

Federal Financial Institutions Examination Council



Consolidated Reports of Condition and Income for
A Bank With Domestic and Foreign Offices Only—FFIEC 031

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Report at the close of business June 30, 2013

This report is required by law: 12 U.S.C. Section 324 (State member banks); 12 U.S.C. Section 1817 (State nonmember banks); and 12 U.S.C. Section 161 (National banks); and 12 U.S.C. Section 1464 (Savings associations).

Unless the content indicates otherwise, the term "bank" in this report form refers to both banks and savings associations.

This report form is to be filed by banks with branches and consolidated subsidiaries in U.S. territories and possessions, Edge or Agreement subsidiaries, foreign branches, consolidated foreign subsidiaries, or International Banking Facilities.

NOTE: Each bank's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Reports of Condition and Income. The Reports of Condition and Income are to be prepared in accordance with Federal regulatory authority instructions. The Reports of Condition and Income must be signed by the Chief Financial Officer (CFO) of the reporting bank (or by the individual performing an equivalent function) and attested to by not less than two directors (trustees) for State nonmember banks and three directors for State member banks, National banks, and Savings associations.

report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct to the best of my knowledge and belief.

We, the undersigned directors (trustees), attest to the correctness of the Reports of Condition and Income (including the supporting schedules) for this report date and declare that the Reports of Condition and Income have been examined by us and to the best of our knowledge and belief have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct.

I, the undersigned CFO (or equivalent) of the named bank, attest that the Reports of Condition and Income (including the supporting schedules) for this

Signature of Chief Financial Officer (or Equivalent)

Director (Trustee)

Date of Signature

Director (Trustee)

Director (Trustee)

Submission of Reports

Each bank must file its Reports of Condition and Income (Call Report) data by either:

- (a) Using computer software to prepare its Call Report and then submitting the report data directly to the FFIEC's Central Data Repository (CDR), an Internet-based system for data collection (<https://cdr.ffiec.gov/cdr/>), or
- (b) Completing its Call Report in paper form and arranging with a software vendor or another party to convert the data into the electronic format that can be processed by the CDR. The software vendor or other party then must electronically submit the bank's data file to the CDR.

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach your bank's completed signature page (or a photocopy or a computer-generated version of this page) to the hard-copy record of the data file submitted to the CDR that your bank must place in its files.

The appearance of your bank's hard-copy record of the submitted data file need not match exactly the appearance of the FFIEC's sample report forms, but should show at least the caption of each Call Report item and the reported amount.

For technical assistance with submissions to the CDR, please contact the CDR Help Desk by telephone at (888) CDR-3111, by fax at (703) 774-3946, or by e-mail at CDR.Help@ffiec.gov.

THE NORTHERN TRUST COMPANY

Legal Title of Bank (RSSD 9017)

CHICAGO

City (RSSD 9130)

FDIC Certificate Number 00913
(RSSD 9050)

IL

State Abbreviation (RSSD 9200)

60603-

Zip Code (RSSD 9220)

The estimated average burden associated with this information collection is 45.8 hours per respondent and is estimated to vary from 17 to 720 hours per response, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information, unless it displays a currently valid OMB control number. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503, and to one of the following: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551; Legislative and Regulatory Analysis Division, Office of the Comptroller of the Currency, Washington, DC 20219; Assistant Executive Secretary, Federal Deposit Insurance Corporation, Washington, DC 20429.

Schedule RC

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Consolidated Report of Condition for Insured Banks and Savings Associations for June 30, 2013

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC—Balance Sheet

Dollar Amounts in Thousands				Bil	Mil	Thou	
Assets							
1. Cash and balances due from depository institutions (from Schedule RC-A):							
a. Noninterest-bearing balances and currency and coin ⁽¹⁾	RCFD0081	4,565,606					1.a.
b. Interest-bearing balances ⁽²⁾	RCFD0071	26,206,526					1.b.
2. Securities:							
a. Held-to-maturity securities (from Schedule RC-B, column A)	RCFD1754	1,107,759					2.a.
b. Available-for-sale securities (from Schedule RC-B, column D)	RCFD1773	27,471,341					2.b.
3. Federal funds sold and securities purchased under agreements to resell:							
a. Federal funds sold in domestic offices	RCONB987	31,200					3.a.
b. Securities purchased under agreements to resell ⁽³⁾	RCFDB989	500,000					3.b.
4. Loans and lease financing receivables (from Schedule RC-C):							
a. Loans and leases held for sale	RCFD5369	1,149					4.a.
b. Loans and leases, net of unearned income	RCFDB528	28,809,208					4.b.
c. LESS: Allowance for loan and lease losses	RCFD3123	290,436					4.c.
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)	RCFDB529	28,518,772					4.d.
5. Trading assets (from Schedule RC-D)	RCFD3545	3,211,324					5.
6. Premises and fixed assets (including capitalized leases)	RCFD2145	449,664					6.
7. Other real estate owned (from Schedule RC-M)	RCFD2150	14,494					7.
8. Investments in unconsolidated subsidiaries and associated companies	RCFD2130	0					8.
9. Direct and indirect investments in real estate ventures	RCFD3656	0					9.
10. Intangible assets:							
a. Goodwill	RCFD3163	491,546					10.a.
b. Other intangible assets (from Schedule RC-M)	RCFD0426	92,495					10.b.
11. Other assets (from Schedule RC-F)	RCFD2160	4,226,928					11.
12. Total assets (sum of items 1 through 11)	RCFD2170	96,888,804					12.

(1) Includes cash items in process of collection and unposted debits.

(2) Includes time certificates of deposit not held for trading.

(3) Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule RC—Continued

Dollar Amounts in Thousands		Bil	Mil	Thou
Liabilities				
13. Deposits:				
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)	RCON2200	33,070,605		13.a.
(1) Noninterest-bearing ⁽¹⁾	RCON6631	15,017,371		13.a.(1)
(2) Interest-bearing	RCON6636	18,053,234		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)	RCFN2200	45,450,714		13.b.
(1) Noninterest-bearing	RCFN6631	4,748,759		13.b.(1)
(2) Interest-bearing	RCFN6636	40,701,955		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:				
a. Federal funds purchased in domestic offices ⁽²⁾	RCONB993	1,648,075		14.a.
b. Securities sold under agreements to repurchase ⁽³⁾	RCFDB995	777,741		14.b.
15. Trading liabilities (from Schedule RC-D)	RCFD3548	1,044,086		15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)	RCFD3190	3,804,375		16.
17. Not applicable				
18. Not applicable				
19. Subordinated notes and debentures ⁽⁴⁾	RCFD3200	1,091,800		19.
20. Other liabilities (from Schedule RC-G)	RCFD2930	3,051,253		20.
21. Total liabilities (sum of items 13 through 20)	RCFD2948	89,938,649		21.
22. Not applicable				22.
Equity Capital				
Bank Equity Capital				
23. Perpetual preferred stock and related surplus	RCFD3838	0		23.
24. Common stock	RCFD3230	3,563		24.
25. Surplus (exclude all surplus related to preferred stock)	RCFD3839	1,766,084		25.
26.				
a. Retained earnings	RCFD3632	5,485,910		26.a.
b. Accumulated other comprehensive income ⁽⁵⁾	RCFDB530	(306,844)		26.b.
c. Other equity capital components ⁽⁶⁾	RCFDA 130	0		26.c.
27.				27.
a. Total bank equity capital (sum of items 23 through 26.c)	RCFD3210	6,948,713		27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	RCFD3000	1,442		27.b.
28. Total equity capital (sum of items 27.a and 27.b)	RCFDG105	6,950,155		28.
29. Total liabilities and equity capital (sum of items 21 and 28)	RCFD3300	96,888,804		29.

(1) Includes noninterest-bearing demand, time, and savings deposits.

(2) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."

(3) Includes all securities repurchase agreements in domestic and foreign offices, regardless of maturity.

(4) Includes limited-life preferred stock and related surplus.

(5) Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.

(6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.