of accumulated undistributed earnings of HCFI were intended to be so reinvested. If the undistributed earnings as of December 31, 2022 were to be distributed, the tax liability associated with these earnings would be $60 million, inclusive of currency translation adjustments.

As of December 31, 2022, the Company is subject to examination for U.S. federal returns filed for the taxable years ended March 31, 2014 through 2021, and returns filed for the taxable years ended March 31, 2008 through 2021 in various U.S. states. The Company's Canadian subsidiary, HCFI, is subject to examination for returns filed for the taxable years ended March 31, 2016 through 2022, federally, and returns filed for the taxable years ended March 31, 2010 through 2022, except for 2011 through 2014, provincially. The Company believes appropriate provision has been made for all outstanding issues for all open years and does not expect any material changes in the amounts of unrecognized tax benefits during the fiscal year ending March 31, 2023.

Note 8. Commitments and Contingencies

Operating Leases

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

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

In November 2020, the Company finalized plans to consolidate its nine regional offices in the United States into three customer and dealer services centers located in California, Texas, and Georgia. The Company completed the consolidation into three service centers in January 2023.

Operating lease liabilities are reported in other liabilities on the Company's consolidated balance sheets. At December 31, 2022, maturities of operating lease liabilities were as follows:

Twelve-month periods ending December 31,	**(U.S. dollars in millions)**
2023	$ 9
2024	9
2025	9
2026	10
2027	10
Thereafter	34
Total undiscounted future lease obligations	81
Less: imputed interest	(11)
Operating lease liabilities	$ 70

Lease expense under operating leases was $2 million and $3 million for the three months ended December 31, 2022 and 2021, respectively, and $7 million and $8 million for the nine months ended December 31, 2022 and 2021. Rent expense is included within general and administrative expenses.

As of December 31, 2022, the weighted average remaining lease term for operating leases was 8.5 years and the weighted average remaining discount rate for operating leases was 2.98%.

Revolving Lines of Credit to Dealerships

The Company extends commercial revolving lines of credit to dealerships to support their business activities including facilities refurbishment and general working capital requirements. The amounts borrowed are generally secured by the assets of the borrowing entity. The unused balance of commercial revolving lines of credit was $416 million as of December 31, 2022. The Company also has commitments to finance the construction of auto dealership facilities. The remaining unfunded balance for these construction loans was $5 million as of December 31, 2022.

Legal Proceedings and Regulatory Matters

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

The Company is involved, in the ordinary course of business, in various legal proceedings including claims of individual customers and purported class action lawsuits. Certain of these actions are similar to suits filed against other financial institutions and captive finance companies. Most of these proceedings concern customer allegations of wrongful repossession or defamation of credit. The Company is also subject to governmental reviews and inquiries from time to time. Based on available information and established accruals, management does not believe it is reasonably possible that the results of these proceedings, in the aggregate, will have a material adverse effect on the Company's consolidated financial statements.

Note 9. Securitizations and Variable Interest Entities (VIE)

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

During the nine months ended December 31, 2022 and 2021, the Company issued notes through asset-backed securitizations, which were accounted for as secured financing transactions totaling $1.4 billion and $4.5 billion, respectively. The notes were secured by assets with an initial balance of $1.5 billion and $4.9 billion, respectively.

The table below presents the carrying amounts of assets and liabilities of consolidated SPEs as they are reported in the Company's consolidated balance sheets. All amounts exclude intercompany balances, which have been eliminated upon consolidation. Investors in notes issued by a SPE only have recourse to the assets of such SPE and do not have recourse to the assets of AHFC, HCFI, or its other subsidiaries or to other SPEs. The assets of SPEs are the only source of funds for repayment on the notes.

	December 31, 2022				
	Assets			Liabilities	
	(U.S. dollars in millions)				
	Securitized assets	Restricted cash [(1)]	Other	Secured debt	Other
Retail loan securitizations	$ 6,751	$ 296	$ 11	$ 6,364	$ 4
Operating lease securitizations	189	1	1	103	1
Total	$ 6,940	$ 297	$ 12	$ 6,467	$ 5

	March 31, 2022				
	Assets			Liabilities	
	(U.S. dollars in millions)				
	Securitized assets	Restricted cash [(1)]	Other	Secured debt	Other
Retail loan securitizations	$ 9,033	$ 364	$ 14	$ 8,683	$ 3
Operating lease securitizations	294	1	1	205	2
Total	$ 9,327	$ 365	$ 15	$ 8,888	$ 5

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

In their role as servicers, AHFC and HCFI collect payments on the underlying securitized assets on behalf of the SPEs. Cash collected during a calendar month is required to be remitted to the SPEs in the following month. AHFC and HCFI are not restricted from using the cash collected for their general purposes prior to the remittance to the SPEs. As of December 31, 2022 and March 31, 2022, AHFC and HCFI had combined cash collections of $344 million and $529 million, respectively, which were required to be remitted to the SPEs.

Note 10. Other Assets

Other assets consisted of the following:

	December 31, 2022	March 31, 2022
	(U.S. dollars in millions)	
Interest receivable and other assets	$ 101	$ 82
Vehicles held for disposition	42	51
Other receivables	87	93
Software, net of accumulated amortization of $176 and $173 as of December 31, 2022 and March 31, 2022, respectively	21	22
Property and equipment, net of accumulated depreciation of $5 and $16 as of December 31, 2022 and March 31, 2022, respectively.	5	5
Restricted cash	298	365
Like-kind exchange assets	—	851
Operating lease assets	63	51
Other miscellaneous assets	10	13
Total	$ 627	$ 1,533

Depreciation and amortization are computed on a straight-line basis over the estimated useful lives of the related assets, which range from three to five years. General and administrative expenses include depreciation and amortization expense of $2 million for both three months ended December 31, 2022 and 2021, and $6 million and $7 million for the nine months ended December 31, 2022 and 2021, respectively.

The Company's deferred like-kind exchange program was discontinued for state tax purposes in September 2022.

Note 11. Other Liabilities

Other liabilities consisted of the following:

	December 31, 2022	March 31, 2022
	(U.S. dollars in millions)	
Dealer payables	$ 164	$ 99
Accrued interest expense	164	136
Accounts payable and accrued expenses	304	368
Lease security deposits	59	72
Unearned income, operating leases	271	317
Operating lease liabilities	70	57
Uncertain tax positions	92	94
Dividend Payable	—	133
Other liabilities	57	34
Total	$ 1,181	$ 1,310

Note 12. Fair Value Measurements

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

Recurring Fair Value Measurements

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

	December 31, 2022			
	Level 1	Level 2	Level 3	Total
	(U.S. dollars in millions)			
Assets:				
Derivative instruments:				
Interest rate swaps	$ —	$ 1,438	$ —	$ 1,438
Cross currency swaps	—	—	—	—
Total assets	$ —	$ 1,438	$ —	$ 1,438
Liabilities:				
Derivative instruments:				
Interest rate swaps	$ —	$ 1,168	$ —	$ 1,168
Cross currency swaps	—	873	—	873
Total liabilities	$ —	$ 2,041	$ —	$ 2,041

	March 31, 2022			
	Level 1	Level 2	Level 3	Total
	(U.S. dollars in millions)			
Assets:				
Derivative instruments:				
Interest rate swaps	$ —	$ 931	$ —	$ 931
Cross currency swaps	—	40	—	40
Total assets	$ —	$ 971	$ —	$ 971
Liabilities:				
Derivative instruments:				
Interest rate swaps	$ —	$ 683	$ —	$ 683
Cross currency swaps	—	436	—	436
Total liabilities	$ —	$ 1,119	$ —	$ 1,119

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

Derivative Instruments

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

The Company’s derivative instruments are classified as Level 2 since all significant inputs are observable and do not require management judgment. There were no transfers between fair value hierarchy levels during the nine months ended December 31, 2022 and 2021. Refer to Note 5 for additional information on derivative instruments.

Nonrecurring Fair Value Measurements

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

	Level 1	Level 2	Level 3	Total	Lower-of-cost or fair value adjustment
	(U.S. dollars in millions)				
December 31, 2022					
Vehicles held for disposition	$ —	$ —	$ 32	$ 32	$ 8
December 31, 2021					
Vehicles held for disposition	$ —	$ —	$ 26	$ 26	$ 4

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

Vehicles Held for Disposition

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

Fair Value of Financial Instruments

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

	December 31, 2022				
	Carrying value	Fair value			
		Level 1	Level 2	Level 3	Total
	(U.S. dollars in millions)				
Assets:					
Dealer loans, net	$ 2,446	—	—	$ 2,166	$ 2,166
Retail loans, net	33,371	—	—	32,210	32,210
Liabilities:					
Commercial paper	$ 5,243	$ —	$ 5,242	$ —	$ 5,242
Bank loans	2,625	—	2,614	—	2,614
Medium-term note programs	22,402	—	20,933	—	20,933
Other debt	2,984	—	2,812	—	2,812
Secured debt	6,467	—	6,274	—	6,274

	March 31, 2022				
	Carrying value	Fair value			
		Level 1	Level 2	Level 3	Total
	(U.S. dollars in millions)				
Assets:					
Dealer loans, net	$ 2,061	—	—	$ 1,859	$ 1,859
Retail loans, net	35,420	—	—	35,161	35,161
Liabilities:					
Commercial paper	$ 2,307	$ —	$ 2,306	$ —	$ 2,306
Bank loans	3,108	—	3,110	—	3,110
Medium-term note programs	28,684	—	28,055	—	28,055
Other debt	3,952	—	3,828	—	3,828
Secured debt	8,888	—	8,762	—	8,762

Fair value information presented in the tables above is based on information available at December 31, 2022 and March 31, 2022. Although the Company is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been updated since those dates, and therefore, the current estimates of fair value at dates subsequent to those dates may differ significantly from the amounts presented herein.

Note 13. Segment Information

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

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

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

Financial information for the three and nine months ended December 31, 2022 and 2021 is summarized in the following tables:

	United States	Canada	Valuation adjustments and reclassifications	Consolidated Total
		(U.S. dollars in millions)		
Three months ended December 31, 2022				
Revenues:				
Retail	$ 321	$ 42	$ —	$ 363
Dealer	29	4	—	33
Operating leases	1,335	253	—	1,588
Total revenues	1,685	299	—	1,984
Leased vehicle expenses	979	199	—	1,178
Interest expenses	189	45	—	234
Realized (gains)/losses on derivatives and foreign currency denominated debt	(34)	(13)	47	—
Net revenues	551	68	(47)	572
Other income, net	23	4	—	27
Total net revenues	574	72	(47)	599
Expenses:				
General and administrative expenses	98	14	—	112
Provision for credit losses	47	2	—	49
Early termination loss on operating leases	20	—	—	20
Loss on derivative instruments	—	—	(404)	(404)
Gain on foreign currency revaluation of debt	—	—	401	401
Income before income taxes	$ 409	$ 56	$ (44)	$ 421
Nine months ended December 31, 2022				
Revenues:				
Retail	$ 955	$ 126	$ —	$ 1,081
Dealer	66	8	—	74
Operating leases	4,222	821	—	5,043
Total revenues	5,243	955	—	6,198
Leased vehicle expenses	3,100	640	—	3,740
Interest expenses	500	114	—	614
Realized (gains)/losses on derivatives and foreign currency denominated debt	(48)	(24)	72	—
Net revenues	1,691	225	(72)	1,844
Other income, net	55	10	—	65
Total net revenues	1,746	235	(72)	1,909
Expenses:				
General and administrative expenses	314	41	—	355
Provision for credit losses	94	7	—	101
Early termination loss on operating leases	32	1	—	33
Loss on derivative instruments	—	—	722	722
Gain on foreign currency revaluation of debt	—	—	(476)	(476)
Income before income taxes	$ 1,306	$ 186	$ (318)	$ 1,174
December 31, 2022				
Finance receivables, net	$ 31,809	$ 4,008	$ —	$ 35,817
Investment in operating leases, net	24,535	4,108	—	28,643
Total assets	60,403	8,565	—	68,968

AMERICAN HONDA FINANCE CORPORATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements (Unaudited)

	United States	Canada	Valuation adjustments and reclassifications	Consolidated Total
	(U.S. dollars in millions)			
Three months ended December 31, 2021				
Revenues:				
Retail	$ 355	$ 46	$ —	$ 401
Dealer	13	2	—	15
Operating leases	1,605	319	—	1,924
Total revenues	1,973	367	—	2,340
Leased vehicle expenses	1,163	243	—	1,406
Interest expense	144	27	—	171
Realized (gains)/losses on derivatives and foreign currency denominated debt	27	5	(32)	—
Net revenues	639	92	32	763
Other income, net	10	3	—	13
Total net revenues	649	95	32	776
Expenses:				
General and administrative expenses	104	13	—	117
Provision for credit losses	(3)	—	—	(3)
Early termination loss on operating leases	9	1	—	10
Loss on derivative instruments	—	—	106	106
Gain on foreign currency revaluation of debt	—	—	(112)	(112)
Income before income taxes	$ 539	$ 81	$ 38	$ 658
Nine months ended December 31, 2021				
Revenues:				
Retail	$ 1,094	$ 141	$ —	$ 1,235
Dealer	44	8	—	52
Operating leases	4,931	990	—	5,921
Total revenues	6,069	1,139	—	7,208
Leased vehicle expenses	3,510	746	—	4,256
Interest expense	459	82	—	541
Realized (gains)/losses on derivatives and foreign currency denominated debt	107	19	(126)	—
Net revenues	1,993	292	126	2,411
Other income, net	27	10	—	37
Total net revenues	2,020	302	126	2,448
Expenses:				
General and administrative expenses	315	42	—	357
Provision for credit losses	(27)	1	—	(26)
Early termination loss on operating leases	11	(1)	—	10
Loss on derivative instruments	—	—	234	234
Gain on foreign currency revaluation of debt	—	—	(234)	(234)
Income before income taxes	$ 1,721	$ 260	$ 126	$ 2,107
December 31, 2021				
Finance receivables, net	$ 34,733	$ 4,275	$ —	$ 39,008
Investment in operating leases, net	30,139	5,021	—	35,160
Total assets	68,704	9,584	—	78,288

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

Overview

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

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

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

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

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

References in this report to our "fiscal year 2023" and "fiscal year 2022" refer to our fiscal year ending March 31, 2023 and our fiscal year ended March 31, 2022, respectively.

Results of Operations

Operating Environment Overview

Supply chain disruptions continue to have a negative impact on the production of new vehicles, dealer inventory levels, new vehicle sales, and ultimately our consumer financing acquisition volumes. Given the limited supply of new vehicles, incentive programs supporting the sale of new vehicles were reduced, which also had a negative impact on our acquisition volumes by lowering our penetration rates. Lower acquisition volumes have resulted in declines in our outstanding consumer financing asset balances since the second half of fiscal year 2022, along with declines in our funding needs and outstanding debt balances.

Our consumer financing assets continue to perform well and net charge-offs remain low. However, the trend in delinquencies has increased over the past few quarters which may be attributable to the negative effects of inflationary pressures, rising interest rates, and other factors on consumers' ability to perform on their obligations. Used vehicle prices remain strong due to the limited supply of new vehicles, with return rates on leased vehicles remaining at historically low levels. In addition, the rise in interest rates has increased the returns on more recently acquired financing assets and funding costs.

Segment Results—Comparison of the Three months ended December 31, 2022 and 2021

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

	United States Segment				Canada Segment				Consolidated	
	Three months ended December 31,		Difference		Three months ended December 31,		Difference		Three months ended December 31,	
	2022	2021	Amount	%	2022	2021	Amount	%	2022	2021
	(U.S. dollars in millions)									
Revenues:										
Retail	$ 321	$ 355	$ (34)	(10)%	$ 42	$ 46	$ (4)	(9)%	$ 363	$ 401
Dealer	29	13	16	123 %	4	2	2	100 %	33	15
Operating leases	1,335	1,605	(270)	(17)%	253	319	(66)	(21)%	1,588	1,924
Total revenues	1,685	1,973	(288)	(15)%	299	367	(68)	(19)%	1,984	2,340
Leased vehicle expenses	979	1,163	(184)	(16)%	199	243	(44)	(18)%	1,178	1,406
Interest expense	189	144	45	31 %	45	27	18	67 %	234	171
Realized (gains)/losses on derivatives and foreign currency debt	(34)	27	(61)	n/m	(13)	5	(18)	n/m	(47)	32
Net revenues	551	639	(88)	(14)%	68	92	(24)	(26)%	619	731
Other income	23	10	13	130 %	4	3	1	33 %	27	13
Total net revenues	574	649	(75)	(12)%	72	95	(23)	(24)%	646	744
Expenses:										
General and administrative expenses	98	104	(6)	(6)%	14	13	1	8 %	112	117
Provision for credit losses	47	(3)	50	n/m	2	—	2	n/m	49	(3)
Early termination loss on operating leases	20	9	11	n/m	—	1	(1)	(100)%	20	10
Income before income taxes	$ 409	$ 539	$ (130)	(24)%	$ 56	$ 81	$ (25)	(31)%	$ 465	$ 620

n/m = not meaningful

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

	United States Segment				Canada Segment			
	Three months ended December 31,		Difference		Three months ended December 31,		Difference	
	2022	2021	Amount	%	2022	2021	Amount	%
	(U.S. dollars in millions except as noted, units in thousands) [1]							
Retail loans:								
Average outstanding balance	$29,518	$33,942	$ (4,424)	(13)%	$3,745	$4,078	$ (333)	(8)%
Average outstanding units	1,867	2,098	(231)	(11)%	266	286	(20)	(7)%
Effective yield	4.4 %	4.2 %			4.5 %	4.6 %		
Dealer loans:								
Average outstanding balance	$2,032	$1,600	$ 432	27 %	$ 218	$ 297	$ (79)	(27)%
Effective yield	5.9 %	3.2 %			6.0 %	2.8 %		
Operating leases:								
Average outstanding balance	$25,034	$30,575	$ (5,541)	(18)%	$4,153	$5,105	$ (952)	(19)%
Average outstanding units	1,019	1,279	(260)	(20)%	219	253	(34)	(13)%
Average monthly rental income[2]	$ 437	$ 418	$ 19	5 %	$ 385	$ 421	$ (36)	(9)%
Average monthly depreciation[2],[3]	$ 328	$ 312	$ 16	5 %	$ 306	$ 325	$ (19)	(6)%
Debt:								
Average outstanding balance	$34,575	$44,015	$ (9,440)	(21)%	$5,317	$6,303	$ (986)	(16)%
Effective interest rate	2.2 %	1.3 %			3.4 %	1.7 %		

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

United States Segment

Revenues

– Revenue from retail loans decreased due to lower average outstanding balances, which was partially offset by higher yields.

– Revenue from dealer loans increased due to higher yields and higher average outstanding wholesale flooring balances.

– Operating lease revenue decreased due to lower average outstanding units, which was partially offset by an increase in average rental income per unit.

Leased vehicle expenses

Leased vehicle expenses decreased due to lower average outstanding units, which was partially offset by lower gains on disposition of leased vehicles and higher average depreciation expense per unit.

Interest expense

Interest expense increased due to higher average interest rates, which was partially offset by lower average outstanding debt. See "—*Liquidity and Capital Resources*" below for more information.

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

Net realized gains during the third quarter of fiscal year 2023 consisted of gains on pay fixed interest rate swaps of $192 million and gains on foreign currency denominated debt of $161 million, which were partially offset by losses on cross currency interest rate swaps of $213 million and losses on pay float interest rate swaps of $106 million.

Provision for credit losses

We recognized a provision for credit losses during the third quarter of fiscal year 2023 due to the increase in provision for retail loans as a result of an increase in expected losses due to the increase in the trend of delinquencies and net charge-offs. We recognized a negative provision for credit loss during the third quarter of fiscal year 2022 due to reductions to the allowance reflecting favorable revisions to forecasted economic factors and lower than expected net charge-offs. See "*—Financial Condition—Credit Risk*" below for more information.

Early termination loss on operating leases

Early termination losses on operating leases increased due to higher estimate of early termination losses. See *—Financial Condition—Credit Risk*" below for more information.

Canada Segment

Revenues

– Revenue from retail loans decreased due to lower average outstanding balances and the effect of foreign currency translation adjustments.
– Revenue from dealer loans increased due to higher yields, which was partially offset by lower average outstanding wholesale flooring loan balances as the result of lower dealer inventory levels.
– Operating lease revenue decreased due to lower average outstanding units and the effect of foreign currency translation adjustments.

Leased vehicle expenses

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

Interest expense

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

Realized (gains)/losses on derivative instruments

Net realized gains on interest rate swaps during the third quarter of fiscal year 2023 were attributable to realized gains on pay fixed interest rate swaps of $30 million which were partially offset by realized losses on pay float interest rate swaps of $17 million.

Provision for credit losses

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

Early termination loss on operating leases

We recognized early termination losses on operating leases of less than $1 million during the third quarter of fiscal year 2023 compared to early termination losses of $1 million during the same period in fiscal year 2022. See "—*Financial Condition—Credit Risk*" below for more information.

Income tax expense

The consolidated effective tax rate was 26.4% for the third quarter of fiscal year 2023 compared to 25.5% for the same period in fiscal year 2022. The increase in the effective tax rate was primarily due to an increase in state taxes. The Company's effective tax rate for the three months ended December 31, 2022 differs from the U.S. federal statutory tax rate primarily as a result of U.S. state taxes. For additional information regarding income taxes, see Note 7—Income Taxes of *Notes to Consolidated Financial Statements (Unaudited)*.

Segment Results—Comparison of the Nine months ended December 31, 2022 and 2021

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

	United States Segment				Canada Segment				Consolidated	
	Nine months ended December 31,		Difference		Nine months ended December 31,		Difference		Nine months ended December 31,	
	2022	2021	Amount	%	2022	2021	Amount	%	2022	2021
	(U.S. dollars in millions)									
Revenues:										
Retail	$ 955	$ 1,094	$ (139)	(13)%	$ 126	$ 141	$ (15)	(11)%	$ 1,081	$ 1,235
Dealer	66	44	22	50 %	8	8	—	— %	74	52
Operating leases	4,222	4,931	(709)	(14)%	821	990	(169)	(17)%	5,043	5,921
Total revenues	5,243	6,069	(826)	(14)%	955	1,139	(184)	(16)%	6,198	7,208
Leased vehicle expenses	3,100	3,510	(410)	(12)%	640	746	(106)	(14)%	3,740	4,256
Interest expense	500	459	41	9 %	114	82	32	39 %	614	541
Realized (gains)/losses on derivatives and foreign currency debt	(48)	107	(155)	(145)%	(24)	19	(43)	n/m	(72)	126
Net revenues	1,691	1,993	(302)	(15)%	225	292	(67)	(23)%	1,916	2,285
Other income	55	27	28	104 %	10	10	—	— %	65	37
Total net revenues	1,746	2,020	(274)	(14)%	235	302	(67)	(22)%	1,981	2,322
Expenses:										
General and administrative expenses	314	315	(1)	— %	41	42	(1)	(2)%	355	357
Provision for credit losses	94	(27)	121	n/m	7	1	6	n/m	101	(26)
Early termination loss on operating leases	32	11	21	191 %	1	(1)	2	(200)%	33	10
Income before income taxes	$ 1,306	$ 1,721	$ (415)	(24)%	$ 186	$ 260	$ (74)	(28)%	$ 1,492	$ 1,981

n/m = not meaningful

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

	United States Segment				Canada Segment			
	Nine months ended December 31,		Difference		Nine months ended December 31,		Difference	
	2022	2021	Amount	%	2022	2021	Amount	%
	(U.S. dollars in millions except as noted, units in thousands) [1]							
Retail loans:								
Average outstanding balance	$30,194	$34,344	$ (4,150)	(12)%	$3,801	$4,045	$ (244)	(6)%
Average outstanding units	1,913	2,133	(220)	(10)%	269	288	(19)	(7)%
Effective yield	4.2 %	4.2 %			4.4 %	4.7 %		
Dealer loans:								
Average outstanding balance	$1,871	$2,100	$ (229)	(11)%	$ 215	$ 432	$ (217)	(50)%
Effective yield	4.8 %	2.8 %			4.8 %	2.4 %		
Operating leases:								
Average outstanding balance	$26,420	$30,657	$ (4,237)	(14)%	$4,460	$5,236	$ (776)	(15)%
Average outstanding units	1,085	1,299	(214)	(16)%	228	260	(32)	(12)%
Average monthly rental income[2]	$ 432	$ 422	$ 10	2 %	$ 401	$ 423	$ (22)	(5)%
Average monthly depreciation[2],[3]	$ 326	$ 313	$ 13	4 %	$ 316	$ 326	$ (10)	(3)%
Debt:								
Average outstanding balance	$36,701	$45,072	$ (8,371)	(19)%	$5,534	$6,588	$ (1,054)	(16)%
Effective interest rate	1.8 %	1.4 %			2.7 %	1.7 %		

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

United States Segment

Revenues

– Revenue from retail loans decreased primarily due to lower average outstanding balances.

– Revenue from dealer loans increased due to higher yields, which was partially offset by lower average outstanding wholesale flooring loan balances as a result of lower dealer inventory levels. Dealer inventory levels continued to remain below historical levels during the nine months ended December 31, 2022 due to supply chain disruptions that have negatively impacted the production of new vehicles.

– Operating lease revenue decreased due to lower average outstanding units, which was partially offset by an increase in average rental income per unit.

Leased vehicle expenses

Leased vehicle expenses decreased due to lower average outstanding units, which was partially offset by lower gains on disposition of leased vehicles and higher average depreciation expense per unit.

Interest expense

Interest expense increased due to higher average interest rates, which was partially offset by lower average outstanding debt balances. See "—*Liquidity and Capital Resources*" below for more information.

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

Net realized gains during the first nine months of fiscal year 2023 consisted of gains on pay fixed interest rate swaps of $293 million and gains on foreign currency denominated debt of $315 million, which were partially offset by losses on cross currency swaps of $425 million and losses on pay float interest rate swaps of $135 million.

Provision for credit losses

We recognized a provision for credit losses during the first nine months of fiscal year 2023 due to the increase in provision for retail loans as a result of an increase in expected losses due to an increase in the trend of delinquencies and net charge-offs. We recognized a negative provision for credit losses during the first nine months of fiscal year 2022 due to reductions to the allowance reflecting favorable revisions to forecasted economic factors and lower than expected net charge-offs. See "—*Financial Condition—Credit Risk*" below for more information.

Early termination loss on operating leases

Early termination losses on operating leases increased due to higher estimate of early termination losses. See —*Financial Condition—Credit Risk*" below for more information.

Canada Segment

Revenues

– Revenue from retail loans decreased due to lower average outstanding balances, lower yields and the effect of foreign currency translation adjustments.
– Revenue from dealer loans was consistent during the first nine months of fiscal year 2023 compared to the same period in the prior fiscal year due to lower average outstanding wholesale flooring loan balance, which was substantially offset by higher yields.
– Operating lease revenue decreased due to lower average outstanding units and the effect of foreign currency translation adjustments.

Leased vehicle expenses

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

Interest expense

Interest expense increased due to higher average interest rates, which was partially offset by lower average outstanding debt. See "—*Liquidity and Capital Resources*" below for more information.

Realized (gains)/losses on derivative instruments

Net realized gains on interest rate swaps during the first nine months of fiscal year 2023 were attributable to realized gains on pay fixed interest rate swaps of $44 million, which were partially offset by realized losses on pay float interest rate swaps of $20 million.

Provision for credit losses

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

Early termination loss on operating leases

We recognized early termination losses on operating leases of $1 million during the first nine months of fiscal year 2023 compared to a reversal of early termination losses of $1 million during the same period in fiscal year 2022. See "—*Financial Condition—Credit Risk*" below for more information.

Income tax expense

The consolidated effective tax rate was 26.4% for the first nine months of fiscal year 2023 compared to 25.9% for the same period in fiscal year 2022. The increase in the effective tax rate was primarily due to an increase in foreign taxes. The Company's effective tax rate for the nine months ended December 31, 2022 differs from the U.S. federal statutory tax rate primarily as a result of U.S. state taxes. For additional information regarding income taxes, see Note 7—Income Taxes of *Notes to Consolidated Financial Statements (Unaudited)*.

Financial Condition

Consumer Financing

Consumer Financing Acquisition Volumes

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

	Three months ended December 31,				Nine months ended December 31,			
	2022		2021		2022		2021	
	Acquired	Sponsored (2)	Acquired	Sponsored (2)	Acquired	Sponsored (2)	Acquired	Sponsored (2)
	(Units (1) in thousands)							
United States Segment								
Retail loans:								
New auto	80	43	70	53	186	105	354	300
Used auto	35	14	15	4	78	26	52	13
Motorcycle and other	12	—	15	—	44	—	48	1
Total retail loans	127	57	100	57	308	131	454	314
Leases	59	53	73	65	164	153	342	318
Canada Segment								
Retail loans	17	5	12	6	51	21	56	39
Leases	9	6	12	11	31	26	50	48
Consolidated								
Retail loans	144	62	112	63	359	152	510	353
Leases	68	59	85	76	195	179	392	366

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

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

Consumer Financing Penetration Rates

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

	Three months ended December 31,		Nine months ended December 31,	
	2022	2021	2022	2021
United States Segment				
New auto	55%	50%	49%	62%
Motorcycle	26%	28%	28%	29%
Canada Segment				
New auto	79%	67%	77%	78%
Motorcycle	17%	17%	17%	21%
Consolidated				
New auto	57%	51%	52%	64%
Motorcycle	25%	27%	26%	28%

Consumer Financing Asset Balances

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

	December 31, 2022	March 31, 2022	December 31, 2022	March 31, 2022
	(U.S. dollars in millions)		(Units [1] in thousands)	
United States Segment				
Retail loans:				
New auto	$ 23,538	$ 25,953	1,363	1,491
Used auto	4,880	4,307	324	318
Motorcycle and other	1,161	1,229	179	186
Total retail loans	$ 29,579	$ 31,489	1,866	1,995
Investment in operating leases	$ 24,534	$ 28,691	995	1,191
Securitized retail loans [2]	$ 6,268	$ 8,849	535	693
Canada Segment				
Retail loans	$ 3,792	$ 3,931	266	276
Investment in operating leases	$ 4,109	$ 4,933	216	242
Securitized retail loans [2]	$ 483	$ 184	26	21
Securitized investments in operating leases [2]	$ 189	$ 294	15	18
Consolidated				
Retail loans	$ 33,371	$ 35,420	2,132	2,271
Investment in operating leases	$ 28,643	$ 33,624	1,211	1,433
Securitized retail loans [2]	$ 6,751	$ 9,033	561	714
Securitized investments in operating leases [2]	$ 189	$ 294	15	18

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

In the United States segment, retail loan acquisition volumes decreased by 32% and lease acquisition volumes decreased by 52% during the first nine months of fiscal year 2023 compared to the same period in fiscal year 2022. In the Canada segment, retail loan acquisition volumes decreased by 9% and lease acquisition volumes decreased by 38% during the first nine months of fiscal year 2023 compared to the same period in fiscal year 2022. Supply chain disruptions continue to have a negative impact on the production of new vehicles and dealer inventory levels which contributed to the decline in acquisition volumes in both the United States and Canada segments. Reductions in incentive financing programs as a result of low dealer inventory levels further contributed to the decrease in acquisition volumes, lowering penetration rates most notably in the United States segment. The duration and severity of the supply chain disruptions are uncertain. Prolonged disruptions could materially impact the volume of future retail loan and lease acquisitions.

Dealer Financing

Wholesale Flooring Financing Penetration Rates

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

	December 31, 2022	March 31, 2022
United States Segment		
Automobile	28 %	28 %
Motorcycle	98 %	98 %
Other	16 %	17 %
Canada Segment		
Automobile	29 %	33 %
Motorcycle	95 %	95 %
Other	94 %	94 %
Consolidated		
Automobile	28 %	29 %
Motorcycle	97 %	97 %
Other	19 %	19 %

Wholesale Flooring Financing Percentage of Sales

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

	Three months ended December 31,		Nine months ended December 31,	
	2022	2021	2022	2021
United States Segment				
Automobile	22%	22%	21%	23%
Motorcycle	98%	98%	98%	98%
Other	9%	4%	8%	6%
Canada Segment				
Automobile	26%	28%	26%	29%
Motorcycle	90%	92%	90%	92%
Other	95%	95%	96%	96%
Consolidated				
Automobile	22%	23%	22%	24%
Motorcycle	97%	98%	97%	97%
Other	14%	7%	13%	9%

Dealer Financing Asset Balances

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

	December 31, 2022	March 31, 2022	December 31, 2022	March 31, 2022
	(U.S. dollars in millions)		(Units [1] in thousands)	
United States Segment				
Wholesale flooring loans:				
Automobile	$ 1,041	$ 837	33	29
Motorcycle	273	192	42	30
Other	57	39	40	35
Total wholesale flooring loans	$ 1,371	$ 1,068	115	94
Commercial loans	$ 860	$ 763		
Canada Segment				
Wholesale flooring loans	$ 185	$ 196	36	32
Commercial loans	$ 30	$ 34		
Consolidated				
Wholesale flooring loans	$ 1,556	$ 1,264	151	126
Commercial loans	$ 890	$ 797		

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

Credit Risk

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

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

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

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

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

	United States Segment		Canada Segment		Consolidated	
	As of or for the three months ended December 31,					
	2022	2021	2022	2021	2022	2021
	(U.S. dollars in millions)					
Finance receivables:						
Allowance for credit losses at beginning of period	$ 212	$ 241	$ 9	$ 9	$ 221	$ 250
Provision for credit losses	47	(3)	2	—	49	(3)
Charge-offs, net of recoveries	(34)	(19)	—	—	(34)	(19)
Effect of translation adjustment	—	—	—	—	—	—
Allowance for credit losses at end of period	$ 225	$ 219	$ 11	$ 9	$ 236	$ 228
Charge-offs as a percentage of average receivable balance [(1), (3)]	0.43 %	0.20 %	0.08 %	0.04 %	0.39 %	0.19 %
Operating leases:						
Early termination loss on operating leases	$ 20	$ 9	$ —	$ 1	$ 20	$ 10

	United States Segment		Canada Segment		Consolidated	
	As of or for the nine months ended December 31,					
	2022	2021	2022	2021	2022	2021
	(U.S. dollars in millions)					
Finance receivables:						
Allowance for credit losses at beginning of period	$ 204	$ 279	$ 7	$ 9	$ 211	$ 288
Provision for credit losses	94	(27)	7	1	101	(26)
Charge-offs, net of recoveries	(73)	(33)	(2)	(1)	(75)	(34)
Effect of translation adjustment	—	—	(1)	—	(1)	—
Allowance for credit losses at end of period	$ 225	$ 219	$ 11	$ 9	$ 236	$ 228
Charge-offs as a percentage of average receivable balance [(1), (3)]	0.30 %	0.12 %	0.07 %	0.04 %	0.28 %	0.11 %
Allowance as a percentage of ending receivable balance [(1)]	0.70 %	0.62 %	0.29 %	0.19 %	0.65 %	0.57 %
Delinquencies (60 or more days past due):						
Delinquent amount [(2)]	$ 129	$ 109	$ 3	$ 3	$ 132	$ 112
As a percentage of ending receivable balance [(1),(2)]	0.40 %	0.31 %	0.08 %	0.07 %	0.37 %	0.28 %
Operating leases:						
Early termination loss on operating leases	$ 32	$ 11	$ 1	$ (1)	$ 33	$ 10

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

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

(3) Percentages for the three and nine months ended December 31, 2022 and 2021 have been annualized.

In the United States segment, we recognized a provision for credit losses on our finance receivables of $94 million during the first nine months of fiscal year 2023 and a negative provision for credit losses of $27 million during the same period in fiscal year 2022. The provision for credit losses during the first nine months of fiscal year 2023 was attributable to an increase in expected losses due to an increase in the trend of delinquencies and net charge-offs. The negative provision during the first nine months of fiscal year 2022 was attributable to the reduction in the allowance for credit losses reflecting favorable revisions to forecasted economic factors including forecasted personal bankruptcy rates and better than expected net charge-offs of retail loans during the period. We recognized early termination losses on operating leases of $32 million and $11 million during the first nine months of fiscal year 2023 and 2022, respectively. Early termination losses on operating leases increased due to the increase in net charge-offs.

In the Canada segment, we recognized a provision for credit losses of $7 million on our finance receivables during the first nine months of fiscal year 2023 and a provision for credit losses of $1 million during the same period in fiscal year 2022. The increase in provision for credit losses was due to higher provision for retail loans as a result of an increase in expected losses due to an increase in the trend of delinquencies and net charge-offs. We recognized early termination losses on operating leases of $1 million during the first nine months of fiscal year 2023 and a reversal of early termination losses of $1 million during the same period in fiscal year 2022.

Lease Residual Value Risk

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

Operating lease vehicles are depreciated on a straight-line basis over the lease term to the lower of contract residual values or estimated end of term residual values. Adjustments to estimated end of term residual values are made prospectively on a straight-line basis over the remaining lease term. A review for impairment of our operating lease assets is performed whenever events or changes in circumstances indicate that their carrying values may not be recoverable. If impairment conditions are met, impairment losses are measured by the amount carrying values exceed their fair values. We did not recognize impairment losses due to declines in estimated residual values during the first nine months of fiscal year 2023. Additional information regarding lease residual values is provided in the discussion of "—*Critical Accounting Estimates—Estimated End of Term Residual Values*" below.

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

	Three months ended December 31,		Nine months ended December 31,	
	2022	2021	2022	2021
	(Units [1] in thousands)			
United States Segment				
Termination units:				
Sales at outstanding contractual balances [2]	106	110	351	382
Sales through auctions and dealer direct programs [3]	1	—	1	5
Total termination units	107	110	352	387
Canada Segment				
Termination units:				
Sales at outstanding contractual balances [2]	15	20	56	72
Sales through auctions and dealer direct programs [3]	—	—	—	1
Total termination units	15	20	56	73
Consolidated				
Termination units:				
Sales at outstanding contractual balances [2]	121	130	407	454
Sales through auctions and dealer direct programs [3]	1	—	1	6
Total termination units	122	130	408	460

(1) A unit represents one terminated lease by their method of disposition during the period shown. Unit counts do not include leases that were terminated due to lessee defaults.
(2) Includes vehicles purchased by lessees or dealers for the contractual residual value at lease maturity or the outstanding contractual balance if purchased prior to lease maturity.
(3) Includes vehicles sold through online auctions and market based pricing options under our dealer direct programs or through physical auctions.

Liquidity and Capital Resources

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

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

The summary of outstanding debt presented in the tables and discussion below in this section "*—Liquidity and Capital Resources*" as of December 31, 2022 and March 31, 2022 includes foreign currency denominated debt, which was translated into U.S. dollars using the relevant exchange rates as of December 31, 2022 and March 31, 2022, as applicable. Additionally, the amounts in this section that are presented in "C$" (Canadian dollar) were converted into U.S. dollars solely for the convenience based on the exchange rate on December 31, 2022. These translations should not be construed as representations that the converted amounts actually represent such U.S. dollar amounts or that they could be converted into U.S. dollars at the rates indicated.

Summary of Outstanding Debt

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

			Weighted average contractual interest rate	
	December 31, 2022	March 31, 2022	December 31, 2022	March 31, 2022
	(U.S. dollars in millions)			
United States Segment				
Unsecured debt:				
Commercial paper	$ 4,389	$ 1,718	4.83 %	0.79 %
Bank loans	1,649	2,249	4.71 %	1.47 %
Public MTN program	22,379	28,659	1.84 %	1.53 %
Euro MTN programme	23	25	2.23 %	2.23 %
Total unsecured debt	28,440	32,651		
Secured debt	5,930	8,517	1.30 %	0.91 %
Total debt	$ 34,370	$ 41,168		
Canada Segment				
Unsecured debt:				
Commercial paper	$ 854	$ 589	4.26 %	0.57 %
Bank loans	976	859	5.31 %	1.64 %
Other debt	2,984	3,952	2.67 %	2.20 %
Total unsecured debt	4,814	5,400		
Secured debt	537	371	5.18 %	1.32 %
Total debt	$ 5,351	$ 5,771		
Consolidated				
Unsecured debt:				
Commercial paper	$ 5,243	$ 2,307	4.74 %	0.74 %
Bank loans	2,625	3,108	4.93 %	1.52 %
Public MTN program	22,379	28,659	1.84 %	1.53 %
Euro MTN programme	23	25	2.23 %	2.23 %
Other debt	2,984	3,952	2.67 %	2.20 %
Total unsecured debt	33,254	38,051		
Secured debt	6,467	8,888	1.62 %	0.93 %
Total debt	$ 39,721	$ 46,939		

Commercial Paper

As of December 31, 2022, we had commercial paper programs in the United States of $7.0 billion and in Canada of C$2.5 billion ($1.8 billion). Interest rates on the commercial paper are fixed at the time of issuance. During the nine months ended December 31, 2022, consolidated commercial paper month-end outstanding principal balances ranged from $2.4 billion to $5.3 billion.

Bank Loans

During the nine months ended December 31, 2022, AHFC did not enter into any new loan agreement. HCFI entered into a C$675 million ($498 million) floating rate term loan agreement. As of December 31, 2022, we had bank loans denominated in U.S. dollars and Canadian dollars with floating and fixed interest rates, in principal amounts ranging from $74 million to $500 million. As of December 31, 2022, the remaining maturities of all bank loans outstanding ranged from 65 days to approximately 4.3 years. The weighted average remaining maturity on all bank loans was 2.1 years as of December 31, 2022.

Our bank loans contain customary restrictive covenants, including limitations on liens, mergers, consolidations and asset sales, and a financial covenant that requires us to maintain positive consolidated tangible net worth. In addition to other customary events of default, the bank loans include cross-default provisions and provisions for default if HMC does not maintain ownership, whether directly or indirectly, of at least 80% of the outstanding capital stock of AHFC or HCFI, as applicable. All of these covenants and events of default are subject to important limitations and exceptions under the agreements governing the bank loans. As of December 31, 2022, management believes that AHFC and HCFI were in compliance with all covenants contained in our bank loan agreements.

Medium-Term Note (MTN) Programs

Public MTN Program

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

The Public MTNs may have original maturities of 9 months or more from the date of issue, may be interest bearing with either fixed or floating interest rates, or may be discounted notes. During the nine months ended December 31, 2022, AHFC did not issue any new notes. The weighted average remaining maturities of all Public MTNs was 2.3 years as of December 31, 2022.

The Public MTNs are issued pursuant to an indenture, which requires AHFC to comply with certain covenants, including negative pledge provisions and restrictions on AHFC's ability to merge, consolidate or transfer substantially all of its assets or the assets of its subsidiaries, and includes customary events of default. As of December 31, 2022, management believes that AHFC was in compliance with all covenants under the indenture.

Euro MTN Programme

The Euro MTN Programme was retired in August 2014. AHFC has one note outstanding under this program. The note has a maturity date of February 21, 2023, a fixed interest rate and is not listed on the Luxembourg Stock Exchange. The note was issued pursuant to the terms of an agency agreement which requires AHFC to comply with certain covenants, including negative pledge provisions, and includes customary events of default. As of December 31, 2022, management believes that AHFC was in compliance with all covenants contained in the Euro MTNs.

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

	December 31, 2022	**March 31, 2022**
	(U.S. dollars in millions)	
U.S. dollar	$ 17,819	$ 21,006
Euro	3,360	6,019
Sterling	1,200	1,634
Japanese yen	23	25
Total	$ 22,402	$ 28,684

Other Debt

HCFI issues privately placed Canadian dollar denominated notes, with either fixed or floating interest rates. During the nine months ended December 31, 2022, HCFI did not enter into any new private placements. As of December 31, 2022, the remaining maturities of all of HCFI's Canadian notes outstanding ranged from 60 days to approximately 5.2 years. The weighted average remaining maturities of these notes was 2.3 years as of December 31, 2022.

The notes are issued pursuant to the terms of an indenture, which requires HCFI to comply with certain covenants, including negative pledge provisions, and includes customary events of default. As of December 31, 2022, management believes that HCFI was in compliance with all covenants contained in the privately placed notes.

Secured Debt

Asset-Backed Securities

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

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

- *Subordinated certificates*— securities issued by SPEs that are retained by us and are subordinated in priority of payment to the notes.
- *Overcollateralization*— securitized asset balances that exceed the balance of securities issued by SPEs.
- *Excess interest*— excess interest collections to be used to cover losses on defaulted loans.
- *Reserve funds*— restricted cash accounts held by the SPEs to cover shortfalls in payments of interest and principal required to be paid on the notes.
- *Yield supplement accounts*— restricted cash accounts held by SPEs to supplement interest payments on notes.

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

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

During the nine months ended December 31, 2022, we issued notes through asset-backed securitizations totaling $1.4 billion, which were secured by assets with an initial balance of $1.5 billion.

Credit Agreements

Syndicated Bank Credit Facilities

AHFC maintains a $7.0 billion syndicated bank credit facility that includes a $3.5 billion 364-day credit agreement, which expires on February 24, 2023, a $2.1 billion credit agreement, which expires on February 25, 2025, and a $1.4 billion credit agreement, which expires on February 25, 2027. As of December 31, 2022, no amounts were drawn upon under the AHFC credit agreements. AHFC intends to renew or replace these credit agreements prior to or on their respective expiration dates.

HCFI maintains a C$2.0 billion ($1.5 billion) syndicated bank credit facility that includes a C$1.0 billion ($738 million) credit agreement, which expires on March 25, 2023 and a C$1.0 billion ($738 million) credit agreement, which expires March 25, 2027. As of December 31, 2022, no amounts were drawn upon under the HCFI credit agreement. HCFI intends to renew or replace the credit agreement prior to or on the expiration date of each respective tranche.

The credit agreements contain customary conditions to borrowing and customary restrictive covenants, including limitations on liens and limitations on mergers, consolidations and asset sales, and limitations on affiliate transactions. The credit agreements also require AHFC and HCFI to maintain a positive consolidated tangible net worth as defined in their respective credit agreements. The credit agreements, in addition to other customary events of default, include cross-default provisions and provisions for default if HMC does not maintain ownership, whether directly or indirectly, of at least 80% of the outstanding capital stock of AHFC or HCFI, as applicable. In addition, the AHFC and HCFI credit agreements contain provisions for default if HMC's obligations under the HMC-AHFC Keep Well Agreement or the HMC-HCFI Keep Well Agreement, as applicable, become invalid, voidable, or unenforceable. All of these conditions, covenants and events of default are subject to important limitations and exceptions under the agreements governing the credit agreements. As of December 31, 2022, management believes that AHFC and HCFI were in compliance with all covenants contained in the respective credit agreements.

Other Credit Agreements

AHFC maintains other committed lines of credit that allow the Company access to an additional $1.0 billion in unsecured funding with two banks. The credit agreements contain customary covenants, including limitations on liens, mergers, consolidations and asset sales and a requirement for AHFC to maintain a positive consolidated tangible net worth. As of December 31, 2022, no amounts were drawn upon under these agreements. These agreements expire in September 2023. The Company intends to renew or replace these credit agreements prior to or on their respective expiration dates.

Keep Well Agreements

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

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

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

- ensure that, at all times, each of AHFC and HCFI has sufficient liquidity and funds to meet their payment obligations under any Debt (with "Debt" defined as AHFC's or HCFI's debt, as applicable, for borrowed money that HMC has confirmed in writing is covered by the respective Keep Well Agreement) in accordance with the terms of such Debt, or where necessary, HMC will make available to AHFC or HCFI, as applicable, or HMC will procure for AHFC or HCFI, as applicable, sufficient funds to enable AHFC or HCFI, as applicable, to pay its Debt in accordance with its terms. AHFC or HCFI Debt does not include the notes issued by SPEs in connection with AHFC's or HCFI's secured financing transactions, any related party debt or any indebtedness outstanding as of December 31, 2022 under AHFC's and HCFI's bank loan agreements.

As consideration for HMC's obligations under the Keep Well Agreements, we have agreed to pay HMC a quarterly fee based on the amount of outstanding Debt pursuant to Support Compensation Agreements, dated April 1, 2019. We incurred expenses of $15 million and $19 million during the three months ended December 31, 2022 and 2021, respectively, and $48 million and $58 million during the nine months ended December 31, 2022 and 2021, respectively, pursuant to these Support Compensation Agreements.

Indebtedness of Consolidated Subsidiaries

As of December 31, 2022, AHFC and its consolidated subsidiaries had $49.7 billion of outstanding indebtedness and other liabilities, including current liabilities, of which $12.8 billion consisted of indebtedness and liabilities of our consolidated subsidiaries. None of AHFC's consolidated subsidiaries had any outstanding preferred equity.

Material Cash Requirements

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

	Payments due for the twelve-month periods ending December 31,						
	Total	2023	2024	2025	2026	2027	Thereafter
	(U.S. dollars in millions)						
Unsecured debt obligations [(1)]	$ 33,333	$ 13,808	$ 7,559	$ 3,280	$ 3,128	$ 1,435	$ 4,123
Secured debt obligations [(1)]	6,475	3,758	1,959	656	53	49	—
Interest payments on debt [(2)]	1,583	626	392	227	167	91	80
Total	$ 41,391	$ 18,192	$ 9,910	$ 4,163	$ 3,348	$ 1,575	$ 4,203

(1) Debt obligations reflect the remaining principal obligations of our outstanding debt and do not reflect unamortized debt discounts and fees. Repayment schedule of secured debt reflects payment performance assumptions on underlying receivables. Foreign currency denominated debt principal is based on exchange rates as of December 31, 2022.

(2) Interest payments on floating rate and foreign currency denominated debt based on the applicable floating rates and/or exchange rates as of December 31, 2022.

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

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

Derivatives

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

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

Off-Balance Sheet Arrangements

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

New Accounting Standards

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

Critical Accounting Estimates

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

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

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

Sensitivity Analysis

We applied the baseline economic scenarios for the United States and Canada that were obtained from a third party economic research firm in our models to determine our allowance for credit losses on retail loans and estimated early termination losses on operating lease assets as of December 31, 2022. These baseline economic scenarios represent forecasts of the most likely economic future, with an equal probability of economic conditions being better or worse than forecasted. Alternative economic scenarios were also obtained from the third party economic research firm. As an example of the sensitivity of our accounting estimates, we applied upside and downside economic scenarios in our models. The peak unemployment rate over the next 24 month period under the upside and downside economic scenarios in the United States was 3.5% and 7.9%, respectively. The resulting allowance for credit losses on retail loans under the upside and downside economic scenarios was $213 million and $360 million, respectively. Similarly, the resulting estimated early termination losses on operating lease assets were $78 million and $112 million, respectively.

Estimated End of Term Residual Values

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

Sensitivity Analysis

If future expected end of term market values for all outstanding operating leases as of December 31, 2022 were to decrease by $100 per unit from our current estimates, the total impact would be an increase of approximately $44 million in depreciation expense, which would be recognized over the remaining lease terms. If future return rates for all operating leases were to increase by one percentage point from our current estimates, the total impact would be an increase of approximately $9 million in depreciation expense, which would be recognized over the remaining lease terms. This sensitivity analysis is specific to the conditions in effect as of December 31, 2022 and does not consider the effect declines in estimated end of term market values may have on return rates.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

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

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our Principal Executive Officer and Principal Financial Officer have performed an evaluation of our disclosure controls and procedures, as that term is defined in Rule 13a-15(e) of the Exchange Act, as of December 31, 2022, and each has concluded that such disclosure controls and procedures are effective, at the reasonable assurance level, to ensure that information required to be disclosed in our periodic reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms, and such information is accumulated and communicated to management, including our Principal Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosures. Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Changes in Internal Control over Financial Reporting

There were no changes in the internal control over financial reporting during the quarter ended December 31, 2022, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

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

Item 1A. Risk Factors

There are no material changes to the risk factors set forth under *"Item 1A. Risk Factors"* in our Annual Report on Form 10-K for the fiscal year ended March 31, 2022, which was filed with the SEC on June 23, 2022.

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

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

Item 3. Defaults Upon Senior Securities

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

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit Number	Description
3.1[1]	Articles of Incorporation of American Honda Finance Corporation, dated February 6, 1980, and Certificates of Amendment to the Articles of Incorporation, dated March 29, 1984, November 13, 1988, December 4, 1989, July 2, 1991, April 3, 1997, November 30, 1999, and December 17, 2003.
3.2[1]	Amended and Restated Bylaws of American Honda Finance Corporation, dated April 27, 2010.
4.1[1]	Form of Specimen Common Stock of American Honda Finance Corporation.
4.2	American Honda Finance Corporation agrees to furnish to the Securities and Exchange Commission upon request a copy of each instrument with respect to issues of long-term debt of American Honda Finance Corporation and its subsidiaries, the authorized principal amount of which does not exceed 10% of the consolidated assets of the American Honda Finance Corporation and its subsidiaries.
4.3[2]	Amended and Restated Issuing and Paying Agency Agreement between American Honda Finance Corporation and The Bank of New York Mellon, dated as of August 27, 2012.
4.4	Trust Indenture between Honda Canada Finance Inc., as issuer, and BNY Trust Company of Canada (as successor to CIBC Mellon Trust Company), as trustee, dated as of September 26, 2005(3), as supplemented by supplemental indentures from time to time, and the Form of Debenture(4).
4.5[5]	Indenture, dated September 5, 2013, between American Honda Finance Corporation and Deutsche Bank Trust Company Americas, as trustee.
4.6[6]	First Supplemental Indenture, dated February 8, 2018, between American Honda Finance Corporation and Deutsche Bank Trust Company Americas, as trustee.
4.7[7][8]	Form of Fixed Rate Medium-Term Note, Series A and Form of Floating Rate Medium-Term Note, Series A.
31.1[9]	Certification of Principal Executive Officer
31.2[9]	Certification of Principal Financial Officer
32.1[10]	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350
32.2[10]	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350
101.INS[9]	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH[9]	XBRL Taxonomy Extension Schema Document
101.CAL[9]	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB[9]	XBRL Taxonomy Extension Label Linkbase Document
101.PRE[9]	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF[9]	XBRL Taxonomy Extension Definition Linkbase Document
104[9]	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

1. Incorporated herein by reference to the same numbered Exhibit filed with our registration statement on Form 10, dated June 28, 2013.
2. Incorporated herein by reference to the same numbered Exhibit filed with our registration statement on Form 10, amendment No. 1, dated August 7, 2013.
3. Incorporated herein by reference to Exhibit number 4.5 filed with our registration statement on Form 10, amendment No. 1, dated August 7, 2013.
4. Incorporated herein by reference to the same numbered Exhibit filed with our quarterly report on Form 10-Q, dated February 12, 2015.
5. Incorporated herein by reference to Exhibit number 4.1 filed with our registration statement on Form S-3, dated September 5, 2013.
6. Incorporated herein by reference to Exhibit number 4.6 filed with our quarterly report on Form 10-Q, dated February 8, 2018.
7. Incorporated herein by reference to Exhibit number 4.1 filed with our current report on Form 8-K, dated August 11, 2022.
8. Incorporated herein by reference to Exhibit number 4.2 filed with our current report on Form 8-K, dated August 11, 2022.
9. Filed herewith.
10. Furnished herewith.

Signature

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

Dated: February 13, 2023

AMERICAN HONDA FINANCE CORPORATION

By: /s/ Paul C. Honda

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

Exhibit 31.1

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jiro Morisawa, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended December 31, 2022 of American Honda Finance 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 period covered by this report;

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

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

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

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

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 13, 2023

By: /s/ Jiro Morisawa

Jiro Morisawa

President
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Masahiro Nakamura, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended December 31, 2022 of American Honda Finance 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 period covered by this report;

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

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

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

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

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 13, 2023

By: /s/ Masahiro Nakamura

Masahiro Nakamura

Vice President and Treasurer
(Principal Financial Officer)

Exhibit 32.1

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 American Honda Finance Corporation (the "Company") on Form 10-Q for the quarter ended December 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jiro Morisawa, President and Principal Executive Officer of the Company, certify, pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my 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.

Dated: February 13, 2023

By: /s/ Jiro Morisawa

Jiro Morisawa

President
(Principal Executive Officer)

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

Exhibit 32.2

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 American Honda Finance Corporation (the “Company”) on Form 10-Q for the quarter ended December 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Masahiro Nakamura, Vice President, Treasurer and Principal Financial Officer of the Company, certify, pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my 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.

Dated: February 13, 2023

By: /s/ Masahiro Nakamura

Masahiro Nakamura

Vice President and Treasurer
(Principal Financial Officer)

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