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

FORM 10-Q

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

For the Quarterly Period Ended June 30, 2012

or

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

For the Transition Period from _____to _____

Commission file number 1-7657

AMERICAN EXPRESS COMPANY
(Exact name of registrant as specified in its charter)

New York	**13-4922250**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
World Financial Center, 200 Vesey Street, New York, NY	**10285**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (212) 640-2000

None
Former name, former address and former fiscal year, if changed since last report.

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 _X_ No _____

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes _X_ No _____

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

Large accelerated filer ☒ Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐

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

Yes ____ No _X_

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at July 31, 2012
Common Shares (par value $.20 per share)	1,133,648,755 shares

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PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

AMERICAN EXPRESS COMPANY
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

Three Months Ended June 30 *(Millions, except per share amounts)*	**2012**	2011
Revenues		
Non-interest revenues		
Discount revenue	**$ 4,482**	$ 4,278
Net card fees	**615**	613
Travel commissions and fees	**521**	523
Other commissions and fees	**575**	584
Other	**651**	537
Total non-interest revenues	**6,844**	6,535
Interest income		
Interest on loans	**1,582**	1,543
Interest and dividends on investment securities	**67**	99
Deposits with banks and other	**22**	18
Total interest income	**1,671**	1,660
Interest expense		
Deposits	**115**	131
Short-term borrowings	**6**	1
Long-term debt and other	**429**	445
Total interest expense	**550**	577
Net interest income	**1,121**	1,083
Total revenues net of interest expense	**7,965**	7,618
Provisions for losses		
Charge card	**163**	161
Cardmember loans	**277**	176
Other	**21**	20
Total provisions for losses	**461**	357
Total revenues net of interest expense after provisions for losses	**7,504**	7,261
Expenses		
Marketing, promotion, rewards and cardmember services	**2,415**	2,581
Salaries and employee benefits	**1,536**	1,595
Professional services	**711**	745
Other, net	**963**	575
Total	**5,625**	5,496
Pretax income from continuing operations	**1,879**	1,765
Income tax provision	**540**	470
Income from continuing operations	**1,339**	1,295
Income from discontinued operations, net of tax	**—**	36
Net income	**$ 1,339**	$ 1,331
Earnings per Common Share — Basic (Note 11):		
Income from continuing operations attributable to common shareholders [(a)]	**$ 1.16**	$ 1.08
Income from discontinued operations	**—**	0.03
Net income attributable to common shareholders [(a)]	**$ 1.16**	$ 1.11
Earnings per Common Share — Diluted (Note 11):		
Income from continuing operations attributable to common shareholders [(a)]	**$ 1.15**	$ 1.07
Income from discontinued operations	**—**	0.03
Net income attributable to common shareholders [(a)]	**$ 1.15**	$ 1.10
Average common shares outstanding for earnings per common share:		
Basic	**1,145**	1,190
Diluted	**1,152**	1,197
Cash dividends declared per common share	**$ 0.20**	$ 0.18

(a) Represents income from continuing operations or net income, as applicable, less earnings allocated to participating share awards of $14 million and $15 million for the three months ended June 30, 2012 and 2011, respectively.

See Notes to Consolidated Financial Statements.

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AMERICAN EXPRESS COMPANY
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

Six Months Ended June 30 *(Millions, except per share amounts)*	2012	2011
Revenues		
Non-interest revenues		
Discount revenue	**$ 8,739**	$ 8,180
Net card fees	**1,225**	1,214
Travel commissions and fees	**972**	977
Other commissions and fees	**1,158**	1,113
Other	**1,231**	1,012
Total non-interest revenues	**13,325**	12,496
Interest income		
Interest on loans	**3,193**	3,098
Interest and dividends on investment securities	**133**	187
Deposits with banks and other	**52**	38
Total interest income	**3,378**	3,323
Interest expense		
Deposits	**244**	268
Short-term borrowings	**11**	1
Long-term debt and other	**869**	901
Total interest expense	**1,124**	1,170
Net interest income	**2,254**	2,153
Total revenues net of interest expense	**15,579**	14,649
Provisions for losses		
Charge card	**341**	359
Cardmember loans	**489**	56
Other	**43**	39
Total provisions for losses	**873**	454
Total revenues net of interest expense after provisions for losses	**14,706**	14,195
Expenses		
Marketing, promotion, rewards and cardmember services	**4,734**	5,031
Salaries and employee benefits	**3,171**	3,117
Professional services	**1,402**	1,408
Other, net	**1,747**	1,142
Total	**11,054**	10,698
Pretax income from continuing operations	**3,652**	3,497
Income tax provision	**1,057**	1,025
Income from continuing operations	**2,595**	2,472
Income from discontinued operations, net of tax	**—**	36
Net income	**$ 2,595**	$ 2,508
Earnings per Common Share — Basic (Note 11):		
Income from continuing operations attributable to common shareholders [(a)]	**$ 2.23**	$ 2.05
Income from discontinued operations	**—**	0.03
Net income attributable to common shareholders [(a)]	**$ 2.23**	$ 2.08
Earnings per Common Share — Diluted (Note 11):		
Income from continuing operations attributable to common shareholders [(a)]	**$ 2.22**	$ 2.04
Income from discontinued operations	**—**	0.03
Net income attributable to common shareholders [(a)]	**$ 2.22**	$ 2.07
Average common shares outstanding for earnings per common share:		
Basic	**1,151**	1,190
Diluted	**1,158**	1,197
Cash dividends declared per common share	**$ 0.40**	$ 0.36

(a) Represents income from continuing operations or net income, as applicable, less earnings allocated to participating share awards of $28 million and $30 million for the six months ended June 30, 2012 and 2011, respectively.

See Notes to Consolidated Financial Statements.

AMERICAN EXPRESS COMPANY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
(Millions)	**2012**	2011	**2012**	2011
Net income	**$ 1,339**	$ 1,331	**$ 2,595**	$ 2,508
Other comprehensive income (loss):				
Net unrealized securities gains, net of tax of: 2012, $1 and $14; 2011, $57 and $54	**11**	91	**31**	92
Net unrealized derivatives gains, net of tax of: 2012, nil and nil; 2011, $2 and $3	**—**	3	**1**	7
Foreign currency translation adjustments, net of tax of: 2012, $135 and $13; 2011, $(52) and $(172)	**(199)**	(4)	**(127)**	62
Net unrealized pension and other postretirement benefit gains, net of tax of: 2012, $11 and $13; 2011, $4 and $(2)	**14**	8	**20**	5
Other comprehensive (loss) income	**(174)**	98	**(75)**	166
Comprehensive income	**$ 1,165**	$ 1,429	**$ 2,520**	$ 2,674

See Notes to Consolidated Financial Statements.

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AMERICAN EXPRESS COMPANY
CONSOLIDATED BALANCE SHEETS
(Unaudited)

(Millions, except per share data)	**June 30, 2012**	December 31, 2011
Assets		
Cash and cash equivalents		
Cash and due from banks	**$ 3,053**	$ 3,514
Interest-bearing deposits in other banks (includes securities purchased under resale agreements: 2012, $65; 2011, $470)	**18,949**	20,572
Short-term investment securities	**70**	807
Total	**22,072**	24,893
Accounts receivable		
Cardmember receivables (includes gross receivables available to settle obligations of a consolidated variable interest entity: 2012, $7,235; 2011, $8,027), less reserves: 2012, $392; 2011, $438	**41,148**	40,452
Other receivables, less reserves: 2012, $85; 2011, $102	**2,771**	3,657
Loans		
Cardmember loans (includes gross loans available to settle obligations of a consolidated variable interest entity: 2012, $31,522; 2011, $33,834), less reserves: 2012, $1,547; 2011, $1,874	**59,432**	60,747
Other loans, less reserves: 2012, $18; 2011, $18	**478**	419
Investment securities	**6,326**	7,147
Premises and equipment, less accumulated depreciation: 2012, $5,105; 2011, $4,747	**3,442**	3,367
Other assets (includes restricted cash of consolidated variable interest entities: 2012, $1,196; 2011, $207)	**12,459**	12,655
Total assets	**$ 148,128**	$ 153,337
Liabilities and Shareholders' Equity		
Liabilities		
Customer deposits	**$ 35,961**	$ 37,898
Travelers Cheques outstanding	**4,507**	5,123
Accounts payable	**11,768**	10,458
Short-term borrowings	**3,553**	4,337
Long-term debt (includes debt issued by consolidated variable interest entities: 2012, $15,976; 2011, $20,856)	**55,953**	59,570
Other liabilities	**17,119**	17,157
Total liabilities	**128,861**	134,543
Contingencies (Note 13)		
Shareholders' Equity		
Common shares, $0.20 par value, authorized 3.6 billion shares; issued and outstanding 1,139 million shares as of June 30, 2012 and 1,164 million shares as of December 31, 2011	**228**	232
Additional paid-in capital	**12,273**	12,217
Retained earnings	**7,717**	7,221
Accumulated other comprehensive (loss) income		
Net unrealized securities gains, net of tax of: 2012, $182; 2011, $168	**319**	288
Net unrealized derivatives losses, net of tax of: 2012, $(1); 2011, $(1)	**—**	(1)
Foreign currency translation adjustments, net of tax of: 2012, $(446); 2011, $(459)	**(809)**	(682)
Net unrealized pension and other postretirement benefit losses, net of tax of: 2012, $(220); 2011, $(233)	**(461)**	(481)
Total accumulated other comprehensive loss	**(951)**	(876)
Total shareholders' equity	**19,267**	18,794
Total liabilities and shareholders' equity	**$ 148,128**	$ 153,337

See Notes to Consolidated Financial Statements.

AMERICAN EXPRESS COMPANY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

Six Months Ended June 30 *(Millions)*	2012	2011
Cash Flows from Operating Activities		
Net income	**$ 2,595**	$ 2,508
Income from discontinuing operations, net of tax	**—**	(36)
Income from continuing operations	**2,595**	2,472
Adjustments to reconcile net income to net cash provided by operating activities:		
Provisions for losses	**873**	454
Depreciation and amortization	**507**	505
Deferred taxes and other	**219**	380
Stock-based compensation	**164**	156
Changes in operating assets and liabilities, net of effects of acquisitions and dispositions:		
Other receivables	**862**	(86)
Other assets	**880**	(572)
Accounts payable and other liabilities	**1,228**	1,113
Travelers Cheques outstanding	**(586)**	(446)
Net cash provided by operating activities	**6,742**	3,976
Cash Flows from Investing Activities		
Sale of investments	**267**	893
Maturity and redemption of investments	**779**	4,497
Purchase of investments	**(164)**	(650)
Net increase in cardmember loans/receivables	**(634)**	(1,569)
Purchase of premises and equipment, net of sales: 2012, $2; 2011, $3	**(496)**	(558)
Acquisitions/dispositions, net of cash acquired/sold	**(457)**	(582)
Net (increase) decrease in restricted cash	**(1,066)**	3,476
Net cash (used in) provided by investing activities	**(1,771)**	5,507
Cash Flows from Financing Activities		
Net (decrease) increase in customer deposits	**(1,503)**	2,545
Net (decrease) increase in short-term borrowings	**(748)**	617
Issuance of long-term debt	**4,194**	3,328
Principal payments on long-term debt	**(7,703)**	(8,597)
Issuance of American Express common shares	**369**	430
Repurchase of American Express common shares	**(1,949)**	(750)
Dividends paid	**(446)**	(433)
Net cash used in financing activities	**(7,786)**	(2,860)
Effect of exchange rate changes on cash	**(6)**	103
Net (decrease) increase in cash and cash equivalents	**(2,821)**	6,726
Cash and cash equivalents at beginning of period	**24,893**	16,356
Cash and cash equivalents at end of period	**$ 22,072**	$ 23,082

See Notes to Consolidated Financial Statements

AMERICAN EXPRESS COMPANY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Basis of Presentation

The Company

American Express Company (the Company) is a global services company that provides customers with access to products, insights and experiences that enrich lives and build business success. The Company's principal products and services are charge and credit payment card products and travel-related services offered to consumers and businesses around the world. The Company has also focused on generating alternative sources of revenue on a global basis in areas such as online and mobile payments and fee-based services. The Company's various products and services are sold globally to diverse customer groups, including consumers, small businesses, mid-sized companies and large corporations. These products and services are sold through various channels, including direct mail, online applications, targeted direct and third-party sales forces and direct response advertising.

The accompanying Consolidated Financial Statements should be read in conjunction with the financial statements incorporated by reference in the Annual Report on Form 10-K of American Express Company for the year ended December 31, 2011.

The interim consolidated financial information in this report has not been audited. In the opinion of management, all adjustments, which consist of normal recurring adjustments necessary for a fair statement of the interim period consolidated financial information, have been made. Results of operations reported for interim periods are not necessarily indicative of results for the entire year.

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expense, and the disclosures of contingent assets and liabilities. Actual results could be different from these estimates and assumptions.

Beginning the first quarter of 2012, the Company revised the income statement reporting of annual membership card fees on lending products, increasing net card fees and reducing interest on loans. Corresponding amounts presented in prior periods have been reclassified to conform to the current period presentation.

Certain other reclassifications of prior period amounts have been made to conform to the current presentation. The card fees revision discussed above and these other reclassifications did not have a material impact on the Company's financial position, results of operations or cash flows.

2. Fair Values

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, based on the Company's principal or, in the absence of a principal, most advantageous market for the specific asset or liability.

AMERICAN EXPRESS COMPANY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

GAAP provides for a three-level hierarchy of inputs to valuation techniques used to measure fair value, defined as follows:

Level 1 — Inputs that are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 — Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability, including:

- Quoted prices for similar assets or liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in markets that are not active
- Inputs other than quoted prices that are observable for the asset or liability
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

Level 3 — Inputs that are unobservable and reflect the Company's own assumptions about the assumptions market participants would use in pricing the asset or liability based on the best information available in the circumstances (e.g., internally derived assumptions surrounding the timing and amount of expected cash flows). The Company did not measure any financial instruments presented on the Consolidated Balance Sheets at fair value on a recurring basis using significantly unobservable inputs (Level 3) during the six months ended June 30, 2012 or during the year ended December 31, 2011, although the disclosed fair value of certain assets that are not carried at fair value, as presented later in this Note, are classified within Level 3.

The Company monitors the market conditions and evaluates the fair value hierarchy levels at least quarterly. For any transfers in and out of the levels of the fair value hierarchy, the Company elects to disclose the fair value measurement at the beginning of the reporting period during which the transfer occurred.

Financial Assets and Financial Liabilities Carried at Fair Value

The following table summarizes the Company's financial assets and financial liabilities measured at fair value on a recurring basis, categorized by GAAP's valuation hierarchy (as described in the preceding paragraphs), as of June 30, 2012 and December 31, 2011:

	2012			2011		
(Millions)	Total	Level 1	Level 2	Total	Level 1	Level 2
Assets:						
Investment securities: [a]						
Equity securities	**$ 290**	**$ 290**	**$ —**	$ 360	$ 360	$ —
Debt securities and other [b]	**6,036**	**339**	**5,697**	6,787	340	6,447
Derivatives [a]	**1,362**	**—**	**1,362**	1,516	—	1,516
Total assets	**$ 7,688**	**$ 629**	**$ 7,059**	$ 8,663	$ 700	$ 7,963
Liabilities:						
Derivatives [a]	**$ 98**	**$ —**	**$ 98**	$ 108	$ —	$ 108
Total liabilities	**$ 98**	**$ —**	**$ 98**	$ 108	$ —	$ 108

(a) Refer to Note 5 for the fair values of investment securities and to Note 8 for the fair values of derivative assets and liabilities, both on a further disaggregated basis.

(b) The Level 1 amounts represent the Company's holdings of U.S. Government treasury obligations at June 30, 2012 and December 31, 2011.

AMERICAN EXPRESS COMPANY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Valuation Techniques Used in the Fair Value Measurement of Financial Assets and Financial Liabilities Carried at Fair Value

For the financial assets and liabilities measured at fair value on a recurring basis (categorized in the valuation hierarchy table above) the Company applies the following valuation techniques:

Investment Securities

- When available, quoted prices of identical investment securities in active markets are used to determine fair value. Such investment securities are classified within Level 1 of the fair value hierarchy.

- When quoted prices of identical investment securities in active markets are not available, the fair values for the Company's investment securities are obtained primarily from pricing services engaged by the Company, and the Company receives one price for each security. The fair values provided by the pricing services are estimated using pricing models, where the inputs to those models are based on observable market inputs or recent trades of similar securities. Such investment securities are classified within Level 2 of the fair value hierarchy. The inputs to the valuation techniques applied by the pricing services vary depending on the type of security being priced but are typically benchmark yields, benchmark security prices, credit spreads, prepayment speeds, reported trades and broker-dealer quotes, all with reasonable levels of transparency. The pricing services did not apply any adjustments to the pricing models used. In addition, the Company did not apply any adjustments to prices received from the pricing services.

The Company reaffirms its understanding of the valuation techniques used by its pricing services at least annually. In addition, the Company corroborates the prices provided by its pricing services for reasonableness by comparing the prices from the respective pricing services to valuations obtained from different pricing sources as well as comparing prices to the sale prices received from sold securities at least quarterly. In instances where price discrepancies are identified between different pricing sources, the Company evaluates such discrepancies to ensure that the prices used for its valuation represent the fair value of the underlying investment securities. Refer to Note 5 for additional fair value information.

Derivative Financial Instruments

The fair value of the Company's derivative financial instruments is estimated by a third-party valuation service that uses proprietary pricing models or by internal pricing models, where the inputs to those models are readily observable from actively quoted markets. The pricing models used are consistently applied and reflect the contractual terms of the derivatives as described below. The Company reaffirms its understanding of the valuation techniques used by the third-party valuation service at least annually. The Company's derivative instruments are classified within Level 2 of the fair value hierarchy.

The fair value of the Company's interest rate swaps is determined based on a discounted cash flow method using the following significant inputs: the contractual terms of the swap such as the notional amount, fixed coupon rate, floating coupon rate (based on interbank rates consistent with the frequency and currency of the interest cash flows) and tenor, as well as discount rates consistent with the underlying economic factors of the currency in which the cash flows are denominated.

The fair value of the Company's total return contract, which serves as a hedge against the Hong Kong dollar (HKD) change in fair value associated with the Company's investment in the Industrial and Commercial Bank of China (ICBC), is determined based on a discounted cash flow method using the following significant inputs as of the valuation date: number of shares of the Company's underlying ICBC investment, the quoted market price of the shares in HKD and the monthly settlement terms of the contract inclusive of price and tenor.

AMERICAN EXPRESS COMPANY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The fair value of foreign exchange forward contracts is determined based on a discounted cash flow method using the following significant inputs: the contractual terms of the forward contracts such as the notional amount, maturity dates and contract rate, as well as relevant foreign currency forward curves, and discount rates consistent with the underlying economic factors of the currency in which the cash flows are denominated.

Credit valuation adjustments are necessary when the market parameters, such as a benchmark curve, used to value derivatives are not indicative of the credit quality of the Company or its counterparties. The Company considers the counterparty credit risk by applying an observable forecasted default rate to the current exposure. Refer to Note 8 for additional fair value information.

Financial Assets and Financial Liabilities Carried at Other Than Fair Value

The following table discloses the estimated fair value for the Company's financial assets and financial liabilities that are not required to be carried at fair value on a recurring basis, as of June 30, 2012:

	Carrying	Corresponding Fair Value Amount			
(Billions)	Value	Total	Level 1	Level 2	Level 3
Financial Assets:					
Financial assets for which carrying values equal or approximate fair value					
Cash and cash equivalents	**$ 22**	**$ 22**	**$ 21**	**$ 1**[a]	**$ —**
Other financial assets [b]	**$ 46**	**$ 46**	**$ —**	**$ 46**	**$ —**
Financial assets carried at other than fair value					
Loans, net	**$ 60**	**$ 61**[c]	**$ —**	**$ —**	**$ 61**
Financial Liabilities:					
Financial liabilities for which carrying values equal or approximate fair value	**$ 53**	**$ 53**	**$ —**	**$ 53**	**$ —**
Financial liabilities carried at other than fair value					
Certificates of deposit [d]	**$ 10**	**$ 10**	**$ —**	**$ 10**	**$ —**
Long-term debt	**$ 56**	**$ 59**[c]	**$ —**	**$ 59**	**$ —**

(a) Reflects time deposits.

(b) Includes accounts receivables (including fair values of cardmember receivables of $7.2 billion held by consolidated variable interest entities (VIEs) as of June 30, 2012), restricted cash and other miscellaneous assets.

(c) Includes fair values of loans and long-term debt of $31.1 billion and $16.2 billion, respectively, held by consolidated VIEs as of June 30, 2012.

(d) Presented as a component of customer deposits on the Consolidated Balance Sheets.

The fair values of these financial instruments are estimates based upon the market conditions and perceived risks as of June 30, 2012, and require management judgment. These figures may not be indicative of their future fair values. The fair value of the Company cannot be reliably estimated by aggregating the amounts presented.

AMERICAN EXPRESS COMPANY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Valuation Techniques Used in the Fair Value Measurement of Financial Assets and Financial Liabilities Carried at Other Than Fair Value

For the financial assets and liabilities that are not required to be measured at fair value on a recurring basis (categorized in the valuation hierarchy table above) the Company applies the following valuation techniques to measure fair value:

Financial Assets for Which Carrying Values Equal or Approximate Fair Value

Financial assets for which carrying values equal or approximate fair value include cash and cash equivalents, cardmember receivables, accrued interest and certain other assets. For these assets, the carrying values approximate fair value because they are short term in duration, have no defined maturity or have a market-based interest rate.

Financial Assets Carried at Other Than Fair Value

Loans
Loans are recorded at historical cost, less reserves, on the Consolidated Balance Sheets. In estimating the fair value for the Company's loans the Company uses a discounted cash flow model. Due to the lack of a comparable whole loan sales market for similar credit card receivables and a lack of observable pricing inputs thereof, the Company uses various inputs derived from an equivalent securitization market to estimate fair value. Such inputs include projected income (inclusive of future interest payments and late fee revenue), estimated pay-down rates, discount rates and relevant credit costs.

Financial Liabilities for Which Carrying Values Equal or Approximate Fair Value

Financial liabilities for which carrying values equal or approximate fair value include accrued interest, customer deposits (excluding certificates of deposit, which are described further below), Travelers Cheques outstanding, accounts payable, short-term borrowings and certain other liabilities for which the carrying values approximate fair value because they are short term in duration, have no defined maturity or have a market-based interest rate.

Financial Liabilities Carried at Other Than Fair Value

Certificates of Deposit
Certificates of deposit (CDs) are recorded at their historical issuance cost on the Consolidated Balance Sheets. Fair value is estimated using a discounted cash flow methodology based on the future cash flows and the discount rate that reflects the Company's current rates for similar types of CDs within similar markets.

Long-term Debt
Long-term debt is recorded at historical issuance cost on the Consolidated Balance Sheets adjusted for the impact of fair value hedge accounting on certain fixed-rate notes. The fair value of the Company's long-term debt is measured using quoted offer prices when quoted market prices are available. If quoted market prices are not available, the fair value is determined by discounting the future cash flows of each instrument at rates currently observed in publicly traded debt markets for debt of similar terms and credit risk. For long-term debt, where there are no rates currently observable in publicly traded debt markets of similar terms and comparable credit risk, the Company uses market interest rates and adjusts those rates for necessary risks, including its own credit risk. In determining an appropriate spread to reflect its credit standing, the Company considers credit default swap spreads, bond yields of other long-term debt offered by the Company, and interest rates currently offered to the Company for similar debt instruments of comparable maturities.

AMERICAN EXPRESS COMPANY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Nonrecurring Fair Value Measurements

The Company did not have any material assets that were measured at fair value for impairment on a nonrecurring basis during the six months ended June 30, 2012 or during the year ended December 31, 2011.

3. Accounts Receivable and Loans

As described below, the Company's charge and lending payment card products result in the generation of cardmember receivables and cardmember loans, respectively.

Cardmember and Other Receivables

Cardmember receivables, representing amounts due from charge payment card product customers, are recorded at the time a cardmember enters into a point-of-sale transaction with a merchant. Each charge card transaction is authorized based on its likely economics reflecting a cardmember's most recent credit information and spend patterns. Additionally, global spend limits are established to limit the maximum exposure for the Company.

Charge card customers generally must pay the full amount billed each month.

Cardmember receivable balances are presented on the Consolidated Balance Sheets net of reserves for losses (refer to Note 4), and include principal and any related accrued fees.

Accounts receivable as of June 30, 2012 and December 31, 2011 were as follows:

(Millions)	**2012**	2011
U.S. Card Services [a]	**$ 19,588**	$ 20,645
International Card Services	**6,804**	7,222
Global Commercial Services [b]	**14,985**	12,829
Global Network & Merchant Services [c]	**163**	194
Cardmember receivables [d]	**41,540**	40,890
Less: Reserve for losses	**392**	438
Cardmember receivables, net	**$ 41,148**	$ 40,452
Other receivables, net [e]	**$ 2,771**	$ 3,657

(a) Includes $6.7 billion and $7.5 billion of gross cardmember receivables available to settle obligations of a consolidated VIE as of June 30, 2012 and December 31, 2011, respectively.

(b) Includes $492 million and $459 million of gross cardmember receivables available to settle obligations of a consolidated VIE as of June 30, 2012 and December 31, 2011, respectively. Also includes $746 million and $563 million due from airlines, of which Delta Air Lines (Delta) comprises $527 million and $340 million as of June 30, 2012 and December 31, 2011, respectively.

(c) Includes receivables primarily related to the Company's International Currency Card portfolios.

(d) Includes approximately $12.9 billion and $12.8 billion of cardmember receivables outside the United States as of June 30, 2012 and December 31, 2011, respectively.

(e) Other receivables primarily represent amounts related to (i) purchased joint venture receivables, (ii) the Company's travel customers and suppliers, (iii) certain merchants for billed discount revenue and (iv) other receivables due to the Company in the ordinary course of business. As of December 31, 2011, other receivables also included investments that matured on December 31, 2011, but which did not settle until January 3, 2012. Other receivables are presented net of reserves for losses of $85 million and $102 million as of June 30, 2012 and December 31, 2011, respectively.

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Cardmember and Other Loans

Cardmember loans, representing amounts due from lending payment card product customers, are recorded at the time a cardmember enters into a point-of-sale transaction with a merchant or when a charge card customer enters into an extended payment arrangement with the Company. The Company's lending portfolios primarily include revolving loans to cardmembers obtained through either their credit card accounts or the lending-on-charge feature of their charge card accounts. These loans have a range of terms such as credit limits, interest rates, fees and payment structures, which can be revised over time based on new information about cardmembers and in accordance with applicable regulations and the respective product's terms and conditions. Cardmembers holding revolving loans are typically required to make monthly payments based on pre-established amounts. The amounts that cardmembers choose to revolve are subject to finance charges.

Cardmember loans are presented on the Consolidated Balance Sheets net of reserves for losses (refer to Note 4), and include principal, accrued interest and fees receivable. The Company's policy generally is to cease accruing interest on a cardmember loan at the time the account is written off, and establish reserves for interest that the Company believes will not be collected.

Loans as of June 30, 2012 and December 31, 2011 consisted of:

(Millions)	**2012**	2011
U.S. Card Services [(a)]	**$ 52,496**	$ 53,686
International Card Services	**8,448**	8,901
Global Commercial Services	**35**	34
Cardmember loans	**60,979**	62,621
Less: Reserve for losses	**1,547**	1,874
Cardmember loans, net	**$ 59,432**	$ 60,747
Other loans, net [(b)]	**$ 478**	$ 419

(a) Includes approximately $31.5 billion and $33.8 billion of gross cardmember loans available to settle obligations of a consolidated VIE as of June 30, 2012 and December 31, 2011, respectively.

(b) Other loans primarily represent a store card loan portfolio whose billed business is not processed on the Company's network, loans to merchants and small business installment loans. Other loans are presented net of reserves for losses of $18 million as of both June 30, 2012 and December 31, 2011.

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Cardmember Loans and Cardmember Receivables Aging

Generally, a cardmember account is considered past due if payment is not received within 30 days after the billing statement date. The following table represents the aging of cardmember loans and receivables as of June 30, 2012 and December 31, 2011:

2012 *(Millions)*	Current	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Total
Cardmember Loans:					
U.S. Card Services	**$ 51,868**	**$ 184**	**$ 134**	**$ 310**	**$ 52,496**
International Card Services	**8,309**	**47**	**29**	**63**	**8,448**
Cardmember Receivables:					
U.S. Card Services	**$ 19,255**	**$ 108**	**$ 65**	**$ 160**	**$ 19,588**
International Card Services [a]	**(b)**	**(b)**	**(b)**	**67**	**6,804**
Global Commercial Services [a]	**(b)**	**(b)**	**(b)**	**88**	**14,985**

2011 *(Millions)*	Current	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Total
Cardmember Loans:					
U.S. Card Services	$ 52,930	$ 218	$ 165	$ 373	$ 53,686
International Card Services	8,748	52	32	69	8,901
Cardmember Receivables:					
U.S. Card Services	$ 20,246	$ 122	$ 81	$ 196	$ 20,645
International Card Services [a]	(b)	(b)	(b)	63	7,222
Global Commercial Services [a]	(b)	(b)	(b)	109	12,829

(a) For cardmember receivables in International Card Services (ICS) and Global Commercial Services (GCS), delinquency data is tracked based on days past billing status rather than days past due. A cardmember account is considered 90 days past billing if payment has not been received within 90 days of the cardmember's billing statement date. In addition, if the Company initiates collection procedures on an account prior to the account becoming 90 days past billing the associated cardmember receivable balance is considered as 90 days past billing. These amounts are shown above as 90+ Days Past Due for presentation purposes.

(b) Historically, data for periods prior to 90 days past billing are not available due to financial reporting system constraints. Therefore, it has not been relied upon for risk management purposes. The balances that are current to 89 days past due can be derived as the difference between the Total and the 90+ Days Past Due balances.

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Credit Quality Indicators for Cardmember Loans and Receivables

The following tables present the key credit quality indicators as of or for the six months ended June 30:

	2012			2011		
	Net Write-Off Rate			Net Write-Off Rate		
	Principal Only [a]	Principal, Interest, & Fees [a]	30 Days Past Due as a % of Total	Principal Only [a]	Principal, Interest, & Fees [a]	30 Days Past Due as a % of Total
Cardmember Loans:						
U.S. Card Services	**2.3%**	**2.5%**	**1.2%**	3.4%	3.8%	1.5%
International Card Services	**2.1%**	**2.6%**	**1.7%**	3.1%	3.7%	2.1%
Cardmember Receivables:						
U.S. Card Services	**2.2%**	**2.3%**	**1.7%**	1.6%	1.7%	1.7%

	2012		2011	
	Net Loss Ratio as a % of Charge Volume	90 Days Past Billing as a % of Receivables	Net Loss Ratio as a % of Charge Volume	90 Days Past Billing as a % of Receivables
Cardmember Receivables:				
International Card Services	**0.16%**	**1.0%**	0.15%	1.0%
Global Commercial Services	**0.07%**	**0.6%**	0.06%	0.7%

(a) The Company presents a net write-off rate based on principal losses only (i.e., excluding interest and/or fees) to be consistent with industry convention. Because the Company's practice is to include uncollectible interest and/or fees as part of its total provision for losses, a net write-off rate including principal, interest and/or fees is also presented.

Refer to Note 4 for additional indicators, including external environmental factors, that management considers in its monthly evaluation process for reserves for losses.

Impaired Cardmember Loans and Receivables

Impaired loans and receivables are defined by GAAP as individual larger balance or homogeneous pools of smaller balance restructured loans and receivables for which it is probable that the Company will be unable to collect all amounts due according to the original contractual terms of the loan and receivable agreement. The Company considers impaired loans and receivables to include: (i) loans over 90 days past due still accruing interest, (ii) non-accrual loans and (iii) loans and receivables modified as troubled debt restructurings (TDRs).

The Company may modify, through various company sponsored programs, cardmember loans and receivables in instances where the cardmember is experiencing financial difficulty to minimize losses while providing cardmembers with temporary or permanent financial relief. The Company has classified cardmember loans and receivables in these modification programs as TDRs. Such modifications to the loans and receivables may include (i) reducing the interest rate (as low as zero percent, in which case the loan is characterized as non-accrual in the Company's TDR disclosures), (ii) reducing the outstanding balance (in the event of a settlement), (iii) suspending delinquency fees until the cardmember exits the modification program and (iv) placing the cardmember on a fixed payment plan not to exceed 60 months. Upon entering the modification program, the cardmember's ability to make future purchases is either cancelled, or in certain cases suspended until the cardmember successfully exits the modification program. In accordance with the modification agreement with the cardmember, loans with modified terms will revert back to the original contractual terms (including contractual interest rate) when the cardmember exits the modification program, either (i) when all payments have been made in accordance with the modification agreement or (ii) the cardmember defaults out of the modification program. In either case, the Company establishes a reserve for

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cardmember interest charges considered to be uncollectible. The performance of a loan or a receivable modified as a TDR is closely monitored to understand its impact on the Company's reserve for losses. Though the ultimate success of modification programs remains uncertain, the Company believes the programs improve the cumulative loss performance of such loans and receivables.

Reserves for cardmember loans and receivables modified as TDRs are determined by the difference between the cash flows expected to be received from the cardmember (taking into consideration the probability of subsequent defaults), discounted at the original effective interest rates, and the carrying value of the cardmember loan or receivable balance. The Company determines the original effective interest rate as the interest rate in effect prior to the imposition of any penalty interest rate. All changes in the impairment measurement, including the component due to the passage of time, are included in the provision for losses in the Consolidated Statements of Income.

The following table provides additional information with respect to the Company's impaired cardmember loans and receivables, which are not significant for ICS and GCS, as of June 30, 2012 and December 31, 2011:

2012 *(Millions)*	Loans over 90 Days Past Due & Accruing Interest [a]	Non-Accrual Loans [b]	Loans & Receivables Modified as a TDR [c]	Total Impaired Loans & Receivables	Unpaid Principal Balance [d]	Allowance for TDRs [e]
Cardmember Loans:						
U.S. Card Services	**$ 56**	**$ 452**	**$ 692**	**$ 1,200**	**$ 1,146**	**$ 164**
International Card Services	**61**	**5**	**7**	**73**	**71**	**1**
Cardmember Receivables:						
U.S. Card Services	**—**	**—**	**121**	**121**	**114**	**98**
Total	**$ 117**	**$ 457**	**$ 820**	**$ 1,394**	**$ 1,331**	**$ 263**

2011 *(Millions)*	Loans over 90 Days Past Due & Accruing Interest [a]	Non-Accrual Loans [b]	Loans & Receivables Modified as a TDR [c]	Total Impaired Loans & Receivables	Unpaid Principal Balance [d]	Allowance for TDRs [e]
Cardmember Loans:						
U.S. Card Services	$ 64	$ 529	$ 736	$ 1,329	$ 1,268	$ 174
International Card Services	67	6	8	81	80	2
Cardmember Receivables:						
U.S. Card Services	—	—	174	174	165	118
Total	$ 131	$ 535	$ 918	$ 1,584	$ 1,513	$ 294

(a) The Company's policy is generally to accrue interest through the date of write-off (at 180 days past due). The Company establishes reserves for interest that the Company believes will not be collected. Excludes loans modified as a TDR.

(b) Non-accrual loans not in modification programs include certain cardmember loans placed with outside collection agencies for which the Company has ceased accruing interest. The Company's policy is generally not to resume the accrual of interest on these loans. Payments received are applied against the recorded loan balance. Interest income is recognized on a cash basis for any payments received after the loan balance has been paid in full. Excludes loans modified as a TDR.

(c) Total loans and receivables modified as a TDR includes $351 million and $410 million that are non-accrual and $4 million and $4 million that are past due 90 days and still accruing interest as of June 30, 2012 and December 31, 2011, respectively.

(d) Unpaid principal balance consists of cardmember charges billed and excludes other amounts charged directly by the Company such as interest and fees.

(e) Represents the reserve for losses for TDRs, which are evaluated separately for impairment. The Company records a reserve for losses for all impaired loans. Refer to Cardmember Loans Evaluated Separately and Collectively for Impairment in Note 4 for further discussion of the reserve for losses on loans over 90 days past due and accruing interest and non-accrual loans, which are evaluated collectively for impairment.

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The following table provides information with respect to the Company's interest income recognized and average balances of impaired cardmember loans and receivables, which are not significant for ICS and GCS, during the three and six months ended June 30:

	Three Months Ended June 30, 2012		Six Months Ended June 30, 2012	
(Millions)	Interest Income Recognized	Average Balance	Interest Income Recognized	Average Balance
Cardmember Loans:				
U.S. Card Services	**$ 14**	**$ 1,242**	**$ 30**	**$ 1,271**
International Card Services	**4**	**76**	**8**	**78**
Cardmember Receivables:				
U.S. Card Services	**—**	**133**	**—**	**147**
Total	**$ 18**	**$ 1,451**	**$ 38**	**$ 1,496**

	Three Months Ended June 30, 2011		Six Months Ended June 30, 2011	
(Millions)	Interest Income Recognized	Average Balance	Interest Income Recognized	Average Balance
Cardmember Loans:				
U.S. Card Services	$ 17	$ 1,500	$ 35	$ 1,598
International Card Services	8	101	17	106
Cardmember Receivables:				
U.S. Card Services	—	137	—	130
Total	$ 25	$ 1,738	$ 52	$ 1,834

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Cardmember Loans and Receivables Modified as TDRs

The following table provides additional information with respect to the cardmember loans and receivables modified as TDRs, which are not significant for ICS, during the three and six months ended June 30:

	Three Months Ended June 30, 2012			Six Months Ended June 30, 2012		
(Accounts in thousands, Dollars in millions)	Number of Accounts	Aggregated Pre-Modification Outstanding Balances [a]	Aggregated Post-Modification Outstanding Balances [a]	Number of Accounts	Aggregated Pre-Modification Outstanding Balances [a]	Aggregated Post-Modification Outstanding Balances [a]
Troubled Debt Restructurings:						
U.S. Card Services — Cardmember Loans	**24**	**$ 178**	**$ 173**	**56**	**$ 407**	**$ 396**
U.S. Card Services — Cardmember Receivables	**8**	**94**	**93**	**19**	**222**	**218**
Total [b]	**32**	**$ 272**	**$ 266**	**75**	**$ 629**	**$ 614**

	Three Months Ended June 30, 2011			Six Months Ended June 30, 2011		
(Accounts in thousands, Dollars in millions)	Number of Accounts	Aggregated Pre-Modification Outstanding Balances [a]	Aggregated Post-Modification Outstanding Balances [a]	Number of Accounts	Aggregated Pre-Modification Outstanding Balances [a]	Aggregated Post-Modification Outstanding Balances
Troubled Debt Restructurings:						
U.S. Card Services — Cardmember Loans	36	$ 267	$ 256	79	$ 587	$ 562
U.S. Card Services — Cardmember Receivables	11	87	84	22	180	174
Total [b]	47	$ 354	$ 340	101	$ 767	$ 736

(a) Includes principal and accrued interest.

(b) The difference between the pre- and post-modification outstanding balances is attributable to amounts charged off for cardmember loans and receivables being resolved through the Company's short-term settlement programs.

As described previously, the Company's cardmember loans and receivables modification programs may include (i) reducing the interest rate, (ii) reducing the outstanding balance, (iii) suspending delinquency fees and (iv) placing the cardmember on a fixed payment plan not exceeding 60 months. Upon entering the modification program, the cardmember's ability to make future purchases is either cancelled, or in certain cases suspended until the cardmember successfully exits the modification program.

The Company has evaluated the primary financial effects of the impact of the changes to an account upon modification as follows:

- Interest Rate Reduction: For the three months ended June 30, 2012 and 2011, the average interest rate reduction was 13 percentage points and 12 percentage points, respectively. For the six months ended June 30, 2012 and 2011, the average interest rate reduction was 13 percentage points and 11 percentage points, respectively. None of these interest rate reductions had a significant impact on interest on loans in the Consolidated Statements of Income. The Company does not offer interest rate reduction programs for U.S. Card Services (USCS) cardmember receivables as these receivables are non-interest bearing.
- Outstanding Balance Reduction: The table above presents the financial effects to the Company as a result of reducing the outstanding balance for short-term settlement programs. The difference between the pre- and post-modification outstanding balances represents the amount that either has been written-off or will be written-off upon successful completion of the settlement program.
- Payment Term Extension: For both the three and six months ended June 30, 2012, the average payment term extension was approximately 13 months for USCS cardmember receivables. For both the three and

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six months ended June 30, 2011, the average payment term extension was approximately 15 months for USCS cardmember receivables. For USCS cardmember loans, there have been no payment term extensions.

The following table provides information for the three and six months ended June 30, 2012 and 2011, with respect to the cardmember loans and receivables modified as TDRs on which there was a default within the previous 12 months. A cardmember will default from a modification program after one and up to three consecutive missed payments, depending on the terms of the modification program. The defaulted ICS cardmember loan modifications were not significant.

	Three Months Ended June 30, 2012		Six Months Ended June 30, 2012	
(Accounts in thousands, Dollars in millions)	Number of Accounts	Aggregated Outstanding Balances Upon Default [a]	Number of Accounts	Aggregated Outstanding Balances Upon Default [a]
Troubled Debt Restructurings That Subsequently Defaulted:				
U.S. Card Services — Cardmember Loans	**6**	**$ 47**	**15**	**$ 110**
U.S. Card Services — Cardmember Receivables	**1**	**8**	**2**	**20**
Total	**7**	**$ 55**	**17**	**$ 130**

	Three Months Ended June 30, 2011		Six Months Ended June 30, 2011	
(Accounts in thousands, Dollars in millions)	Number of Accounts	Aggregated Outstanding Balances Upon Default [a]	Number of Accounts	Aggregated Outstanding Balances Upon Default [a]
Troubled Debt Restructurings That Subsequently Defaulted:				
U.S. Card Services — Cardmember Loans	13	$ 96	27	$ 205
U.S. Card Services — Cardmember Receivables	2	12	4	25
Total	15	$ 108	31	$ 230

(a) The outstanding balance includes principal and accrued interest.

4. Reserves for Losses

Reserves for losses relating to cardmember loans and receivables represent management's best estimate of the losses inherent in the Company's outstanding portfolio of loans and receivables. Management's evaluation process requires certain estimates and judgments.

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Reserves for losses are primarily based upon statistical models that analyze portfolio performance and reflect management's judgment regarding overall reserve adequacy. The models take into account several factors, including loss migration rates and average losses and recoveries over an appropriate historical period. Management considers whether to adjust the models for specific factors such as increased risk in certain portfolios, impact of risk management initiatives on portfolio performance and concentration of credit risk based on factors such as vintage, industry or geographic regions. In addition, management may increase or decrease the reserves for losses on cardmember loans for other external environmental factors, including various indicators related to employment, spend, sentiment, housing and credit, as well as the legal and regulatory environment. Generally, due to the short-term nature of cardmember receivables, the impact of additional external factors on the losses inherent within the cardmember receivables portfolio is not significant. As part of this evaluation process, management also considers various reserve coverage metrics, such as reserves as a percentage of past due amounts, reserves as a percentage of cardmember receivables or loans and net write-off coverage.

Cardmember loans and receivables balances are written-off when management considers amounts to be uncollectible, which is generally determined by the number of days past due and is typically no later than 180 days. Cardmember loans and receivables in bankruptcy or owed by deceased individuals are written off upon notification and recoveries are recognized as they are collected.

Changes in Cardmember Receivables Reserve for Losses

The following table presents changes in the cardmember receivables reserve for losses for the six months ended June 30:

(Millions)	**2012**	2011
Balance, January 1	**$ 438**	$ 386
Additions:		
Provisions [a]	**283**	279
Other [b]	**58**	80
Total provision	**341**	359
Deductions:		
Net write-offs [c]	**(346)**	(260)
Other [d]	**(41)**	(70)
Balance, June 30	**$ 392**	$ 415

(a) Provisions for principal (resulting from authorized transactions) and fee reserve components.

(b) Provisions for unauthorized transactions.

(c) Consists of principal (resulting from authorized transactions) and fee components, less recoveries of $193 million and $171 million for the six months ended June 30, 2012 and 2011, respectively.

(d) Includes net write-offs resulting from unauthorized transactions of $(63) million and $(77) million for the six months ended June 30, 2012 and 2011, respectively; foreign currency translation adjustments of $(2) million and $5 million for the six months ended June 30, 2012 and 2011, respectively; cardmember bankruptcy reserves of $18 million and nil for the six months ended June 30, 2012 and 2011, respectively; and other items of $6 million and $2 million for the six months ended June 30, 2012 and 2011, respectively. Cardmember bankruptcy reserves were classified as other liabilities in prior periods.

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Cardmember Receivables Evaluated Individually and Collectively for Impairment

The following table presents cardmember receivables evaluated individually and collectively for impairment and related reserves as of June 30, 2012 and December 31, 2011:

(Millions)	2012	2011
Cardmember receivables evaluated individually for impairment [a]	**$ 121**	$ 174
Related reserves [a]	**$ 98**	$ 118
Cardmember receivables evaluated collectively for impairment	**$ 41,419**	$ 40,716
Related reserves	**$ 294**	$ 320

(a) Represents receivables modified in a TDR and related reserves. Refer to the Impaired Loans and Receivables discussion in Note 3 for further information.

Changes in Cardmember Loans Reserve for Losses

The following table presents changes in the cardmember loans reserve for losses for the six months ended June 30:

(Millions)	2012	2011
Balance, January 1	**$ 1,874**	$ 3,646
Additions:		
Provisions [a]	**438**	7
Other [b]	**51**	49
Total provision	**489**	56
Deductions:		
Net write-offs:		
Principal [c]	**(678)**	(992)
Interest and fees [c]	**(85)**	(115)
Other [d]	**(53)**	(35)
Balance, June 30	**$ 1,547**	$ 2,560

(a) Provisions for principal (resulting from authorized transactions), interest and fee reserves components.

(b) Provisions for unauthorized transactions.

(c) Consists of principal write-offs (resulting from authorized transactions), less recoveries of $258 million and $300 million for the six months ended June 30, 2012 and 2011, respectively. Recoveries of interest and fees were de minimis.

(d) Includes net write-offs for unauthorized transactions of $(53) million and $(47) million for the six months ended June 30, 2012 and 2011, respectively; foreign currency translation adjustments of $(1) million and $13 million for the six months ended June 30, 2012 and 2011, respectively; cardmember bankruptcy reserves of $4 million and nil for the six months ended June 30, 2012 and 2011, respectively; and other items of $(3) million and $(1) million for the six months ended June 30, 2012 and 2011, respectively. Cardmember bankruptcy reserves were classified as other liabilities in prior periods.

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Cardmember Loans Evaluated Individually and Collectively for Impairment

The following table presents cardmember loans evaluated individually and collectively for impairment and related reserves as of June 30, 2012 and December 31, 2011:

(Millions)	**2012**	2011
Cardmember loans evaluated individually for impairment [a]	**$ 699**	$ 744
Related reserves [a]	**$ 165**	$ 176
Cardmember loans evaluated collectively for impairment [b]	**$ 60,280**	$ 61,877
Related reserves [b]	**$ 1,382**	$ 1,698

(a) Represents loans modified in a TDR and related reserves. Refer to the Impaired Loans and Receivables discussion in Note 3 for further information.

(b) Represents current loans and loans less than 90 days past due, loans over 90 days past due and accruing interest, and non-accrual loans and related reserves. The reserves include the results of analytical models that are specific to individual pools of loans and reserves for external environmental factors that apply to loans in geographic markets that are collectively evaluated for impairment and are not specific to any individual pool of loans.

5. Investment Securities

Investment securities include debt and equity securities classified as available for sale. The Company's investment securities, principally debt securities, are carried at fair value on the Consolidated Balance Sheets with unrealized gains (losses) recorded in Accumulated Other Comprehensive Income (AOCI), net of income taxes. Realized gains and losses are recognized in results of operations upon disposition of the securities using the specific identification method on a trade date basis. Refer to Note 2 for a description of the Company's methodology for determining the fair value of investment securities.

The following is a summary of investment securities as of June 30, 2012 and December 31, 2011:

	2012				2011			
(Millions)	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
State and municipal obligations	**$ 4,643**	**$ 157**	**$ (21)**	**$ 4,779**	$ 4,968	$ 103	$ (72)	$ 4,999
U.S. Government agency obligations	**3**	**—**	**—**	**3**	352	2	—	354
U.S. Government treasury obligations	**330**	**9**	**—**	**339**	330	10	—	340
Corporate debt securities [a]	**471**	**5**	**(2)**	**474**	626	9	(3)	632
Mortgage-backed securities [b]	**241**	**17**	**—**	**258**	261	17	—	278
Equity securities [c]	**81**	**209**	**—**	**290**	95	265	—	360
Foreign government bonds and obligations	**118**	**12**	**—**	**130**	120	10	—	130
Other [d]	**52**	**1**	**—**	**53**	54	—	—	54
Total	**$ 5,939**	**$ 410**	**$ (23)**	**$ 6,326**	$ 6,806	$ 416	$ (75)	$ 7,147

(a) The June 30, 2012 and December 31, 2011 balances include, on a cost basis, $400 million and $550 million, respectively, of corporate debt obligations issued under the Temporary Liquidity Guarantee Program that are guaranteed by the Federal Deposit Insurance Corporation (FDIC).

(b) Represents mortgage-backed securities guaranteed by Fannie Mae, Freddie Mac or Ginnie Mae.

(c) Primarily represents the Company's investment in the Industrial and Commercial Bank of China (ICBC).

(d) Other comprises investments in various mutual funds.

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The following table provides information about the Company's investment securities with gross unrealized losses and the length of time that individual securities have been in a continuous unrealized loss position as of June 30, 2012 and December 31, 2011:

	2012				2011			
	Less than 12 months		12 months or more		Less than 12 months		12 months or more	
Description of Securities *(Millions)*	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses
State and municipal obligations	**$ 96**	**$ (1)**	**$ 351**	**$ (20)**	$ —	$ —	$ 1,094	$ (72)
Corporate debt securities	**15**	**(1)**	**3**	**(1)**	15	(2)	2	(1)
Total	**$ 111**	**$ (2)**	**$ 354**	**$ (21)**	$ 15	$ (2)	$ 1,096	$ (73)

The following table summarizes the gross unrealized losses due to temporary impairments by ratio of fair value to amortized cost as of June 30, 2012 and December 31, 2011:

	Less than 12 months			12 months or more			Total		
Ratio of Fair Value to Amortized Cost *(Dollars in millions)*	Number of Securities	Estimated Fair Value	Gross Unrealized Losses	Number of Securities	Estimated Fair Value	Gross Unrealized Losses	Number of Securities	Estimated Fair Value	Gross Unrealized Losses
2012:									
90%–100%	**15**	**$ 111**	**$ (2)**	**31**	**$ 281**	**$ (8)**	**46**	**$ 392**	**$ (10)**
Less than 90%	**—**	**—**	**—**	**6**	**73**	**(13)**	**6**	**73**	**(13)**
Total as of June 30, 2012	**15**	**$ 111**	**$ (2)**	**37**	**$ 354**	**$ (21)**	**52**	**$ 465**	**$ (23)**
2011:									
90%–100%	—	$ —	$ —	114	$ 884	$ (35)	114	$ 884	$ (35)
Less than 90%	1	15	(2)	22	212	(38)	23	227	(40)
Total as of December 31, 2011	1	$ 15	$ (2)	136	$ 1,096	$ (73)	137	$ 1,111	$ (75)

The gross unrealized losses are attributed to overall wider credit spreads for state and municipal securities, wider credit spreads for specific issuers, adverse changes in market benchmark interest rates, or a combination thereof, all as compared to those prevailing when the investment securities were acquired.

Overall, for the investment securities in gross unrealized loss positions identified above, (i) the Company does not intend to sell the investment securities, (ii) it is more likely than not that the Company will not be required to sell the investment securities before recovery of the unrealized losses and (iii) the Company expects that the contractual principal and interest will be received on the investment securities. As a result, the Company recognized no other-than-temporary impairment during the six months ended June 30, 2012 or the year ended December 31, 2011.

Supplemental Information

Gross realized gains on sales of investment securities, included in other non-interest revenues for the three and six months ended June 30, 2012, were $26 million and $52 million, respectively (there were no gross realized gains for the three and six months ended June 30, 2011). Gross realized losses on sales of investment securities, included in other non-interest revenues for both the three and six months ended June 30, 2012, were $1 million (there were no gross realized losses for the three and six months ended June 30, 2011).

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Contractual maturities of investment securities, excluding equity securities and other securities, as of June 30, 2012 were as follows:

(Millions)	Cost	Estimated Fair Value
Due within 1 year	**$ 545**	**$ 549**
Due after 1 year but within 5 years	**358**	**366**
Due after 5 years but within 10 years	**176**	**187**
Due after 10 years	**4,727**	**4,881**
Total	**$ 5,806**	**$ 5,983**

The expected payments on state and municipal obligations and mortgage-backed securities may not coincide with their contractual maturities because the issuers have the right to call or prepay certain obligations.

6. Asset Securitizations

Charge Trust and Lending Trust

The Company periodically securitizes cardmember receivables and loans arising from its card business through the transfer of those assets to securitization trusts. The trusts then issue securities to third-party investors, collateralized by the transferred assets.

Cardmember receivables are transferred to the American Express Issuance Trust (the Charge Trust) and cardmember loans are transferred to the American Express Credit Account Master Trust (the Lending Trust). The Charge Trust and the Lending Trust are consolidated by American Express Travel Related Services Company, Inc. (TRS), which is a consolidated subsidiary of the Company. The trusts are considered VIEs as they have insufficient equity at risk to finance their activities, which are to issue securities that are collateralized by the underlying cardmember receivables and loans.

TRS, in its role as servicer of the Charge Trust and the Lending Trust, has the power to direct the most significant activity of the trusts, which is the collection of the underlying cardmember receivables and loans in the trusts. In addition, TRS owns approximately $0.8 billion of subordinated securities issued by the Lending Trust as of June 30, 2012. These subordinated securities have the obligation to absorb losses of the Lending Trust and provide the right to receive benefits from the Lending Trust, both of which are significant to the VIE. TRS' role as servicer for the Charge Trust does not provide it with a significant obligation to absorb losses or a significant right to receive benefits. However, TRS' position as the parent company of the entities that transferred the receivables to the Charge Trust makes it the party most closely related to the Charge Trust. Based on these considerations, TRS is the primary beneficiary of both the Charge Trust and the Lending Trust.

The debt securities issued by the Charge Trust and the Lending Trust are non-recourse to the Company. Securitized cardmember receivables and loans held by the Charge Trust and the Lending Trust are available only for payment of the debt securities or other obligations issued or arising in the securitization transactions. The long-term debt of each trust is payable only out of collections on their respective underlying securitized assets.

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There was approximately $75 million and $15 million of restricted cash held by the Charge Trust as of June 30, 2012 and December 31, 2011, respectively, and approximately $1.1 billion and $192 million of restricted cash held by the Lending Trust as of June 30, 2012 and December 31, 2011, respectively, included in other assets on the Company's Consolidated Balance Sheets. These amounts relate to collections of cardmember receivables and loans to be used by the trusts to fund future expenses and obligations, including interest paid on investor certificates, credit losses and upcoming debt maturities.

Charge Trust and Lending Trust Triggering Events

Under the respective terms of the Charge Trust and the Lending Trust agreements, the occurrence of certain triggering events associated with the performance of the assets of each trust could result in payment of trust expenses, establishment of reserve funds, or in a worst-case scenario, early amortization of investor certificates. During the six months ended June 30, 2012 and the year ended December 31, 2011, no such triggering events occurred.

7. Customer Deposits

As of June 30, 2012 and December 31, 2011, customer deposits were categorized as interest-bearing or non-interest-bearing deposits as follows:

(Millions)	**2012**	2011
U.S.:		
Interest-bearing	**$ 35,805**	$ 37,271
Non-interest-bearing	**8**	4
Non-U.S.:		
Interest-bearing	**139**	612
Non-interest-bearing	**9**	11
Total customer deposits	**$ 35,961**	$ 37,898

Customer deposits were aggregated by deposit type offered by the Company as of June 30, 2012 and December 31, 2011 as follows:

(Millions)	**2012**	2011
U.S. retail deposits:		
Savings accounts – Direct	**$ 15,611**	$ 14,649
Certificates of deposit:		
Direct	**817**	893
Third-party	**9,127**	10,781
Sweep accounts – Third-party	**10,250**	10,948
Other deposits	**156**	627
Total customer deposits	**$ 35,961**	$ 37,898

The scheduled maturities of certificates of deposit as of June 30, 2012 were as follows:

(Millions)	U.S.	Non-U.S.	Total
2012	**$ 1,379**	**$ 2**	**$ 1,381**
2013	**4,865**	**1**	**4,866**
2014	**2,583**	**—**	**2,583**
2015	**284**	**—**	**284**
2016	**609**	**—**	**609**
After 5 years	**224**	**—**	**224**
Total	**$ 9,944**	**$ 3**	**$ 9,947**

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As of June 30, 2012 and December 31, 2011, certificates of deposit in denominations of $100,000 or more were as follows:

(Millions)	**2012**	2011
U.S.	**$ 534**	$ 580
Non-U.S.	**2**	304
Total	**$ 536**	$ 884

8. Derivatives and Hedging Activities

The Company uses derivative financial instruments (derivatives) to manage exposures to various market risks. Derivatives derive their value from an underlying variable or multiple variables, including interest rate, foreign exchange, and equity indices or prices. These instruments enable end users to increase, reduce or alter exposure to various market risks and, for that reason, are an integral component of the Company's market risk management. The Company does not engage in derivatives for trading purposes.

Market risk is the risk to earnings or value resulting from movements in market prices. The Company's market risk exposure is primarily generated by:

- Interest rate risk in its card, insurance and Travelers Cheque businesses, as well as its investment portfolios; and
- Foreign exchange risk in its operations outside the United States and the associated funding of such operations.

The Company centrally monitors market risks using market risk limits and escalation triggers as defined in its Asset/Liability Management Policy.

The Company's market exposures are in large part byproducts of the delivery of its products and services. Interest rate risk arises through the funding of cardmember receivables and fixed-rate loans with variable-rate borrowings as well as through the risk to net interest margin from changes in the relationship between benchmark rates such as Prime and LIBOR.

Interest rate exposure within the Company's charge card and fixed-rate lending products is managed by varying the proportion of total funding provided by short-term and variable-rate debt and deposits compared to fixed-rate debt and deposits. In addition, interest rate swaps are used from time to time to economically convert fixed-rate debt obligations to variable-rate obligations or to convert variable-rate debt obligations to fixed-rate obligations. The Company may change the mix between variable-rate and fixed-rate funding based on changes in business volumes and mix, among other factors.

Foreign exchange risk is generated by cardmember cross-currency charges, foreign currency balance sheet exposures, foreign subsidiary equity and foreign currency earnings in entities outside the United States. The Company's foreign exchange risk is managed primarily by entering into agreements to buy and sell currencies on a spot basis or by hedging this market exposure to the extent it is economically justified through various means, including the use of derivatives such as foreign exchange forwards and cross-currency swap contracts, which can help mitigate the Company's exposure to specific currencies.

In addition to the exposures identified above, effective August 1, 2011, the Company entered into a total return contract (TRC) to hedge its exposure to changes in the fair value of its equity investment in ICBC in local currency. Under the terms of the TRC, the Company receives from the TRC counterparty an amount equivalent to any reduction in the fair value of its investment in ICBC in local currency, and in return the Company pays to the TRC counterparty an amount equivalent to any increase in the fair value of its investment in local currency, along with all dividends paid by ICBC, as well as ongoing hedge costs. The TRC matures on August 1, 2014.

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Derivatives may give rise to counterparty credit risk, which is the risk that a derivative counterparty will default on, or otherwise be unable to perform pursuant to, an uncollateralized derivative exposure. The Company manages this risk by considering the current exposure, which is the replacement cost of contracts on the measurement date, as well as estimating the maximum potential value of the contracts over the next 12 months, considering such factors as the volatility of the underlying or reference index. To mitigate derivative credit risk, counterparties are required to be pre-approved by the Company and rated as investment grade. Counterparty risk exposures are centrally monitored by the Company. Additionally, in order to mitigate the bilateral counterparty credit risk associated with derivatives, the Company has in certain instances entered into master netting agreements with its derivative counterparties, which provide a right of offset for certain exposures between the parties. To further mitigate bilateral counterparty credit risk, the Company exercises its rights under executed credit support agreements with certain of its derivative counterparties. These agreements require that, in the event the fair value change in the net derivatives position between the two parties exceeds certain dollar thresholds, the party in the net liability position posts collateral to its counterparty.

In relation to the Company's credit risk, under the terms of the derivative agreements it has with its various counterparties, the Company is not required to either immediately settle any outstanding liability balances or post collateral upon the occurrence of a specified credit risk-related event. Based on the assessment of credit risk of the Company's derivative counterparties as of June 30, 2012 and December 31, 2011, the Company does not have derivative positions that warrant credit valuation adjustments.

The Company's derivatives are carried at fair value on the Consolidated Balance Sheets. The accounting for changes in fair value depends on the instruments' intended use and the resulting hedge designation, if any, as discussed below. Refer to Note 2 for a description of the Company's methodology for determining the fair value of derivatives.

The following table summarizes the total fair value, excluding interest accruals, of derivative assets and liabilities as of June 30, 2012 and December 31, 2011:

	Other Assets Fair Value		Other Liabilities Fair Value	
(Millions)	**2012**	2011	**2012**	2011
Derivatives designated as hedging instruments:				
Interest rate contracts				
Fair value hedges	**$ 963**	$ 999	**$ —**	$ —
Cash flow hedges	**—**	—	**—**	1
Total return contract				
Fair value hedge	**28**	13	**—**	—
Foreign exchange contracts				
Net investment hedges	**219**	344	**32**	54
Total derivatives designated as hedging instruments	**$ 1,210**	$ 1,356	**$ 32**	$ 55
Derivatives not designated as hedging instruments:				
Interest rate contracts	**$ —**	$ 1	**$ —**	$ —
Foreign exchange contracts, including certain embedded derivatives [a]	**152**	159	**64**	50
Equity-linked embedded derivative [b]	**—**	—	**2**	3
Total derivatives not designated as hedging instruments	**152**	160	**66**	53
Total derivatives, gross	**$ 1,362**	$ 1,516	**$ 98**	$ 108
Cash collateral netting [c]	**(630)**	(587)	**—**	—
Derivative asset and derivative liability netting [c]	**(19)**	(14)	**(19)**	(14)
Total derivatives, net	**$ 713**	$ 915	**$ 79**	$ 94

(a) Includes foreign currency derivatives embedded in certain operating agreements.

(b) Represents an equity-linked derivative embedded in one of the Company's investment securities.

(c) As permitted under GAAP, balances represent the netting of cash collateral received and posted under credit support agreements, and the netting of derivative assets and derivative liabilities under master netting agreements.

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Derivative Financial Instruments that Qualify for Hedge Accounting

Derivatives executed for hedge accounting purposes are documented and designated as such when the Company enters into the contracts. In accordance with its risk management policies, the Company structures its hedges with terms similar to that of the item being hedged. The Company formally assesses, at inception of the hedge accounting relationship and on a quarterly basis, whether derivatives designated as hedges are highly effective in offsetting the fair value or cash flows of the hedged items. These assessments usually are made through the application of a regression analysis method. If it is determined that a derivative is not highly effective as a hedge, the Company will discontinue the application of hedge accounting.

Fair Value Hedges

A fair value hedge involves a derivative designated to hedge the Company's exposure to future changes in the fair value of an asset or a liability, or an identified portion thereof that is attributable to a particular risk.

Interest Rate Contracts

The Company is exposed to interest rate risk associated with its fixed-rate long-term debt. The Company uses interest rate swaps to economically convert certain fixed-rate long-term debt obligations to floating-rate obligations at the time of issuance. As of June 30, 2012 and December 31, 2011, the Company hedged $19.9 billion and $17.1 billion, respectively, of its fixed-rate debt to floating-rate debt using interest rate swaps.

To the extent the fair value hedge is effective, the gain or loss on the hedging instrument offsets the loss or gain on the hedged item attributable to the hedged risk. Any difference between the changes in the fair value of the derivative and the hedged item is referred to as hedge ineffectiveness and is reflected in earnings as a component of other expenses. Hedge ineffectiveness may be caused by differences between the debt's interest coupon and the benchmark rate, primarily due to credit spreads at inception of the hedging relationship that are not reflected in the valuation of the interest rate swap. Furthermore, hedge ineffectiveness may be caused by changes in the relationship between 3-month LIBOR and 1-month LIBOR, as basis spreads may impact the valuation of the interest rate swap without causing an offsetting impact in the value of the hedged debt. If a fair value hedge is de-designated or no longer considered to be effective, changes in fair value of the derivative continue to be recorded through earnings but the hedged asset or liability is no longer adjusted for changes in fair value resulting from changes in interest rates. The existing basis adjustment of the hedged asset or liability is amortized or accreted as an adjustment to yield over the remaining life of that asset or liability.

Total Return Contract

The Company hedges its exposure to changes in the fair value of its equity investment in ICBC in local currency. The Company uses a TRC to transfer this exposure to its derivative counterparty. As of June 30, 2012 and December 31, 2011, the fair value of the equity investment in ICBC was $290 million (523.7 million shares) and $359 million (605.4 million shares), respectively. To the extent the hedge is effective, the gain or loss on the TRC offsets the loss or gain on the investment in ICBC. Any difference between the changes in the fair value of the derivative and the hedged item results in hedge ineffectiveness and is recognized in other expenses in the Consolidated Statements of Income.

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The following table summarizes the impact on the Consolidated Statements of Income associated with the Company's hedges of its fixed-rate long-term debt and its investment in ICBC:

For the Three Months Ended June 30: *(Millions)*

	Gains (losses) recognized in income									
	Derivative contract			Hedged item			Net hedge ineffectiveness			
Derivative relationship	Income Statement Line Item	Amount		Income Statement Line Item	Amount					
		2012	2011		**2012**	2011	**2012**	2011		
Interest rate contracts	Other, net expenses	**$ 47**	$ 142	Other, net expenses	**$ (42)**	$ (138)	**$ 5**	$ 4		
Total return contract	Other non-interest revenues	**53**	—	Other non-interest revenues	**(53)**	—	**—**	—		

For the Six Months Ended June 30: *(Millions)*

	Gains (losses) recognized in income									
	Derivative contract			Hedged item			Net hedge ineffectiveness			
Derivative relationship	Income Statement Line Item	Amount		Income Statement Line Item	Amount					
		2012	2011		**2012**	2011	**2012**	2011		
Interest rate contracts	Other, net expenses	**$ (36)**	$ (16)	Other, net expenses	**$ 27**	$ 1	**$ (9)**	$ (15)		
Total return contract	Other non-interest revenues	**21**	—	Other non-interest revenues	**(21)**	—	**—**	—		

The Company also recognized a net reduction in interest expense on long-term debt of $127 million and $126 million for the three months ended June 30, 2012 and 2011, respectively, primarily related to the net settlements (interest accruals) on the Company's interest rate derivatives designated as fair value hedges. For the six months ended June 30, 2012 and 2011, the impact on interest expense was a net reduction in interest expense on long-term debt of $250 million and $251 million, respectively.

Cash Flow Hedges

A cash flow hedge involves a derivative designated to hedge the Company's exposure to variable future cash flows attributable to a particular risk. Such exposures may relate to either an existing recognized asset or liability or a forecasted transaction. The Company hedges existing long-term variable-rate debt, the rollover of short-term borrowings and the anticipated forecasted issuance of additional funding through the use of derivatives, primarily interest rate swaps. These derivative instruments economically convert floating-rate debt obligations to fixed-rate obligations for the duration of the instrument. As of June 30, 2012 and December 31, 2011, the Company hedged $301 million and $305 million, respectively, of its floating-rate debt using interest rate swaps.

For derivatives designated as cash flow hedges, the effective portion of the gain or loss on the derivatives is recorded in AOCI and reclassified into earnings when the hedged cash flows are recognized in earnings. The amount that is reclassified into earnings is presented in the Consolidated Statements of Income in the same line item in which the hedged instrument or transaction is recognized, primarily in interest expense. Any ineffective portion of the gain or loss on the derivatives is reported as a component of other expenses. If a cash flow hedge is de-designated or terminated prior to maturity, the amount previously recorded in AOCI is recognized into earnings over the period that the hedged item impacts earnings. If a hedge relationship is discontinued because it is probable that the forecasted transaction will not occur according to the original strategy, any related amounts previously recorded in AOCI are recognized into earnings immediately.

In the normal course of business, as the hedged cash flows are recognized into earnings, the Company expects to reclassify an insignificant amount of net pretax losses on derivatives from AOCI into earnings during the next 12 months.

Net Investment Hedges

A net investment hedge is used to hedge future changes in currency exposure of a net investment in a foreign operation. The Company primarily designates foreign currency derivatives, typically foreign exchange forwards, and on occasion foreign currency denominated debt, as hedges of net investments in certain foreign operations. These instruments reduce exposure to changes in currency exchange rates on the Company's investments in non-

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U.S. subsidiaries. The effective portion of the gain or (loss) on net investment hedges, net of taxes, recorded in AOCI as part of the cumulative translation adjustment, was $276 million and $(70) million for the three months ended June 30, 2012 and 2011, respectively, and was $26 million and $(292) million for the six months ended June 30, 2012 and 2011, respectively. Any ineffective portion of the gain or loss on net investment hedges is recognized in other expenses during the period of change.

The following table summarizes the impact of cash flow hedges and net investment hedges on the Consolidated Statements of Income:

For the Three Months Ended June 30: *(Millions)*

		Gains (losses) recognized in income			
		Amount reclassified from AOCI into income			Net hedge ineffectiveness
Description	Income Statement Line Item	**2012**	2011	Income Statement Line Item	**2012**	2011
Cash flow hedges: [a]						
Interest rate contracts	Interest expense	**$ —**	$ (5)	Other, net expenses	**$ —**	$ —
Net investment hedges:						
Foreign exchange contracts	Other, net expenses	**$ —**	$ —	Other, net expenses	**$ —**	$ —

For the Six Months Ended June 30: *(Millions)*

		Gains (losses) recognized in income			
		Amount reclassified from AOCI into income			Net hedge ineffectiveness
Description	Income Statement Line Item	**2012**	2011	Income Statement Line Item	**2012**	2011
Cash flow hedges: [a]						
Interest rate contracts	Interest expense	**$ (1)**	$ (13)	Other, net expenses	**$ —**	$ —
Net investment hedges:						
Foreign exchange contracts	Other, net expenses	**$ —**	$ —	Other, net expenses	**$ —**	$ (3)

(a) During the three and six months ended June 30, 2012 and 2011, there were no forecasted transactions that were considered no longer probable to occur.

Derivatives Not Designated as Hedges

The Company has derivatives that act as economic hedges, but are not designated as such for hedge accounting purposes. Foreign currency transactions and non-U.S. dollar cash flow exposures from time to time may be partially or fully economically hedged through foreign currency contracts, primarily foreign exchange forwards, options and cross-currency swaps. These hedges generally mature within one year. Foreign currency contracts involve the purchase and sale of a designated currency at an agreed upon rate for settlement on a specified date. The changes in the fair value of the derivatives effectively offset the related foreign exchange gains or losses on the underlying balance sheet exposures. From time to time, the Company may enter into interest rate swaps to specifically manage funding costs related to its proprietary card business.

The Company has certain operating agreements containing payments that may be linked to a market rate or price, primarily foreign currency rates. The payment components of these agreements may meet the definition of an embedded derivative, in which case the embedded derivative is accounted for separately and is classified as a foreign exchange contract based on its primary risk exposure. In addition, the Company holds an investment security containing an embedded equity-linked derivative.

For derivatives that are not designated as hedges, changes in fair value are reported in current period earnings.

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The following table summarizes the impact on pretax earnings of derivatives not designated as hedges, as reported on the Consolidated Statements of Income for the three and six months ended June 30:

For the Three Months Ended June 30: *(Millions)*

		Pretax gains (losses)	
		Amount	
Description	Income Statement Line Item	**2012**	2011
Interest rate contracts	Other, net expenses	**$ —**	$ —
Foreign exchange contracts [a]	Interest and dividends on investment securities	**—**	3
	Interest expense on short-term borrowings	**—**	2
	Interest expense on long-term debt and other	**—**	31
	Other, net expenses	**139**	(62)
Equity-linked contract	Other non-interest revenues	**1**	(1)
Total		$ 140	$ (27)

For the Six Months Ended June 30: *(Millions)*

		Pretax gains (losses)	
		Amount	
Description	Income Statement Line Item	**2012**	2011
Interest rate contracts	Other, net expenses	**$ (1)**	$ 2
Foreign exchange contracts [a]	Interest and dividends on investment securities	**—**	5
	Interest expense on short-term borrowings	**—**	3
	Interest expense on long-term debt and other	**—**	61
	Other, net expenses	**44**	(38)
Equity-linked contract	Other non-interest revenues	**2**	—
Total		**$ 45**	$ 33

(a) Foreign exchange contracts include embedded foreign currency derivatives. Gains (losses) on these embedded derivatives are included in other expenses.

9. Guarantees

The Company provides cardmember protection plans that cover losses associated with purchased products, as well as certain other guarantees in the ordinary course of business which are within the scope of GAAP governing the accounting for guarantees.

In relation to its maximum potential undiscounted future payments as shown in the table that follows, to date the Company has not experienced any significant losses related to guarantees. The Company's initial recognition of guarantees is at fair value, which has been determined in accordance with GAAP governing fair value measurement. In addition, the Company establishes reserves when a loss is probable and the amount can be reasonably estimated.

The following table provides information related to such guarantees as of June 30, 2012 and December 31, 2011:

Type of Guarantee	Maximum potential undiscounted future payments [a] *(Billions)*		Related liability [b] *(Millions)*	
	2012	2011	**2012**	2011
Card and travel operations [c]	**$ 44**	$ 51	**$ 94**	$ 96
Other [d]	**1**	1	**92**	98
Total	**$ 45**	$ 52	**$ 186**	$ 194

(a) Represents the notional amounts that could be lost under the guarantees and indemnifications if there was a total default by the guaranteed parties. The Merchant Protection guarantee is calculated using management's best estimate of maximum exposure based on all eligible claims as measured against annual billed business volumes. The Company mitigates this risk by withholding settlement from the merchant or obtaining deposits and other guarantees from merchants considered higher risk due to various factors. The amounts being held by the Company are not significant when compared to the maximum potential undiscounted future payments.

(b) Included as part of other liabilities on the Company's Consolidated Balance Sheets.

(c) Includes Return Protection, Account Protection and Merchant Protection.

(d) Primarily includes guarantees related to the Company's business dispositions and real estate.

10. Income Taxes

The Company is under continuous examination by the Internal Revenue Service (IRS) and tax authorities in other countries and states in which the Company has significant business operations. The tax years under examination and open for examination vary by jurisdiction. The IRS has completed its field examination of the Company's federal tax returns for years through 2004, however refund claims for those years continue to be reviewed by the IRS. In addition, the Company is currently under examination by the IRS for the years 2005 through 2007.

The Company believes it is reasonably possible that its unrecognized tax benefits could decrease within the next 12 months by as much as $846 million principally as a result of potential resolutions of prior years' tax items with various taxing authorities. The prior years' tax items include unrecognized tax benefits relating to the deductibility of certain expenses or losses and the attribution of taxable income to a particular jurisdiction or jurisdictions. Of the $846 million of unrecognized tax benefits, approximately $621 million relates to amounts that if recognized would be recorded to shareholders' equity and would not impact the effective tax rate. With respect to the remaining $225 million, it is not possible to quantify the impact that the decrease could have on the effective tax rate and net income due to the inherent complexities and the number of tax years open for examination in multiple jurisdictions. Resolution of the prior years' items that comprise this remaining amount could have an impact on the effective tax rate and on net income, either favorably (principally as a result of settlements that are less than the liability for unrecognized tax benefits) or unfavorably (if such settlements exceed the liability for unrecognized tax benefits).

The effective tax rate from continuing operations was 28.7 percent and 28.9 percent for the three and six months ended June 30, 2012, respectively. The tax rate for the three and six months ended June 30, 2012 include tax benefits of $81 million and $131 million, respectively, related to the realization of certain foreign tax credits. In addition, the tax rates in both periods reflect the level of pretax income in relation to recurring permanent tax benefits.

The effective tax rate from continuing operations was 26.6 percent and 29.3 percent for the three and six months ended June 30, 2011, respectively. The tax rate for the three and six months ended June 30, 2011 includes a tax benefit of $102 million related to the favorable resolution of certain prior years' tax items. In addition, the tax rates in both periods reflect the level of pretax income in relation to recurring permanent tax benefits.

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11. Earnings Per Common Share (EPS)

The computations of basic and diluted EPS were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(Millions, except per share amounts)	**2012**	2011	**2012**	2011
Numerator:				
Basic and diluted:				
Income from continuing operations	**$ 1,339**	$ 1,295	**$ 2,595**	$ 2,472
Earnings allocated to participating share awards [a]	**(14)**	(15)	**(28)**	(30)
Income from discontinued operations, net of tax	**—**	36	**—**	36
Net income attributable to common shareholders	**$ 1,325**	$ 1,316	**$ 2,567**	$ 2,478
Denominator: [a]				
Basic: Weighted-average common stock	**1,145**	1,190	**1,151**	1,190
Add: Weighted-average stock options [b]	**7**	7	**7**	7
Diluted	**1,152**	1,197	**1,158**	1,197
Basic EPS:				
Income from continuing operations attributable to common shareholders	**$ 1.16**	$ 1.08	**$ 2.23**	$ 2.05
Income from discontinued operations	**—**	0.03	**—**	0.03
Net income attributable to common shareholders	**$ 1.16**	$ 1.11	**$ 2.23**	$ 2.08
Diluted EPS:				
Income from continuing operations attributable to common shareholders	**$ 1.15**	$ 1.07	**$ 2.22**	$ 2.04
Income from discontinued operations	**—**	0.03	**—**	0.03
Net income attributable to common shareholders	**$ 1.15**	$ 1.10	**$ 2.22**	$ 2.07

(a) The Company's unvested restricted stock awards, which include the right to receive non-forfeitable dividends or dividend equivalents, are considered participating securities. Calculations of EPS under the two-class method exclude from the numerator any dividends paid or owed on participating securities and any undistributed earnings considered to be attributable to participating securities. The related participating securities are similarly excluded from the denominator.

(b) For both the three and six months ended June 30, 2012, the dilutive effect of unexercised stock options excludes 8 million options, from the computation of EPS because inclusion of the options would have been anti-dilutive. For the three and six months ended June 30, 2011, the dilutive effect of unexercised stock options excludes 19 million and 20 million options, respectively, from the computation of EPS because inclusion of the options would have been anti-dilutive.

For the three and six months ended June 30, 2012 and 2011, the Company met specified performance measures related to the Subordinated Debentures of $750 million issued in 2006, which resulted in no impact to EPS. If the performance measures were not achieved in any given quarter, the Company would be required to issue common shares and apply the proceeds to make interest payments.

12. Details of Certain Consolidated Statements of Income Line Items

The following is a detail of other commissions and fees:

	Three Months Ended June 30,		Six Months Ended June 30,	
(Millions)	**2012**	2011	**2012**	2011
Foreign currency conversion revenue	**$ 216**	$ 213	**$ 423**	$ 426
Delinquency fees	**158**	142	**320**	285
Service fees	**89**	89	**182**	176
Other	**112**	140	**233**	226
Total other commissions and fees	**$ 575**	$ 584	**$ 1,158**	$ 1,113

AMERICAN EXPRESS COMPANY
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The following is a detail of other revenues:

	Three Months Ended June 30,		Six Months Ended June 30,	
(Millions)	**2012**	2011	**2012**	2011
Global Network Services partner revenues	**$ 166**	$ 156	**$ 317**	$ 302
Travelers Cheques related revenues	**104**	67	**160**	95
Net gain on investment securities	**25**	—	**51**	—
Other	**356**	314	**703**	615
Total other revenues	**$ 651**	$ 537	**$ 1,231**	$ 1,012

Other revenues include revenues arising from contracts with Global Network Services (GNS) partners including royalties and signing fees, insurance premiums earned from cardmember travel and other insurance programs, publishing revenues and other miscellaneous revenues and fees.

The following is a detail of marketing, promotion, rewards and cardmember services:

	Three Months Ended June 30,		Six Months Ended June 30,	
(Millions)	**2012**	2011	**2012**	2011
Marketing and promotion	**$ 773**	$ 795	**$ 1,404**	$ 1,504
Cardmember rewards	**1,462**	1,613	**2,929**	3,190
Cardmember services	**180**	173	**401**	337
Total marketing, promotion, rewards and cardmember services	**$ 2,415**	$ 2,581	**$ 4,734**	$ 5,031

Marketing and promotion expense includes advertising costs, which are expensed in the year in which the advertising first takes place. Cardmember rewards expense includes the costs of rewards programs, including Membership Rewards and co-brand arrangements. Cardmember services expense includes protection plans and complimentary services provided to cardmembers.

The following is a detail of other, net expense:

	Three Months Ended June 30,		Six Months Ended June 30,	
(Millions)	**2012**	2011	**2012**	2011
Occupancy and equipment	**$ 446**	$ 391	**$ 884**	$ 785
Communications	**95**	92	**191**	187
MasterCard and Visa settlements, net of legal fees	**—**	(213)	**—**	(426)
Other	**422**	305	**672**	596
Total other, net expense	**$ 963**	$ 575	**$ 1,747**	$ 1,142

Other, net expense includes general operating expenses, gains (losses) on sale of assets or businesses not classified as discontinued operations, litigation, internal and regulatory review-related refunds and insurance costs or settlements, investment impairments and certain Loyalty Partner expenses.

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13. Contingencies

The Company and its subsidiaries are involved in a number of legal proceedings concerning matters arising out of the conduct of their respective business activities and are periodically subject to governmental and regulatory examinations, information gathering requests, subpoenas, inquiries and investigations (collectively, governmental examinations). As of June 30, 2012, the Company and various of its subsidiaries were named as a defendant or were otherwise involved in numerous legal proceedings and governmental examinations in various jurisdictions, both in and outside the United States. The Company discloses its material legal proceedings and governmental examinations under Item 1. Legal Proceedings, in Part II. Other Information, and under "Legal Proceedings" in its Annual Report on Form 10-K for the year ended December 31, 2011 (collectively, Legal Proceedings).

The Company has recorded liabilities for certain of its outstanding legal proceedings and governmental examinations. A liability is accrued when it is both (a) probable that a loss with respect to the legal proceeding has occurred and (b) the amount of loss can be reasonably estimated. As discussed below, there may be instances in which an exposure to loss exceeds the accrued liability. The Company evaluates, on a quarterly basis, developments in legal proceedings and governmental examinations that could cause an increase or decrease in the amount of the liability that has been previously accrued or a revision to the disclosed estimated range of possible losses, as applicable.

The Company's legal proceedings range from cases brought by a single plaintiff to class actions with hundreds of thousands of putative class members. These legal proceedings, as well as governmental examinations, involve various lines of business of the Company and a variety of claims (including, but not limited to, common law tort, contract, antitrust and consumer protection claims), some of which present novel factual allegations and/or unique legal theories. While some matters pending against the Company specify the damages claimed by the plaintiff, many seek a not-yet-quantified amount of damages or are at very early stages of the legal process. Even when the amount of damages claimed against the Company are stated, the claimed amount may be exaggerated and/or unsupported. As a result, some matters have not yet progressed sufficiently through discovery and/or development of important factual information and legal issues to enable the Company to estimate a range of possible loss.

Other matters have progressed sufficiently through discovery and/or development of important factual information and legal issues so that the Company is able to estimate a range of possible loss. Accordingly, for those legal proceedings and governmental examinations disclosed or referred to in Legal Proceedings where a loss is reasonably possible in future periods, whether in excess of a related accrued liability or where there is no accrued liability, and for which the Company is able to estimate a range of possible loss, the current estimated range is zero to $520 million in excess of any accrued liability related to those matters. This aggregate range represents management's estimate of possible loss with respect to these matters and is based on currently available information. This estimated range of possible loss does not represent the Company's maximum loss exposure. The legal proceedings and governmental examinations underlying the estimated range will change from time to time and actual results may vary significantly from current estimates.

Based on its current knowledge, and taking into consideration its litigation-related liabilities, the Company believes it is not a party to, nor are any of its properties the subject of, any pending legal proceeding or governmental examination that would have a material adverse effect on the Company's consolidated financial condition or liquidity. However, in light of the uncertainties involved in such matters, the ultimate outcome of a particular matter could be material to the Company's operating results for a particular period depending on, among other factors, the size of the loss or liability imposed and the level of the Company's earnings for that period.

AMERICAN EXPRESS COMPANY
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(Unaudited)

14. Reportable Operating Segments

The Company is a leading global payments and travel company that is principally engaged in businesses comprising four reportable operating segments: USCS, ICS, GCS and Global Network & Merchant Services (GNMS). Corporate functions and auxiliary businesses, including the Company's publishing business, the Enterprise Growth Group (including the Global Prepaid Group), as well as other Company operations are included in Corporate & Other.

The following table presents certain operating segment information:

	Three Months Ended June 30,		Six Months Ended June 30,	
(Millions)	**2012**	2011	**2012**	2011
Non-interest revenues:				
USCS	**$ 2,925**	$ 2,734	**$ 5,679**	$ 5,256
ICS	**1,119**	1,142	**2,225**	2,159
GCS	**1,284**	1,259	**2,500**	2,436
GNMS	**1,259**	1,183	**2,445**	2,271
Corporate & Other, including adjustments and eliminations [a]	**257**	217	**476**	374
Total	**$ 6,844**	$ 6,535	**$ 13,325**	$ 12,496
Interest income:				
USCS	**$ 1,302**	$ 1,225	**$ 2,616**	$ 2,483
ICS	**276**	317	**569**	614
GCS	**2**	2	**5**	4
GNMS	**5**	1	**9**	2
Corporate & Other, including adjustments and eliminations [a]	**86**	115	**179**	220
Total	**$ 1,671**	$ 1,660	**$ 3,378**	$ 3,323
Interest expense:				
USCS	**$ 190**	$ 200	**$ 374**	$ 403
ICS	**98**	108	**198**	214
GCS	**65**	70	**127**	128
GNMS	**(59)**	(55)	**(117)**	(103)
Corporate & Other, including adjustments and eliminations [a]	**256**	254	**542**	528
Total	**$ 550**	$ 577	**$ 1,124**	$ 1,170
Total revenues, net of interest expense:				
USCS	**$ 4,037**	$ 3,759	**$ 7,921**	$ 7,336
ICS	**1,297**	1,351	**2,596**	2,559
GCS	**1,221**	1,191	**2,378**	2,312
GNMS	**1,323**	1,239	**2,571**	2,376
Corporate & Other, including adjustments and eliminations [a]	**87**	78	**113**	66
Total	**$ 7,965**	$ 7,618	**$ 15,579**	$ 14,649
Income (loss) from continuing operations:				
USCS	**$ 718**	$ 665	**$ 1,470**	$ 1,220
ICS	**178**	161	**375**	350
GCS	**219**	177	**396**	361
GNMS	**372**	324	**729**	637
Corporate & Other, including adjustments and eliminations [a]	**(148)**	(32)	**(375)**	(96)
Total	**$ 1,339**	$ 1,295	**$ 2,595**	$ 2,472

(a) Corporate & Other includes adjustments and eliminations for intersegment activity.

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

Business Introduction

American Express is a global services company that provides customers with access to products, insights and experiences that enrich lives and build business success. The Company's principal products and services are charge and credit payment card products and travel-related services offered to consumers and businesses around the world. The Company's range of products and services include:

- charge and credit card products;
- expense management products and services;
- consumer and business travel services;
- stored-value products such as Travelers Cheques and other prepaid products;
- network services;
- merchant acquisition and processing, servicing and settlement, and point-of-sale, marketing and information products and services for merchants; and
- fee services, including market and trend analyses and related consulting services, fraud prevention services, and the design of customized customer loyalty and rewards programs.

The Company's products and services are sold globally to diverse customer groups, including consumers, small businesses, mid-sized companies and large corporations. These products and services are sold through various channels, including direct mail, online applications, in-house and third-party sales forces and direct response advertising.

The Company competes in the global payments industry with charge, credit and debit card networks, issuers and acquirers, as well as evolving alternative payment mechanisms, systems and products. As the payments industry continues to evolve, the Company is facing increasing competition from non-traditional players, such as online networks, telecom providers and software-as-a-service providers, who leverage new technologies and customers' existing charge and credit card accounts and bank relationships to create payment or other fee-based solutions. In 2009, the Company established the Enterprise Growth Group, which focuses on generating alternative sources of global revenues in areas such as online and mobile payments and fee-based services. In addition to the Enterprise Growth Group, the Company is seeking to transform all of its businesses for the digital marketplace, including increasing the Company's share of online spend across all products and enhancing customers' digital experiences.

The Company's products and services generate the following types of revenue for the Company:

- Discount revenue, which is the Company's largest revenue source, represents fees charged to merchants when cardmembers use their cards to purchase goods and services at merchants on the Company's network;
- Net card fees, which represent revenue earned for annual card membership fees;
- Travel commissions and fees, which are earned by charging a transaction or management fee for airline or other travel-related transactions;
- Other commissions and fees, which are earned on foreign exchange conversions and card-related fees and assessments;
- Other revenue, which represents insurance premiums earned from cardmember travel and other insurance programs, revenues arising from contracts with Global Network Services' (GNS) partners (including royalties and signing fees), publishing revenues and other miscellaneous revenue and fees; and

- Interest on loans, which principally represents interest income earned on outstanding balances.

In addition to funding and operating costs associated with these types of revenue, other major expense categories are related to marketing and reward programs that add new cardmembers and promote cardmember loyalty and spending, and provisions for cardmember credit and fraud losses.

Financial Targets

The Company seeks to achieve three financial targets, on average and over time:

- Revenues net of interest expense growth of at least 8 percent;
- Earnings per share (EPS) growth of 12 to 15 percent; and
- Return on average equity (ROE) of 25 percent or more.

If the Company achieves its EPS and ROE targets, it will seek to return on average and over time 50 percent of the capital it generates to shareholders as dividends or through the repurchases of common stock, which may be subject to certain regulatory restrictions as described herein.

Forward-Looking Statements and Non-GAAP Measures

Certain of the statements in this Form 10-Q are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Refer to the “Forward-Looking Statements” section below. In addition, certain information included within this Form 10-Q constitute non-GAAP financial measures. The Company’s calculations of non-GAAP financial measures may differ from the calculations of similarly titled measures by other companies.

Bank Holding Company

The Company is a bank holding company under the Bank Holding Company Act of 1956 and the Federal Reserve Board (Federal Reserve) is the Company’s primary federal regulator. As such, the Company is subject to the Federal Reserve’s regulations, policies and minimum capital standards.

Current Economic Environment/Outlook

During the second quarter of 2012 cardmember spending volumes grew in the United States and internationally, and across all of the Company’s businesses, but at a slower pace than recent quarters. The slower spending growth reflects in part the continuation of a challenging global economic environment.

While the positive impacts of the Company’s billings growth, higher cardmember borrowing levels and higher other non-interest revenues were partially offset by significantly lower lending reserve releases this quarter as compared to a year ago, the growth in spend volumes and well-contained total expense growth provided the Company with the opportunity to invest in the business and also grow earnings. The Company continues to focus its investments on both driving near-term metrics and building capabilities that will benefit the medium- to long-term success of the Company.

The Company’s favorable credit trends contributed to slightly improved lending loss rates near all-time lows and a reduction in overall loss reserve levels, although provision expense for the second quarter of 2012 increased in light of the significantly lower lending reserve releases referred to above.

Competition remains extremely intense across all of the Company's businesses. In addition, the global economic environment remains uncertain. The current instability in Europe in particular, and concerns about sovereign defaults and the creditworthiness and liquidity of the European banking systems, could adversely affect global economic conditions, including continued downward pressure on consumer and corporate confidence and spending, disrupting the debt and equity markets and impacting foreign exchange rates. European billed business accounted for approximately 11 percent of the Company's total billed business for the quarter ended June 30, 2012. The Company also received the last litigation settlement payments from MasterCard and Visa in 2011 and continues to face difficult year-over-year comparisons in light of strong 2011 volume and credit performance. Due to these factors, the Company is continuing to implement its plan to grow operating expenses (i.e., expenses other than marketing, promotion, rewards and cardmember services) more slowly than revenues over the next two to three years.

American Express Company
Selected Statistical Information

Refer to "Glossary of Selected Terminology" for the definitions of certain key terms and related information appearing in the tables below.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	**2012**	2011
Card billed business: *(billions)*				
United States	**$ 148.7**	$ 136.8	**$ 288.3**	$ 260.9
Outside the United States	**72.9**	70.8	**144.5**	134.6
Total	**$ 221.6**	$ 207.6	**$ 432.8**	$ 395.5
Total cards-in-force: *(millions)*				
United States	**51.2**	49.8	**51.2**	49.8
Outside the United States	**48.9**	44.2	**48.9**	44.2
Total	**100.1**	94.0	**100.1**	94.0
Basic cards-in-force: *(millions)*				
United States	**39.8**	38.7	**39.8**	38.7
Outside the United States	**39.2**	35.3	**39.2**	35.3
Total	**79.0**	74.0	**79.0**	74.0
Average discount rate	**2.54%**	2.54%	**2.53%**	2.55%
Average basic cardmember spending *(dollars)* [(a)]	**$ 3,948**	$ 3,767	**$ 7,720**	$ 7,206
Average fee per card *(dollars)* [(a)]	**$ 39**	$ 39	**$ 39**	$ 39
Average fee per card adjusted *(dollars)* [(a)]	**$ 43**	$ 43	**$ 43**	$ 43

(a) Average basic cardmember spending and average fee per card are computed from proprietary card activities only. Average fee per card is computed based on net card fees, including the amortization of deferred direct acquisition costs divided by average worldwide proprietary cards-in-force. The adjusted average fee per card, which is a non-GAAP measure, is computed in the same manner, but excludes amortization of deferred direct acquisition costs. The amount of amortization excluded was $64 million and $56 million for the three months ended June 30, 2012 and 2011, respectively, and $129 million and $110 million for the six months ended June 30, 2012 and 2011, respectively. The Company presents adjusted average fee per card because the Company believes this metric presents a useful indicator of card fee pricing across a range of its proprietary card products.

American Express Company
Selected Statistical Information
(continued)

(Billions, except percentages and where indicated)	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Worldwide cardmember receivables				
Total receivables	**$ 41.5**	$ 40.1	**$ 41.5**	$ 40.1
Loss reserves *(millions)*				
Beginning balance	**$ 424**	$ 421	**$ 438**	$ 386
Provisions [a]	**134**	119	**283**	279
Other additions [b]	**29**	42	**58**	80
Net write-offs [c]	**(164)**	(128)	**(346)**	(260)
Other deductions [d]	**(31)**	(39)	**(41)**	(70)
Ending balance	**$ 392**	$ 415	**$ 392**	$ 415
% of receivables	**0.9%**	1.0%	**0.9%**	1.0%
Net write-off rate — principal — USCS [e]	**2.0%**	1.5%	**2.2%**	1.6%
Net write-off rate — principal and fees — USCS [e]	**2.2%**	1.7%	**2.3%**	1.7%
30 days past due as a % of total — USCS	**1.7%**	1.7%	**1.7%**	1.7%
Net loss ratio as a % of charge volume —ICS/GCS	**0.10%**	0.09%	**0.10%**	0.09%
90 days past billing as a % of total — ICS/GCS	**0.7%**	0.8%	**0.7%**	0.8%
Worldwide cardmember loans				
Total loans	**$ 61.0**	$ 58.7	**$ 61.0**	$ 58.7
Loss reserves *(millions)*				
Beginning balance	**$ 1,680**	$ 2,921	**$ 1,874**	$ 3,646
Provisions [a]	**253**	146	**438**	7
Other additions [b]	**24**	30	**51**	49
Net write-offs — principal [c]	**(329)**	(457)	**(678)**	(992)
Net write-offs — interest and fees [c]	**(41)**	(54)	**(85)**	(115)
Other deductions [d]	**(40)**	(26)	**(53)**	(35)
Ending balance	**$ 1,547**	$ 2,560	**$ 1,547**	$ 2,560
Ending Reserves — principal	**$ 1,492**	$ 2,488	**$ 1,492**	$ 2,488
Ending Reserves — interest and fees	**$ 55**	$ 72	**$ 55**	$ 72
% of loans	**2.5%**	4.4%	**2.5%**	4.4%
% of past due	**202%**	273%	**202%**	273%
Average loans	**$ 60.6**	$ 58.5	**$ 60.7**	$ 58.6
Net write-off rate — principal only [e]	**2.2%**	3.1%	**2.2%**	3.4%
Net write-off rate — principal, interest and fees [e]	**2.4%**	3.5%	**2.5%**	3.8%
30 days past due as a % of total	**1.3%**	1.6%	**1.3%**	1.6%
Net interest income divided by average loans [f]	**7.4%**	7.4%	**7.5%**	7.4%
Net interest yield on cardmember loans [f]	**9.0%**	9.0%	**9.1%**	9.1%

American Express Company
Selected Statistical Information
(continued)

(a) Provisions for principal (resulting from authorized transactions) and fee reserve components.

(b) Provisions for unauthorized transactions.

(c) Consists of principal (resulting from authorized transactions) interest and/or fees, less recoveries.

(d) For cardmember receivables, includes net write-offs resulting from unauthorized transactions of $(30) million and $(41) million for the three months ended June 30, 2012 and 2011, respectively; foreign currency translation adjustments of $(5) million and $2 million for the three months ended June 30, 2012 and 2011, respectively; and other adjustments of $4 million and nil for the three months ended June 30, 2012 and 2011, respectively. For cardmember loans, includes net write-offs for unauthorized transactions of $(25) million and $(28) million for the three months ended June 30, 2012 and 2011, respectively; foreign currency translation adjustments of $(11) million and $2 million for the three months ended June 30, 2012 and 2011, respectively; and other adjustments of $(4) million and nil for the three months ended June 30, 2012 and 2011, respectively. Refer to Note 4 to the Consolidated Financial Statements for the components of other deductions for the six months ended June 30, 2012 and 2011.

(e) The Company presents a net write-off rate based on principal losses only (i.e., excluding interest and/or fees) to be consistent with industry convention. In addition, because the Company's practice is to include uncollectible interest and/or fees as part of its total provision for losses, a net write-off rate including principal, interest and/or fees is also presented.

(f) Refer to the following table for calculation of net interest yield on cardmember loans, a non-GAAP measure, net interest income divided by average loans, a GAAP measure, and the Company's rationale for presenting net interest yield on cardmember loans.

Calculation of Net Interest Yield on Cardmember Loans

	Three Months Ended June 30,		Six Months Ended June 30,	
(Millions, except percentages and where indicated)	**2012**	2011	**2012**	2011
Net interest income	**$ 1,121**	$ 1,083	**$ 2,254**	$ 2,153
Exclude:				
Interest expense not attributable to the Company's cardmember loan portfolio	**341**	360	**705**	738
Interest income not attributable to the Company's cardmember loan portfolio	**(104)**	(130)	**(213)**	(252)
Adjusted net interest income [a]	**$ 1,358**	$ 1,313	**$ 2,746**	$ 2,639
Average loans *(billions)*	**$ 60.6**	$ 58.5	**$ 60.7**	$ 58.6
Exclude:				
Unamortized deferred card fees, net of direct acquisition costs of cardmember loans, and other *(billions)*	**(0.2)**	(0.3)	**(0.2)**	(0.2)
Adjusted average loans *(billions)* [a]	**$ 60.4**	$ 58.2	**$ 60.5**	$ 58.4
Net interest income divided by average loans	**7.4%**	7.4%	**7.5%**	7.4%
Net interest yield on cardmember loans [a]	**9.0%**	9.0%	**9.1%**	9.1%

(a) Net interest yield on cardmember loans, adjusted net interest income, and adjusted average loans are non-GAAP measures. Refer to "Glossary of Selected Terminology" for the definitions of these terms. The Company believes adjusted net interest income and adjusted average loans are useful to investors because they are components of net interest yield on cardmember loans, which provides a measure of profitability of the Company's cardmember loan portfolio.

The following discussions regarding Consolidated Results of Operations and Consolidated Liquidity and Capital Resources are presented on a basis consistent with U.S. generally accepted accounting principles (GAAP) unless otherwise noted.

Consolidated Results of Operations for the Three Months Ended June 30, 2012 and 2011

The Company's consolidated net income for the three months ended June 30, 2012 increased $8 million or 1 percent to $1.3 billion and diluted EPS increased by $0.05 to $1.15, as compared to the same period in the prior year.

The Company's total revenues net of interest expense and total expenses increased by approximately 5 percent and 2 percent, respectively, and total provisions for losses increased by 29 percent for the three months ended June 30, 2012, as compared to the same period in the prior year. Assuming no changes in foreign currency exchange rates, total revenues net of interest expense and total expenses increased 7 percent and 4 percent, respectively. [1]

Total Revenues Net of Interest Expense

Consolidated total revenues net of interest expense for the three months ended June 30, 2012 of $8.0 billion increased $347 million or 5 percent from 2011, reflecting increases of 7 percent in U.S. Card Services (USCS), 3 percent in Global Commercial Services (GCS) and 7 percent in Global Network and Merchant Services (GNMS), partially offset by a decline of 4 percent in International Card Services (ICS). The increase in total revenues net of interest expense primarily reflects higher discount revenue, increased other revenues and net interest income.

Discount revenue for the three months ended June 30, 2012 increased $204 million or 5 percent as compared to 2011 to $4.5 billion as a result of 7 percent growth in billed business volumes, partially offset by higher contra-revenue items, including corporate incentive payments and cash rebate rewards. The average discount rate was 2.54 percent for both the three months ended June 30, 2012 and 2011.

U.S. billed business and billed business outside the United States increased 9 percent and 3 percent, respectively, for the three months ended June 30, 2012 as compared to the same period in the prior year. The increase in billed business in the United States reflects an increase in average spending per proprietary basic card and an increase in basic cards-in-force. The increase in billed business outside the United States reflects increased basic cards-in-force.

[1] The foreign currency adjusted information, a non-GAAP measure, assumes a constant exchange rate between the periods being compared for purposes of currency translation into U.S. dollars (i.e., assumes the foreign exchange rates used to determine results for the three or six months ended June 30, 2012 apply to the period(s) against which such results are being compared). The Company believes the presentation of information on a foreign currency adjusted basis is helpful to investors by making it easier to compare the Company's performance in one period to that of another period without the variability caused by fluctuations in currency exchange rates.

The table below summarizes selected statistics for billed business and average spend during the three months ended June 30, 2012 compared to the same period in the prior year.

	2012	
	Percentage Increase (Decrease)	Percentage Increase Assuming No Changes in Foreign Exchange Rates [a]
Worldwide [b]		
Billed business	**7%**	**9%**
Proprietary billed business	**7**	**8**
GNS billed business [c]	**7**	**13**
Average spending per proprietary basic card	**5**	**6**
Basic cards-in-force	**7**	
United States [b]		
Billed business	**9**	
Average spending per proprietary basic card	**7**	
Basic cards-in-force	**3**	
Proprietary consumer card billed business [d]	**7**	
Proprietary small business billed business [d]	**12**	
Proprietary Corporate Services billed business [e]	**12**	
Outside the United States [b]		
Billed business	**3**	**10**
Average spending per proprietary basic card	**(1)**	**5**
Basic cards-in-force	**11**	
Proprietary consumer and small business billed business [f]	**—**	**6**
Proprietary Corporate Services billed business [e]	**1**	**9**

(a) Refer to footnote 1 on page 41 relating to changes in foreign exchange rates.

(b) Captions in the table above not designated as “proprietary” or “GNS” include both proprietary and GNS data.

(c) Included in the GNMS segment.

(d) Included in the USCS segment.

(e) Included in the GCS segment.

(f) Included in the ICS segment.

Assuming no changes in foreign exchange rates, total billed business outside the United States grew 14 percent in Japan, Asia Pacific and Australia (JAPA), 12 percent in Latin America and Canada (LACC) and 4 percent in Europe, the Middle East and Africa (EMEA). [2]

Total cards-in-force increased 6 percent worldwide due to a 15 percent increase in GNS, a 3 percent increase in both USCS and ICS, partially offset by a 1 percent decrease in GCS. During the three months ended June 30, 2012, total cards-in-force increased by 300,000 in the United States and 1,100,000 outside the United States compared to the first quarter of 2012.

Travel commissions and fees decreased $2 million or less than 1 percent to $521 million, primarily due to a 1 percent decline in worldwide travel sales. Business travel sales declined 4 percent while U.S. consumer travel sales increased by 12 percent.

Other commissions and fees decreased $9 million or 2 percent to $575 million for the three months ended June 30, 2012, compared to the second quarter of 2011. Assuming no changes in foreign currency exchange rates, other commissions and fees increased 4 percent for the three months ended June 30, 2012, compared to the second quarter of 2011. [2] Compared to the first quarter of 2012, the growth rate slowed, as the prior quarter benefited from the acquisition of Loyalty Partner, which closed in March 2011.

[2] Refer to footnote 1 on page 41 relating to changes in foreign exchange rates.

Other revenues increased $114 million or 21 percent to $651 million, primarily reflecting higher partner royalty revenues, a $30 million gain on the sale of investment securities and favorable effects of revised estimates in the liability for uncashed Travelers Cheques in international markets.

Interest income increased $11 million or 1 percent to $1.7 billion for the three months ended June 30, 2012 compared to the same period in the prior year. Interest on loans increased $39 million or 3 percent to $1.6 billion, driven by a 4 percent increase in average cardmember loans. Interest and dividends on investment securities decreased $32 million or 32 percent to $67 million, primarily reflecting lower dividends and decreased levels of investment securities. Interest on deposits with banks and other increased $4 million or 22 percent to $22 million, primarily due to higher average deposit balances compared to the same period in 2011.

Interest expense decreased $27 million or 5 percent to $550 million for the three months ended June 30, 2012 compared to the same period in 2011. Interest on deposits decreased $16 million or 12 percent to $115 million, as an increase in balances was more than offset by a lower cost of funds. Interest on short-term borrowings increased $5 million to $6 million for the three months ended June 30, 2012 compared to the same period in the prior year. Interest on long-term debt and other decreased $16 million or 4 percent, reflecting lower average long-term debt balances.

Provisions for Losses

Provisions for losses of $461 million for the three months ended June 30, 2012 increased $104 million or 29 percent compared to the same period in 2011. Charge card provisions for losses increased $2 million or 1 percent, as higher write-offs were partially offset by a larger reserve release in the second quarter of 2012 as compared to the same period in 2011. Cardmember loan provision for losses increased $101 million or 57 percent to $277 million, primarily reflecting a lower reserve release in the second quarter of 2012 compared to the second quarter of 2011, partially offset by lower write-offs due to improving credit performance. Other provisions for losses increased $1 million or 5 percent to $21 million for the three months ended June 30, 2012.

Expenses

Consolidated expenses for the three months ended June 30, 2012 were $5.6 billion, an increase of $129 million or 2 percent from $5.5 billion in 2011. The increase principally reflects the benefit of Visa and MasterCard settlement payments received in 2011 that no longer continued in 2012, partially offset by a decrease in expenses in USCS, ICS and GCS. The total expense increase also reflects higher other expense, partially offset by lower rewards expense, salaries and employee benefits expense and professional services expense.

Marketing and promotion expense decreased $22 million or 3 percent to $773 million for the three months ended June 30, 2012 from $795 million in 2011 as decreases in loyalty and brand spending were partially offset by a slight increase in card acquisition spending.

Cardmember rewards expense decreased $151 million or 9 percent to $1.5 billion for the three months ended June 30, 2012 from $1.6 billion in 2011, reflecting higher Membership Rewards-related and co-brand spending volumes in 2012, which was offset by a greater increase in rewards expense in 2011 resulting from changes in the Membership Rewards ultimate redemption rate (URR) and weighted average cost per point (WAC) assumptions. For the three months ended June 30, 2012, cardmember rewards expense decreased approximately $3 million resulting from a decrease in the WAC assumption, net of an increase in the URR assumption while for the three months ended June 30, 2011, cardmember rewards expense included approximately $207 million for increases in both the URR and WAC assumptions. In both 2012 and 2011, higher redemption rates led to an increase in the URR assumption, while a shift in the redemption mix drove the changes in WAC assumption in those periods. The Company’s Membership Rewards URR for current participants was 93 percent (rounded up) for both June 30, 2012 and March 31, 2012.

Cardmember services expense increased $7 million or 4 percent to $180 million, reflecting increased costs associated with enhanced benefits to U.S. cardmembers.

Salaries and employee benefits expense decreased $59 million or 4 percent to $1.5 billion for the three months ended June 30, 2012 from $1.6 billion in 2011, reflecting lower reengineering costs of $15 million in the second quarter of 2012 compared to $48 million in the second quarter of 2011, as well as favorable impacts from foreign exchange in the current quarter.

Professional services expense decreased $34 million or 5 percent to $711 million for the three months ended June 30, 2012 from $745 million in 2011, reflecting a charge in the prior year related to previously capitalized software costs developed by third-party vendors.

Other expenses for the three months ended June 30, 2012 increased $330 million compared to the same period in 2011, primarily reflecting the benefit from the Visa and MasterCard settlement payments received in the second quarter of 2011 that no longer continued in 2012. In addition, the increase included accruals for refunds to customers related to ongoing internal and regulatory reviews of the Company's U.S. banking subsidiaries, as well as investment impairments.

Income Taxes

The effective tax rate was 28.7 percent for the three months ended June 30, 2012 compared to 26.6 percent for the same period in 2011. The current quarter's tax rate reflects the realization of certain foreign tax credits, while the tax rate in the second quarter of 2011 reflects the impact of the favorable resolution of certain prior years' tax items. In addition, the tax rates in both periods reflect the level of pretax income in relation to recurring permanent tax benefits.

Consolidated Results of Operations for the Six Months Ended June 30, 2012 and 2011

The Company's consolidated net income for the six months ended June 30, 2012 increased $87 million or 3 percent to $2.6 billion, and diluted EPS, including discontinued operations, increased by $0.15 or 7 percent to $2.22.

The Company's total revenues net of interest expense and total expenses increased by approximately 6 percent and 3 percent, respectively, while total provisions for losses increased by 92 percent for the six months ended June 30, 2012 as compared to the same period in the prior year. Assuming no changes in foreign currency exchange rates, total revenues net of interest expense and total expenses increased approximately 8 percent and 4 percent, respectively. [3]

Total Revenues Net of Interest Expense

Consolidated total revenues net of interest expense for the six months ended June 30, 2012 of $15.6 billion increased $930 million or 6 percent from 2011, reflecting increases of 8 percent in USCS, 1 percent in ICS, 3 percent in GCS and 8 percent in GNMS. The increase in total revenues net of interest expense primarily reflects higher discount revenues, increased other commissions and fees, higher other revenues and higher interest on loans, partially offset by lower travel commissions and interest and dividends on investment securities.

Discount revenue for the six months ended June 30, 2012 increased $559 million or 7 percent as compared to 2011 to $8.7 billion as a result of a 9 percent increase in worldwide billed business. The average discount rate was 2.53 percent and 2.55 percent for the six months ended June 30, 2012 and 2011, respectively.

[3] Refer to footnote 1 on page 41 relating to changes in foreign exchange rates.

U.S. billed business and billed business outside the United States were up 11 percent and 7 percent, respectively, for the six months ended June 30, 2012, reflecting an increase in average spending per proprietary basic card and an increase in basic cards-in-force.

The table below summarizes selected statistics for billed business and average spend during the six months ended June 30, 2012 compared to the same period in the prior year:

	2012	
	Percentage Increase (Decrease)	Percentage Increase Assuming No Changes in Foreign Exchange Rates [a]
Worldwide [b]		
Billed business	**9%**	**11%**
Proprietary billed business	**9**	**10**
GNS billed business [c]	**12**	**15**
Average spending per proprietary basic card	**7**	**8**
Basic cards-in-force	**7**	
United States [b]		
Billed business	**11**	
Average spending per proprietary basic card	**9**	
Basic cards-in-force	**3**	
Proprietary consumer card billed business [d]	**9**	
Proprietary small business billed business [d]	**14**	
Proprietary Corporate Services billed business [e]	**13**	
Outside the United States [b]		
Billed business	**7**	**11**
Average spending per proprietary basic card	**3**	**7**
Basic cards-in-force	**11**	
Proprietary consumer and small business billed business [f]	**4**	**7**
Proprietary Corporate Services billed business [e]	**5**	**10**

(a) Refer to footnote 1 on page 41 relating to changes in foreign exchange rates.

(b) Captions in the table above not designated as “proprietary” or “GNS” include both proprietary and GNS data.

(c) Included in the GNMS segment.

(d) Included in the USCS segment.

(e) Included in the GCS segment.

(f) Included in the ICS segment.

Assuming no changes in foreign exchange rates, total billed business outside the United States grew 16 percent in JAPA, 13 percent in LACC and 6 percent in EMEA. [4]

Total cards-in-force increased 6 percent worldwide due to a 15 percent increase in GNS and a 3 percent increase in both USCS and ICS, partially offset by a 1 percent decrease in GCS. During the six months ended June 30, 2012, total cards-in-force increased by 1,400,000 in the United States and increased by 4,700,000 outside the United States compared to the same period in 2011.

Travel commissions and fees decreased $5 million or 1 percent to $972 million, primarily reflecting lower transaction-related revenue, partially offset by higher premium and other customer revenues.

Other commissions and fees increased $45 million or 4 percent to $1.2 billion, driven primarily by revenues related to Loyalty Partner operations. Assuming no changes in foreign exchange rates, other commissions and fees increased 7 percent for the six months ended June 30, 2012, compared to the same period in 2011. [4]

[4] Refer to footnote 1 on page 41 relating to changes in foreign exchange rates.

Other revenues increased $219 million or 22 percent to $1.2 billion, primarily reflecting favorable effects of revised estimates in the liability for uncashed Travelers Cheques in the international markets, gains on the sale of investment securities and higher partner royalty revenues.

Interest income increased $55 million or 2 percent to $3.4 billion for the six months ended June 30, 2012 compared to the same period in the prior year. Interest on loans increased $95 million or 3 percent to $3.2 billion, primarily reflecting higher average cardmember loans, partially offset by a lower net yield. Interest and dividends on investment securities decreased $54 million or 29 percent to $133 million, primarily reflecting decreased levels of investment securities. Interest on deposits with banks and other increased $14 million or 37 percent to $52 million, primarily due to higher average deposit balances.

Interest expense decreased $46 million or 4 percent to $1.1 billion for the six months ended June 30, 2012 compared to the same period in 2011. Interest on deposits decreased $24 million or 9 percent to $244 million, as a result of lower cost of funds, partially offset by an increase in average customer deposit balances. Interest on long-term debt and other decreased $32 million or 4 percent to $869 million, reflecting a lower average long-term debt balance. Interest on short-term borrowings increased $10 million, reflecting higher borrowings across several markets.

Provisions for Losses

Provisions for losses of $873 million for the six months ended June 30, 2012 increased $419 million or 92 percent compared to the same period in 2011. Charge card provisions for losses decreased $18 million or 5 percent, primarily driven by a release of reserves in 2012, partially offset by the effects of higher average charge card receivables. Cardmember loan provision for losses increased $433 million to $489 million, primarily driven by lower reserve releases.

Expenses

Consolidated expenses for the six months ended June 30, 2012 were $11.1 billion, up $356 million or 3 percent from $10.7 billion in 2011. The increase reflects higher cardmember services expenses, higher occupancy and equipment expenses, higher salaries and employee benefits expenses and higher other expenses, partially offset by lower cardmember rewards expenses and lower marketing and promotion expenses.

Marketing and promotion expense decreased $100 million or 7 percent to $1.4 billion for the six months ended June 30, 2012, primarily reflecting lower loyalty and brand spending.

Cardmember rewards expense decreased $261 million or 8 percent to $2.9 billion in 2012 from $3.2 billion in 2011, reflecting higher Membership Rewards-related and co-brand spending volumes in 2012, which was offset by a greater increase in rewards expense in 2011 resulting from changes in the Membership Rewards URR and WAC assumptions. For the six months ended June 30, 2012, cardmember rewards expense included approximately $69 million as a result of an increase in the URR assumption, net of a decrease in the WAC assumption while for the six months ended June 30, 2011, cardmember rewards expense included approximately $400 million as a result of increases in both the URR and WAC assumptions. In both 2012 and 2011, higher redemption rates led to an increase in the URR assumption, while a shift in the redemption mix drove the changes in WAC assumption in those periods. For the six months ended June 30, 2011, cardmember rewards expense also included $188 million for a change in the U.S. Membership Rewards program URR assumption process increasing the Membership Rewards liability. Cardmembers' increased engagement with the Company's Membership Rewards program resulted in a URR for current participants of 93 percent (rounded up) as of June 30, 2012, as compared to 92 percent (rounded down) as of December 31, 2011.

Cardmember services expense increased $64 million or 19 percent to $401 million for the six months ended June 30, 2012 from $337 million in 2011, driven by an increase in the costs associated with enhanced benefits to U.S. cardmembers.

Salaries and employee benefits expense increased $54 million or 2 percent to $3.2 billion for the six months ended June 30, 2012 from $3.1 billion in 2011, reflecting higher merit increases for existing employees, higher incentive-related compensation and higher benefits-related costs, partially offset by lower reengineering costs.

Professional services expense for the six months ended June 30, 2012 was flat compared to 2011, reflecting lower collection expenses and legal expenses, offset by higher technology-related expenses and greater third-party agent commissions in 2012, in addition to a charge in the prior year related to previously capitalized software costs developed by third-party vendors.

Other expenses for the six months ended June 30, 2012 increased $502 million to $672 million, primarily reflecting the benefits of the Visa and MasterCard litigation settlement payments received in 2011 that no longer continued in 2012. In addition, the increase included accruals for refunds to customers related to ongoing internal and regulatory reviews of the Company's U.S. banking subsidiaries, as well as investment impairments.

Income Taxes

The effective tax rate from continuing operations was 28.9 percent for the six months ended June 30, 2012 compared to 29.3 percent for the same period in 2011. The tax rate for the six months ended June 30, 2012 reflects the realization of certain foreign tax credits, while the tax rate for the six months ended June 30, 2011 reflects the impact of the favorable resolution of certain prior years' tax items. In addition, the tax rates in both periods reflect the level of pretax income in relation to discrete tax benefits.

Consolidated Capital Resources and Liquidity

The Company's balance sheet management objectives are to maintain:

- A solid and flexible equity capital profile;
- A broad, deep and diverse set of funding sources to finance its assets and meet operating requirements; and
- Liquidity programs that enable the Company to continuously meet expected future financing obligations and business requirements for at least a 12-month period, even in the event it is unable to continue to raise new funds under its traditional funding programs.

Capital Strategy

The Company's objective is to retain sufficient levels of capital generated through earnings and other sources to maintain a solid equity capital base and to provide flexibility to support future business growth. The Company believes capital allocated to growing businesses with a return on risk-adjusted equity in excess of its costs will generate shareholder value.

The level and composition of the Company's consolidated capital position are determined through the Company's internal capital adequacy assessment process, which reflects its business activities, as well as marketplace conditions and credit rating agency requirements. The Company's consolidated capital position is also influenced by subsidiary capital requirements. The Company, as a bank holding company, is also subject to regulatory requirements administered by the U.S. federal banking agencies. The Federal Reserve has established specific capital adequacy guidelines that involve quantitative measures of assets, liabilities and certain off-balance sheet items.

The Company currently calculates and reports its capital ratios under the standards commonly referred to as Basel I. In June 2004, the Basel Committee on Banking Supervision (commonly referred to as Basel) published new international guidelines for determining regulatory capital (Basel II). In December 2007, the U.S. bank regulatory agencies jointly adopted a final rule based on Basel II. The Company has adopted Basel II in certain non-U.S. jurisdictions and is currently taking steps toward Basel II

implementation in the United States.

The Dodd-Frank Wall Street Reform and Consumer Protection Act and a series of international capital and liquidity standards known as Basel III published by Basel on December 16, 2010 will in the future change the current quantitative measures. In general, these changes will involve, for the U.S. banking industry as a whole, a reduction in the types of instruments deemed to be capital along with an increase in the amount of capital that assets, liabilities and certain off-balance sheet items require. These changes will generally serve to reduce reported capital ratios compared to current capital guidelines. On June 7, 2012, the Board of Governors of the Federal Reserve System, the Office of the Comptroller of the Currency, and the Federal Deposit Insurance Corporation issued three joint notices of proposed rulemaking, collectively referred to as Basel III, which presents details of the proposed new U.S. regulatory capital standards. The proposed U.S. rules are generally in line with the aforementioned capital standards published by Basel in 2010.

The following table presents the regulatory risk-based capital ratios and leverage ratio for the Company and its significant bank subsidiaries, as well as additional ratios widely utilized in the marketplace, as of June 30, 2012. As noted below, certain of these ratios are based on shareholders' equity of $19.3 billion as of June 30, 2012. The Company's capital ratios as of the quarter ended June 30, 2012 are lower than first quarter 2012, driven by higher amounts of share repurchases during the quarter, partially offset by capital generated from strong earnings.

	Well-Capitalized Ratio [a]	Ratios as of June 30, 2012
Risk-Based Capital		
Tier 1	6%	
American Express Company		**12.8%**
American Express Centurion Bank		**19.8%**
American Express Bank, FSB		**17.4%**
Total	10%	
American Express Company		**14.8%**
American Express Centurion Bank		**21.0%**
American Express Bank, FSB		**19.7%**
Tier 1 Leverage	5%	
American Express Company		**10.7%**
American Express Centurion Bank		**18.8%**
American Express Bank, FSB		**18.8%**
Common Equity to Risk-Weighted Assets		
American Express Company		**16.2%**
Tier 1 Common Risk-Based [b]		
American Express Company		**12.8%**
Tangible Common Equity to Risk-Weighted Assets [b]		
American Express Company		**12.6%**

(a) As defined by the Company's primary regulator.

(b) Refer to page 49 for a reconciliation of Tier 1 common equity and tangible common equity, both non-GAAP measures.

The following provides definitions for the Company's regulatory risk-based capital ratios and leverage ratio, which are calculated as per standard regulatory guidance, if applicable:

Risk-Weighted Assets — Assets are weighted for risk according to a formula used by the Federal Reserve to conform to capital adequacy guidelines. On- and off-balance sheet items are weighted for risk, with off-balance sheet items converted to balance sheet equivalents, using risk conversion factors, before being allocated a risk-adjusted weight. The off-balance sheet items comprise a minimal part of the overall calculation. Risk-weighted assets as of June 30, 2012 were $119.1 billion.

Tier 1 Risk-Based Capital Ratio — The Tier 1 capital ratio is calculated as Tier 1 capital divided by risk-weighted assets. Tier 1 capital is the sum of common shareholders' equity, certain perpetual preferred stock (not applicable to the Company), and noncontrolling interests in consolidated subsidiaries, adjusted for ineligible goodwill and intangible assets, as well as certain other comprehensive income items as follows: net unrealized gains/losses on securities and derivatives, and net unrealized pension and other postretirement benefit losses, all net of tax. Tier 1 capital as of June 30, 2012 was $15.3 billion. This ratio is commonly used by regulatory agencies to assess a financial institution's financial strength and is the primary form of capital used to absorb losses beyond current loss accrual estimates.

Total Risk-Based Capital Ratio — The total risk-based capital ratio is calculated as the sum of Tier 1 capital and Tier 2 capital, divided by risk-weighted assets. Tier 2 capital is the sum of the allowance for receivable and loan losses (limited to 1.25 percent of risk-weighted assets) and 45 percent of the unrealized gains on equity securities, plus a $750 million subordinated hybrid security, for which the Company received approval from the Federal Reserve for treatment as Tier 2 capital. Tier 2 capital as of June 30, 2012 was $2.3 billion.

Tier 1 Leverage Ratio — The Tier 1 leverage ratio is calculated by dividing Tier 1 capital by the Company's average total consolidated assets for the most recent quarter. Average total consolidated assets as of June 30, 2012 were $142.1 billion.

The following provides definitions for capital ratios widely used in the marketplace, although they may be calculated differently by different companies:

Tier 1 Common Risk-Based Capital Ratio — The Tier 1 common risk-based capital ratio is calculated as Tier 1 common equity, a non-GAAP measure, divided by risk-weighted assets. Tier 1 common equity is calculated by reference to total shareholders' equity as shown below:

(Billions)		**June 30, 2012**
Total shareholders' equity	**$**	**19.3**
Net effect of certain items in accumulated other comprehensive loss excluded from Tier 1 common equity		**0.1**
Less: Ineligible goodwill and intangible assets		**(3.9)**
Less: Ineligible deferred tax assets		**(0.2)**
Total Tier 1 common equity	**$**	**15.3**

The Company believes the Tier 1 common risk-based capital ratio may be useful because it can be used to assess and compare the quality and composition of the Company's capital with the capital of other financial services companies. Moreover, the proposed U.S. banking capital standards known as Basel III include measures that rely on the Tier 1 common risk-based capital ratio.

Common Equity and Tangible Common Equity to Risk-Weighted Assets Ratios — Common equity equals the Company's shareholders' equity of $19.3 billion as of June 30, 2012, and tangible common equity, a non-GAAP measure, equals common equity less goodwill and other intangibles of $4.2 billion as of June 30, 2012. The Company believes presenting the ratio of tangible common equity to risk-weighted assets is a useful measure of evaluating the strength of the Company's capital position.

The Company seeks to maintain capital levels and ratios in excess of the minimum regulatory requirements. Failure to maintain minimum capital levels could affect the Company's status as a financial holding company and cause the respective regulatory agencies to take actions that could limit the Company's business operations.

The Company's primary source of equity capital has been the generation of net income. Historically, capital generated through net income and other sources, such as the exercise of stock options by employees, has

exceeded the annual growth in its capital requirements. To the extent capital has exceeded business, regulatory and rating agency requirements, the Company has historically returned excess capital to shareholders through its regular common share dividend and share repurchase program.

The Company maintains certain flexibility to shift capital across its businesses as appropriate. For example, the Company may infuse additional capital into subsidiaries to maintain capital at targeted levels in consideration of debt ratings and regulatory requirements. These infused amounts can affect the capital profile and liquidity levels at the American Express parent company (Parent Company) level.

Basel III

Basel III, when implemented by the U.S. banking agencies and fully phased-in, will require bank holding companies and their bank subsidiaries to maintain substantially more capital than prior requirements, with a greater emphasis on common equity. While final implementation of the rules related to capital ratios will be determined by the Federal Reserve, the Company estimates that had the new rules (as currently proposed) been in place during the second quarter of 2012, the reported Tier 1 risk-based capital and Tier 1 common risk-based ratios would have been 12.5 percent and the reported Tier 1 leverage ratio would have been 10.7 percent. These ratios are calculated using the standardized approach as described in the proposed rules and are based on the Company's reported Basel I ratios, without taking into account the potential impact of Basel II implementation. As noted above, the Company is currently taking steps toward Basel II implementation in the United States. The Company's previous estimate of expected Tier 1 leverage ratio impact has been clarified under the proposed rules and is now captured under a new supplementary leverage ratio. For the second quarter of 2012, this supplementary leverage ratio would have been approximately 9.0 percent. [5]

The estimated impact of the Basel III rules will change over time based upon changes in the size and composition of the Company's balance sheet as well as based on the U.S. implementation of the Basel III rules; and the estimated impact for the second quarter of 2012 is not necessarily indicative of the impact in future periods.

The following provides definitions for capital ratios as defined by the proposed U.S. Basel III guidelines using the standardized approach. All calculations are non-GAAP measures.

Basel III Tier 1 Common Risk-Based Capital Ratio — The Basel III Tier 1 common risk-based capital ratio is calculated as adjusted Tier 1 common equity divided by adjusted risk-weighted assets.

Basel III Tier 1 Risk-Based Capital Ratio — The Basel III Tier 1 risk-based capital ratio is calculated as adjusted Tier 1 capital divided by adjusted risk-weighted assets.

The following table presents a comparison of the Company's Tier 1 and Tier 1 common risk-based capital under Basel I rules to its estimated Tier 1 and Tier 1 common risk-based capital under Basel III rules.

	June 30,
(Billions)	**2012**
Risk-Based Capital under Basel I	**$ 15.3**
Adjustments related to:	
AOCI for available for sale securities	**0.3**
Pension and other post-retirement benefit costs	**(0.5)**
Other	**0.1**
Estimated Risk-Based Capital under Basel III [(a)]	**$ 15.2**

(a) Estimated Basel III Tier 1 capital and Tier 1 common equity reflects the Company's current interpretation of the Basel III rules. The estimated Basel III Tier 1 capital and Tier 1 common equity could change in the future as the U.S. regulatory agencies implement Basel III or if the Company's business changes.

[5] The proposed capital ratios are non-GAAP measures. The Company believes the presentation of the proposed capital ratios is helpful to investors by showing the impact of Basel III, assuming the proposed new rules as currently proposed are implemented by the Federal Reserve.

Basel III Risk-Weighted Assets — The Basel III risk-weighted assets reflect the Company's current interpretation of the Basel III rules on the Company's Basel I risk-weighted assets. Risk-weighted assets include adjustments relating to the impact of the incremental risk weighting applied to deferred tax assets and significant investments in unconsolidated financial institutions, as well as exposures to past due accounts, equities and sovereigns. Basel III risk-weighted assets as of June 30, 2012 were estimated to be $121.0 billion.

Basel III Tier 1 Leverage Ratio — The Basel III Tier 1 leverage ratio is calculated by dividing Basel III Tier 1 capital by the Company's average total consolidated assets.

Basel III Supplementary Leverage Ratio — The Basel III supplementary leverage ratio is calculated by dividing Basel III Tier 1 capital by the Company's estimated total assets for leverage capital purposes under Basel III. Estimated total assets for leverage capital purposes includes adjustments for Tier 1 capital deductions, off-balance sheet derivatives, undrawn unconditionally cancellable commitments and other off-balance sheet liabilities. Total assets for leverage capital purposes as of June 30, 2012 based on the Company's current interpretation of the Basel III rules were estimated to be $168.1 billion.

Share Repurchases and Dividends

The Company has a share repurchase program to return excess capital to shareholders. The share repurchases reduce shares outstanding and offset, in whole or part, the issuance of new shares as part of employee compensation plans.

During the three months and six months ended June 30, 2012, the Company returned $2.0 billion and $2.5 billion to its shareholders in the form of dividends ($228 million and $462 million, respectively) and share repurchases ($1.8 billion and $2.0 billion, respectively), which represents over 100 percent and approximately 83 percent of total capital generated during the three and six month periods, respectively.

During the second quarter of 2012, the Company continued share repurchase activities and repurchased 30 million common shares at an average price of $58.27. The Company repurchased 34 million shares at an average price of $58.18 during the six months ended June 30, 2012. The Company is executing its share repurchase program, subject to market conditions, pursuant to its capital plan to repurchase up to $4.0 billion of common shares in 2012.

Since the inception of the program in December 1994, the Company has distributed 64 percent of capital generated through share repurchases and dividends on a cumulative basis.

Funding Strategy

The Company's principal funding objective is to maintain broad and well-diversified funding sources to allow it to meet its maturing obligations, cost-effectively finance current and future asset growth in its global businesses as well as to maintain a strong liquidity profile. The diversity of funding sources by type of debt instrument, by maturity and by investor base, among other factors, provides additional insulation from the impact of disruptions in any one type of debt, maturity or investor. The mix of the Company's funding in any period will seek to achieve cost efficiency consistent with both maintaining diversified sources and achieving its liquidity objectives. The Company's funding strategy and activities are integrated into its asset-liability management activities. The Company has in place a Funding Policy covering American Express Company and all of its subsidiaries.

The Company's proprietary card businesses are the primary asset-generating businesses, with significant assets in both domestic and international cardmember receivable and lending activities. The Company's financing needs are in large part a consequence of its proprietary card-issuing businesses and the maintenance of a liquidity position to support all of its business activities, such as merchant payments. The Company generally pays merchants for card transactions prior to reimbursement by cardmembers and therefore funds the merchant payments during the period cardmember loans and receivables are

outstanding. The Company also has additional financing needs associated with general corporate purposes, including acquisition activities.

The Company seeks to raise funds to meet all of its financing needs, including seasonal and other working capital needs, while also seeking to maintain sufficient cash and readily marketable securities that are easily convertible to cash, in order to meet the scheduled maturities of all long-term funding obligations on a consolidated basis for a 12-month period. Management does not expect to make any major funding or liquidity strategy changes in order to meet Basel III's Liquidity Coverage Ratio standard.

During the second quarter of 2012, the Company issued $1.25 billion of senior unsecured debt with a maturity of three years and a coupon of 1.75 percent, $750 million of senior unsecured debt with a maturity of three years and a floating rate of three-month LIBOR plus 110 basis points and $500 million of Class A asset-backed securities from the Lending Trust with a maturity of five years and a rate of one-month LIBOR plus 27 basis points.

The Company's equity capital and funding strategies are designed, among other things, to maintain appropriate and stable unsecured debt ratings from the major credit rating agencies: Moody's Investor Services (Moody's), Standard & Poor's (S&P), Fitch Ratings (Fitch) and Dominion Bond Rating Services (DBRS). Such ratings help support the Company's access to cost-effective unsecured funding as part of its overall funding strategy. The Company's asset-backed securitization (ABS) activities are rated separately.

Unsecured Debt Ratings

Credit Agency	Entity Rated	Short-Term Ratings	Long-Term Ratings	Outlook
DBRS	All rated entities	R-1 (middle)	A (high)	Stable
Fitch	All rated entities	F1	A+	Stable
Moody's	TRS [(a)] and rated operating subsidiaries	Prime-1	A2	Stable
Moody's	American Express Company	Prime-2	A3	Stable
S&P	TRS and rated operating subsidiaries	A-2	A- [(b)]	Stable
S&P	American Express Company	A-2	BBB+	Stable

(a) American Express Travel Related Services Company, Inc.

(b) In June 2012, S&P revised its long-term rating for TRS and its rated operating subsidiaries from BBB+ to A-.

Downgrades in the ratings of the Company's unsecured debt or asset securitization program securities could result in higher funding costs, as well as higher fees related to borrowings under its unused lines of credit. Declines in credit ratings could also reduce the Company's borrowing capacity in the unsecured debt and asset securitization capital markets. The Company believes the change in its funding mix, which now includes an increasing proportion of U.S. retail deposits insured by the Federal Deposit Insurance Corporation (FDIC), should reduce the impact that credit rating downgrades would have on the Company's funding capacity and costs. Downgrades to certain of the Company's unsecured debt ratings in the last several years have not materially impacted the Company's borrowing costs or resulted in a reduction in its borrowing capacity. The long-term rating for TRS and its rated operating subsidiaries reflects a one notch upgrade to A- by S&P in June 2012.

Deposit Programs

The Company offers deposits within its American Express Centurion Bank and American Express Bank, FSB subsidiaries (together, the Banks). These funds are currently insured up to $250,000 per account through the FDIC. The Company's ability to obtain deposit funding and offer competitive interest rates is dependent on the Banks' capital levels. The Company, through the FSB, has a direct retail deposit program, Personal Savings from American Express, to supplement its distribution of deposit products sourced through third-party distribution channels. The direct retail program makes FDIC-insured certificates of deposit (CDs) and high-yield savings account products available directly to consumers.

The Company held the following deposits as of:

(Billions)	**June 30, 2012**	December 31, 2011
U.S. retail deposits:		
Savings accounts — Direct	**$ 15.6**	$ 14.6
Certificates of deposit: [(a)]		
Direct	**0.8**	0.9
Third-party	**9.1**	10.8
Sweep accounts — Third-party	**10.3**	11.0
Other deposits	**0.2**	0.6
Total customer deposits	**$ 36.0**	$ 37.9

(a) The weighted average remaining maturity and weighted average rate at issuance on the total portfolio of U.S. retail CDs, issued through direct and third-party programs, were 19.8 months and 2.2 percent, respectively, as of June 30, 2012.

Asset Securitization Programs

The Company periodically securitizes cardmember receivables and loans arising from its card business, as the securitization market provides the Company with cost-effective funding. Securitization of cardmember receivables and loans is accomplished through the transfer of those assets to a trust, which in turn issues to third-party investors certificates or notes (securities) collateralized by the transferred assets. The proceeds from issuance are distributed to the Company, through its wholly owned subsidiaries, as consideration for the transferred assets.

The receivables and loans being securitized are reported as assets on the Company's Consolidated Balance Sheets and the related securities issued to third-party investors are reported as long-term debt.

Under the respective terms of the securitization trust agreements, the occurrence of certain triggering events related to trust asset performance could result in establishment of reserve funds or, in a worst-case scenario, early amortization of investor certificates. During the six months ended June 30, 2012, no triggering events occurred that would have resulted in funding of reserve accounts or early amortization.

The ability of issuers of asset-backed securities to obtain necessary credit ratings for their issuances has historically been based, in part, on qualification under the FDIC's safe harbor rule for assets transferred in securitizations. In 2009 and 2010, the FDIC issued a series of changes to its safe harbor rule, including a final rule for securitization safe harbor, issued in 2010, requiring issuers to comply with a new set of requirements in order to qualify for the safe harbor. Issuances out of the American Express Credit Account Master Trust (the Lending Trust) are grandfathered under the new FDIC final rule. The trust for the Company's cardmember charge card receivable securitization (the American Express Issuance Trust, the Charge Trust) does not satisfy the criteria required to be covered by the FDIC's new safe harbor rule, nor did it meet the requirements to be covered by the safe harbor rule existing prior to 2009. It was structured and continues to be structured so that the financial assets transferred to the Charge Trust would not be deemed to be property of the originating banks in the event the FDIC is appointed as a receiver or conservator of the originating banks. The Company has received confirmation from Moody's, S&P and Fitch, which rate issuances from the Charge Trust, that they will continue to rate issuances from such trust in the same manner as they have historically, even though the Charge Trust does not satisfy the

requirements to be covered by the FDIC's safe harbor rule. Nevertheless, one or more of the rating agencies may ultimately conclude that, in the absence of compliance with the safe harbor rule, the highest rating a Charge Trust security could receive would be based on the originating bank's unsecured debt rating. If one or more rating agencies come to this conclusion, it could adversely impact the Company's capacity and cost of using its Charge Trust as a source of funding for its business.

Liquidity Management

The Company's liquidity objective is to maintain access to a diverse set of cash, readily marketable securities and contingent sources of liquidity, so that the Company can continuously meet expected future financing obligations and business requirements for at least a 12-month period, even in the event it is unable to raise new funds under its regular funding programs. The Company has in place a Liquidity Risk Policy that sets out the Company's approach to managing liquidity risk on an enterprise-wide basis.

The Company incurs and accepts liquidity risk arising in the normal course of offering its products and services. The liquidity risks that the Company is exposed to can arise from a variety of sources, and thus its liquidity management strategy includes a variety of parameters, assessments and guidelines, including, but not limited to:

- Maintaining a diversified set of funding sources (refer to Funding Strategy section for more details);
- Maintaining unencumbered liquid assets and off-balance sheet liquidity sources; and
- Projecting cash inflows and outflows from a variety of sources and under a variety of scenarios, including contingent liquidity exposures such as unused cardmember lines of credit and collateral requirements for derivative transactions.

The Company's current liquidity target is to have adequate liquidity in the form of excess cash and readily marketable securities that are easily convertible into cash to satisfy all maturing long-term funding obligations for a 12-month period. In addition to its cash and readily marketable securities, the Company maintains a variety of contingent liquidity resources, such as access to undrawn amounts under its secured financing facility and the Federal Reserve discount window as well as committed bank credit facilities.

As of June 30, 2012, the Company's excess cash and readily marketable securities available to fund long-term maturities were as follows:

(Billions)	Total
Cash	**$ 16.4**[(a)]
Readily marketable securities	**0.4**[(b)]
Total Liquidity Portfolio	**16.8**
Less: Commercial paper outstanding	**0.5**
Cash and readily marketable securities available to fund maturities	**$ 16.3**

(a) Includes $22.1 billion classified as cash and cash equivalents, less $6.8 billion of cash available to fund day-to-day operations. Cash as shown in the table above also includes $1.1 billion classified as other assets on the Company's Consolidated Balance Sheets, which is held against upcoming asset-backed securitization maturities. The $16.4 billion represents cash residing in the United States.

(b) Consists of certain available-for-sale investment securities (government-guaranteed debt) that are considered highly liquid.

The upcoming approximate maturities of the Company's long-term unsecured debt, debt issued in connection with asset-backed securitizations and long-term certificates of deposit are as follows:

(Billions)	Debt Maturities			
Quarter Ending:	Unsecured Debt	Asset-Backed Securitizations	Certificates of Deposit	Total
September 30, 2012	$ 0.5	$ 3.2	$ 0.4	$ 4.1
December 31, 2012	1.6	1.1	0.9	3.6
March 31, 2013	—	—	0.8	0.8
June 30, 2013	4.5	0.9	0.9	6.3
Total	$ 6.6	$ 5.2	$ 3.0	$ 14.8

The Company's financing needs for the next 12 months are expected to arise from these debt and deposit maturities as well as changes in business needs, including changes in outstanding cardmember loans and receivables and acquisition activities.

The Company considers various factors in determining the amount of liquidity it maintains, such as economic and financial market conditions, seasonality in business operations, growth in its businesses, potential acquisitions or dispositions, the cost and availability of alternative liquidity sources, and regulatory and credit rating agency considerations.

The yield the Company receives on its cash and readily marketable securities is, generally, less than the interest expense on the sources of funding for these balances. Thus, the Company incurs substantial net interest costs on these amounts. The level of net interest costs will be dependent on the size of the Company's cash and readily marketable securities holdings, as well as the difference between its cost of funding these amounts and their investment yields. Refer also to "Business Segment Results – Corporate & Other."

Securitized Borrowing Capacity
The Company maintained a $3.0 billion committed, revolving, secured financing facility sponsored by, and with liquidity backup provided by, a syndicate of banks as of June 30, 2012 (the secured financing facility). The secured financing facility is used in the ordinary course of business to fund seasonal working capital needs, as well as to further enhance the Company's contingent funding resources.

Federal Reserve Discount Window
As insured depository institutions, the Banks may borrow from the Federal Reserve Bank of San Francisco, subject to the amount of qualifying collateral that they may pledge. The Federal Reserve has indicated that both credit and charge card receivables are a form of qualifying collateral for secured borrowing made through the discount window. Whether specific assets will be considered qualifying collateral and the amount that may be borrowed against the collateral, remain at the discretion of the Federal Reserve.

The Company had approximately $39.5 billion as of June 30, 2012 in U.S. credit card loans and charge card receivables that could be sold over time through its existing securitization trusts, or pledged in return for secured borrowings to provide further liquidity, subject in each case to applicable market conditions and eligibility criteria.

Committed Bank Credit Facilities
In addition to the secured financing facility described above, the Company maintained committed syndicated bank credit facilities as of June 30, 2012, as follows:

(Billions)	Credco
Committed	**$ 7.5**
Outstanding	**$ 4.5**

The Company's committed bank credit facilities expire as follows:

(Billions)	
2014	$ 2.0
2015	3.0
2016	2.5
Total	$ 7.5

Certain Other Off-Balance Sheet Arrangements
As of June 30, 2012, the Company had approximately $247 billion of unused credit available to cardmembers as part of established lending product agreements. Total unused credit available to cardmembers does not represent potential future cash requirements, as a significant portion of this unused credit will likely not be drawn. The Company's charge card products generally have no pre-set limit and, therefore, are not reflected in unused credit available to cardmembers.

Cash Flows

Cash Flows from Operating Activities
Cash flows from operating activities primarily include net income adjusted for (i) non-cash items included in net income, including provisions for losses, depreciation and amortization, deferred taxes, and stock-based compensation and (ii) changes in the balances of operating assets and liabilities, which can vary significantly in the normal course of business due to the amount and timing of various payments.

For the six months ended June 30, 2012, net cash provided by operating activities of $6.7 billion increased $2.7 billion compared to $4.0 billion for the six months ended June 30, 2011, primarily due to higher provisions for losses and changes in other receivables, other assets, and accounts payable and other liabilities.

Cash Flows from Investing Activities
The Company's investing activities primarily include funding cardmember loans and receivables and the Company's available-for-sale investment portfolio.

For the six months ended June 30, 2012, net cash used in investing activities of $1.8 billion changed by $7.3 billion compared to net cash provided by investing activities of $5.5 billion for the six months ended June 30, 2011, primarily due to an increase in restricted cash, a reduction in maturities, redemptions and sales of investments, and a net decrease in the cash flows related to cardmember loans and receivables, partially offset by lower purchases of investments and fewer acquisitions/dispositions in 2012 as compared to the same period in 2011.

Cash Flows from Financing Activities
The Company's financing activities primarily include issuing and repaying debt, taking customer deposits, issuing and repurchasing its common shares, and paying dividends.

For the six months ended June 30, 2012, net cash used in financing activities of $7.8 billion increased $4.9 billion compared to $2.9 billion for the six months ended June 30, 2011 due to a decrease in customer deposits, a decrease in short-term borrowings, and an increase in the repurchase of common shares in 2012, which more than offset an increase in the issuance of long-term debt and a decrease in principal payments on long-term debt.

Certain Legislative, Regulatory and Other Developments
As a participant in the financial services industry, the Company is subject to a wide array of regulations applicable to its businesses. As a bank holding company and a financial holding company, the Company is subject to comprehensive examination and supervision by the Federal Reserve and to a range of laws and regulations that impact its business and operations. In addition, the extreme disruptions in global capital

markets that commenced in mid-2007 and the resulting instability and failure and near failure of numerous financial institutions, as well as reports of widespread consumer abuse, led to a number of changes in the financial services industry, including more intense supervision, enhanced enforcement activity, significant additional regulation and the formation of additional regulatory bodies. In light of recent legislative initiatives and continuing regulatory reform implementation, compliance requirements and expenditures have risen for financial services firms, including the Company, and the Company expects compliance requirements and expenditures will continue to rise with continuing implementation of these reforms.

The CARD Act

The Company is subject to the provisions of the legislation known as the CARD Act, which was enacted in May 2009 to fundamentally reform credit card billing practices, pricing and disclosure requirements. The Company has made changes to its product terms and practices that are designed to comply with the CARD Act, including pricing-related actions, while mitigating the impact on Company revenue of the changes required by the CARD Act and the regulatory amendments. Although the Company believes its actions to mitigate the impact of the CARD Act have, to date, been largely effective, the impacts of certain other provisions of the CARD Act are still subject to some uncertainty such as the requirement to periodically reevaluate annual percentage rate (APR) increases.

Dodd-Frank Wall Street Reform and Consumer Protection Act

The Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank), which was enacted in July 2010, is comprehensive in scope and contains a wide array of provisions intended to govern the practices and oversight of financial institutions and other participants in the financial markets. Among other matters, the law creates a new independent Consumer Financial Protection Bureau (the CFPB), which has broad rulemaking authority over providers of credit, savings, payment and other consumer financial products and services with respect to certain federal consumer financial laws. Moreover, the CFPB has examination and enforcement authority with respect to certain federal consumer financial laws for some providers of consumer financial products and services, including the Company and its insured depository institution subsidiaries. The CFPB is directed to prohibit “unfair, deceptive or abusive” acts or practices, and to ensure that all consumers have access to fair, transparent and competitive markets for consumer financial products and services. The review of products and practices to prevent unfair, deceptive or abusive conduct will be a continuing focus of the CFPB and banking regulators more broadly, as well as by the Company itself. The impact of this heightened scrutiny is uncertain, but could result in changes to pricing, practices, products and procedures. It could also result in increased costs related to regulatory oversight, supervision and examination, additional remediation efforts and possible penalties. Most recently, in July 2012 the CFPB issued a bulletin regarding its review of marketing practices with respect to credit card add-on products, including debt cancellation, identity theft protection, credit reporting and monitoring, and other supplementary products. The Company’s U.S. banking subsidiaries, American Express Centurion Bank (Centurion Bank) and American Express Bank, FSB (AEBFSB), offer these types of products. For a description of possible actions by regulators, including the CFPB, relating to certain consumer card practices of the Company’s U.S. banking subsidiaries, see Item 1. Legal Proceedings in Part II. Other Information below.

Dodd-Frank prohibits payment card networks from restricting merchants from offering discounts or incentives to customers to pay with particular forms of payment, such as cash, check, credit or debit card, or restricting merchants from setting certain minimum and maximum transaction amounts for credit cards, as long as any such discounts or incentives or any minimum or maximum transaction amounts do not discriminate on the basis of the issuer or network and comply with applicable federal or state disclosure requirements.

Under Dodd-Frank, the Federal Reserve is also authorized to regulate interchange fees paid to financial institutions on debit card and certain general-use prepaid card transactions to ensure that they are “reasonable and proportional” to the cost of processing individual transactions, and to prohibit payment card networks and issuers from requiring transactions to be processed on a single payment network or fewer

than two unaffiliated networks. The Federal Reserve issued its final rule on June 29, 2011, which provides that the regulations on interchange and routing do not apply to a three-party network like American Express when it acts as both the issuer and the network for its prepaid cards, and the Company is therefore not a "payment card network" as that term is defined and used for the specific purposes of this final rule.

Dodd-Frank also authorizes the Federal Reserve to establish heightened capital, leverage and liquidity standards, risk management requirements, concentration limits on credit exposures, mandatory resolution plans (so-called "living wills") and stress tests for, among others, large bank holding companies, such as the Company, that have greater than $50 billion in assets. In addition, certain derivative transactions will be required to be centrally cleared, which may create or increase collateral posting requirements for the Company.

Many provisions of Dodd-Frank require the adoption of rules for implementation. In addition, Dodd-Frank mandates multiple studies, which could result in additional legislative or regulatory action. These new rules and studies will be implemented and undertaken over a period of several years. Accordingly, the ultimate consequences of Dodd-Frank and its implementing regulations on the Company's business, results of operations and financial condition are uncertain at this time.

Department of Justice Litigation

The U.S. Department of Justice (DOJ) and certain states attorneys general have brought an action against the Company alleging that the provisions in the Company's card acceptance agreements with merchants that prohibit merchants from discriminating against the Company's card products at the point of sale violate the U.S. antitrust laws. Visa and MasterCard, which were also defendants in the DOJ and state action, entered into a settlement agreement and have been dismissed as parties pursuant to that agreement. The settlement enjoins Visa and MasterCard, with certain exceptions, from adopting or enforcing rules or entering into contracts that prohibit merchants from engaging in various actions to steer cardholders to other card products or payment forms at the point of sale. If similar conditions were imposed on American Express, it could have a material adverse effect on American Express' business.

Other Legislative and Regulatory Initiatives

The payment card sector also faces continuing scrutiny in connection with the fees merchants pay to accept cards. Regulators and legislators outside the United States have focused on the way bankcard network members collectively set the "interchange" (that is, the fee paid by the bankcard merchant acquirer to the card-issuing bank in "four-party" payment networks, like Visa and MasterCard). Although, unlike the Visa and MasterCard networks, the American Express network does not collectively set fees, antitrust actions and government regulation relating to merchant pricing could affect all networks.

In January 2012, the European Commission (the Commission) published a Green Paper (a document to begin a process of consultation toward potential regulation) covering a range of issues affecting the payments industry, including interchange fees, non-discrimination and honor-all-cards rules, surcharging, separation of processing from card network management, cross-border acquiring, mobile payments and technical standardization. The Commission set a three-month consultation period, which ended April 2012. The Commission is expected to issue its preliminary conclusions by September 2012, which may involve proposals for regulation or recommendations for self-regulation and could take up to 18-24 months to adopt and implement.

In certain countries, such as Australia, and in certain member states in Europe, merchants are permitted by law to surcharge card purchases. While surcharging continues to be actively considered in certain jurisdictions, the benefits to customers have not been apparent in countries that have allowed it, and in some cases regulators are addressing concerns about excessive surcharging by merchants. Surcharging, particularly where it disproportionately impacts American Express cardmembers, could have a material adverse effect on the Company if it becomes widespread. In the European Union (the EU), the Consumer Rights Directive, which was adopted by the EU Council of Ministers in October 2011, will prohibit merchants from surcharging card purchases more than the merchants' cost of acceptance. The EU member states have until December 2013 to transpose the directive into national law. In June 2012, the Reserve Bank of Australia announced changes to the Australian surcharging standards beginning January 1, 2013 that will allow the Company and other networks to limit a merchant's right to surcharge to the reasonable cost of card acceptance.

In addition to the provisions of Dodd-Frank regarding merchants' ability to offer discounts or incentives to encourage customers' use of a particular form of payment, a number of U.S. states have either adopted or are considering legislation that would prohibit card networks from imposing similar conditions and restrictions on merchants.

Also, other countries in which the Company operates have been considering and in some cases adopting similar legislation and rules that would impose changes on certain practices of card issuers, merchant acquirers and payment networks.

Changes to the legal and regulatory environment in which the Company operates could have a material adverse effect on the Company's results of operations. The failure of the U.S. Congress to renew the active financing exception to Subpart F of the Internal Revenue Code could increase the Company's effective tax rate and have an adverse impact on net income.

Refer to "Consolidated Capital Resources and Liquidity" for a discussion of the series of international capital and liquidity standards published by the Basel Committee on Banking Supervision.

Business Segment Results

Refer to Note 1 to the Consolidated Financial Statements for a discussion of a change in classification of card fees on lending products, which impacts the selected income statement and statistical data presented herein for the USCS and ICS segments. This change does not impact the net interest yield on cardmember loans statistic, a non-GAAP measure, for these segments.

U.S. Card Services
Selected Income Statement Data

	Three Months Ended June 30,		Six Months Ended June 30,	
(Millions)	**2012**	2011	**2012**	2011
Revenues				
Discount revenue, net card fees and other	**$ 2,925**	$ 2,734	**$ 5,679**	$ 5,256
Interest income	**1,302**	1,225	**2,616**	2,483
Interest expense	**190**	200	**374**	403
Net interest income	**1,112**	1,025	**2,242**	2,080
Total revenues net of interest expense	**4,037**	3,759	**7,921**	7,336
Provisions for losses	**312**	228	**613**	275
Total revenues net of interest expense after provisions for losses	**3,725**	3,531	**7,308**	7,061
Expenses				
Marketing, promotion, rewards and cardmember services	**1,566**	1,689	**3,038**	3,407
Salaries and employee benefits and other operating expenses	**1,010**	942	**1,941**	1,844
Total	**2,576**	2,631	**4,979**	5,251
Pretax segment income	**1,149**	900	**2,329**	1,810
Income tax provision	**431**	235	**859**	590
Segment income	**$ 718**	$ 665	**$ 1,470**	$ 1,220

U.S. Card Services
Selected Statistical Information

(Billions, except percentages and where indicated)	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Card billed business	**$ 116.0**	$ 106.8	**$ 223.7**	$ 202.9
Total cards-in-force *(millions)*	**41.5**	40.4	**41.5**	40.4
Basic cards-in-force *(millions)*	**30.8**	30.1	**30.8**	30.1
Average basic cardmember spending *(dollars)* *	**$ 3,776**	$ 3,567	**$ 7,306**	$ 6,799
U.S. Consumer Travel:				
Travel sales *(millions)*	**$ 1,123**	$ 1,000	**$ 2,146**	$ 1,849
Travel commissions and fees/sales	**7.7%**	8.4%	**7.5%**	8.2%
Total segment assets	**$ 95.5**	$ 85.8	**$ 95.5**	$ 85.8
Segment capital *(millions)*	**$ 9,027**	$ 8,155	**$ 9,027**	$ 8,155
Return on average segment capital (a)	**33.6%**	34.4%	**33.6%**	34.4%
Return on average tangible segment capital (a)	**35.3%**	36.6%	**35.3%**	36.6%
Cardmember receivables:				
Total receivables	**$ 19.6**	$ 19.2	**$ 19.6**	$ 19.2
30 days past due as a % of total	**1.7%**	1.7%	**1.7%**	1.7%
Average receivables	**$ 19.8**	$ 18.4	**$ 19.7**	$ 18.3
Net write-off rate — principal only (b)	**2.0%**	1.5%	**2.2%**	1.6%
Net write-off rate — principal and fees (b)	**2.2%**	1.7%	**2.3%**	1.7%
Cardmember loans:				
Total loans	**$ 52.5**	$ 49.9	**$ 52.5**	$ 49.9
30 days past due loans as a % of total	**1.2%**	1.5%	**1.2%**	1.5%
Average loans	**$ 52.1**	$ 49.7	**$ 52.1**	$ 49.8
Net write-off rate — principal only (b)	**2.2%**	3.2%	**2.3%**	3.4%
Net write-off rate — principal, interest and fees (b)	**2.4%**	3.5%	**2.5%**	3.8%
Net interest income divided by average loans (c)	**8.6%**	8.3%	**8.7%**	8.4%
Net interest yield on cardmember loans (c)	**9.0%**	8.7%	**9.0%**	8.9%

* Proprietary cards only.

(a) Return on average segment capital is calculated by dividing (i) one-year period segment income ($2.9 billion and $2.5 billion for the twelve months ended June 30, 2012 and 2011, respectively) by (ii) one-year average segment capital ($8.7 billion and $7.3 billion for the twelve months ended June 30, 2012 and 2011, respectively). Return on average tangible segment capital, a non-GAAP measure, is computed in the same manner as return on average segment capital except the computation of average tangible segment capital, a non-GAAP measure, excludes from average segment capital average goodwill and other intangibles of $403 million and $446 million as of June 30, 2012 and 2011, respectively. The Company believes that return on average tangible segment capital is a useful measure of the profitability of its business.

(b) Refer to “Selected Statistical Information” footnote (e) on page 40.

(c) Refer to the following table for the calculation of net interest yield on cardmember loans, a non-GAAP measure, net interest income divided by average loans, a GAAP measure, and the Company’s rationale for presenting net interest yield on cardmember loans.

U.S. Card Services
Selected Statistical Information
(continued)

Calculation of Net Interest Yield on Cardmember Loans

	Three Months Ended June 30,		Six Months Ended June 30,	
(Millions, except percentages or where indicated)	**2012**	2011	**2012**	2011
Net interest income	**$ 1,112**	$ 1,025	**$ 2,242**	$ 2,080
Exclude:				
Interest expense not attributable to the Company's cardmember loan portfolio	**51**	58	**102**	117
Interest income not attributable to the Company's cardmember loan portfolio	**(2)**	(3)	**(4)**	(5)
Adjusted net interest income [a]	**$ 1,161**	$ 1,080	**$ 2,340**	$ 2,192
Average loans *(billions)*	**$ 52.1**	$ 49.7	**$ 52.1**	$ 49.8
Exclude:				
Unamortized deferred card fees, net of direct acquisition costs of cardmember loans *(billions)*	**—**	(0.2)	**—**	(0.1)
Adjusted average loans *(billions)* [a]	**$ 52.1**	$ 49.5	**$ 52.1**	$ 49.7
Net interest income divided by average loans	**8.6 %**	8.3 %	**8.7 %**	8.4 %
Net interest yield on cardmember loans [a]	**9.0 %**	8.7 %	**9.0 %**	8.9 %

(a) Net interest yield on cardmember loans, adjusted net interest income, and adjusted average loans are non-GAAP measures. Refer to "Glossary of Selected Terminology" for the definitions of these terms. The Company believes adjusted net interest income and adjusted average loans are useful to investors because they are components of net interest yield on cardmember loans, which provides a measure of profitability of the Company's cardmember loan portfolio.

Results of Operations for the Three and Six Months Ended June 30, 2012 and 2011

USCS reported segment income increased $53 million or 8 percent and $250 million or 20 percent to $718 million and $1.5 billion for the three and six months ended June 30, 2012, respectively, as compared to the same periods a year ago.

Total revenues net of interest expense increased $278 million or 7 percent and $585 million or 8 percent to $4.0 billion and $7.9 billion for the three and six months ended June 30, 2012, respectively, primarily driven by higher discount revenue, increased net interest income, higher other revenue and higher consumer travel commissions and fees.

Discount revenue, net card fees and other revenues increased $191 million or 7 percent and $423 million or 8 percent to $2.9 billion and $5.7 billion for the three and six months ended June 30, 2012, respectively, primarily due to higher discount revenue resulting from billed business growth, partially offset by higher contra-revenues, primarily related to cash rebates, which are tied to volume growth on cash-back rewards products. Billed business for the three and six months ended June 30, 2012 increased 9 percent and 10 percent, respectively, primarily driven by a 6 percent and 7 percent higher average spending per proprietary basic cards-in-force, respectively, as compared to the same periods in the prior year.

Interest income of $1.3 billion and $2.6 billion for the three and six months ended June 30, 2012, respectively, increased $77 million or 6 percent and $133 million or 5 percent, respectively, primarily due to a 5 percent increase in average cardmember loans for both periods and a slight increase in yield in the three months ended June 30, 2012 compared to the same period in the prior year.

Provisions for losses of $312 million and $613 million for the three and six months ended June 30, 2012, respectively, increased $84 million or 37 percent and $338 million or over 100 percent, respectively, principally reflecting significant cardmember lending reserve releases in the first half of 2011 in relation to smaller reserve releases in the first half of 2012, partially offset by lower net write-offs due to improved cardmember loan credit trends. The lending net write-off rate decreased to 2.2 percent and 2.3 percent for the three and six months ended June 30, 2012, respectively, versus 3.2 percent and 3.4 percent for the same periods in the prior year. The charge card net write-off rate was 2.0 percent and 2.2 percent for the three and six months ended June 30, 2012, respectively, versus 1.5 percent and 1.6 percent for the same periods in the prior year.

Expenses of $2.6 billion and $5.0 billion decreased $55 million or 2 percent and $272 million or 5 percent for the three and six months ended June 30, 2012, respectively, mainly due to decreased marketing, promotion, rewards and cardmember services expenses, partially offset by higher salaries and employee benefits and other operating expenses.

Marketing, promotion, rewards and cardmember services expenses of $1.6 billion and $3.0 billion decreased $123 million or 7 percent and $369 million or 11 percent for the three and six months ended June 30, 2012, respectively, reflecting higher Membership Rewards-related and co-brand spending in 2012, which was offset by a greater increase in rewards expense in 2011 resulting from changes in the Membership Rewards URR and WAC assumptions. For the three and six months ended June 30, 2012, rewards expense increased approximately $5 million and $59 million, respectively, resulting from an increase in the URR assumption, net of a decrease in the WAC assumption, while for the three and six months ended June 30, 2011, rewards expense included approximately $198 million and $354 million as a result of increases in both the URR and WAC assumptions, respectively. For the six months ended June 30, 2011, rewards expense also included $188 million for a change in the U.S. Membership Rewards program URR assumption process increasing the Membership Rewards liability.

Salaries and employee benefits and other operating expenses of $1.0 billion and $1.9 billion for the three and six months ended June 30, 2012, respectively, increased $68 million or 7 percent and $97 million or 5 percent, primarily driven by higher other expenses related to accruals for refunds to customers related to ongoing internal and regulatory reviews of the Company’s U.S. banking subsidiaries.

The effective tax rate was 37.5 percent and 36.9 percent for the three and six months ended June 30, 2012, respectively. The effective tax rate was 26.1 percent and 32.6 percent for the three and six months ended June 30, 2011, respectively, reflected the impact of the favorable resolution of certain prior years’ tax items.

International Card Services
Selected Income Statement Data

(Millions)	Three Months Ended June 30, **2012**	2011	Six Months Ended June 30, **2012**	2011
Revenues				
Discount revenue, net card fees and other	**$ 1,119**	$ 1,142	**$ 2,225**	$ 2,159
Interest income	**276**	317	**569**	614
Interest expense	**98**	108	**198**	214
Net interest income	**178**	209	**371**	400
Total revenues net of interest expense	**1,297**	1,351	**2,596**	2,559
Provisions for losses	**94**	78	**148**	83
Total revenues net of interest expense after provisions for losses	**1,203**	1,273	**2,448**	2,476
Expenses				
Marketing, promotion, rewards and cardmember services	**475**	493	**936**	900
Salaries and employee benefits and other operating expenses	**582**	584	**1,170**	1,140
Total	**1,057**	1,077	**2,106**	2,040
Pretax segment income	**146**	196	**342**	436
Income tax (benefit) provision	**(32)**	35	**(33)**	86
Segment income	**$ 178**	$ 161	**$ 375**	$350

International Card Services
Selected Statistical Information

(Billions, except percentages and where indicated)	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Card billed business	**$ 31.5**	$ 31.5	**$ 62.2**	$ 59.8
Total cards-in-force *(millions)*	**15.5**	15.1	**15.5**	15.1
Basic cards-in-force *(millions)*	**10.6**	10.4	**10.6**	10.4
Average basic cardmember spending *(dollars)* *	**$ 2,985**	$ 3,032	**$ 5,912**	$ 5,765
International Consumer Travel:				
Travel sales *(millions)*	**$ 336**	$ 328	**$ 681**	$ 643
Travel commissions and fees/sales	**7.1%**	7.6%	**7.2%**	7.6 %
Total segment assets	**$ 29.3**	$ 28.2	**$ 29.3**	$ 28.2
Segment capital *(millions)*	**$ 2,847**	$ 3,041	**$ 2,847**	$ 3,041
Return on average segment capital (a)	**25.5%**	24.1%	**25.5%**	24.1 %
Return on average tangible segment capital (a)	**51.1%**	40.1%	**51.1%**	40.1 %
Cardmember receivables:				
Total receivables	**$ 6.8**	$ 6.9	**$ 6.8**	$ 6.9
90 days past billing as a % of total	**1.0%**	1.0%	**1.0%**	1.0%
Net loss ratio (as a % of charge volume)	**0.16%**	0.15%	**0.16%**	0.15%
Cardmember loans:				
Total loans	**$ 8.4**	$ 8.8	**$ 8.4**	$ 8.8
30 days past due loans as a % of total	**1.7%**	2.1%	**1.7%**	2.1%
Average loans	**$ 8.5**	$ 8.8	**$ 8.6**	$ 8.8
Net write-off rate — principal only (b)	**2.0%**	2.9%	**2.1%**	3.1%
Net write-off rate — principal, interest and fees (b)	**2.6%**	3.6%	**2.6%**	3.7%
Net interest income divided by average loans (c)	**8.4%**	9.5%	**8.6%**	9.1%
Net interest yield on cardmember loans (c)	**9.5%**	10.7%	**9.7%**	10.3%

* Proprietary cards only.

(a) Return on average segment capital is calculated by dividing (i) one-year period segment income ($748 million and $593 million for the twelve months ended June 30, 2012 and 2011, respectively) by (ii) one-year average segment capital ($2.9 billion and $2.5 billion for the twelve months ended June 30, 2012 and 2011, respectively). Return on average tangible segment capital, a non-GAAP measure, is computed in the same manner as return on average segment capital except the computation of average tangible segment capital, a non-GAAP measure, excludes from average segment capital average goodwill and other intangibles of $1.5 billion and $987 million as of June 30, 2012 and 2011, respectively. The Company believes that return on average tangible segment capital is a useful measure of the profitability of its business.

(b) Refer to “Selected Statistical Information” footnote (e) on page 40.

(c) Refer to the following table for the calculation of net interest yield on cardmember loans, a non-GAAP measure, net interest income divided by average loans, a GAAP measure, and the Company’s rationale for presenting net interest yield on cardmember loans.

International Card Services
Selected Statistical Information
(continued)

Calculation of Net Interest Yield on Cardmember Loans

(Millions, except percentages and where indicated)	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Net interest income	**$ 178**	$ 209	**$ 371**	$ 400
Exclude:				
Interest expense not attributable to the Company's cardmember loan portfolio	**26**	34	**51**	67
Interest income not attributable to the Company's cardmember loan portfolio	**(7)**	(10)	**(16)**	(20)
Adjusted net interest income [(a)]	**$ 197**	$ 233	**$ 406**	$ 447
Average loans *(billions)*	**$ 8.5**	$ 8.8	**$ 8.6**	$ 8.8
Exclude:				
Unamortized deferred card fees, net of direct acquisition costs of cardmember loans, and other *(billions)*	**(0.2)**	(0.1)	**(0.2)**	(0.1)
Adjusted average loans *(billions)* [(a)]	**$ 8.3**	$ 8.7	**$ 8.4**	$ 8.7
Net interest income divided by average loans	**8.4%**	9.5%	**8.6%**	9.1%
Net interest yield on cardmember loans [(a)]	**9.5%**	10.7%	**9.7%**	10.3%

(a) Net interest yield on cardmember loans, adjusted net interest income, and adjusted average loans are non-GAAP measures. Refer to "Glossary of Selected Terminology" for the definitions of these terms. The Company believes adjusted net interest income and adjusted average loans are useful to investors because they are components of net interest yield on cardmember loans, which provides a measure of profitability of the Company's cardmember loan portfolio.

Results of Operations for the Three and Six Months Ended June 30, 2012 and 2011

ICS reported segment income increased $17 million or 11 percent and $25 million or 7 percent to $178 million and $375 million for the three and six months ended June 30, 2012, respectively, as compared to the same periods a year ago. Revenues, expenses and income growth were all impacted by a stronger dollar compared to the same periods last year. Segment income for the three months ended June 30, 2012 included a reengineering benefit of $3 million compared to reengineering costs of $5 million in the prior year.

Total revenues net of interest expense decreased $54 million or 4 percent to $1.3 billion for the three months ended June 30, 2012 as compared to the same period a year ago, primarily due to decreased interest income. Total revenues net of interest expense increased $37 million or 1 percent to $2.6 billion for the six months ended June 30, 2012 as compared to the same period a year ago, primarily due to increased discount revenue, net card fees and other.

Discount revenue, net card fees and other revenues decreased $23 million or 2 percent to $1.1 billion for the three months ended June 30, 2012, as compared to the same period in the prior year. Assuming no changes in foreign currency exchange rates, discount revenue, net card fees and other revenues increased 4 percent. [6] Discount revenue, net card fees and other revenues increased $66 million or 3 percent to $2.2 billion for the six months ended June 30, 2012 as compared to the same period in the prior year due to an increase in Loyalty Partner commissions and fees, higher conversion revenue and higher discount revenue.

[6] Refer to footnote 1on page 41 relating to changes in foreign exchange rates.

Billed business for the three months ended June 30, 2012 increased less than 1 percent due to an increase in the number of total cards-in-force, partially offset by a 2 percent decrease in average spending per proprietary basic cards-in-force, as compared to the same period in the prior year. Billed business for the six months ended June 30, 2012 increased 4 percent, reflecting a 3 percent increase in average spending per proprietary basic cards-in-force, as compared to the same period in the prior year. For the three and six months ended June 30, 2012, assuming no changes in foreign currency exchange rates, billed business increased 6 percent and 7 percent, respectively, and average spending per proprietary basic cards-in-force increased 4 percent and 6 percent, respectively. Billed business outside the United States increased 8 percent in JAPA, 8 percent in LACC and 2 percent in EMEA for the three months ended June 30, 2012, and 10 percent in JAPA, 9 percent in LACC and 4 percent in EMEA for the six months ended June 30, 2012. [7]

Interest income of $276 million and $569 million for the three and six months ended June 30, 2012, decreased $41 million or 13 percent and $45 million or 7 percent, respectively, as compared to the same periods a year ago, reflecting a lower yield on cardmember loans and lower average cardmember loans outstanding. For the three and six months ended June 30, 2012, assuming no changes in foreign currency exchange rates, interest income decreased by 7 percent and 4 percent, respectively. [7]

Interest expense of $98 million and $198 million for the three and six months ended June 30, 2012 decreased $10 million or 9 percent and $16 million or 7 percent, respectively, as compared to the same periods a year ago, reflecting lower cost of funds.

Provisions for losses of $94 million and $148 million for the three and six months ended June 30, 2012, increased $16 million or 21 percent and $65 million or 78 percent, respectively, as compared to the same periods a year ago, primarily driven by a higher provision for cardmember lending, which reflects lower reserve releases in the current periods as compared to the prior year. The charge card net loss ratio as a percentage of charge volume was 0.16 percent for both the three and six months ended June 30, 2012 as compared to 0.15 percent for both the three and six months ended June 30, 2011. The lending net write-off rate was 2.0 percent and 2.1 percent for the three and six months ended June 30, 2012, respectively, versus 2.9 percent and 3.1 percent for the same periods in the prior year.

Expenses of $1.1 billion for the three months ended June 30, 2012 decreased $20 million or 2 percent as compared to the same period a year ago, due to lower marketing, promotion, rewards and cardmember services costs. Expenses of $2.1 billion for the six months ended June 30, 2012 increased $66 million or 3 percent as compared to the same period a year ago, due to higher marketing, promotion, rewards and cardmember services costs and increased salaries and employee benefits and other operating expenses.

Marketing, promotion, rewards and cardmember services expense of $475 million for the three months ended June 30, 2012 decreased $18 million or 4 percent as compared to the same period in the prior year. Assuming no changes in foreign currency exchange rates, marketing, promotion, rewards and cardmember services expense increased 2 percent driven by higher rewards and cardmember services expense. [7] Marketing, promotion, rewards and cardmember services expenses of $936 million increased $36 million or 4 percent for the six months ended June 30, 2012 as compared to the same period in the prior year, primarily due to higher co-brand rewards costs, partially offset by lower marketing and promotion costs.

Salaries and employee benefits and other operating expenses of $582 million for the three months ended June 30, 2012, decreased $2 million or less than 1 percent as compared to the same period a year ago. Assuming no changes in foreign currency exchange rates, salaries and employee benefits and other operating expense increased 5 percent. [7] Salaries and employee benefits and other operating expenses of $1.2 billion for the six months ended June 30, 2012 increased $30 million or 3 percent as compared to the

[7] Refer to footnote 1 on page 41 relating to changes in foreign exchange rates.

same period a year ago, reflecting increased Loyalty Partner occupancy expenses and increased payroll costs, partially offset by lower Loyalty Partner professional services expense.

The effective tax rate was (21.9) percent and (9.6) percent for the three and six months ended June 30, 2012, respectively, versus 17.9 percent and 19.7 percent, respectively, for the same periods in 2011. The tax rate in the second quarter of 2012 reflects the allocated share of tax benefits related to the realization of certain foreign tax credits. The tax rates in each of the periods ended June 30, 2012 and 2011 primarily reflect recurring permanent tax benefits related to the segment's ongoing funding activities outside the United States which is allocated to ICS under the Company's internal tax allocation process. The availability of this benefit in future years is largely dependent on a provision of the U.S. Internal Revenue Code that Congress has not yet renewed. Refer to "Certain Legislative, Regulatory and Other Developments" above for further discussion of this provision. In addition, the tax rate in the first quarter of 2012 includes the allocated share of a tax benefit related to the realization of certain foreign tax credits.

Global Commercial Services
Selected Income Statement Data

	Three Months Ended June 30,		Six Months Ended June 30,	
(Millions)	**2012**	2011	**2012**	2011
Revenues				
Discount revenue, net card fees and other	**$ 1,284**	$ 1,259	**$ 2,500**	$ 2,436
Interest income	**2**	2	**5**	4
Interest expense	**65**	70	**127**	128
Net interest expense	**(63)**	(68)	**(122)**	(124)
Total revenues net of interest expense	**1,221**	1,191	**2,378**	2,312
Provisions for losses	**36**	35	**71**	58
Total revenues net of interest expense after provisions for losses	**1,185**	1,156	**2,307**	2,254
Expenses				
Marketing, promotion, rewards and cardmember services	**138**	138	**292**	263
Salaries and employee benefits and other operating expenses	**748**	753	**1,472**	1,461
Total	**886**	891	**1,764**	1,724
Pretax segment income	**299**	265	**543**	530
Income tax provision	**80**	88	**147**	169
Segment income	**$ 219**	$ 177	**$ 396**	$ 361

Global Commercial Services
Selected Statistical Information

(Billions, except percentages and where indicated)	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Card billed business	**$ 42.3**	$ 39.3	**$ 83.8**	$ 75.9
Total cards-in-force *(millions)*	**7.0**	7.1	**7.0**	7.1
Basic cards-in-force *(millions)*	**7.0**	7.1	**7.0**	7.1
Average basic cardmember spending *(dollars)* *	**$ 6,042**	$ 5,533	**$ 11,962**	$ 10,710
Global Corporate Travel:				
Travel sales	**$ 5.1**	$ 5.3	**$ 9.9**	$ 10.2
Travel commissions and fees/sales	**8.1 %**	7.8 %	**7.6 %**	7.6 %
Total segment assets	**$ 20.0**	$ 20.3	**$ 20.0**	$ 20.3
Segment capital *(millions)*	**$ 3,616**	$ 3,794	**$ 3,616**	$ 3,794
Return on average segment capital (a)	**21.1 %**	16.9 %	**21.1 %**	16.9 %
Return on average tangible segment capital (a)	**42.3 %**	35.4 %	**42.3 %**	35.4 %
Cardmember receivables:				
Total receivables	**$ 15.0**	$ 13.8	**$ 15.0**	$ 13.8
90 days past billing as a % of total	**0.6 %**	0.7 %	**0.6 %**	0.7 %
Net loss ratio (as a % of charge volume)	**0.06 %**	0.06 %	**0.07 %**	0.06 %

* Proprietary cards only.

(a) Return on average segment capital is calculated by dividing (i) one-year period segment income ($773 million and $614 million for the twelve months ended June 30, 2012 and 2011, respectively) by (ii) one-year average segment capital ($3.7 billion and $3.6 billion for the twelve months ended June 30, 2012 and 2011, respectively). Return on average tangible segment capital, a non-GAAP measure, is computed in the same manner as return on average segment capital except the computation of average tangible segment capital, a non-GAAP measure, excludes from average segment capital average goodwill and other intangibles of $1.8 billion and $1.9 billion for the twelve months ended June 30, 2012 and 2011, respectively. The Company believes that return on average tangible segment capital is a useful measure of the profitability of its business.

Results of Operations for the Three and Six Months Ended June 30, 2012 and 2011

Global Commercial Services reported segment income of $219 million and $396 million, an increase of $42 million or 24 percent and $35 million or 10 percent for the three and six months ended June 30, 2012, respectively, as compared to the same periods a year ago.

Total revenues net of interest expense increased $30 million or 3 percent and $66 million or 3 percent for the three and six months ended June 30, 2012, to $1.2 billion and $2.4 billion, respectively, due to increased discount revenue, net card fees and other.

Discount revenue, net card fees and other revenues of $1.3 billion and $2.5 billion for the three and six months ended June 30, 2012, respectively, increased $25 million or 2 percent and $64 million or 3 percent, primarily due to higher discount revenue resulting from billed business growth, partially offset by higher client incentives. Assuming no change in foreign currency exchange rates, discount revenue, net card fees and other increased 6 percent and 5 percent, for the three and six months ended June 30, 2012, respectively. [8] Billed business for the three and six months ended June 30, 2012, increased 8 percent and 10 percent, respectively, primarily driven by a 9 percent and 12 percent increase in average spending per proprietary basic cards-in-force, respectively, as compared to the same periods in the prior year.

[8] Refer to footnote 1 on page 41 relating to changes in foreign exchange rates.

For the three and six months ended June 30, 2012, assuming no changes in foreign currency exchange rates, billed business increased 11 percent and 12 percent, respectively, and average spending per proprietary basic cards-in-force grew at 12 percent and 14 percent, respectively. [9] Billed business volume increased 12 percent and 13 percent within the United States, and 9 percent and 10 percent outside the United States, assuming no changes in foreign currency exchange rates, for the three and six months ended June 30, 2012, respectively. [9]

Interest expense decreased $5 million or 7 percent and $1 million or 1 percent to $65 million and $127 million for the three and six months ended June 30, 2012, respectively, primarily driven by a lower cost of funds, partially offset by increased funding requirements due to higher average cardmember receivables balances.

Provisions for losses increased $1 million or 3 percent and $13 million or 22 percent to $36 million and $71 million for the three months and six months ended June 30, 2012, respectively, reflecting higher net write-offs. The charge card net loss ratio as a percentage of charge volume was 0.06 percent and 0.07 percent for the three and six months ended June 30, 2012, respectively, versus 0.06 percent for both the three and six month periods in the prior year.

Expenses decreased $5 million or 1 percent to $886 million for the three months ended June 30, 2012. Expenses increased $40 million or 2 percent to $1.8 billion for the six months ended June 30, 2012.

Marketing, promotion, rewards and cardmember services expenses of $138 million for the three months ended June 30, 2012 was flat compared to second quarter 2011. For the six months ended June 30, 2012, marketing, promotion, rewards and cardmember services expenses increased $29 million or 11 percent to $292 million due to higher volume-related rewards costs and marketing and promotion costs.

Salaries and employee benefits and other operating expenses decreased $5 million or 1 percent to $748 million for the three months ended June 30, 2012. Assuming no changes in foreign currency exchange rates, this line increased 3 percent. [9] For the six months ended June 30, 2012, salaries and employee benefits and other operating expenses increased $11 million or 1 percent to $1.5 billion. Assuming no changes in foreign currency exchange rates, this line increased 3 percent. [9]

The effective tax rate was 26.8 percent and 27.1 percent for the three and six months ended June 30, 2012, respectively. The effective tax rate was 33.2 percent and 31.9 percent for the three and six months ended June 30, 2011, respectively. The tax rate in the second quarter of 2012 reflects the allocated share of tax benefits related to the realization of certain foreign tax credits.

[9] Refer to footnote 1 on page 41 relating to changes in foreign exchange rates.

Global Network & Merchant Services
Selected Income Statement Data

(Millions)	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Revenues				
Discount revenue, fees and other	**$ 1,259**	$ 1,183	**$ 2,445**	$ 2,271
Interest income	**5**	1	**9**	2
Interest expense	**(59)**	(55)	**(117)**	(103)
Net interest income	**64**	56	**126**	105
Total revenues net of interest expense	**1,323**	1,239	**2,571**	2,376
Provisions for losses	**17**	13	**35**	34
Total revenues net of interest expense after provisions for losses	**1,306**	1,226	**2,536**	2,342
Expenses				
Marketing, promotion, rewards and cardmember services	**200**	213	**372**	379
Salaries and employee benefits and other operating expenses	**544**	526	**1,063**	1,000
Total	**744**	739	**1,435**	1,379
Pretax segment income	**562**	487	**1,101**	963
Income tax provision	**190**	163	**372**	326
Segment income	**$ 372**	$ 324	**$ 729**	$ 637

Selected Statistical Information

(Billions, except percentages and where indicated)	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Global Card billed business	**$ 221.6**	$ 207.6	**$ 432.8**	$ 395.5
Global Network & Merchant Services:				
Total segment assets	**$ 19.8**	$ 16.7	**$ 19.8**	$ 16.7
Segment capital *(millions)*	**$ 2,171**	$ 1,955	**$ 2,171**	$ 1,955
Return on average segment capital [(a)]	**67.4 %**	61.5 %	**67.4 %**	61.5 %
Return on average tangible segment capital [(a)]	**74.9 %**	66.5 %	**74.9 %**	66.5 %
Global Network Services:				
Card billed business	**$ 31.3**	$ 29.3	**$ 61.7**	$ 55.3
Total cards-in-force *(millions)*	**36.1**	31.4	**36.1**	31.4

(a) Return on average segment capital is calculated by dividing (i) one-year period segment income ($1.4 billion and $1.1 billion for the twelve months ended June 30, 2012 and 2011, respectively) by (ii) one-year average segment capital ($2.1 billion and $1.9 billion for the twelve months ended June 30, 2012 and 2011, respectively). Return on average tangible segment capital, a non-GAAP measure, is computed in the same manner as return on average segment capital except the computation of average tangible segment capital, a non-GAAP measure, excludes from average segment capital average goodwill and other intangibles of $207 million and $140 million as of June 30, 2012 and 2011, respectively. The Company believes that return on average tangible segment capital is a useful measure of the profitability of its business.

Results of Operations for the Three and Six Months Ended June 30, 2012 and 2011

Global Network & Merchant Services reported segment income of $372 million and $729 million for the three and six months ended June 30, 2012, respectively, a $48 million or 15 percent and $92 million or 14 percent increase from the same periods a year ago.

Total revenues net of interest expense increased $84 million or 7 percent and $195 million or 8 percent to $1.3 billion and $2.6 billion for the three and six months ended June 30, 2012, respectively, compared to the same periods in 2011, primarily due to increased discount revenue, net card fees and other.

Discount revenue, fees and other increased $76 million or 6 percent and $174 million or 8 percent to $1.3 billion and $2.4 billion for the three and six months ended June 30, 2012, respectively, as compared to the same periods in 2011, reflecting an increase in merchant-related revenues, driven by the 7 percent and 9 percent increase in global card billed business for the three and six months ended June 30, 2012, respectively, as well as higher GNS revenues. Assuming no change in foreign currency exchange rates, discount revenue, fees and other increased 10 percent for both the three and six months ended June 30, 2012. [10]

Interest expense credit increased $4 million or 7 percent and $14 million or 14 percent to $59 million and $117 million for the three and six months ended June 30, 2012, respectively, as compared to the same periods in 2011, due to a higher funding-driven interest credit related to internal transfer pricing, which recognizes the merchant services' accounts payable-related funding benefit.

Expenses increased $5 million or 1 percent and $56 million or 4 percent to $744 million and $1.4 billion for the three and six months ended June 30, 2012, respectively, as compared to the same periods in 2011, primarily due to higher salaries and employee benefits and other operating expenses.

Marketing, promotion, rewards and cardmember services expenses decreased $13 million or 6 percent and $7 million or 2 percent to $200 million and $372 million for the three and six months ended June 30, 2012, respectively, reflecting lower brand advertising and merchant-related marketing expense.

Salaries and employee benefits and other operating expenses increased $18 million or 3 percent and $63 million or 6 percent to $544 million and $1.1 billion for the three and six months ended June 30, 2012, respectively, as compared to the same periods in 2011, primarily reflecting higher salary and benefit costs in the first quarter of 2012, third-party merchant sales-force commissions and legal fees.

The effective tax rate was 33.8 percent for both the three and six months ended June 30, 2012, respectively. The effective tax rate was 33.5 percent and 33.9 percent for the three and six months ended June 30, 2011, respectively.

Corporate & Other

Results of Operations for the Three and Six Months Ended June 30, 2012 and 2011

Corporate & Other had net expense of $148 million and $32 million for the three months ended June 30, 2012 and 2011, respectively. Net expense for the three months ended June 30, 2012 reflected various investments in Enterprise Growth initiatives and other expenses, partially offset by the favorable effects of revised estimates in the liability for uncashed international Travelers Cheques. Results for the three months ended June 30, 2011 reflected $93 million and $43 million of after-tax income related to the MasterCard and Visa litigation settlements, respectively. The Company no longer receives payments on the MasterCard and Visa litigation settlements.

Corporate & Other had net expense of $375 million and $96 million for the six months ended June 30, 2012 and 2011, respectively. Net expense for the six months ended June 30, 2012 reflected various investments in Enterprise Growth initiatives and other expenses, partially offset by higher Global Prepaid income and the favorable effects of revised estimates in the liability for uncashed international Travelers Cheques. Results for the six months ended June 30, 2011 reflected $186 million and $86 million of after-tax income related to the MasterCard and Visa litigation settlements, respectively. The Company no longer receives payments on the MasterCard and Visa litigation settlements.

[10] Refer to footnote 1 on page 41 relating to changes in foreign exchange rates.

Results for all periods disclosed also included net interest expense related to maintaining the liquidity pool discussed in "Consolidated Capital Resources and Liquidity – Liquidity Management" above, as well as interest expense related to other corporate indebtedness.

OTHER REPORTING MATTERS

Glossary of Selected Terminology

Adjusted average loans — Represents average cardmember loans excluding the impact of deferred card fees, net of direct acquisition costs of cardmember loans and certain other immaterial items.

Adjusted net interest income — Represents net interest income attributable to the Company's cardmember loans portfolio excluding the impact of interest expense and interest income not attributable to the Company's cardmember loan portfolio.

Asset securitizations — Asset securitization involves the transfer and sale of receivables or loans to a special-purpose entity created for the securitization activity, typically a trust. The trust, in turn, issues securities, commonly referred to as asset-backed securities, that are secured by the transferred receivables or loans. The trust uses the proceeds from the sale of such securities to pay the purchase price for the underlying receivables or loans. The receivables and loans of the Company's Charge and Lending Trusts being securitized are reported as assets on the Company's Consolidated Balance Sheets, while the related securities issued to third-party investors are reported as long-term debt.

Average discount rate — This calculation is designed to reflect pricing at merchants accepting general purpose American Express cards. It represents the percentage of billed business (both proprietary and GNS) retained by the Company from merchants it acquires, prior to payments to third parties unrelated to merchant acceptance.

Basel III supplementary leverage ratio – Refer to Capital Strategy section for definition.

Basic cards-in-force — Proprietary basic consumer cards-in-force includes basic cards issued to the primary account owner and does not include additional supplemental cards issued on that account. Proprietary basic small business and corporate cards-in-force include basic and supplemental cards issued to employee cardmembers. Non-proprietary basic cards-in-force includes cards that are issued and outstanding under network partnership agreements, except for supplemental cards and retail co-brand cardmember accounts which have no out-of-store spend activity during the prior 12-month period.

Billed business — Includes activities (including cash advances) related to proprietary cards, cards issued under network partnership agreements (non-proprietary billed business), corporate payments and certain insurance fees charged on proprietary cards. In-store spend activity within retail co-brand portfolios in GNS, from which the Company earns no revenue, is not included in non-proprietary billed business. Card billed business is reflected in the United States or outside the United States based on where the cardmember is domiciled.

Capital asset pricing model — Generates an appropriate discount rate using internal and external inputs to value future cash flows based on the time value of money and the price for bearing uncertainty inherent in an investment.

Capital ratios — Represents the minimum standards established by the regulatory agencies as a measure to determine whether the regulated entity has sufficient capital to absorb on- and off-balance sheet losses beyond current loss accrual estimates.

Card acquisition — Primarily represents the issuance of new cards to either new or existing cardmembers through marketing and promotion efforts.

Cardmember — The individual holder of an issued American Express branded charge or credit card.

Cardmember loans — Represents the outstanding amount due from cardmembers for charges made on their American Express credit cards, as well as any interest charges and card-related fees. Cardmember loans also include balances with extended payment terms on certain American Express charge card products and are net of unearned revenue.

Cardmember receivables — Represents the outstanding amount due from cardmembers for charges made on their American Express charge cards as well as any card-related fees.

Charge cards — Represents cards that generally carry no pre-set spending limits and are primarily designed as a method of payment and not as a means of financing purchases. Charge cardmembers generally must pay the full amount billed each month. No finance charges are assessed on charge cards. Each charge card transaction is authorized based on its likely economics reflecting a customer's most recent credit information and spend patterns. Some charge card accounts have an additional lending-on-charge feature which allows revolving certain balances.

Credit cards — Represents cards that have a range of revolving payment terms, grace periods, and rate and fee structures.

Discount revenue — Represents revenue earned from fees charged to merchants with whom the Company has entered into a card acceptance agreement for processing cardmember transactions. The discount fee generally is deducted from the Company's payment reimbursing the merchant for cardmember purchases. Such amounts are reduced by contra-revenue such as payments to third-party card issuing partners, cash-back reward costs and corporate incentive payments.

Interest expense — Interest expense includes interest incurred primarily to fund cardmember loans, charge card product receivables, general corporate purposes, and liquidity needs, and is recognized as incurred. Interest expense is divided principally into three categories: (i) deposits, which primarily relates to interest expense on deposits taken from customers and institutions, (ii) short-term borrowings, which primarily relates to interest expense on commercial paper, federal funds purchased, bank overdrafts and other short-term borrowings, and (iii) long-term debt, which primarily relates to interest expense on the Company's long-term debt.

Interest income — Interest income includes (i) interest on loans, (ii) interest and dividends on investment securities and (iii) interest income on deposits with banks and others.

Interest on loans is assessed using the average daily balance method for owned loans. Unless the loan is classified as non-accrual, interest is recognized based upon the principal amount outstanding in accordance with the terms of the applicable account agreement until the outstanding balance is paid or written off.

Interest and dividends on investment securities primarily relates to the Company's performing fixed-income securities. Interest income is accrued as earned using the effective interest method, which adjusts the yield for security premiums and discounts, fees and other payments, so that the related investment security recognizes a constant rate of return on the outstanding balance throughout its term. These amounts are recognized until these securities are in default or when it is likely that future interest payments will not be made as scheduled.

Interest income on deposits with banks and other is recognized as earned, and primarily relates to the placement of cash in excess of near-term funding requirements in interest-bearing time deposits, overnight sweep accounts, and other interest bearing demand and call accounts.

Merchant acquisition — Represents the signing of merchants to accept American Express-branded cards.

Net card fees — Represents the card membership fees earned during the period. These fees are recognized as revenue over the covered card membership period (typically one year), net of provision for projected refunds for cancellation of card membership.

Net interest yield on cardmember loans — Net interest yield on cardmember loans is computed by dividing adjusted net interest income by adjusted average loans, computed on an annualized basis. The calculation of net interest yield on cardmember loans includes interest that is deemed uncollectible. For all presentations of net interest yield on cardmember loans, reserves and net write-offs related to uncollectible interest are recorded through provisions for losses — cardmember loans; therefore, such reserves and net write-offs are not included in the net interest yield calculation.

Net loss ratio — Represents the ratio of charge card write-offs consisting of principal (resulting from authorized and unauthorized transactions) and fee components, less recoveries, on cardmember receivables expressed as a percentage of gross amounts billed to cardmembers.

Net write-off rate — principal only — Represents the amount of cardmember loans or USCS cardmember receivables written off consisting of principal (resulting from authorized transactions), less recoveries, as a percentage of the average loan balance or USCS average receivables during the period.

Net write-off rate — principal, interest and fees — Includes, in the calculation of the net write-off rate, amounts for interest and fees in addition to principal for cardmember loans, and fees in addition to principal for cardmember receivables.

Operating expenses — Represents salaries and employee benefits, professional services, occupancy and equipment, communications and other expenses.

Return on average equity — Calculated by dividing one-year period net income by one-year average total shareholders' equity.

Return on average segment capital — Calculated by dividing one-year period segment income by one-year average segment capital.

Return on average tangible segment capital — Computed in the same manner as return on average segment capital except the computation of average tangible segment capital excludes from average segment capital average goodwill and other intangibles.

Risk-weighted assets — Refer to Capital Strategy section for definitions under Basel I and Basel III.

Segment capital — Represents capital allocated to a segment based upon specific business operational needs, risk measures, and regulatory capital requirements.

Stored value and prepaid products — Includes Travelers Cheques and other prepaid products such as gift cheques and cards as well as reloadable Travelers Cheque cards. These products are sold as safe and convenient alternatives to currency for purchasing goods and services.

Tier 1 common risk-based capital ratio — Refer to Capital Strategy section for definitions under Basel I and Basel III.

Tier 1 leverage ratio — Refer to Capital Strategy section for definitions under Basel I and Basel III.

Tier 1 risk-based capital ratio — Refer to Capital Strategy section for definitions under Basel I and Basel III.

Total cards-in-force — Represents the number of cards that are issued and outstanding. Non-proprietary cards-in-force includes all cards that are issued and outstanding under network partnership agreements, except for retail co-brand cardmember accounts which have no out-of-store spend activity during the prior 12-month period.

Total risk-based capital ratio — Refer to Capital Strategy section for definition.

Travel sales — Represents the total dollar amount of travel transaction volume for airline, hotel, car rental, and other travel arrangements made for consumers and corporate clients. The Company earns revenue on these transactions by charging a transaction or management fee.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk to earnings or value resulting from movements in market prices. The Company's market risk exposure is primarily generated by interest rate risk in its card, insurance and Travelers Cheque businesses, as well as its investment portfolios, and foreign exchange risk in its operations outside the United States. As described in the Company's Annual Report on Form 10-K for the year ended December 31, 2011 (refer to "Item 7A. Quantitative and Qualitative Disclosures About Market Risk"):

- the detrimental effect on the Company's annual net interest income of a hypothetical 100 basis point increase in interest rates would be approximately $192 million; and
- the adverse impact on pretax income of a hypothetical 10 percent strengthening of the U.S. dollar related to anticipated overseas operating results for the next 12 months would be approximately $175 million.

These sensitivities are based on the 2011 year-end positions, and assume that all relevant maturities and types of interest rates and foreign exchange rates that affect the Company's results would increase instantaneously and simultaneously and to the same degree. There were no material changes in these market risks since December 31, 2011.

ITEM 4. CONTROLS AND PROCEDURES

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective and designed to ensure that the information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the requisite time periods specified in the applicable rules and forms, and that it is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Cautionary Note Regarding Forward-looking Statements

This report includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which are subject to risks and uncertainties. The forward-looking statements, which address the Company's expected business and financial performance, among other matters, contain words such as "believe," "expect," "estimate," "anticipate," "optimistic," "intend," "plan," "aim," "will," "may," "should," "could," "would," "likely," and similar expressions. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. The Company undertakes no obligation to update or revise any forward-looking statements. Factors that could cause actual results to differ materially from these forward-looking statements, include, but are not limited to, the following:

- changes in global economic and business conditions, including consumer and business spending, the availability and cost of credit, unemployment and political conditions, all of which may significantly affect spending on American Express cards, delinquency rates, loan balances and other aspects of the Company's business and results of operations;

- changes in capital and credit market conditions, including sovereign creditworthiness, which may significantly affect the Company's ability to meet its liquidity needs, access to capital and cost of capital, including changes in interest rates; changes in market conditions affecting the valuation of the Company's assets; or any reduction in the Company's credit ratings or those of its subsidiaries, which could materially increase the cost and other terms of the Company's funding, restrict its access to the capital markets or result in contingent payments under contracts;

- litigation, such as class actions or proceedings brought by governmental and regulatory agencies (including the lawsuit filed against the Company by the U.S. Department of Justice and certain state attorneys general), that could result in (i) the imposition of behavioral remedies against the Company or the Company voluntarily making certain changes to its business practices, the effects of which in either case could have a material adverse impact on the Company's financial performance; (ii) the imposition of substantial monetary damages and penalties, disgorgement and restitution; and/or (iii) damage to the Company's global reputation and brand;

- legal and regulatory developments wherever the Company does business, including legislative and regulatory reforms in the United States, such as Dodd-Frank's stricter regulation of large, interconnected financial institutions; changes in requirements relating to securitization and the establishment of the CFPB, which could make fundamental changes to many of the Company's business practices or materially affect its capital requirements, results of operations, or ability to pay dividends or repurchase its stock; actions and potential future actions by the FDIC and credit rating agencies applicable to securitization trusts, which could impact the Company's ABS program; or potential changes in the federal tax system that could substantially alter, among other things, the taxation of the Company's international businesses, the allowance of deductions for significant expenses, or the incidence of consumption taxes on the Company's transactions, products and services;

- the ability of the Company to generate its on-average and over-time growth targets for revenues net of interest expense, earnings per share and return on average equity, which will depend on the factors such as the Company's success in implementing its strategies and initiatives, meeting its targets for operating expenses and on factors outside management's control including changes in the economic and business environment, the effectiveness of marketing and loyalty programs, and the willingness of cardmembers to sustain spending;

- the Company's net interest yield on U.S. cardmember loans not remaining at historical levels, which will be influenced by, among other things, the effects of the CARD Act (including the regulations requiring the Company to periodically reevaluate APR increases), interest rates, changes in consumer behavior that affect loan balances, such as paydown rates, the credit quality of the Company's portfolio and the Company's cardmember acquisition strategy, product mix, cost of funds, credit actions, including line size and other adjustments to credit availability, and potential pricing changes;

- changes in the substantial and increasing worldwide competition in the payments industry, including competitive pressure that may impact the prices the Company charges merchants that accept the Company's cards and the success of marketing, promotion or rewards programs;

- changes in technology or in the Company's ability to protect its intellectual property (such as copyrights, trademarks, patents and controls on access and distribution), and invest in and compete at the leading edge of technological developments across the Company's businesses, including technology and intellectual property of third parties on whom the Company relies, all of which could materially affect the Company's results of operations;

- data breaches and fraudulent activity, which could damage the Company's brand, increase the Company's costs or have regulatory implications, and changes in regulation affecting privacy and data security under federal, state and foreign law, which could result in higher compliance and technology costs to the Company or the Company's vendors;

- changes in the Company's ability to attract or retain qualified personnel in the management and operation of the Company's business, including any changes that may result from increasing regulatory supervision of compensation practices;

- changes in the financial condition and creditworthiness of the Company's business partners, such as bankruptcies, restructurings or consolidations, involving merchants that represent a significant portion of the Company's business, such as the airline industry, or the Company's partners in GNS or financial institutions that the Company relies on for routine funding and liquidity, which could materially affect the Company's financial condition or results of operations;

- uncertainty relating to the actual growth of operating expenses in 2012 and subsequent years, which will depend in part on the Company's ability to balance the control and management of expenses and the maintenance of competitive service levels to its businesses and customers, unanticipated increases in significant categories of operating expenses, such as consulting or professional fees, compliance or regulatory costs and technology costs, higher than expected employee levels due to lower than expected attrition rates or employee needs not currently anticipated, the Company's decision to increase or decrease discretionary operating expenses depending on overall business performance, the impact of changes in foreign currency exchange rates on costs and results, and the level of acquisition activity and related expenses;

- uncertainty in the growth of operating expenses relative to the growth of revenues in 2012 and subsequent years and the possibility that the ratio of total expenses to revenues will not migrate back towards historical levels over time, which will depend on (i) factors affecting revenue, such as, among other things, the growth of consumer and business spending on American Express cards, higher travel commissions and fees, the growth of and/or higher yields on the loan portfolio and the development of new revenue opportunities and (ii) the success of the Company in containing operating expenses, which will be impacted by, among other things, the factors identified in the preceding bullet, and in containing other expenses including the Company's ability to control and manage marketing and promotion expenses as described below as well as expenses related to increased redemptions or other growth in rewards and cardmember services expenses. Further, in any period, the ability to grow revenue faster than operating expenses and the ratio of total expenses to revenues may be impacted by rapid decreases in revenues that cannot be matched by decreases in operating expenses;

- the actual amount to be spent by the Company on investments in the business, including on marketing, promotion, rewards and cardmember services and certain operating expenses, which will be based in part on management's assessment of competitive opportunities and the Company's performance and the ability to control and manage operating, infrastructure, advertising, promotion and rewards expenses as business expands or changes, including the changing behavior of cardmembers;

- the effectiveness of the Company's risk management policies and procedures, including credit risk relating to consumer debt, liquidity risk in meeting business requirements and operational risk;

- the Company's lending write-off rates for 2012 not remaining below the average historical levels of the last ten years, which will depend in part on changes in the level of the Company's loan balances, delinquency rates of cardmembers, unemployment rates, the volume of bankruptcies and recoveries of previously written-off loans;

- changes affecting the Company's ability or desire to repurchase up to $4 billion of its common shares in 2012 and up to $1 billion in the first quarter of 2013, such as acquisitions, results of operations and capital needs, among other factors, which will significantly impact the potential decrease in the Company's capital ratios;

- the failure of the U.S. Congress to renew legislation regarding the active financing exception to Subpart F of the Internal Revenue Code, which could increase the Company's effective tax rate and have an adverse impact on net income; and

- factors beyond the Company's control such as fire, power loss, disruptions in telecommunications, severe weather conditions, natural disasters, terrorism, "hackers" or fraud, which could affect travel-related spending or disrupt the Company's global network systems and ability to process transactions.

A further description of these uncertainties and other risks can be found in the Company's Annual Report on Form 10-K for the year ended December 31, 2011 and its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2012.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company and its subsidiaries are involved in a number of legal and arbitration proceedings, including class actions, arising out of the conduct of their respective business activities. The Company believes it has meritorious defenses to each of these actions and intends to defend them vigorously. In the course of its business, the Company and its subsidiaries are also subject to governmental examinations, information gathering requests, subpoenas, inquiries and investigations. The Company believes that it is not a party to, nor are any of its properties the subject of, any pending legal, arbitration, regulatory or investigative proceedings that would have a material adverse effect on the Company's consolidated financial condition or liquidity. However, it is possible that the outcome of any such proceeding could have a material impact on results of operations in any particular reporting period as the proceedings are resolved. Certain legal proceedings involving the Company are described below and others, for which there have been no subsequent material developments since the filing of the Company's Annual Report on Form 10-K for the year ended December 31, 2011, are described in such report.

For those legal proceedings and governmental examinations referred to in the last sentence of the preceding paragraph for which a loss is reasonably possible in future periods, whether in excess of a related accrued liability or where there is no accrued liability, and for which the Company is able to estimate a range of possible loss, the current estimated range is zero to $520 million in excess of the accrued liability (if any) related to those matters. This aggregate range represents management's estimate of possible loss with respect to these matters and is based on currently available information. This estimated range of possible loss does not represent the Company's maximum loss exposure. The legal proceedings and governmental examinations underlying the estimated range will change from time to time and actual results may vary significantly from the current estimate.

Corporate Matters

In December 2008, a putative class action captioned Obester v. American Express Company, et al. was filed in the United States District Court for the Southern District of New York. The complaint alleges that the defendants violated certain ERISA obligations by: allowing the investment of American Express Retirement Savings Plan (Plan) assets in American Express common stock when American Express common stock was not a prudent investment; misrepresenting and failing to disclose material facts to Plan participants in connection with the administration of the Plan; and breaching certain fiduciary obligations. Thereafter, three other putative class actions making allegations similar to those made in the Obester matter were filed against the defendants in the Southern District of New York . In April 2009, these actions were consolidated as In re American Express ERISA Litigation . On November 2, 2010, the District Court granted American Express' motion to dismiss the consolidated actions. Plaintiffs appealed but their appeal was later withdrawn but subject to appellants' right to reinstatement, which on May 31, 2012 was extended to October 31, 2012.

The Company is a defendant in a putative class action captioned Kaufman v. American Express Travel Related Services , which was filed on February 14, 2007, and is pending in the United States District Court for the Northern District of Illinois. Plaintiffs' principal allegation is that the Company's gift cards violate consumer protection statutes because consumers allegedly have difficulty spending small residual amounts on the gift cards prior to the imposition of monthly service fees. The Court preliminarily certified a settlement class consisting of (with some exceptions) "all purchasers, recipients and holders of all gift cards issued by American Express from January 1, 2002 through the date of preliminary approval of the settlement" and preliminarily approved the parties' settlement agreement on September 21, 2011. A final settlement approval hearing took place on February 29, 2012 and the Court issued an order on June 25, 2012 appointing an expert to consider further notice to the class. The Company is also a defendant in Goodman v. American Express Travel Related Services , a putative class action pending in the United States District Court for the Eastern District of New York that involves allegations similar to those made in Kaufman . Plaintiffs in Goodman have intervened in the Kaufman proceedings and will be subject to any final settlement approved in Kaufman .

Various bank regulators have been reviewing the Company's card practices for compliance with certain consumer protection laws and regulations. In connection with a review of Centurion Bank by the FDIC and the Utah Department of Financial Institutions (DFI), the FDIC provided information it considered relevant, including information obtained in the course of its review, to the CFPB, which has examination and enforcement authority with respect to certain federal consumer financial laws for the Company and its U.S. banking subsidiaries. In February 2012, the FDIC notified Centurion Bank that it plans to take formal enforcement action against it. The Company currently believes the CFPB intends to take a similar action against Centurion Bank, and it appears likely the DFI will take some type of action against Centurion Bank as well. The CFPB also recently indicated that it may take enforcement action against the Company's other U.S. banking subsidiary, AEBFSB, for certain card practices similar to those at Centurion Bank. In connection with these matters, ongoing discussions with regulators and the Company's own internal reviews, Centurion Bank and AEBFSB have made and continue to make changes to certain of their card practices and products and established accruals for, among other costs, expected refunds to cardmembers, and the Company and its subsidiaries could be required to, or otherwise determine to, make further changes to their card practices and products to respond to regulatory concerns. Changes by the Company and its subsidiaries to their card practices and products in response to current or future regulatory concerns and enforcement or other action by the above referenced or other regulators, which may include civil money penalties and require additional refund obligations to cardmembers, could adversely affect the Company's operations and results.

U.S. Card Services and Global Merchant Services Matters

Since July 2003, the Company has been named in a number of putative class actions in which the plaintiffs allege an unlawful antitrust tying arrangement between certain of the Company's charge cards and credit cards in violation of various state and federal laws. These cases have all been consolidated in the United States District Court for the Southern District of New York under the caption: In re American Express Merchants' Litigation . A case making similar allegations was also filed in the Southern District of New York in July 2004 captioned: The Marcus Corporation v. American Express Company, et al. The Marcus case is not consolidated. The plaintiffs in the consolidated actions seek injunctive relief and an unspecified amount of damages. Since April 2004, the parties have been engaged in motion practice regarding American Express' motion to dismiss the consolidated action on the grounds that all of the plaintiffs' claims are subject to arbitration. On February 1, 2012, the Second Circuit again reversed the District Court's decision ordering arbitration, and reaffirmed its prior ruling notwithstanding the decision by the United States Supreme Court in AT&T Mobility LLC v. Concepcion . On May 29, 2012, the Second Circuit denied the Company's petition for rehearing *en banc* with dissents. The Second Circuit has stayed the mandate and the Company has filed a petition for *writ of certiorari* with the Supreme Court.

In July 2004, a purported class action complaint, Ross, et al. v. American Express Company, American Express Travel Related Services and American Express Centurion Bank, was filed in the United States District Court for the Southern District of New York alleging that American Express conspired with Visa, MasterCard and Diners Club in the setting of foreign currency conversion rates and in the inclusion of arbitration clauses in certain of their cardmember agreements. The suit seeks injunctive relief and unspecified damages. The class is defined as "all Visa, MasterCard and Diners Club general-purpose cardholders who used cards issued by any of the MDL Defendant Banks." American Express cardholders are not part of the class. The parties have reached an agreement to settle the claims asserted on behalf of the damage class concerning foreign currency conversion rates under which the Company agreed to pay $49.5 million into a settlement fund. The Court preliminarily approved that settlement on November 18, 2011 and a final approval hearing was held on April 27, 2012. On April 30, 2012, the Court entered an Order and Final Judgment approving the settlement and an Order and Final Judgment approving the allocation plan. Two notices of appeal from the Order and Final Judgment approving the settlement were filed on May 29, 2012, and an additional notice of appeal from both orders entered on April 30, 2012, was also filed on May 29, 2012. The claims asserted by the injunction class concerning cardmember arbitration clauses are not included in the proposed settlement and will continue to be litigated. Trial is currently scheduled to begin on January 7, 2013.

In June 2009, a putative class action, now captioned Mesi v. American Express Bank, FSB , was filed in the United States District Court for the Central District of California. The complaint seeks to certify a nationwide class of American Express Cardmembers "whose interest rates on their outstanding balances were retroactively increased" by the Company. The complaint seeks, among other things, damages "in excess of $5,000,000" and unspecified declaratory and injunctive relief and statutory penalties. On May 4, 2012, the court granted the Company's motion to compel arbitration and stay action.

International Matters

In April 2011, in a matter captioned 9085-4886 Quebec Inc. and Peter Bakopanos v. Amex Bank of Canada and Amex Canada Inc. , a motion was filed in the Quebec Superior Court seeking to authorize the bringing of a class action lawsuit alleging that the non-discrimination provisions in the Canadian merchant agreement violate Canadian competition law under the price maintenance provision (section 76) of the Canadian Competition Act. The plaintiff sought unspecified damages and the elimination of the non-

discrimination provisions. The Company subsequently brought a motion to dismiss the class action. The plaintiff withdrew the motion to authorize the class action, which the court approved on June 20, 2012.

ITEM 1A. RISK FACTORS

This section supplements and updates certain of the information found under Part I, Item 1A. "Risk Factors" of the Company's Annual Report on Form 10-K for the year ended December 31, 2011 (the 2011 Form 10-K) and should be read in conjunction with the discussion of risk factors set forth in such section. Based on the information currently known to the Company, it believes that the matter discussed below, together with the risk factors set forth in the 2011 Form 10-K, identify the most significant risk factors affecting the Company. However, the risks and uncertainties that the Company faces are not limited to those described below and those set forth in the 2011 Form 10-K. Additional risks and uncertainties not presently known to the Company or that it currently believes to be immaterial may also adversely affect the Company's business and the trading price of its securities.

We have agreements with business partners in a variety of industries, including the airline industry, that represent a significant portion of our business. We are exposed to risks associated with these industries, including bankruptcies, liquidations, restructurings, consolidations and alliances of our partners, and the possible obligation to make payments to our partners.

In the ordinary course of our business we enter into different types of contractual arrangements with business partners in a variety of industries. For example, we have partnered with Costco and Delta Air Lines to offer co-branded cards for consumers and small businesses, and through our Membership Rewards program we have partnered with businesses in many industries, including the airline industry, to offer benefits to Cardmember participants. Under some types of these contractual arrangements, we may be obligated to make or accelerate payments to certain business partners such as co-brand partners and merchants upon the occurrence of certain triggering events such as: (i) our filing for bankruptcy, (ii) our economic condition deteriorating such that our senior unsecured debt rating is significantly below investment grade by S&P and Moody's, (iii) our ceasing to have a public debt rating, or (iv) a shortfall in certain performance levels. If we are not able to effectively manage the triggering events, we could unexpectedly have to make payments to these partners, which could have a negative effect on our financial condition and results of operations. Similarly, we have credit risk to certain co-brand partners relating to our prepayments for loyalty program points that may not be fully redeemed. We are also exposed to risk from bankruptcies, liquidations, insolvencies, financial distress, restructurings, consolidations and other similar events that may occur in any industry representing a significant portion of our billed business, which could negatively impact particular card products and services (and billed business generally) and our financial condition and results of operations. For example, we could be materially impacted if we were obligated to or elected to reimburse Cardmembers for products and services purchased from merchants that have ceased operations or stopped accepting our Cards.

The airline industry represents a significant portion of our billed business and in recent years has undergone bankruptcies, restructurings, consolidations and other similar events. The airline industry accounted for approximately 11 percent of our worldwide billed business for the six months ended June 30, 2012.

There continues to be significant consolidation in the airline industry, particularly in the United States (e.g., United Airlines/Continental Airlines and Southwest Airlines/AirTran), through mergers and/or grants of antitrust immunity to airline alliances and joint ventures, and this trend could continue.

In particular, the United States Department of Transportation has granted antitrust immunity to members of the Skyteam, Star and Oneworld Alliances, enabling the covered airlines to closely coordinate their cross-regional operations and to launch highly integrated joint ventures in transatlantic and other markets, including jointly pricing and managing capacity on covered routes, sharing revenues and costs, and coordinating sales and corporate contracts, all outside the scope of the U.S. antitrust laws. The European Commission has similarly approved the Oneworld Alliance, and its review of the other alliances is continuing.

Increasing consolidation and expanded antitrust immunity could create challenges for our relationships with the airlines including reducing our profitability on our airline business. Further consolidation may also result from airline bankruptcies, which could be an outcome of American Airline's pending case under Chapter 11 of the Bankruptcy Code.

Airlines are also some of the most important and valuable partners in our Membership Rewards program. If a participating airline merged with an airline that did not participate in Membership Rewards, the combined airline would have to determine whether or not to continue participation. Similarly, if one of our co-brand airline partners merged with an airline that had a competing co-brand card, the combined airline would have to determine which co-brand cards it would offer. Our largest airline co-brand loan portfolio, American Express' Delta SkyMiles Credit Card, accounted for less than 15 percent of worldwide Cardmember loans as of June 30, 2012.

If an airline determined to withdraw from Membership Rewards or to cease offering an American Express co-brand Card, whether as the result of a merger or otherwise, such as the withdrawal of Continental Airlines in 2011 from our Airport Club Access program for Centurion and Platinum Cardmembers and our Membership Rewards points transfer program, our business could be adversely affected. For additional information relating to the general risks related to the airline industry, see "Risk Management — Exposure to Airline Industry" in the Company's 2011 Annual Report to Shareholders.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(c) ISSUER PURCHASES OF SECURITIES

The table below sets forth the information with respect to purchases of the Company's common stock made by or on behalf of the Company during the three months ended June 30, 2012.

	Total Number of Shares Purchased		Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (c)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
April 1-30, 2012					
Repurchase program (a)	14,904,025	$	58.29	14,904,025	133,615,275
Employee transactions (b)	5,105	$	53.11	N/A	N/A
May 1-31, 2012					
Repurchase program (a)	10,961,115	$	59.04	10,961,115	122,654,160
Employee transactions (b)	33,298	$	60.22	N/A	N/A
June 1-30, 2012					
Repurchase program (a)	4,438,564	$	56.31	4,438,564	118,215,596
Employee transactions (b)	6,093	$	55.54	N/A	N/A
Total					
Repurchase program (a)	30,303,704	$	58.27	30,303,704	118,215,596
Employee transactions (b)	44,496	$	58.76	N/A	N/A

(a) As of June 30, 2012, there were approximately 118 million shares of common stock remaining under Board authorization. Such authorization does not have an expiration date and, at present, there is no intention to modify or otherwise rescind such authorization. Additional future share repurchases are subject to approval by the Federal Reserve.

(b) Includes: (i) shares surrendered by holders of employee stock options who exercised options (granted under the Company's incentive compensation plans) in satisfaction of the exercise price and/or tax withholding obligation of such holders and (ii) restricted shares withheld (under the terms of grants under the Company's incentive compensation plans) to offset tax withholding obligations that occur upon vesting and release of restricted shares. The Company's incentive compensation plans provide that the value of the shares delivered or attested to, or withheld, be based on the price of the Company's common stock on the date the relevant transaction occurs.

(c) Share purchases under publicly announced programs are made pursuant to open market purchases or privately negotiated transactions (including employee benefit plans) as market conditions warrant and at prices the Company deems appropriate.

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ITEM 6. EXHIBITS

The list of exhibits required to be filed as exhibits to this report are listed on page E-1 hereof, under “Exhibit Index,” which is incorporated herein by reference.

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SIGNATURES

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

AMERICAN EXPRESS COMPANY
(Registrant)

Date: August 2, 2012

By /s/ Daniel T. Henry
Daniel T. Henry
Executive Vice President and
Chief Financial Officer

Date: August 2, 2012

By /s/ Linda Zukauckas
Linda Zukauckas
Executive Vice President and
Corporate Comptroller
(Principal Accounting Officer)

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EXHIBIT INDEX

The following exhibits are filed as part of this Quarterly Report:

Exhibit	Description
12	Computation in Support of Ratio of Earnings to Fixed Charges.
31.1	Certification of Kenneth I. Chenault pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
31.2	Certification of Daniel T. Henry pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
32.1	Certification of Kenneth I. Chenault pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Daniel T. Henry pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

AMERICAN EXPRESS COMPANY
COMPUTATION IN SUPPORT OF RATIO OF EARNINGS TO FIXED CHARGES
(*Dollars in Millions*)

	Six Months Ended June 30, 2012	Years Ended December 31, 2011	2010	2009	2008
Earnings:					
Pretax income from continuing operations	**$ 3,652**	$ 6,956	$ 5,964	$ 2,841	$ 3,581
Interest expense [a]	**1,124**	2,320	2,423	2,208	3,628
Other adjustments [b]	**75**	124	126	129	144
Total earnings	**$ 4,851**	$ 9,400	$ 8,513	$ 5,178	$ 7,353
Fixed charges:					
Interest expense	**$ 1,124**	$ 2,320	$ 2,423	$ 2,208	$ 3,628
Other adjustments [c]	**47**	94	85	121	114
Total fixed charges	**$ 1,171**	$ 2,414	$ 2,508	$ 2,329	$ 3,742
Ratio of earnings to fixed charges	**4.14**	3.89	3.39	2.22	1.96

(a) Included in interest expense is interest expense related to the cardmember lending activities, international banking operations, and charge card and other activities in the Consolidated Statements of Income. Interest expense does not include interest on liabilities recorded under GAAP governing accounting for uncertainty in income taxes. The Company's policy is to classify such interest in income tax provision in the Consolidated Statements of Income.

(b) For purposes of the "earnings" computation, "other adjustments" include adding the amortization of capitalized interest, the net loss of affiliates accounted for under the equity method whose debt is not guaranteed by the Company, the noncontrolling interest in the earnings of majority-owned subsidiaries with fixed charges, and the interest component of rental expense, and subtracting undistributed net income of affiliates accounted for under the equity method.

(c) For purposes of the "fixed charges" computation, "other adjustments" include capitalized interest costs and the interest component of rental expense.

EXHIBIT 31.1

CERTIFICATION

I, Kenneth I. Chenault, certify that:

1. I have reviewed this quarterly report on Form 10-Q of American Express Company;

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.

Date: August 2, 2012

/s/ Kenneth I. Chenault
Kenneth I. Chenault
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, Daniel T. Henry, certify that:

1. I have reviewed this quarterly report on Form 10-Q of American Express Company;

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.

Date: August 2, 2012

/s/ Daniel T. Henry
Daniel T. Henry
Chief 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 on Form 10-Q of American Express Company (the "Company") for the quarterly period ended June 30, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Kenneth I. Chenault, as Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(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.

/s/ Kenneth I. Chenault
Name: Kenneth I. Chenault
Title: Chief Executive Officer
Date: August 2, 2012

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and is not being "filed" as part of the Form 10-Q or as a separate disclosure document for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to liability under that section. This certification shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act except to the extent that this Exhibit 32.1 is expressly and specifically incorporated by reference in any such filing.

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

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 on Form 10-Q of American Express Company (the "Company") for the quarterly period ended June 30, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Daniel T. Henry, as Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(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.

/s/ Daniel T. Henry
Name: Daniel T. Henry
Title: Chief Financial Officer
Date: August 2, 2012

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and is not being "filed" as part of the Form 10-Q or as a separate disclosure document for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to liability under that section. This certification shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act except to the extent that this Exhibit 32.2 is expressly and specifically incorporated by reference in any such filing.

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