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

FORM 10-Q

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

For the Quarterly Period Ended March 31, 2016

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 No. 001-36609

NORTHERN TRUST CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

36-2723087

(I.R.S. Employer
Identification No.)

50 South LaSalle Street
Chicago, Illinois

(Address of principal executive offices)

60603

(Zip Code)

Registrant's telephone number, including area code: (312) 630-6000

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "small 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

228,163,712 Shares – \$1.66 2/3 Par Value
(Shares of Common Stock Outstanding on March 31, 2016)

NORTHERN TRUST CORPORATION
QUARTERLY REPORT ON FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2016

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**CONSOLIDATED FINANCIAL HIGHLIGHTS
(UNAUDITED)**

	Three Months Ended March 31,		
	2016	2015	% Change ⁽¹⁾
CONDENSED INCOME STATEMENTS (In Millions)			
Noninterest Income	\$ 882.2	\$ 873.9	1%
Net Interest Income	307.8	260.6	18
Provision for Credit Losses	2.0	(4.5)	N/M
Noninterest Expense	828.8	789.0	5
Income before Income Taxes	359.2	350.0	3
Provision for Income Taxes	117.4	119.3	(2)
Net Income	\$ 241.8	\$ 230.7	5%
PER COMMON SHARE			
Net Income — Basic	\$ 1.01	\$ 0.95	6%
— Diluted	1.01	0.94	7
Cash Dividends Declared Per Common Share	0.36	0.33	9
Book Value — End of Period (EOP)	37.01	35.22	5
Market Price — EOP	65.17	69.65	(6)
SELECTED BALANCE SHEET DATA (In Millions)			
	March 31, 2016	December 31, 2015	% Change ⁽¹⁾
<i>End of Period:</i>			
Assets	\$ 117,798.8	\$ 116,749.6	1%
Earning Assets	107,589.2	106,848.9	1
Deposits	97,659.6	96,868.9	1
Stockholders' Equity	8,832.8	8,705.9	1
Average Balances:			
	2016	2015	% Change ⁽¹⁾
Assets	\$ 113,417.1	\$ 107,513.2	5%
Earning Assets	104,625.6	98,693.1	6
Deposits	92,476.3	86,526.1	7
Stockholders' Equity	8,691.2	8,472.7	3
CLIENT ASSETS (In Billions)			
	March 31, 2016	December 31, 2015	% Change ⁽¹⁾
Assets Under Custody/Administration ⁽²⁾	\$ 7,926.4	\$ 7,797.0	2%
Assets Under Custody	6,211.4	6,072.1	2
Assets Under Management	900.0	875.3	3

⁽¹⁾ Percentage calculations are based on actual balances rather than the rounded amounts presented in the Consolidated Financial Highlights.

⁽²⁾ For the purposes of disclosing Assets Under Custody/Administration, to the extent that both custody and administration services are provided, the value of the assets is included only once.

SELECTED RATIOS AND METRICS

	Three Months Ended March 31,		
	2016	2015	% Change ⁽¹⁾
<i>Financial Ratios:</i>			
Return on Average Common Equity	11.43%	11.28%	1%
Return on Average Assets	0.86	0.87	(1)
Dividend Payout Ratio	35.7	35.1	2
Net Interest Margin ⁽²⁾	1.21	1.10	10

	March 31, 2016		December 31, 2015	
	Advanced Approach	Standardized Approach	Advanced Approach	Standardized Approach
<i>Capital Ratios:</i>				
Northern Trust Corporation				
Common Equity Tier 1	11.6%	10.6%	11.9%	10.8%
Tier 1	12.1	11.1	12.5	11.4
Total	13.6	12.8	14.2	13.2
Tier 1 Leverage	7.4	7.4	7.5	7.5
Supplementary Leverage ⁽³⁾	6.1	N/A	6.2	N/A
The Northern Trust Company				
Common Equity Tier 1	11.5%	10.4%	11.6%	10.4%
Tier 1	11.5	10.4	11.6	10.4
Total	13.2	12.2	13.1	12.0
Tier 1 Leverage	6.9	6.9	6.7	6.7
Supplementary Leverage ⁽³⁾	6.0	N/A	5.6	N/A

⁽¹⁾ Percentage calculations are based on actual balances rather than the rounded amounts presented in the Consolidated Financial Highlights.

⁽²⁾ Net interest margin is presented on a fully taxable equivalent (FTE) basis, a non-generally accepted accounting principle (GAAP) financial measure that facilitates the analysis of asset yields. The net interest margin on a GAAP basis and a reconciliation of net interest income on a GAAP basis to net interest income on an FTE basis are presented on page 19.

⁽³⁾ Effective January 1, 2018, Northern Trust will be subject to a minimum supplementary leverage ratio of 3 percent.

PART I – FINANCIAL INFORMATION

Items 2. and 3. Management’s Discussion and Analysis of Financial Condition and Results of Operations and Quantitative and Qualitative Disclosures about Market Risk

FIRST QUARTER CONSOLIDATED RESULTS OF OPERATIONS

General

Northern Trust Corporation (the Corporation) is a financial holding company that is a leading provider of asset servicing, fund administration, asset management, fiduciary and banking solutions for corporations, institutions, families and individuals worldwide. The Corporation focuses on managing and servicing client assets through its two client-focused reporting segments: Corporate & Institutional Services (C&IS) and Wealth Management. Asset management and related services are provided to C&IS and Wealth Management clients primarily by the Asset Management business. Except where the context requires otherwise, the term “Northern Trust,” “we,” “us,” “our” or similar terms mean the Corporation and its subsidiaries on a consolidated basis.

The following should be read in conjunction with the consolidated financial statements and related footnotes included in this report. Investors also should read the section entitled “Forward-Looking Statements.”

Overview

Net income per diluted common share was \$1.01 in the current quarter, up from \$0.94 in the first quarter of 2015. Net income was \$241.8 million in the current quarter as compared to \$230.7 million in the prior-year quarter. Annualized return on average common equity in the current quarter was 11.4%, up from 11.3% in the prior-year quarter. The annualized return on average assets was 0.9% in both the current and prior-year quarters.

Revenue of \$1.19 billion was up \$55.5 million, or 5%, from \$1.13 billion in the prior-year quarter, primarily reflecting higher net interest income and trust, investment and other servicing fees, partially offset by lower foreign exchange trading income. Noninterest income increased \$8.3 million, or 1%, to \$882.2 million from \$873.9 million in the prior-year quarter.

Net interest income increased 18% to \$307.8 million in the current quarter as compared to \$260.6 million in the prior-year quarter, due to growth in earning assets and a higher net interest margin.

The provision for credit losses was \$2.0 million in the current quarter, as compared to a provision credit of \$4.5 million in the prior-year quarter.

Noninterest expense totaled \$828.8 million, up \$39.8 million, or 5%, from \$789.0 million in the prior-year quarter, attributable to higher compensation and outside services expenses.

FIRST QUARTER CONSOLIDATED RESULTS OF OPERATIONS (continued)**Noninterest Income**

The components of noninterest income are provided below.

Table 1: Noninterest Income

<u>Noninterest Income</u> (\$ In Millions)	Three Months Ended March 31,			
	2016	2015	Change	
Trust, Investment and Other Servicing Fees	\$ 748.2	\$ 727.5	\$ 20.7	3%
Foreign Exchange Trading Income	60.5	71.6	(11.1)	(15)
Treasury Management Fees	16.2	16.3	(0.1)	(1)
Security Commissions and Trading Income	18.9	19.8	(0.9)	(4)
Other Operating Income	38.1	38.6	(0.5)	(1)
Investment Security Gains, net	0.3	0.1	0.2	134
Total Noninterest Income	\$ 882.2	\$ 873.9	\$ 8.3	1%

Trust, investment and other servicing fees are based primarily on: the market value of assets held in custody, managed or serviced; the volume of transactions; securities lending volume and spreads; and fees for other services rendered. Certain market-value-based fees are calculated on asset values that are a month or quarter in arrears. For a further discussion of trust, investment and other servicing fees and how they are derived, refer to the “Reporting Segments” section.

Assets under custody/administration (AUC/A), and assets under management form the primary drivers of our trust, investment and other servicing fees. For the purposes of disclosing AUC/A, to the extent that both custody and administration services are provided, the value of the assets is included only once. At March 31, 2016, AUC/A were \$7.93 trillion, up \$129.4 billion, or 2%, from \$7.80 trillion at December 31, 2015.

The following table presents Northern Trust’s assets under custody, a component of AUC/A, by reporting segment.

Table 2: Assets Under Custody

<u>Assets Under Custody</u> (\$ In Billions)	March 31, 2016	December 31, 2015	March 31, 2015	Change Q1-16/Q4-15	Change Q1-16/Q1-15
Corporate & Institutional	\$ 5,700.3	\$ 5,565.8	\$ 5,566.2	2%	2%
Wealth Management	511.1	506.3	524.6	1	(3)
Total Assets Under Custody	\$ 6,211.4	\$ 6,072.1	\$ 6,090.8	2%	2%

The following table presents the allocation of Northern Trust’s custodied assets by reporting segment.

Table 3: Allocations of Assets Under Custody

<u>Assets Under Custody</u>	March 31, 2016			December 31, 2015			March 31, 2015		
	C&IS	WM	Total	C&IS	WM	Total	C&IS	WM	Total
Equities	43%	54%	43%	44%	54%	44%	45%	55%	46%
Fixed Income	39	23	38	38	24	37	37	23	35
Cash and Other Assets	18	23	19	18	22	19	18	22	19

The \$120.6 billion increase in consolidated assets under custody from \$6.09 trillion at March 31, 2015, to \$6.21 trillion as of March 31, 2016, primarily reflected new business, partially offset by the unfavorable impact of equity markets and lower securities lending collateral.

FIRST QUARTER CONSOLIDATED RESULTS OF OPERATIONS (continued)**Noninterest Income (continued)**

The following table presents Northern Trust's assets under management by reporting segment.

Table 4: Assets Under Management

<u>Assets Under Management</u> (\$ In Billions)	March 31, 2016	December 31, 2015	March 31, 2015	Change Q1-16/Q4-15	Change Q1-16/Q1-15
Corporate & Institutional	\$ 669.9	\$ 648.0	\$ 727.0	3%	(8)%
Wealth Management	230.1	227.3	233.1	1	(1)
Total Assets Under Management	\$ 900.0	\$ 875.3	\$ 960.1	3%	(6)%

The following table presents Northern Trust's assets under management by investment type.

Table 5: Assets Under Management by Investment Type

<u>(\$ In Billions)</u>	March 31, 2016	December 31, 2015	March 31, 2015
Equities	\$ 453.5	\$ 446.6	\$ 495.8
Fixed Income	148.5	147.1	168.0
Cash and Other Assets	192.0	177.7	173.1
Securities Lending Collateral	106.0	103.9	123.2
Total Assets Under Management	\$ 900.0	\$ 875.3	\$ 960.1

The following table presents the allocation of Northern Trust's assets under management by reporting segment.

Table 6: Allocations of Assets Under Management

<u>Assets Under Management</u>	March 31, 2016			December 31, 2015			March 31, 2015		
	C&IS	WM	Total	C&IS	WM	Total	C&IS	WM	Total
Equities	52%	46%	50%	53%	46%	51%	53%	46%	52%
Fixed Income	12	29	17	13	28	17	14	28	17
Securities Lending Collateral	16	—	12	16	—	12	17	—	13
Cash and Other Assets	20	25	21	18	26	20	16	26	18

The 6% decrease in consolidated assets under management from \$960.1 billion at March 31, 2015, to \$900.0 billion as of March 31, 2016, primarily reflected lower equity assets due to outflows from certain sovereign wealth fund clients and unfavorable global equity markets, as well as lower fixed income assets due to the loss of one passive mandate from a non-U.S. institutional client.

Changes in assets under custody and under management are in comparison to the twelve-month decrease in the S&P 500 index of 0.4% and in the MSCI EAFE index (USD) of 10.7%.

FIRST QUARTER CONSOLIDATED RESULTS OF OPERATIONS (continued)**Noninterest Income (continued)**

The following table presents activity in consolidated assets under management by investment type during the three months ended March 31, 2016.

Table 7: Activity in Consolidated Assets Under Management by Investment Type

(\$ In Billions)	
Balance as of December 31, 2015	\$ 875.3
Inflows by Investment Type	
Equity	29.4
Fixed Income	11.4
Cash & Other Assets	94.6
Securities Lending Collateral	20.4
Total Inflows	155.8
Outflows by Investment Type	
Equity	(28.1)
Fixed Income	(10.2)
Cash & Other Assets	(80.3)
Securities Lending Collateral	(18.2)
Total Outflows	(136.8)
Net Inflows	19.0
Market Performance, Currency & Other	5.7
Balance as of March 31, 2016	\$ 900.0

Foreign exchange trading income totaled \$60.5 million in the current quarter, down \$11.1 million, or 15%, compared to \$71.6 million in the prior-year quarter. The decrease generally reflected lower client volumes as compared to the prior-year quarter.

Security commissions and trading income totaled \$18.9 million, down 4% compared with \$19.8 million in the prior-year quarter. The decrease was primarily attributable to lower income from transition management, interest rate protection products and core brokerage revenue, partially offset by increased referral fees.

Other operating income totaled \$38.1 million, down 1% compared to \$38.6 million in the prior-year quarter, reflecting a decrease in loan service fees, partially offset by an increase in bank service fees and other income. Included in current quarter other income is a \$2.3 million net gain in the current quarter related to the decision to exit a portion of a non-strategic loan and lease portfolio. The components of other operating income are provided below.

Table 8: Other Operating Income

Other Operating Income	Three Months Ended March 31,			Change
	2016	2015		
(\$ In Millions)				
Loan Service Fees	\$ 13.4	\$ 14.9	\$ (1.5)	(11)%
Banking Service Fees	12.4	11.9	0.5	5
Other Income	12.3	11.8	0.5	5
Total Other Operating Income	\$ 38.1	\$ 38.6	\$ (0.5)	(1)%

FIRST QUARTER CONSOLIDATED RESULTS OF OPERATIONS (continued)**Net Interest Income**

The following table presents an analysis of average balances and interest rate changes affecting net interest income.

Table 9: Average Consolidated Balance Sheets with Analysis of Net Interest Income

NORTHERN TRUST CORPORATION						
(Interest and Rate on a Fully Taxable Equivalent Basis)						
(\$ In Millions)	First Quarter					
	2016			2015		
	Interest	Average Balance	Rate (4)	Interest	Average Balance	Rate (4)
Average Earning Assets						
Federal Funds Sold and Securities Purchased under						
Agreements to Resell	\$ 3.2	\$ 1,593.7	0.82%	\$ 1.2	\$ 1,033.7	0.45%
Interest-Bearing Due from and Deposits with Banks (1)	23.7	14,545.0	0.66	26.6	15,263.1	0.71
Federal Reserve Deposits	19.8	15,690.2	0.51	9.2	14,504.0	0.26
Securities						
U.S. Government	19.3	6,500.5	1.19	12.7	4,580.0	1.13
Obligations of States and Political Subdivisions	1.8	189.1	3.77	2.1	121.6	6.75
Government Sponsored Agency	48.8	16,764.2	1.17	37.4	16,511.9	0.92
Other (2)	38.9	15,349.5	1.02	30.4	14,579.0	0.85
Total Securities	108.8	38,803.3	1.13	82.6	35,792.5	0.94
Loans and Leases (3)	202.7	33,993.4	2.40	185.4	32,099.8	2.34
Total Earning Assets	358.2	104,625.6	1.38	305.0	98,693.1	1.25
Allowance for Credit Losses Assigned to Loans and Leases	—	(193.5)	—	—	(265.9)	—
Cash and Due from Banks	—	2,184.2	—	—	1,573.4	—
Buildings and Equipment	—	445.9	—	—	446.9	—
Client Security Settlement Receivables	—	1,190.5	—	—	959.7	—
Goodwill	—	523.1	—	—	529.7	—
Other Assets	—	4,641.3	—	—	5,576.3	—
Total Assets	\$ —	\$ 113,417.1	—%	\$ —	\$ 107,513.2	—%
Average Source of Funds						
Deposits						
Savings and Money Market	\$ 2.9	\$ 15,367.3	0.07%	\$ 2.4	\$ 15,361.0	0.06%
Savings Certificates and Other Time	2.0	1,459.6	0.54	1.2	1,741.7	0.28
Non-U.S. Offices — Interest-Bearing	17.3	49,434.9	0.14	13.1	47,399.8	0.11
Total Interest-Bearing Deposits	22.2	66,261.8	0.13	16.7	64,502.5	0.10
Short-Term Borrowings	3.4	5,584.1	0.25	1.5	5,187.4	0.12
Senior Notes	11.7	1,497.4	3.15	11.6	1,497.0	3.17
Long-Term Debt	6.1	1,399.3	1.75	7.8	1,571.9	2.02
Floating Rate Capital Debt	0.8	277.3	1.15	0.6	277.2	0.82
Total Interest-Related Funds	44.2	75,019.9	0.24	38.2	73,036.0	0.21
Interest Rate Spread	—	—	1.14	—	—	1.04
Demand and Other Noninterest-Bearing Deposits	—	26,214.5	—	—	22,023.6	—
Other Liabilities	—	3,491.5	—	—	3,980.9	—
Stockholders' Equity	—	8,691.2	—	—	8,472.7	—
Total Liabilities and Stockholders' Equity	\$ —	\$ 113,417.1	—%	\$ —	\$ 107,513.2	—%
Net Interest Income/Margin (FTE Adjusted)	\$ 314.0	\$ —	1.21%	\$ 266.8	\$ —	1.10%
Net Interest Income/Margin (Unadjusted)	\$ 307.8	\$ —	1.18%	\$ 260.6	\$ —	1.07%

FIRST QUARTER CONSOLIDATED RESULTS OF OPERATIONS (continued)**Net Interest Income (continued)****ANALYSIS OF NET INTEREST INCOME CHANGES
DUE TO VOLUME AND RATE**

(In Millions)	Three Months Ended March 31, 2016/2015		
	Change Due To		
	Average Balance	Rate	Total
Earning Assets (FTE)	\$ 19.5	\$ 33.7	\$ 53.2
Interest-Related Funds	0.9	5.1	6.0
Net Interest Income (FTE)	\$ 18.6	\$ 28.6	\$ 47.2

- (1) *Interest-Bearing Due from and Deposits with Banks includes the interest-bearing component of Cash and Due from Banks and Interest-Bearing Deposits with Banks as presented on the consolidated balance sheets.*
- (2) *Other securities include certain community development investments and Federal Home Loan Bank and Federal Reserve stock, which are classified in other assets in the consolidated balance sheets as of March 31, 2016 and 2015.*
- (3) *Average balances include nonaccrual loans. Lease financing receivable balances are reduced by deferred income.*
- (4) *Rate calculations are based on actual balances rather than the rounded amounts presented in the Average Consolidated Balance Sheets with Analysis of Net Interest Income.*
- Notes: *Net Interest Income (FTE Adjusted) includes adjustments to a fully taxable equivalent basis for loans and securities. Such adjustments are based on a blended federal and state tax rate of 37.7% and 37.4% for the three months ended March 31, 2016 and 2015, respectively. Total taxable equivalent interest adjustments amounted to \$6.2 million for the three months ended March 31, 2016 and 2015.*

Interest revenue on cash collateral positions is reported above within interest-bearing deposits with banks and within loans and leases. Interest expense on cash collateral positions is reported above within non-U.S. offices interest-bearing deposits. Related cash collateral received from and deposited with derivative counterparties is recorded net of the associated derivative contract within other assets and other liabilities, respectively.

Net interest income is defined as the total of interest income and amortized fees on earning assets, less interest expense on deposits and borrowed funds, adjusted for the impact of interest-related hedging activity.

Net interest income on a fully taxable equivalent (FTE) basis totaled \$314.0 million, up \$47.2 million, or 18%, compared to \$266.8 million in the prior-year quarter. The increase was primarily the result of growth in average earning assets and a higher net interest margin. Average earning assets for the current quarter averaged \$104.6 billion, up \$5.9 billion, or 6%, from \$98.7 billion in the prior-year quarter, primarily resulting from higher levels of securities and loans.

The net interest margin on an FTE basis increased to 1.21% in the current quarter from 1.10% in the prior-year quarter, primarily reflecting higher yields on earning assets.

When adjusted to an FTE basis, yields on taxable, nontaxable, and partially taxable assets are comparable; however, the adjustment to an FTE basis has no impact on net income. A reconciliation of net interest income on a GAAP basis to net interest income on an FTE basis (a non-GAAP financial measure) is provided on page 19.

Federal Reserve deposits averaged \$15.7 billion, up \$1.2 billion, or 8%, from \$14.5 billion in the prior-year quarter. Average securities were \$38.8 billion, up \$3.0 billion, or 8%, from \$35.8 billion in the prior-year quarter and include Federal Home Loan Bank, certain community development investments and Federal Reserve stock of \$200.0 million, \$168.4 million and \$53.1 million, respectively, which are recorded in other assets in the consolidated balance sheets.

Loans and leases averaged \$34.0 billion, up \$1.9 billion, or 6%, from \$32.1 billion in the prior-year quarter, primarily reflecting higher levels of private client loans, commercial and institutional loans, and commercial real estate loans, partially offset by reductions in residential real estate loans. Private client loans averaged \$9.1 billion, up \$1.6 billion, or 22%, from \$7.5 billion for the prior-year quarter. Commercial and institutional loans averaged \$9.9 billion, up \$1.1 billion, or 13%, from \$8.8 billion for the prior-year quarter. Commercial real estate loans averaged \$3.9 billion, up \$470.8 million, or 14%, from \$3.4 billion for the prior-year quarter. Residential real estate loans averaged \$8.8 billion, down \$887.4 million, or 9.2%, from \$9.6 billion for the prior-year quarter.

Northern Trust utilizes a diverse mix of funding sources. Total interest-bearing deposits averaged \$66.3 billion, compared to \$64.5 billion in the prior-year quarter, an increase of \$1.8 billion, or 3%. Other interest-bearing funds averaged \$8.8 billion, an increase of \$224.7 million, from \$8.5 billion in the prior-year quarter, attributable to increased short-term borrowings and long-term debt. The balances within short-term borrowing classifications vary based on funding requirements and strategies, interest rate levels, changes in the volume of lower-cost deposit sources, and the availability of collateral to secure these borrowings. Average net

FIRST QUARTER CONSOLIDATED RESULTS OF OPERATIONS (continued)**Net Interest Income (continued)**

noninterest-related funds utilized to fund earning assets increased \$3.9 billion, or 15%, to \$29.6 billion from \$25.7 billion in the prior-year quarter, primarily resulting from higher levels of demand and other noninterest-bearing deposits.

Provision for Credit Losses

The provision for credit losses was \$2.0 million in the current quarter, as compared to a credit provision of \$4.5 million in the prior-year quarter. Net charge-offs in the current quarter were \$2.7 million, resulting from charge-offs of \$5.3 million and recoveries of \$2.6 million. The prior-year quarter included \$4.6 million of net charge-offs, resulting from \$7.5 million of charge-offs and \$2.9 million of recoveries. Nonperforming assets of \$174.4 million decreased 24% from the prior-year quarter. Residential real estate loans and commercial loans accounted for 66% and 25%, respectively, of total nonperforming loans and leases at March 31, 2016. For additional discussion of the provision and allowance for credit losses, refer to the “Asset Quality” section beginning on page 15.

Noninterest Expense

The components of noninterest expense are provided below.

Table 10: Noninterest Expense

<u>Noninterest Expense</u> (\$ In Millions)	Three Months Ended March 31,			
	2016	2015	Change	
Compensation	\$ 378.8	\$ 354.3	\$ 24.5	7%
Employee Benefits	70.6	72.9	(2.3)	(3)
Outside Services	149.9	135.1	14.8	11
Equipment and Software	114.2	110.3	3.9	3
Occupancy	40.9	43.0	(2.1)	(5)
Other Operating Expense	74.4	73.4	1.0	1
Total Noninterest Expense	\$ 828.8	\$ 789.0	\$ 39.8	5%

Compensation expense, the largest component of noninterest expense, totaled \$378.8 million in the current quarter, up \$24.5 million, or 7%, from \$354.3 million in the prior-year quarter. The increase primarily reflects higher staff levels, base pay adjustments, and performance-based compensation. Staff on a full-time equivalent basis at March 31, 2016, totaled approximately 16,300, up 5% from March 31, 2015.

Employee benefit expense totaled \$70.6 million in the current quarter, down slightly, from \$72.9 million in the prior-year quarter, reflecting lower pension expense.

Expense associated with outside services totaled \$149.9 million in the current quarter, up \$14.8 million, or 11%, from \$135.1 million in the prior-year quarter, primarily reflecting increased technical services expense and higher consulting expense due to regulatory related spend.

Equipment and software expense totaled \$114.2 million in the current quarter, up 3% from \$110.3 million in the prior-year quarter, primarily reflecting increased software amortization.

Occupancy expense totaled \$40.9 million, down \$2.1 million, or 5%, from \$43.0 million in the prior-year quarter, reflecting lower rent expense.

FIRST QUARTER CONSOLIDATED RESULTS OF OPERATIONS (continued)**Noninterest Expense (continued)**

Other operating expense totaled \$74.4 million in the current quarter, up 1% from \$73.4 million in the prior-year quarter. The components of other operating expense are provided below.

Table 11: Other Operating Expense

<u>Other Operating Expense</u> (\$ In Millions)	Three Months Ended March 31,		Change	
	2016	2015		
Business Promotion	\$ 29.6	\$ 28.3	\$ 1.3	4%
Staff Related	5.9	9.8	(3.9)	(40)
FDIC Insurance Premiums	6.3	5.8	0.5	9
Other Intangibles Amortization	2.1	4.6	(2.5)	(54)
Other Expenses	30.5	24.9	5.6	23
Total Other Operating Expense	\$ 74.4	\$ 73.4	\$ 1.0	1%

The reduction in staff related expenses was driven by lower employee relocation costs. The reduction in other intangibles amortization expense was due to a reduction in the amount of intangible assets subject to amortization. The increase in other expenses reflected increases in various categories.

Provision for Income Taxes

Income tax expense was \$117.4 million in the current quarter, representing an effective tax rate of 32.7%, compared to \$119.3 million in the prior-year quarter, representing an effective tax rate of 34.1%.

REPORTING SEGMENTS

Northern Trust is organized around its two client-focused reporting segments: C&IS and Wealth Management. Asset management and related services are provided to C&IS and Wealth Management clients primarily by the Asset Management business. The revenue and expenses of Asset Management and certain other support functions are allocated fully to C&IS and Wealth Management. Income and expense associated with the wholesale funding activities and investment portfolios of the Corporation and its principal subsidiary, The Northern Trust Company (the Bank), as well as certain corporate-based expense, executive level compensation and nonrecurring items, are not allocated to C&IS and Wealth Management, and are reported in Northern Trust's third reporting segment, Treasury and Other, in the following pages.

REPORTING SEGMENTS (continued)

The following tables reflect the earnings contributions and average assets of Northern Trust's reporting segments for the three-month periods ended March 31, 2016 and 2015. Reporting segment financial information, presented on an internal management-reporting basis, is determined by accounting systems that are used to allocate revenue and expense related to each segment and incorporates processes for allocating assets, liabilities, equity and the applicable interest income and expense.

Table 12: Results of Reporting Segments

Three Months Ended March 31, (\$ In Millions)	Corporate & Institutional Services		Wealth Management		Treasury and Other		Total Consolidated	
	2016	2015	2016	2015	2016	2015	2016	2015
Noninterest Income								
Trust, Investment and Other Servicing Fees	\$ 433.4	\$ 407.3	\$ 314.8	\$ 320.2	\$ —	\$ —	\$ 748.2	\$ 727.5
Foreign Exchange Trading Income	51.7	67.5	4.5	4.1	4.3	—	60.5	71.6
Other Noninterest Income	45.6	41.9	26.8	28.8	1.1	4.1	73.5	74.8
Net Interest Income*	138.4	96.0	158.5	138.3	17.1	32.5	314.0	266.8
Revenue*	669.1	612.7	504.6	491.4	22.5	36.6	1,196.2	1,140.7
Provision for Credit Losses	(3.2)	(2.2)	5.2	(2.3)	—	—	2.0	(4.5)
Noninterest Expense	475.3	434.9	326.9	321.9	26.6	32.2	828.8	789.0
Income before Income Taxes*	197.0	180.0	172.5	171.8	(4.1)	4.4	365.4	356.2
Provision for Income Taxes*	62.2	57.3	64.9	64.6	(3.5)	3.6	123.6	125.5
Net Income	\$ 134.8	\$ 122.7	\$ 107.6	\$ 107.2	\$ (0.6)	\$ 0.8	\$ 241.8	\$ 230.7
Percentage of Consolidated Net Income	56%	53%	44%	47%	—%	—%	100%	100%
Average Assets	\$ 75,372.9	\$ 69,224.5	\$ 26,237.8	\$ 24,233.7	\$ 11,806.4	\$ 14,055.0	\$ 113,417.1	\$ 107,513.2

* Stated on a fully taxable equivalent basis (FTE). Total consolidated includes FTE adjustments of \$6.2 million for 2016 and 2015.

Corporate & Institutional Services

C&IS net income totaled \$134.8 million in the current quarter compared to \$122.7 million in the prior-year quarter, an increase of \$12.1 million, or 10%. Noninterest income was \$530.7 million in the current quarter, up \$14.0 million, or 3%, from \$516.7 million in the prior-year quarter, reflecting higher net interest income and trust, investment and other servicing fees, partially offset by lower foreign exchange trading income. The following table provides a summary of C&IS trust, investment and other servicing fees.

Table 13: C&IS Trust, Investment and Other Servicing Fees

(\$ In Millions)	Three Months Ended March 31,		Change	
	2016	2015		
Custody and Fund Administration	\$ 286.4	\$ 277.1	\$ 9.3	3%
Investment Management	89.1	76.4	12.7	17
Securities Lending	22.6	21.6	1.0	5
Other	35.3	32.2	3.1	10
Total C&IS Trust, Investment and Other Servicing Fees	\$ 433.4	\$ 407.3	\$ 26.1	6%

Custody and fund administration fees, the largest component of C&IS fees, are driven primarily by values of client AUC/A, transaction volumes and number of accounts. The asset values used to calculate these fees vary depending on the individual fee arrangements negotiated with each client. Custody fees related to asset values are client specific and are priced based on quarter-end or month-end values, values at the beginning of each quarter or average values for a month or quarter. The fund administration fees that are asset-value-related are priced using month-end, quarter-end, or average daily balances. Investment management fees, which are based generally on client assets under management, are based primarily on market values throughout a period.

Custody and fund administration fees increased \$9.3 million, or 3%, driven by new business, partially offset by the unfavorable impact of equity markets and movements in foreign exchange rates. Investment management fees increased \$12.7 million, or 17%, primarily due to lower money market mutual fund fee waivers. Money market mutual fund fee waivers in C&IS totaled \$1.7

REPORTING SEGMENTS (continued)**Corporate & Institutional Services (continued)**

million in the current quarter compared to \$15.2 million in the prior-year quarter. Securities lending increased 5% due to higher spreads, partially offset by lower volumes. Other fees increased 10%, primarily due to new business related to investment risk and analytical services and increased other ancillary services.

Foreign exchange trading income totaled \$51.7 million in the current quarter, a decrease of \$15.8 million, or 23%, from \$67.5 million in the prior-year quarter. The decrease generally reflected lower client volumes as compared to the prior-year quarter.

Other noninterest income in C&IS totaled \$45.6 million in the current quarter, up 9%, from \$41.9 million in the prior-year quarter, primarily due to increases within various other income categories.

For the current quarter and the prior-year quarter, the presentation of average assets was changed to reflect a modification to the methodology by which assets are allocated among our reporting segments. For C&IS, this change in presentation resulted in an increase to average assets and a reduction in the net interest margin.

Net interest income stated on an FTE basis was \$138.4 million in the current quarter, up \$42.4 million, or 44%, from \$96.0 million in the prior-year quarter. The increase in net interest income was attributable to an increase in the net interest margin and higher levels of average earning assets. The net interest margin increased to 0.81% from 0.63% in the prior-year quarter while average earning assets totaled \$68.4 billion, an increase of \$6.3 billion, or 10%, from \$62.1 billion in the prior-year quarter. The earning assets in C&IS consisted primarily of intercompany assets and loans and leases. Funding sources were primarily comprised of non-U.S. custody-related interest-bearing deposits, which averaged \$43.1 billion in the current quarter, up slightly from \$42.6 billion in the prior-year quarter.

The provision for credit losses was a credit of \$3.2 million in the current quarter, compared with a credit provision of \$2.2 million in the prior-year quarter, reflecting continued improvement in credit quality.

Total C&IS noninterest expense, which includes the direct expense of the reporting segment, indirect expense allocations for product and operating support and indirect expense allocations for certain corporate support services, totaled \$475.3 million in the current quarter, up \$40.4 million, or 9%, from \$434.9 million in the prior-year quarter. The increase was primarily attributable to higher indirect expense allocations and compensation expense in the current quarter.

Wealth Management

Wealth Management net income was \$107.6 million in the current quarter, up slightly from \$107.2 million in the prior-year quarter. Noninterest income was \$346.1 million, down \$7 million, or 2%, from \$353.1 million in the prior-year quarter, primarily reflecting lower trust, investment and other servicing fees and security commissions and trading income. Trust, investment and other servicing fees in Wealth Management totaled \$314.8 million in the current quarter, decreasing \$5.4 million, or 2%, from \$320.2 million in the prior-year quarter. The following table provides a summary of Wealth Management trust, investment and other servicing fees.

Table 14: Wealth Management Trust, Investment and Other Servicing Fees

(\$ In Millions)	Three Months Ended March 31,		Change	
	2016	2015		
Central	\$ 124.4	\$ 130.8	\$ (6.4)	(5)%
East	81.0	82.4	(1.4)	(2)
West	63.9	66.8	(2.9)	(4)
Global Family Office	45.5	40.2	5.3	13
Total Wealth Management Trust, Investment and Other Servicing Fees	\$ 314.8	\$ 320.2	\$ (5.4)	(2)%

Wealth Management fee income is calculated primarily based on market values. The decrease in Wealth Management fees across the regions was primarily attributable to the impact of unfavorable equity markets and lower fee revenue from equity mutual funds, partially offset by lower money market mutual fund fee waivers. The increase in Global Family Office fees was primarily attributable to new business and lower money market mutual fund fee waivers. Money market mutual fund fee waivers in Wealth Management totaled \$6.0 million in the current quarter compared to \$17.7 million in the prior-year quarter.

REPORTING SEGMENTS (continued)

Wealth Management (continued)

Other noninterest income totaled \$26.8 million in the current quarter, down \$2.0 million, or 7%, from \$28.8 million in the prior-year quarter, primarily reflecting lower security commissions and trading income.

For the current quarter and the prior-year quarter, the presentation of average assets was changed to reflect a modification to the methodology by which assets are allocated among our reporting segments. This change in presentation did not have a material impact on the Wealth Management reporting segment.

Net interest income stated on an FTE basis was \$158.5 million in the current quarter, up \$20.2 million, or 15%, from \$138.3 million in the prior-year quarter, primarily reflecting an increase in the net interest margin and higher levels of average earning assets. The net interest margin totaled 2.45% in the current quarter, up from 2.34% in the prior-year quarter. Average earning assets increased \$2.0 billion, or 8%, to \$26.0 billion from the prior-year quarter's \$24.0 billion. Earning assets and funding sources were primarily comprised of loans and domestic retail interest-bearing deposits, respectively.

The provision for credit losses was \$5.2 million in the current quarter, compared with a credit provision of \$2.3 million in the prior-year quarter, reflecting loan growth.

Total noninterest expense, which includes the direct expense of the reporting segment, indirect expense allocations for product and operating support and indirect expense allocations for certain corporate support services, totaled \$326.9 million in the current quarter, compared to \$321.9 million in the prior-year quarter, an increase of \$5.0 million, or 2%. The increase was primarily attributable to higher indirect expense allocations and compensation expense in the current quarter, partially offset by lower outside services and employee benefits expense.

Treasury and Other

Treasury and Other includes income and expense associated with the wholesale funding activities and the investment portfolios of the Corporation and the Bank, and certain corporate-based expenses, executive-level compensation and nonrecurring items not allocated to C&IS and Wealth Management.

Treasury and Other noninterest income totaled \$5.4 million in the current quarter, up 32% from \$4.1 million in the prior-year quarter, reflecting an increase in foreign exchange trading income, partially offset by decreases within various other income categories

For the current quarter and the prior-year quarter, the presentation of average assets was changed to reflect a modification to the methodology by which assets are allocated among our reporting segments. For Treasury and Other, this change in presentation resulted in a decrease to average assets and an increase in the net interest margin.

Net interest income decreased \$15.4 million, or 47%, to \$17.1 million in the current quarter, compared to \$32.5 million in the prior-year quarter. The decrease reflected a decline in the net interest margin and lower levels of earning assets. Average earning assets decreased \$2.3 billion to \$10.2 billion from the prior-year quarter's \$12.5 billion.

Noninterest expense totaled \$26.6 million in the current quarter, down 17%, from \$32.2 million in the prior-year quarter, primarily reflecting higher indirect expense allocations to C&IS and Wealth Management, partially offset by higher general overhead costs, including outside services, compensation and equipment and software expense, as compared to the prior-year quarter.

CONSOLIDATED BALANCE SHEETS

Total assets were \$117.8 billion and \$116.7 billion at March 31, 2016 and December 31, 2015, respectively, and averaged \$113.4 billion in the current quarter compared with \$107.5 billion in the quarter ended March 31, 2015. Average balances are considered to be a better measure of balance sheet trends, as period-end balances can be impacted by deposit and withdrawal activity involving large client balances. Loans and leases totaled \$34.1 billion and \$33.2 billion at March 31, 2016 and December 31, 2015, respectively, and averaged \$34.0 billion in the current quarter, up 6% from \$32.1 billion in the quarter ended March 31, 2015. Securities, inclusive of Federal Reserve stock, Federal Home Loan Bank stock, and certain community development investments, which are classified in other assets in the consolidated balance sheets, totaled \$39.6 billion and \$38.0 billion at March 31, 2016 and December 31, 2015, respectively, and averaged \$38.8 billion for the current quarter, up 8% from \$35.8 billion in the quarter ended March 31, 2015. In aggregate, the categories of federal funds sold and securities purchased under agreements to resell, interest-bearing due from and deposits with banks, and Federal Reserve deposits totaled \$33.8 billion and \$27.6 billion at March 31, 2016 and December 31, 2015, respectively, and averaged \$31.8 billion in the current quarter, down 3% from the quarter ended

CONSOLIDATED BALANCE SHEETS (continued)

March 31, 2015 balances, primarily reflecting decreased Federal Reserve deposits. Interest-bearing client deposits at March 31, 2016 and December 31, 2015, totaled \$67.1 billion and \$66.7 billion, respectively, and averaged \$66.3 billion in the current quarter, up 3% compared to \$64.5 billion in the quarter ended March 31, 2015. Noninterest-bearing client deposits at March 31, 2016 and December 31, 2015 totaled \$30.5 billion and \$30.2 billion, respectively, and averaged \$26.2 billion in the current quarter, up 19% from \$22.0 billion in the quarter ended March 31, 2015.

Total stockholders' equity at March 31, 2016, was \$8.8 billion compared to \$8.7 billion at December 31, 2015, and averaged \$8.7 billion for the current quarter, up 3% from \$8.5 billion for the quarter ended March 31, 2015. The increase in average stockholders' equity compared to the prior-year quarter was primarily attributable to earnings, partially offset by dividend declarations and the repurchase of common stock pursuant to the Corporation's share repurchase program.

During the three months ended March 31, 2016, the Corporation declared cash dividends totaling \$83.9 million to common stockholders, and cash dividends totaling \$5.9 million to preferred stockholders, respectively. During the three months ended March 31, 2016, the Corporation repurchased 2,310,617 shares of common stock, including 385,604 shares withheld related to share-based compensation, at a total cost of \$140.3 million (\$60.71 average price per share).

CAPITAL RATIOS

The capital ratios of Northern Trust and its principal subsidiary bank, The Northern Trust Company, remained strong at March 31, 2016, with all ratios applicable to classification as "well capitalized" under U.S. regulatory requirements having been exceeded.

The table below provides capital ratios for Northern Trust Corporation and The Northern Trust Company determined by Basel III phased in requirements.

Table 15: Regulatory Capital Ratios

	March 31, 2016		December 31, 2015		March 31, 2015	
	Advanced Approach	Standardized Approach	Advanced Approach	Standardized Approach	Advanced Approach	Standardized Approach
Capital Ratios — Northern Trust Corporation						
Common Equity Tier 1	11.6%	10.6%	11.9%	10.8%	11.8%	10.5%
Tier 1	12.1%	11.1%	12.5%	11.4%	12.4%	11.1%
Total	13.6%	12.8%	14.2%	13.2%	14.2%	13.1%
Tier 1 Leverage	7.4%	7.4%	7.5%	7.5%	7.8%	7.8%
Supplementary Leverage ⁽¹⁾	6.1%	N/A	6.2%	N/A	6.4%	N/A
Capital Ratios — The Northern Trust Company						
	March 31, 2016		December 31, 2015		March 31, 2015	
	Advanced Approach	Standardized Approach	Advanced Approach	Standardized Approach	Advanced Approach	Standardized Approach
Common Equity Tier 1	11.5%	10.4%	11.6%	10.4%	11.3%	10.0%
Tier 1	11.5%	10.4%	11.6%	10.4%	11.3%	10.0%
Total	13.2%	12.2%	13.1%	12.0%	13.0%	11.8%
Tier 1 Leverage	6.9%	6.9%	6.7%	6.7%	6.9%	6.9%
Supplementary Leverage ⁽¹⁾	6.0%	N/A	5.6%	N/A	5.7%	N/A

⁽¹⁾ Effective January 1, 2018, Northern Trust will be subject to a minimum supplementary leverage ratio of 3 percent.

STATEMENTS OF CASH FLOWS

Net cash used in operating activities of \$299.1 million for the three months ended March 31, 2016, was primarily attributable to increased other operating activities, due to incentive payments and a decrease in accounts payable, and higher net collateral deposited with counterparties, partially offset by period earnings. For the three months ended March 31, 2015, net cash provided by operating activities totaled \$490.8 million, primarily attributable to a reduction of net collateral deposited with derivative counterparties and period earnings, partially offset by increased other operating activities.

Net cash provided by investing activities of \$653.2 million for the three months ended March 31, 2016, primarily reflected decreased levels of Federal Reserve deposits and interest-bearing deposits with banks, partially offset by net purchases of securities available for sale and held to maturity and increased loans and leases. For the three months ended March 31, 2015, net cash provided by investing activities was \$2.8 billion, primarily reflecting decreased levels of Federal Reserve deposits, partially offset by net

STATEMENTS OF CASH FLOWS (continued)

purchases of securities held to maturity and available for sale, increased levels of loans and leases and interest-bearing deposits with banks.

Net cash provided by financing activities of \$3.4 million for the three months ended March 31, 2016, primarily reflected higher levels of total deposits, partially offset by the repurchase of common stock pursuant to the Corporation's share repurchase program, federal funds purchased and cash dividends paid to common stockholders. The increase in total deposits was attributable to higher levels of non-U.S. office interest-bearing client deposits and demand and other noninterest-bearing client deposits. For the three months ended March 31, 2015, net cash used in financing activities totaled \$2.2 billion, primarily reflecting decreased levels of total deposits, federal funds purchased, securities sold under agreements to repurchase and repayments of senior notes and long-term debt, partially offset by higher levels of short-term other borrowings.

ASSET QUALITY

Securities Portfolio

Northern Trust maintains a high quality securities portfolio, with 87% of the combined available for sale, held to maturity, and trading account portfolios at March 31, 2016, comprised of U.S. Treasury and government sponsored agency securities and triple-A rated corporate notes, asset-backed securities, covered bonds, sub-sovereign, supranational, sovereign and non-U.S. agency bonds, auction rate securities, commercial mortgage-backed securities and obligations of states and political subdivisions. The remaining portfolio was comprised of corporate notes, asset-backed securities, negotiable certificates of deposit, obligations of states and political subdivisions, auction rate securities and other securities, of which as a percentage of the total securities portfolio, 7% was rated double-A, 3% was rated below double-A, and 3% was not rated by Standard and Poor's or Moody's Investors Service (primarily negotiable certificates of deposits of banks whose long term ratings are at least A).

Net unrealized gains within the investment securities portfolio totaled \$62.2 million at March 31, 2016, comprised of \$156.5 million and \$94.3 million of gross unrealized gains and losses, respectively. Of the unrealized losses on securities at March 31, 2016, the largest component was \$34.0 million of unrealized losses in securities classified as "other," related to securities primarily purchased at a premium or par by Northern Trust for compliance with the Community Reinvestment Act (CRA). Unrealized losses on these CRA-related securities were attributable to yields that were below market rates for the purpose of supporting institutions and programs that benefit low- to moderate- income communities within Northern Trust's market area. Unrealized losses of \$30.1 million related to government sponsored agency securities were primarily attributable to changes in market rates since their purchase. Also, \$17.8 million of the unrealized losses related to corporate debt securities, primarily reflecting higher market rates since purchase; as of March 31, 2016, 33% of the corporate debt portfolio was backed by guarantees provided by U.S. and non-U.S. governmental entities.

There were no other-than-temporary impairment (OTTI) losses for the three months ended March 31, 2016 or 2015. Northern Trust has evaluated all securities with unrealized losses for possible OTTI in accordance with GAAP and Northern Trust's security impairment review policy.

Northern Trust participates in the repurchase agreement market as a relatively low cost alternative for short-term funding. Securities purchased under agreements to resell and securities sold under agreements to repurchase are accounted for as collateralized financings and recorded at the amounts at which the securities were acquired or sold plus accrued interest. To minimize potential credit risk associated with these transactions, the fair value of the securities purchased or sold is monitored, limits are set on exposure with counterparties, and the financial condition of counterparties is regularly assessed. It is Northern Trust's policy to take possession, either directly or via third-party custodians, of securities purchased under agreements to resell. Securities sold under agreements to repurchase are held by the counterparty until their repurchase.

Nonperforming Loans and Leases and Other Real Estate Owned

Nonperforming assets consist of nonperforming loans and leases and other real estate owned (OREO). OREO is comprised of commercial and residential properties acquired in partial or total satisfaction of loans.

ASSET QUALITY (continued)**Nonperforming Loans and Leases and Other Real Estate Owned (continued)**

The following table provides the amounts of nonperforming loans and leases, by loan and lease segment and class, and of OREO that were outstanding at the dates shown, as well as the balance of loans that was delinquent 90 days or more and still accruing interest. The balance of loans delinquent 90 days or more and still accruing interest can fluctuate widely based on the timing of cash collections, renegotiations and renewals.

Table 16: Nonperforming Assets

(\$ In Millions)	March 31, 2016	December 31, 2015	March 31, 2015
Nonperforming Loans and Leases			
Commercial			
Commercial and Institutional	\$ 41.7	\$ 42.9	\$ 20.9
Commercial Real Estate	13.5	16.7	39.9
Total Commercial	<u>55.2</u>	<u>59.6</u>	<u>60.8</u>
Personal			
Residential Real Estate	108.5	120.1	157.7
Private Client	0.3	0.4	1.1
Total Personal	<u>108.8</u>	<u>120.5</u>	<u>158.8</u>
Total Nonperforming Loans and Leases	<u>164.0</u>	<u>180.1</u>	<u>219.6</u>
Other Real Estate Owned	<u>10.4</u>	<u>8.2</u>	<u>8.5</u>
Total Nonperforming Assets	<u>174.4</u>	<u>188.3</u>	<u>228.1</u>
90 Day Past Due Loans Still Accruing	<u>\$ 10.2</u>	<u>\$ 7.1</u>	<u>\$ 9.4</u>
Nonperforming Loans and Leases to Total Loans and Leases	<u>0.48%</u>	<u>0.54%</u>	<u>0.67%</u>
Coverage of Loan and Lease Allowance to Nonperforming Loans and Leases	<u>1.2x</u>	<u>1.1x</u>	<u>1.2x</u>

Nonperforming assets of \$174.4 million as of March 31, 2016, reflected improved credit quality across the portfolio from the prior year. In addition to the negative impact on net interest income and the risk of credit losses, nonperforming assets also increase operating costs due to the expense associated with collection efforts. Changes in the level of nonperforming assets may be indicative of changes in the credit quality of one or more loan classes. Changes in credit quality impact the allowance for credit losses through the resultant adjustment of the specific allowance and of the qualitative factors used in the determination of the inherent allowance levels within the allowance for credit losses.

Northern Trust's underwriting standards do not allow for the origination of loan types generally considered to be high risk in nature, such as option adjustable rate mortgages, subprime loans, loans with initial "teaser" rates and loans with excessively high loan-to-value ratios. Residential real estate loans consist of first lien mortgages and equity credit lines, which generally require loan-to-collateral values of no more than 65% to 75% at inception. Revaluations of supporting collateral are obtained upon refinancing or default or when otherwise considered warranted. Collateral revaluations for mortgages are performed by independent third parties.

The commercial real estate class consists of commercial mortgages and construction, acquisition and development loans extended to experienced investors well known to Northern Trust. Underwriting standards generally reflect conservative loan-to-value ratios and debt service coverage requirements. Recourse to borrowers through guarantees is also commonly required.

Provision and Allowance for Credit Losses

The provision for credit losses is the charge to current-period earnings that is determined by management, through a disciplined credit review process, to be the amount needed to maintain the allowance for credit losses at an appropriate level to absorb probable credit losses that have been identified with specific borrower relationships (specific loss component) and for probable losses that are believed to be inherent in the loan and lease portfolios, undrawn commitments and standby letters of credit (inherent loss component). Control processes and analyses employed to evaluate the appropriateness of the allowance for credit losses are reviewed on at least an annual basis and modified as necessary.

ASSET QUALITY (continued)**Provision and Allowance for Credit Losses (continued)**

The amount of specific allowance is determined through an individual evaluation of loans and lending-related commitments considered impaired that is based on expected future cash flows, collateral value and other factors that may impact the borrower's ability to pay. The inherent component of the allowance addresses exposure relating to probable but unidentified credit-related losses. The inherent component of the allowance also covers the credit exposure associated with undrawn loan commitments and standby letters of credit. To estimate the allowance for credit losses on these instruments, management uses conversion rates to determine the estimated amount that will be drawn and assigns an allowance factor determined in accordance with the methodology utilized for outstanding loans.

The provision for credit losses was \$2.0 million in the current quarter, compared to a credit provision of \$4.5 million in the prior-year quarter. Net charge-offs were \$2.7 million, resulting from \$5.3 million of charge-offs and \$2.6 million of recoveries, compared to \$4.6 million of net charge-offs in the prior-year quarter, resulting from \$7.5 million of charge-offs and \$2.9 million of recoveries. Residential real estate loans accounted for 66% and 72% of total nonperforming loans and leases at March 31, 2016 and 2015, respectively.

Note 7 to the consolidated financial statements includes a table that details the changes in the allowance for credit losses during the three months ended March 31, 2016 and 2015 due to charge-offs, recoveries and provisions for credit losses.

The following table shows the specific portion of the allowance and the inherent portion of the allowance and its components by loan and lease segment and class.

Table 17: Allocation of the Allowance for Credit Losses

	March 31, 2016		December 31, 2015		March 31, 2015	
	Allowance Amount	Percent of Loans to Total Loans	Allowance Amount	Percent of Loans to Total Loans	Allowance Amount	Percent of Loans to Total Loans
(\$ In Millions)						
Specific Allowance	\$ 1.4	—%	\$ 3.1	—%	\$ 22.9	—%
Allocated Inherent Allowance						
Commercial						
Commercial and Institutional	38.6	29	40.4	28	70.3	28
Commercial Real Estate	74.2	12	69.5	12	66.6	11
Lease Financing, net	1.1	1	1.9	2	3.2	3
Non-U.S.	—	5	—	3	2.8	5
Other	—	1	—	1	—	1
Total Commercial	113.9	48	111.8	46	142.9	48
Personal						
Residential Real Estate	95.2	25	96.2	27	102.4	29
Private Client	19.5	27	19.7	27	18.5	23
Other	2.6	—	2.5	—	—	—
Total Personal	117.3	52	118.4	54	120.9	52
Total Allocated Inherent Allowance	\$ 231.2	100%	\$ 230.2	100%	\$ 263.8	100%
Total Allowance for Credit Losses	\$ 232.6		\$ 233.3		\$ 286.7	
Allowance Assigned to						
Loans and Leases	\$ 195.6		\$ 193.8		\$ 259.0	
Undrawn Commitments and Standby Letters of Credit	37.0		39.5		27.7	
Total Allowance for Credit Losses	\$ 232.6		\$ 233.3		\$ 286.7	
Allowance Assigned to Loans and Leases to Total Loans and Leases	0.57%		0.58%		0.79%	

MARKET RISK MANAGEMENT

Northern Trust faces two primary types of market risk through its business operations: interest rate risk, which is the potential for movements in interest rates to cause changes in earnings and the economic value of equity; and trading risk, which is the potential for movements in market variables such as foreign exchange rates and interest rates to cause changes in the value of trading positions.

Northern Trust uses two primary measurement techniques to manage interest rate risk: sensitivity of earnings (SOE) and sensitivity of economic value of equity (SEVE). SOE provides management with a short-term view of the impact of interest rate changes on future earnings. SEVE provides management with a long-term view of interest rate changes on the economic value of equity as of the period-end balance sheet. Both simulation models use the same initial market interest rates and product balances. These two techniques, which are performed monthly, are complementary and are used in concert to provide a comprehensive interest rate risk management capability.

As part of its risk management activities, Northern Trust also regularly measures the risk of loss associated with foreign currency positions using a Value-at-Risk (VaR) model. The following information about Northern Trust's management of market risk should be read in conjunction with the Annual Report on Form 10-K for the year ended December 31, 2015.

Sensitivity of Earnings — The modeling of SOE incorporates on-balance-sheet positions, as well as derivative financial instruments (principally interest rate swaps) that are used to manage interest rate risk. Northern Trust uses market-implied forward interest rates as the base case and measures the sensitivity (i.e. change) in earnings if future rates are 100 or 200 basis points higher than base case forward rates. The following table shows the estimated impact on the next twelve months of pre-tax earnings of 100 and 200 basis point upward movements in interest rates relative to forward rates. Given the low level of interest rates, the simulation of earnings for rates 100 and 200 basis points lower would not provide meaningful results.

Table 18: Interest Rate Risk Simulation of Pre-Tax Earnings Excluding Fee Waivers

<u>(\$ In Millions)</u>	Increase/(Decrease) Estimated Impact on Next Twelve Months of Pre-Tax Earnings
Increase in Interest Rates Above Market-Implied Forward Rates	
100 Basis Points	\$ 19
200 Basis Points	(1)

The simulations of earnings incorporate several assumptions but do not incorporate any management actions that may be used to mitigate negative consequences of actual interest rate movements. For that reason and others, they do not reflect the likely actual results but serve as conservative estimates of interest rate risk. SOE is not directly comparable to actual results disclosed elsewhere or directly predictive of future values of other measures provided.

Sensitivity of Economic Value of Equity — Economic value of equity is defined as the present value of assets minus the present value of liabilities, net of the value of instruments that are used to manage the interest rate risk of balance sheet items. The potential effect of interest rate changes on economic equity is derived from the impact of such changes on projected future cash flows and the present value of these cash flows and is then compared to the established limit. Northern Trust uses current market rates (and the future rates implied by these market rates) as the base case and measures the sensitivity (i.e. change) if current rates are immediately increased by 100 or 200 basis points. The following table shows the estimated impact on economic value of equity of 100 and 200 basis point upward movements from current interest rates. Given the low level of interest rates and assumed interest rate floors as rates approach zero, the simulation of the economic value of equity for rates 100 or 200 basis points lower would not provide meaningful results.

Table 19: Interest Rate Risk Simulation of Economic Value of Equity as of March 31, 2016

<u>(\$ In Millions)</u>	Increase/(Decrease) Estimated Impact on Economic Value of Equity
Increase in Interest Rates Above Market Rates	
100 Basis Points	\$ (15)
200 Basis Points	(260)

MARKET RISK MANAGEMENT (continued)

The simulations of economic value of equity incorporate several assumptions but do not incorporate any management actions that may be used to mitigate negative consequences of actual interest rate movements. For that reason and others, they do not reflect the likely actual results but serve as conservative estimates of interest rate risk. SEVE is not directly comparable to actual results disclosed elsewhere or directly predictive of future values of other measures provided.

Foreign Currency Value-At-Risk (VaR) — Northern Trust measures daily the risk of loss associated with all non-U.S. currency positions using a VaR model and applying the historical simulation methodology. This statistical model provides estimates, based on a variety of high confidence levels, of the potential loss in value that might be incurred if an adverse shift in non-U.S. currency exchange rates were to occur over a small number of days. The model incorporates foreign currency and interest rate volatilities and correlations in price movements among the currencies. VaR is computed for each trading desk and for the global portfolio.

Northern Trust monitors several variations of the foreign exchange VaR measures to meet specific regulatory and internal management needs. Variations include different methodologies (historical, variance-covariance and Monte Carlo), equally-weighted and exponentially-weighted volatilities, horizons of one day and ten days, confidence levels ranging from 95% to 99.95% and look-back periods of one year and four years. The table below presents the levels of total regulatory VaR and its subcomponents for global foreign currency as March 31, 2016 and December 31, 2015, based on the historical simulation methodology, a 99% confidence level, a one-day horizon and equally-weighted volatility. The total VaR for foreign currency is typically less than the sum of its two components due to diversification benefits derived from the two subcomponents.

Table 20: Foreign Currency Value-At-Risk

(\$ In Millions)	Total VaR (Spot and Forward)		Foreign Exchange Spot VaR		Foreign Exchange Forward VaR	
	March 31, 2016	December 31, 2015	March 31, 2016	December 31, 2015	March 31, 2016	December 31, 2015
High	\$ 0.7	\$ 0.6	\$ 0.6	\$ 0.5	\$ 0.6	\$ 0.5
Low	0.2	0.1	—	—	0.2	0.1
Average	0.3	0.3	0.2	0.2	0.3	0.3
Quarter-End	0.5	0.3	0.3	0.1	0.4	0.3

RECONCILIATION OF CERTAIN REPORTED ITEMS TO FULLY TAXABLE EQUIVALENTS

The tables below present a reconciliation of interest income, net interest income and net interest margin prepared in accordance with GAAP to interest income, net interest income and net interest margin on an FTE basis, which are non-GAAP financial measures. Management believes an FTE presentation facilitates the analysis of asset yields and provides an additional presentation of net interest margins for comparative purposes that may be helpful to investors.

Table 21: Reconciliation of Reported Net Interest Income to Fully Taxable Equivalent

(\$ In Millions)	Three Months Ended					
	March 31, 2016			March 31, 2015		
	Reported	FTE Adj.	FTE	Reported	FTE Adj.	FTE
Interest Income	\$ 352.0	\$ 6.2	\$ 358.2	\$ 298.8	\$ 6.2	\$ 305.0
Interest Expense	44.2	—	44.2	38.2	—	38.2
Net Interest Income	\$ 307.8	\$ 6.2	\$ 314.0	\$ 260.6	\$ 6.2	\$ 266.8
Net Interest Margin	1.18%		1.21%	1.07%		1.10%

FORWARD-LOOKING STATEMENTS

This report may include statements which constitute “forward-looking statements” within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are identified typically by words or phrases such as “believe,” “expect,” “anticipate,” “intend,” “estimate,” “project,” “likely,” “plan,” “goal,” “target,” “strategy,” and similar expressions or future or conditional verbs such as “may,” “will,” “should,” “would,” and “could.” Forward-looking statements include statements, other than those related to historical facts, that relate to Northern Trust’s financial results and outlook, capital adequacy, dividend policy, accounting estimates and assumptions, credit quality including allowance levels, future pension plan contributions, anticipated tax benefits, anticipated expense levels, spending related to technology and regulatory initiatives, risk management policies, contingent liabilities, strategic initiatives, industry trends, and expectations regarding the impact of recent legislation and accounting pronouncements. These statements are based on Northern Trust’s current beliefs and expectations of future events or future results, and involve risks and uncertainties that are difficult to predict and subject to change. These statements are also based on assumptions about many important factors, including:

- financial market disruptions or economic recession, whether in the United States, Europe, the Middle East, Asia or other regions;
- volatility or changes in financial markets, including debt and equity markets, that impact the value, liquidity, or credit ratings of financial assets in general, or financial assets held in particular investment funds or client portfolios, including those funds, portfolios, and other financial assets with respect to which Northern Trust has taken, or may in the future take, actions to provide asset value stability or additional liquidity;
- the impact of equity markets on fee revenue;
- the downgrade of U.S. government-issued and other securities;
- changes in foreign exchange trading client volumes and volatility in foreign currency exchange rates, changes in the valuation of the U.S. dollar relative to other currencies in which Northern Trust records revenue or accrues expenses, and Northern Trust’s success in assessing and mitigating the risks arising from all such changes and volatility;
- a decline in the value of securities held in Northern Trust’s investment portfolio, particularly asset-backed securities, the liquidity and pricing of which may be negatively impacted by periods of economic turmoil and financial market disruptions;
- Northern Trust’s ability to address operating risks, including cyber-security or data security breach risks, human errors or omissions, pricing or valuation of securities, fraud, systems performance or defects, systems interruptions, and breakdowns in processes or internal controls;
- Northern Trust’s success in responding to and investing in changes and advancements in technology;
- a significant downgrade of any of Northern Trust’s debt ratings;
- the health and soundness of the financial institutions and other counterparties with which Northern Trust conducts business;
- uncertainties inherent in the complex and subjective judgments required to assess credit risk and establish appropriate allowances therefor;
- the pace and extent of continued globalization of investment activity and growth in worldwide financial assets;
- changes in interest rates or in the monetary or other policies of various regulatory authorities or central banks;
- changes in the legal, regulatory and enforcement framework and oversight applicable to financial institutions, including changes that may affect leverage limits and risk-based capital and liquidity requirements, require financial institutions to pay higher assessments, expose financial institutions to certain liabilities of their subsidiary depository institutions, or restrict or increase the regulation of certain activities carried on by financial institutions, including Northern Trust;
- increased costs of compliance and other risks associated with changes in regulation, the current regulatory environment, and areas of increased regulatory emphasis and oversight in the United States and other countries, such as anti-money laundering, anti-bribery, and client privacy;
- failure to satisfy regulatory standards or to obtain regulatory approvals when required, including for the use and distribution of capital;
- changes in tax laws, accounting requirements or interpretations and other legislation in the United States or other countries that could affect Northern Trust or its clients;
- geopolitical risks and the risks of extraordinary events such as natural disasters, terrorist events and war, and the responses of the United States and other countries to those events;
- changes in the nature and activities of Northern Trust’s competition;
- Northern Trust’s success in maintaining existing business and continuing to generate new business in existing and targeted markets and its ability to deploy deposits in a profitable manner consistent with its liquidity requirements;
- Northern Trust’s ability to address the complex needs of a global client base and manage compliance with legal, tax, regulatory and other requirements;
- Northern Trust’s ability to maintain a product mix that achieves acceptable margins;
- Northern Trust’s ability to continue to develop investment products and generate investment results that satisfy clients;
- Northern Trust’s success in recruiting and retaining the necessary personnel to support business growth and expansion and maintain sufficient expertise to support increasingly complex products and services;

FORWARD-LOOKING STATEMENTS (continued)

- Northern Trust's success in controlling expenses and implementing revenue enhancement initiatives;
- uncertainties inherent in Northern Trust's assumptions concerning its pension plan, including discount rates and expected contributions, returns and payouts;
- Northern Trust's success in improving risk management practices and controls and managing risks inherent in its businesses, including credit risk, operational risk, market and liquidity risk, fiduciary risk, compliance risk and strategic risk;
- risks and uncertainties inherent in the litigation and regulatory process, including the adequacy of contingent liability, tax, and other accruals;
- risks associated with being a holding company, including Northern Trust's dependence on dividends from its principal subsidiary;
- the risk of damage to Northern Trust's reputation which may undermine the confidence of clients, counterparties, rating agencies, and stockholders; and
- other factors identified elsewhere in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2015, including those factors described in Item 1A, "Risk Factors," and other filings with the SEC, all of which are available on Northern Trust's website.

Actual results may differ materially from those expressed or implied by the forward-looking statements. The information contained herein is current only as of the date of that information. All forward-looking statements included in this document are based upon information presently available, and Northern Trust assumes no obligation to update its forward-looking statements.

Item 1. Consolidated Financial Statements (unaudited)**CONSOLIDATED BALANCE SHEETS****NORTHERN TRUST CORPORATION***(In Millions Except Share Information)*

	March 31, 2016	December 31, 2015
	(Unaudited)	
Assets		
Cash and Due from Banks	\$ 7,005.0	\$ 6,444.6
Federal Funds Sold and Securities Purchased under Agreements to Resell	1,765.2	1,614.2
Interest-Bearing Deposits with Banks	13,535.5	14,143.1
Federal Reserve Deposits	14,415.3	16,398.5
Securities		
Available for Sale	33,330.2	32,317.9
Held to Maturity (Fair value of \$5,861.5 and \$5,227.5)	5,869.6	5,248.3
Trading Account	0.2	1.2
Total Securities	<u>39,200.0</u>	<u>37,567.4</u>
Loans and Leases		
Commercial	16,240.1	15,156.5
Personal	17,904.8	18,024.4
Total Loans and Leases (Net of unearned income of \$93.4 and \$103.6)	<u>34,144.9</u>	<u>33,180.9</u>
Allowance for Credit Losses Assigned to Loans and Leases	(195.6)	(193.8)
Buildings and Equipment	437.8	446.9
Client Security Settlement Receivables	1,902.7	2,157.0
Goodwill	523.6	526.4
Other Assets	5,064.4	4,464.4
Total Assets	<u>\$ 117,798.8</u>	<u>\$ 116,749.6</u>
Liabilities		
Deposits		
Demand and Other Noninterest-Bearing	\$ 22,721.8	\$ 23,435.5
Savings and Money Market	14,956.0	15,035.9
Savings Certificates and Other Time	1,417.0	1,455.8
Non U.S. Offices — Noninterest-Bearing	7,817.4	6,719.9
— Interest-Bearing	50,747.4	50,221.8
Total Deposits	<u>97,659.6</u>	<u>96,868.9</u>
Federal Funds Purchased	263.3	351.5
Securities Sold Under Agreements to Repurchase	507.1	546.6
Other Borrowings	4,009.8	4,055.1
Senior Notes	1,496.1	1,497.4
Long-Term Debt	1,406.2	1,371.3
Floating Rate Capital Debt	277.3	277.3
Other Liabilities	3,346.6	3,075.6
Total Liabilities	<u>108,966.0</u>	<u>108,043.7</u>
Stockholders' Equity		
Preferred Stock, No Par Value; Authorized 10,000,000 shares:		
Series C, outstanding shares of 16,000	388.5	388.5
Common Stock, \$1.66 2/3 Par Value; Authorized 560,000,000 shares;		
Outstanding shares of 228,163,712 and 229,293,783	408.6	408.6
Additional Paid-In Capital	1,022.1	1,072.3
Retained Earnings	8,394.8	8,242.8
Accumulated Other Comprehensive Loss	(283.9)	(372.7)
Treasury Stock (17,007,812 and 15,877,741 shares, at cost)	(1,097.3)	(1,033.6)
Total Stockholders' Equity	<u>8,832.8</u>	<u>8,705.9</u>
Total Liabilities and Stockholders' Equity	<u>\$ 117,798.8</u>	<u>\$ 116,749.6</u>

See accompanying notes to the consolidated financial statements.

**CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED)**
NORTHERN TRUST CORPORATION

	Three Months Ended March 31,	
	2016	2015
<i>(In Millions Except Share Information)</i>		
Noninterest Income		
Trust, Investment and Other Servicing Fees	\$ 748.2	\$ 727.5
Foreign Exchange Trading Income	60.5	71.6
Treasury Management Fees	16.2	16.3
Security Commissions and Trading Income	18.9	19.8
Other Operating Income	38.1	38.6
Investment Security Gains, net (Note)	0.3	0.1
Total Noninterest Income	882.2	873.9
Net Interest Income		
Interest Income	352.0	298.8
Interest Expense	44.2	38.2
Net Interest Income	307.8	260.6
Provision for Credit Losses	2.0	(4.5)
Net Interest Income after Provision for Credit Losses	305.8	265.1
Noninterest Expense		
Compensation	378.8	354.3
Employee Benefits	70.6	72.9
Outside Services	149.9	135.1
Equipment and Software	114.2	110.3
Occupancy	40.9	43.0
Other Operating Expense	74.4	73.4
Total Noninterest Expense	828.8	789.0
Income before Income Taxes	359.2	350.0
Provision for Income Taxes	117.4	119.3
Net Income	\$ 241.8	\$ 230.7
Preferred Stock Dividends	5.9	5.9
Net Income Applicable to Common Stock	\$ 235.9	\$ 224.8
Per Common Share		
Net Income — Basic	\$ 1.01	\$ 0.95
— Diluted	1.01	0.94
Average Number of Common Shares Outstanding		
— Basic	228,619,089	233,381,168
— Diluted	229,979,690	235,288,695
Note: Changes in Other-Than-Temporary-Impairment (OTTI) Losses	\$ —	\$ —
Noncredit-related OTTI Losses Recorded in/(Reclassified from) OCI	—	—
Other Security Gains, net	0.3	0.1
Investment Security Gains, net	\$ 0.3	\$ 0.1

**CONSOLIDATED STATEMENTS OF
COMPREHENSIVE INCOME
(UNAUDITED)**
NORTHERN TRUST CORPORATION

	Three Months Ended March 31,	
	2016	2015
<i>(In Millions)</i>		
Net Income	\$ 241.8	\$ 230.7
Other Comprehensive Income (Loss) (Net of Tax and Reclassifications)		
Net Unrealized Gains on Securities Available for Sale	74.7	54.1
Net Unrealized Gains (Losses) on Cash Flow Hedges	6.1	(1.1)
Foreign Currency Translation Adjustments	3.9	(5.9)
Pension and Other Postretirement Benefit Adjustments	4.1	6.2
Other Comprehensive Income	88.8	53.3
Comprehensive Income	\$ 330.6	\$ 284.0

See accompanying notes to the consolidated financial statements.

**CONSOLIDATED STATEMENTS OF CHANGES IN
STOCKHOLDERS' EQUITY
(UNAUDITED)**

NORTHERN TRUST CORPORATION

	Three Months Ended March 31,	
	2016	2015
<i>(In Millions)</i>		
Preferred Stock		
Balance at January 1 and March 31	\$ 388.5	\$ 388.5
Common Stock		
Balance at January 1 and March 31	408.6	408.6
Additional Paid-in Capital		
Balance at January 1	1,072.2	1,050.9
Treasury Stock Transactions — Stock Options and Awards	(71.2)	(60.1)
Stock Options and Awards — Amortization	26.4	23.4
Stock Options and Awards — Tax Benefit	(5.3)	10.7
Balance at March 31	1,022.1	1,024.9
Retained Earnings		
Balance at January 1	8,242.8	7,625.4
Net Income	241.8	230.7
Dividends Declared — Common Stock	(83.9)	(78.5)
Dividends Declared — Preferred Stock	(5.9)	(5.9)
Balance at March 31	8,394.8	7,771.7
Accumulated Other Comprehensive Income (Loss)		
Balance at January 1	(372.7)	(319.7)
Net Unrealized Gains on Securities Available for Sale	74.7	54.1
Net Unrealized Gains (Losses) on Cash Flow Hedges	6.1	(1.1)
Foreign Currency Translation Adjustments	3.9	(5.9)
Pension and Other Postretirement Benefit Adjustments	4.1	6.2
Balance at March 31	(283.9)	(266.4)
Treasury Stock		
Balance at January 1	(1,033.6)	(704.8)
Stock Options and Awards	76.6	92.3
Stock Purchased	(140.3)	(107.2)
Balance at March 31	(1,097.3)	(719.7)
Total Stockholders' Equity at March 31	\$ 8,832.8	\$ 8,607.6

See accompanying notes to the consolidated financial statements.

**CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)**
NORTHERN TRUST CORPORATION

	Three Months Ended March 31,	
	2016	2015
<i>(In Millions)</i>		
Cash Flows from Operating Activities:		
Net Income	\$ 241.8	\$ 230.7
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Investment Security Gains, net	(0.3)	(0.1)
Amortization and Accretion of Securities and Unearned Income, net	12.5	10.7
Provision for Credit Losses	2.0	(4.5)
Depreciation on Buildings and Equipment	22.4	23.1
Amortization of Computer Software	65.8	60.7
Amortization of Intangibles	2.1	4.6
Pension Plan Contributions	(9.1)	(16.5)
Change in Receivables	(95.4)	50.3
Change in Interest Payable	2.3	(6.2)
Change in Collateral With Derivative Counterparties, net	(200.1)	289.5
Other Operating Activities, net	(343.1)	(151.5)
Net Cash (Used in) Provided by Operating Activities	<u>(299.1)</u>	<u>490.8</u>
Cash Flows from Investing Activities:		
Net Change in Federal Funds Sold and Securities Purchased under Agreements to Resell	(143.9)	(51.2)
Change in Interest-Bearing Deposits with Banks	716.7	(1,242.6)
Net Change in Federal Reserve Deposits	1,983.2	8,582.1
Purchases of Securities — Held to Maturity	(1,287.7)	(2,101.1)
Proceeds from Maturity and Redemption of Securities — Held to Maturity	726.3	278.4
Purchases of Securities — Available for Sale	(3,285.2)	(2,992.5)
Proceeds from Sale, Maturity and Redemption of Securities — Available for Sale	2,416.6	1,686.8
Change in Loans and Leases	(950.6)	(1,004.2)
Purchases of Buildings and Equipment	(12.0)	(25.5)
Purchases and Development of Computer Software	(65.0)	(68.4)
Change in Client Security Settlement Receivables	261.0	(660.7)
Other Investing Activities, net	293.8	404.8
Net Cash Provided by Investing Activities	<u>653.2</u>	<u>2,805.9</u>
Cash Flows from Financing Activities:		
Change in Deposits	388.6	(2,817.7)
Change in Federal Funds Purchased	(88.2)	(522.2)
Change in Securities Sold under Agreements to Repurchase	(39.5)	(271.9)
Change in Short-Term Other Borrowings	(27.1)	1,064.2
Repayments of Senior Notes and Long-Term Debt	(1.4)	(230.1)
Treasury Stock Purchased	(140.3)	(107.2)
Net Proceeds from Stock Options	5.3	32.2
Cash Dividends Paid on Common Stock	(82.8)	(77.0)
Cash Dividends Paid on Preferred Stock	(5.9)	(9.5)
Other Financing Activities, net	(5.3)	747.9
Net Cash Provided by (Used in) Financing Activities	<u>3.4</u>	<u>(2,191.3)</u>
Effect of Foreign Currency Exchange Rates on Cash	<u>202.9</u>	<u>(81.2)</u>
Increase in Cash and Due from Banks	560.4	1,024.2
Cash and Due from Banks at Beginning of Year	6,444.6	3,050.6
Cash and Due from Banks at End of Period	<u>\$ 7,005.0</u>	<u>\$ 4,074.8</u>
Supplemental Disclosures of Cash Flow Information:		
Interest Paid	\$ 41.8	\$ 44.9
Income Taxes Paid	215.0	40.5
Transfers from Loans to OREO	<u>4.6</u>	<u>4.6</u>

See accompanying notes to the consolidated financial statements.

Notes to Consolidated Financial Statements (unaudited)

1. Basis of Presentation — The consolidated financial statements include the accounts of Northern Trust Corporation (the Corporation) and its wholly-owned subsidiary, The Northern Trust Company (the Bank), and various other wholly-owned subsidiaries of the Corporation and the Bank. Throughout the notes, the term “Northern Trust” refers to the Corporation and its subsidiaries. Intercompany balances and transactions have been eliminated. The consolidated financial statements, as of and for the periods ended March 31, 2016 and 2015, have not been audited by the Corporation’s independent registered public accounting firm. In the opinion of management, all accounting entries and adjustments, including normal recurring accruals, necessary for a fair presentation of the financial position and the results of operations for the interim periods have been made. The accounting and financial reporting policies of Northern Trust conform to U.S. generally accepted accounting principles (GAAP) and reporting practices prescribed by the banking industry. For a description of Northern Trust’s significant accounting policies, refer to Note 1 of the Notes to Consolidated Financial Statements in the Annual Report on Form 10-K for the year ended December 31, 2015.

2. Recent Accounting Pronouncements — In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, “Revenue from Contracts with Customers (Topic 606)” (ASU 2014-09). ASU 2014-09 is a converged standard between the FASB and the International Accounting Standards Board (IASB) that provides a single comprehensive revenue recognition model for all contracts with customers across transactions and industries. The primary objective of ASU 2014-09 is revenue recognition that represents the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 is effective for interim and annual reporting periods beginning after December 15, 2017. Northern Trust is currently assessing the impact of adoption of ASU 2014-09.

In January 2016, the FASB issued ASU No. 2016-01, “Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities” (ASU 2016-01). ASU 2016-01 requires equity investments (except those accounted for under the equity method or those that result in consolidation) to be measured at fair value with changes in fair value recognized in net income unless a policy election is made for investments without readily determinable fair values. Additionally, ASU 2016-01 requires public entities to use the exit price notion when measuring the fair value of financial instruments for measurement purposes and eliminates the requirement to disclose the method(s) and significant assumptions used to estimate the fair value of financial instruments measured at amortized cost on the balance sheet. Furthermore, it requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or the accompanying notes to the financial statements. ASU 2016-01 is effective for interim and annual periods beginning after December 15, 2017. Northern Trust is currently assessing the impact of adoption of ASU 2016-01.

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842)” (ASU 2016-02). ASU 2016-02 introduces a lessee model that brings most leases on the balance sheet, with certain specified scope exceptions. Specifically within the lessee model under ASU 2016-02, a lessee is required to recognize in the statement of financial position a liability to make lease payments, known as the lease liability, and a right-of-use asset representing its right to use the underlying asset over the lease term. While ASU 2016-02 retains a distinction between finance and operating leases similar to current GAAP, it eliminates the required use of bright-line tests for determining the lease classification. ASU 2016-02 is effective for interim and annual reporting periods beginning after December 15, 2018, although early adoption is permitted. Northern Trust is currently assessing the impact of adoption of ASU 2016-02.

In March 2016, the FASB issued ASU No. 2016-05, “Derivatives and Hedging (Topic 815): Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships” (ASU 2016-05). ASU 2016-05 clarifies that a change in counterparty to a derivative instrument that has been designated as a hedging instrument under Topic 815 does not, in and of itself, require dedesignation of that hedging relationship provided that all other hedge accounting criteria continue to be met. ASU 2016-05 is effective for interim and annual reporting periods beginning after December 15, 2016, although early adoption is permitted. Although Northern Trust is currently assessing the impact of ASU 2016-05, it is not expected to impact significantly Northern Trust’s consolidated financial position or results of operations.

In March 2016, the FASB issued ASU No. 2016-06, “Derivatives and Hedging (Topic 815): Contingent Put and Call Options in Debt Instruments” (ASU 2016-06). The amendments in ASU 2016-06 clarify the steps that are required when assessing whether the economic characteristics and risks of call or put options are clearly and closely related to the economic characteristics and risks of their debt hosts. When a call or put option is contingently exercisable, an entity does not have to assess whether the event that triggers the ability to exercise a call or put option is related to interest rates or credit risks. ASU 2016-06 is effective for interim and annual reporting periods beginning after December 15, 2016, although early adoption is permitted. The adoption of ASU 2016-06 by Northern Trust, effective January 1, 2017, is not expected to impact significantly Northern Trust’s consolidated financial position or results of operations.

Notes to Consolidated Financial Statements (unaudited) (continued)

In March 2016, the FASB issued ASU No. 2016-07, “Investments - Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting” (ASU 2016-07). ASU 2016-07 eliminates the requirement to adjust the investment, results of operations, and retained earnings on a retroactive basis when an investment qualifies for use of the equity method as a result of an increase in the level of ownership interest or degree of influence. ASU 2016-07 provides that, upon qualifying for the equity method of accounting, the equity method investor is required to add the cost of acquiring the additional interest in the investee to the current basis of the investor’s previously held interest. ASU 2016-07 is effective for interim and annual reporting periods beginning after December 15, 2016, although early adoption is permitted. Although Northern Trust is currently assessing the impact of ASU 2016-07, it is not expected to impact significantly Northern Trust’s consolidated financial position or results of operations.

In March 2016, the FASB issued ASU No. 2016-09, “Compensation - Stock Compensation (Topic 718)” (ASU 2016-09). ASU 2016-09 simplifies several aspects of the accounting for share-based payment transactions, including income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. ASU 2016-09 is effective for interim and annual reporting periods beginning after December 15, 2016, although early adoption is permitted. Northern Trust is currently assessing the impact of adoption of ASU 2016-09.

3. Fair Value Measurements — Fair Value Hierarchy. The following describes the hierarchy of valuation inputs (Levels 1, 2, and 3) used to measure fair value and the primary valuation methodologies used by Northern Trust for financial instruments measured at fair value on a recurring basis. Observable inputs reflect market data obtained from sources independent of the reporting entity; unobservable inputs reflect the entity’s own assumptions about how market participants would value an asset or liability based on the best information available. GAAP requires an entity measuring fair value to maximize the use of observable inputs and minimize the use of unobservable inputs and establishes a fair value hierarchy of inputs. Financial instruments are categorized within the hierarchy based on the lowest level input that is significant to their valuation. Northern Trust’s policy is to recognize transfers into and transfers out of fair value levels as of the end of the reporting period in which the transfer occurred. No transfers between fair value levels occurred during the three months ended March 31, 2016 or the year ended December 31, 2015.

Level 1 — Quoted, active market prices for identical assets or liabilities.

Northern Trust’s Level 1 assets are comprised of available for sale investments in U.S. treasury securities.

Level 2 — Observable inputs other than Level 1 prices, such as quoted active market prices for similar assets or liabilities, quoted prices for identical or similar assets in inactive markets, and model-derived valuations in which all significant inputs are observable in active markets.

Northern Trust’s Level 2 assets include available for sale and trading account securities, the fair values of which are determined predominantly by external pricing vendors. Prices received from vendors are compared to other vendor and third-party prices. If a security price obtained from a pricing vendor is determined to exceed pre-determined tolerance levels that are assigned based on an asset type’s characteristics, the exception is researched and, if the price is not able to be validated, an alternate pricing vendor is utilized, consistent with Northern Trust’s pricing source hierarchy. As of March 31, 2016, Northern Trust’s available for sale securities portfolio included 1,154 Level 2 securities with an aggregate market value of \$26.5 billion. Of those, 1,152 securities, with an aggregate market value of \$26.5 billion, were valued by external pricing vendors. The remaining 2 securities, with an aggregate market value of \$2.1 million, were valued consistent with prices of similar securities as there were no vendor prices available for these securities. As of December 31, 2015, Northern Trust’s available for sale securities portfolio included 1,044 Level 2 securities with an aggregate market value of \$26.1 billion. All 1,044 securities were valued by external pricing vendors. Trading account securities, which totaled \$0.2 million and \$1.2 million as of March 31, 2016 and December 31, 2015, respectively, were all valued using external pricing vendors.

Northern Trust has established processes and procedures to assess the suitability of valuation methodologies used by external pricing vendors, including reviews of valuation techniques and assumptions used for selected securities. Quality control reviews of prices received from vendors are conducted on a daily basis, which include comparisons to prices on similar security types received from multiple pricing vendors and to the previous day’s reported prices for each security. Predetermined tolerance level exceptions are researched and may result in additional validation through available market information or the use of an alternate pricing vendor. Quarterly, Northern Trust reviews documentation from third-party pricing vendors regarding the valuation processes and assumptions used in their valuations and assesses whether the fair value levels assigned by Northern Trust to each security classification are appropriate. Annually, valuation inputs used within third-party pricing vendor valuations are reviewed for propriety on a sample basis through a comparison of inputs used to comparable market data, including security classifications that are less actively traded and security classifications comprising significant portions of the portfolio.

Notes to Consolidated Financial Statements (unaudited) (continued)

Level 2 assets and liabilities also include derivative contracts which are valued internally using widely accepted income-based models that incorporate inputs readily observable in actively quoted markets and reflect the contractual terms of the contracts. Observable inputs include foreign exchange rates and interest rates for foreign exchange contracts; interest rates for interest rate swap contracts and forward contracts; and interest rates and volatility inputs for interest rate option contracts. Northern Trust evaluates the impact of counterparty credit risk and its own credit risk on the valuation of its derivative instruments. Factors considered include the likelihood of default by Northern Trust and its counterparties, the remaining maturities of the instruments, net exposures after giving effect to master netting arrangements or similar agreements, available collateral, and other credit enhancements in determining the appropriate fair value of derivative instruments. The resulting valuation adjustments have not been considered material.

Level 3 — Valuation techniques in which one or more significant inputs are unobservable in the marketplace.

Northern Trust's Level 3 assets consist of auction rate securities purchased in 2008 from Northern Trust clients. To estimate the fair value of auction rate securities, for which trading is limited and market prices are generally unavailable, Northern Trust developed and maintains a pricing model that discounts estimated cash flows over their estimated remaining lives. Significant inputs to the model include the contractual terms of the securities, credit risk ratings, discount rates, forward interest rates, credit/liquidity spreads, and Northern Trust's own assumptions about the estimated remaining lives of the securities. The significant unobservable inputs used in the fair value measurement are Northern Trust's own assumptions about the estimated remaining lives of the securities and the applicable discount rates. Significant increases (decreases) in the estimated remaining lives or the discount rates in isolation would result in a significantly lower (higher) fair value measurement.

Northern Trust's Level 3 liabilities consist of a swap that Northern Trust entered into with the purchaser of 1.0 million shares of Visa Inc. Class B common stock (Visa Class B common shares) previously held by Northern Trust and sold in June 2015. Pursuant to the swap, Northern Trust retains the risks associated with the ultimate conversion of the Visa Class B common shares into shares of Visa Inc. Class A common stock (Visa Class A common shares), such that the counterparty will be compensated for any dilutive adjustments to the conversion ratio and Northern Trust will be compensated for any anti-dilutive adjustments to the ratio. The swap also requires periodic payments from Northern Trust to the counterparty calculated by reference to the market price of Visa Class A common shares and a fixed rate of interest. The fair value of the swap is determined using a discounted cash flow methodology. The significant unobservable inputs used in the fair value measurement are Northern Trust's own assumptions about estimated changes in the conversion rate of the Visa Class B common shares into Visa Class A common shares, the date on which such conversion is expected to occur and the estimated growth rate of the Visa Class A common share price. See "Visa Class B Common Shares" under Note 19 — Contingent Liabilities for further information.

Northern Trust believes its valuation methods for its assets and liabilities carried at fair value are appropriate; however, the use of different methodologies or assumptions, particularly as applied to Level 3 assets and liabilities, could have a material effect on the computation of their estimated fair values.

Management of various businesses and departments of Northern Trust (including Corporate Market Risk, Credit Risk Management, Corporate Financial Management, Corporate & Institutional Services (C&IS) and Wealth Management) determine the valuation policies and procedures for Level 3 assets and liabilities. Generally, valuation policies are reviewed by management of each business or department. Fair value measurements are performed upon acquisition of an asset or liability. As necessary, the valuation models are reviewed by management of the appropriate business or department, and adjusted for changes in inputs. Management of each business or department reviews the inputs in order to substantiate the unobservable inputs used in each fair value measurement. When appropriate, management reviews forecasts used in the valuation process in light of other relevant financial projections to understand any variances between current and previous fair value measurements. In certain circumstances, third-party information is used to support the fair value measurements. If certain third-party information seems inconsistent with consensus views, a review of the information is performed by management of the respective business or department to conclude as to the appropriate fair value of the asset or liability.

Notes to Consolidated Financial Statements (unaudited) (continued)

The following presents the fair values of, and the valuation techniques, significant unobservable inputs, and quantitative information used to develop significant unobservable inputs for, Northern Trust's Level 3 assets and liabilities as of March 31, 2016 and December 31, 2015.

Table 22: Level 3 Significant Unobservable Inputs

March 31, 2016				
<u>Financial Instrument</u>	Fair Value	Valuation Technique	Unobservable Inputs	Range of Lives and Rates
Auction Rate Securities	\$ 16.6 million	Discounted Cash Flow	Remaining lives	0.17 — 8.64 years
			Discount rates	0.2% — 3.9%
Swap Related to Sale of Certain Visa Class B Common Shares	\$ 9.7 million	Discounted Cash Flow	Visa Class A Appreciation	9.5% — 15.0%
			Conversion Rate	1.61x — 1.65x
			Expected Duration	1.25 — 4.25 years
December 31, 2015				
<u>Financial Instrument</u>	Fair Value	Valuation Technique	Unobservable Inputs	Range of Lives and Rates
Auction Rate Securities	\$ 17.1 million	Discounted Cash Flow	Remaining lives	0.42 — 8.64 years
			Discount rates	0.3% — 4.4%
Swap Related to Sale of Certain Visa Class B Common Shares	\$ 10.8 million	Discounted Cash Flow	Visa Class A Appreciation	9.5% — 15.0%
			Conversion Rate	1.61x — 1.65x
			Expected Duration	1.50 — 4.50 years

Notes to Consolidated Financial Statements (unaudited) (continued)

The following tables present assets and liabilities measured at fair value on a recurring basis as of March 31, 2016 and December 31, 2015, segregated by fair value hierarchy level.

Table 23: Recurring Basis Hierarchy Leveling

<u>(In Millions)</u>	Level 1	Level 2	Level 3	Netting	Assets/Liabilities at Fair Value
March 31, 2016					
Securities					
Available for Sale					
U.S. Government	\$ 6,857.1	\$ —	\$ —	\$ —	\$ 6,857.1
Obligations of States and Political Subdivisions	—	189.8	—	—	189.8
Government Sponsored Agency	—	16,892.6	—	—	16,892.6
Non-U.S. Government	—	280.7	—	—	280.7
Corporate Debt	—	3,857.8	—	—	3,857.8
Covered Bonds	—	1,374.8	—	—	1,374.8
Sub-Sovereign, Supranational and Non-U.S. Agency Bonds	—	1,070.2	—	—	1,070.2
Other Asset-Backed	—	2,300.1	—	—	2,300.1
Auction Rate	—	—	16.6	—	16.6
Commercial Mortgage-Backed	—	406.9	—	—	406.9
Other	—	83.6	—	—	83.6
Total Available for Sale	<u>6,857.1</u>	<u>26,456.5</u>	<u>16.6</u>	<u>—</u>	<u>33,330.2</u>
Trading Account	—	0.2	—	—	0.2
Total Available for Sale and Trading Securities	<u>6,857.1</u>	<u>26,456.7</u>	<u>16.6</u>	<u>—</u>	<u>33,330.4</u>
Other Assets					
Derivative Assets					
Foreign Exchange Contracts	—	3,952.6	—	—	3,952.6
Interest Rate Contracts	—	334.0	—	—	334.0
Total Derivative Assets	—	<u>4,286.6</u>	—	<u>(2,556.5)</u>	<u>1,730.1</u>
Other Liabilities					
Derivative Liabilities					
Foreign Exchange Contracts	—	4,028.4	—	—	4,028.4
Interest Rate Contracts	—	215.1	—	—	215.1
Other Financial Derivatives ⁽¹⁾	—	0.7	9.7	—	10.4
Total Derivative Liabilities	<u>\$ —</u>	<u>\$ 4,244.2</u>	<u>\$ 9.7</u>	<u>\$ (2,916.0)</u>	<u>\$ 1,337.9</u>

Note: Northern Trust has elected to net derivative assets and liabilities when legally enforceable master netting arrangements or similar agreements exist between Northern Trust and the counterparty. As of March 31, 2016, derivative assets and liabilities shown above also include reductions of \$871.9 million and \$1.2 billion, respectively, as a result of cash collateral received from and deposited with derivative counterparties.

⁽¹⁾ This line includes a swap related to the sale of certain Visa Class B common shares, total return swap contracts, and credit default swap contracts.

Notes to Consolidated Financial Statements (unaudited) (continued)

(In Millions)	Level 1	Level 2	Level 3	Netting	Assets/Liabilities at Fair Value
December 31, 2015					
Securities					
Available for Sale					
U.S. Government	\$ 6,178.3	\$ —	\$ —	\$ —	\$ 6,178.3
Obligations of States and Political Subdivisions	—	36.4	—	—	36.4
Government Sponsored Agency	—	16,366.8	—	—	16,366.8
Non-U.S. Government	—	309.5	—	—	309.5
Corporate Debt	—	3,712.2	—	—	3,712.2
Covered Bonds	—	1,870.2	—	—	1,870.2
Sub-Sovereign, Supranational and Non-U.S. Agency Bonds	—	859.4	—	—	859.4
Other Asset-Backed	—	2,500.1	—	—	2,500.1
Auction Rate	—	—	17.1	—	17.1
Commercial Mortgage-Backed	—	374.4	—	—	374.4
Other	—	93.5	—	—	93.5
Total Available for Sale	<u>6,178.3</u>	<u>26,122.5</u>	<u>17.1</u>	<u>—</u>	<u>32,317.9</u>
Trading Account	—	1.2	—	—	1.2
Total Available for Sale and Trading Securities	<u>6,178.3</u>	<u>26,123.7</u>	<u>17.1</u>	<u>—</u>	<u>32,319.1</u>
Other Assets					
Derivative Assets					
Foreign Exchange Contracts	—	2,623.4	—	—	2,623.4
Interest Rate Contracts	—	228.5	—	—	228.5
Total Derivative Assets	<u>—</u>	<u>2,851.9</u>	<u>—</u>	<u>(1,600.2)</u>	<u>1,251.7</u>
Other Liabilities					
Derivative Liabilities					
Foreign Exchange Contracts	—	2,519.4	—	—	2,519.4
Interest Rate Contracts	—	131.2	—	—	131.2
Other Financial Derivatives ⁽¹⁾	\$ —	\$ 0.1	\$ 10.8	\$ —	10.9
Total Derivative Liabilities	<u>\$ —</u>	<u>\$ 2,650.7</u>	<u>\$ 10.8</u>	<u>\$ (1,717.6)</u>	<u>\$ 943.9</u>

Note: Northern Trust has elected to net derivative assets and liabilities when legally enforceable master netting arrangements or similar agreements exist between Northern Trust and the counterparty. As of December 31, 2015, derivative assets and liabilities shown above also include reductions of \$322.8 million and \$440.3 million, respectively, as a result of cash collateral received from and deposited with derivative counterparties.

⁽¹⁾ This line includes a swap related to the sale of certain Visa Class B common shares and total return swap contracts.

Notes to Consolidated Financial Statements (unaudited) (continued)

The following tables present the changes in Level 3 assets and liabilities for the three months ended March 31, 2016 and 2015.

Table 24: Changes in Level 3 Assets

<u>Level 3 Assets (In Millions)</u>	Auction Rate Securities	
	2016	2015
Three Months Ended March 31,		
Fair Value at January 1	\$ 17.1	\$ 18.1
Total Gains (Losses):		
Included in Earnings	—	—
Included in Other Comprehensive Income ⁽¹⁾	(0.4)	(0.3)
Purchases, Issues, Sales, and Settlements		
Sales	(0.1)	—
Settlements	—	(0.3)
Fair Value at March 31	\$ 16.6	\$ 17.5

⁽¹⁾ Unrealized gains (losses) are included in net unrealized gains (losses) on securities available for sale in the consolidated statements of comprehensive income.

Table 25: Changes in Level 3 Liabilities

<u>Level 3 Liabilities (In Millions)</u>	Swap Related to Sale of Certain Visa Class B Common Shares	
	2016	2015
Three Months Ended March 31,		
Fair Value at January 1	\$ 10.8	\$ —
Total (Gains) Losses:		
Included in Earnings ⁽¹⁾	(0.3)	—
Included in Other Comprehensive Income	—	—
Purchases, Issues, Sales, and Settlements		
Purchases	—	—
Settlements	(0.8)	—
Fair Value at March 31	\$ 9.7	\$ —

⁽¹⁾ (Gains) losses are recorded in other operating income (expense) in the consolidated statements of income.

During the three months ended March 31, 2016 and 2015, there were no transfers into or out of Level 3 assets or liabilities.

Carrying values of assets and liabilities that are not measured at fair value on a recurring basis may be adjusted to fair value in periods subsequent to their initial recognition, for example, to record an impairment of an asset. GAAP requires entities to disclose separately these subsequent fair value measurements and to classify them under the fair value hierarchy.

Assets measured at fair value on a nonrecurring basis at March 31, 2016 and 2015, all of which were categorized as Level 3 under the fair value hierarchy, were comprised of impaired loans whose values were based on real estate and other available collateral, and of other real estate owned (OREO) properties. Fair values of real-estate loan collateral were estimated using a market approach typically supported by third-party valuations and property-specific fees and taxes, and were subject to adjustments to reflect management's judgment as to realizable value. Other loan collateral, which typically consists of accounts receivable, inventory and equipment, is valued using a market approach adjusted for asset-specific characteristics and in limited instances third-party valuations are used. OREO assets are carried at the lower of cost or fair value less estimated costs to sell, with fair value typically based on third-party appraisals.

Collateral-based impaired loans and OREO assets that have been adjusted to fair value totaled \$10.1 million and \$2.5 million, respectively, at March 31, 2016, and \$23.1 million and \$0.3 million, respectively, at March 31, 2015. Assets measured at fair value on a nonrecurring basis reflect management's judgment as to realizable value.

Notes to Consolidated Financial Statements (unaudited) (continued)

The following table provides the fair value of, and the valuation technique, significant unobservable inputs and quantitative information used to develop the significant unobservable inputs for, Northern Trust's Level 3 assets that were measured at fair value on a nonrecurring basis as of March 31, 2016 and December 31, 2015.

Table 26: Level 3 Nonrecurring Basis Significant Unobservable Inputs

March 31, 2016				
<u>Financial Instrument</u>	Fair Value	Valuation Technique	Unobservable Input	Range of Discounts Applied
Loans	\$10.1 million	Market Approach	Discount to reflect realizable value	15.0% - 25.0%
OREO	\$2.5 million	Market Approach	Discount to reflect realizable value	15.0% - 20.0%
December 31, 2015				
<u>Financial Instrument</u>	Fair Value	Valuation Technique	Unobservable Input	Range of Discounts Applied
Loans	\$10.4 million	Market Approach	Discount to reflect realizable value	15.0% - 25.0%
OREO	\$3.6 million	Market Approach	Discount to reflect realizable value	15.0% - 20.0%

Fair Value of Financial Instruments. GAAP requires disclosure of the estimated fair value of certain financial instruments and the methods and significant assumptions used to estimate fair value. It excludes from this requirement nonfinancial assets and liabilities, as well as a wide range of franchise, relationship and intangible values that add value to Northern Trust. Accordingly, the required fair value disclosures provide only a partial estimate of the fair value of Northern Trust. Financial instruments recorded at fair value in Northern Trust's consolidated balance sheets are discussed above. The following methods and assumptions were used in estimating the fair values of financial instruments that are not carried at fair value.

Held to Maturity Securities. The fair values of held to maturity securities, excluding U.S. treasury securities, were obtained from external pricing vendors, or in limited cases internally, using widely accepted models which are based on an income approach (discounted cash flow) that incorporates current market yield curves. The fair values of U.S. treasury securities were determined using quoted, active market prices for identical securities.

Loans (excluding lease receivables). The fair value of the loan portfolio was estimated using an income approach (discounted cash flow) that incorporates current market rates offered by Northern Trust as of the date of the consolidated financial statements. The fair values of all loans were adjusted to reflect current assessments of loan collectability. Loans held for sale are recorded at the lower of cost or fair value.

Federal Reserve and Federal Home Loan Bank Stock. The fair values of Federal Reserve and Federal Home Loan Bank stock are equal to their carrying values which represent redemption value.

Community Development Investments. The fair values of these instruments were estimated using an income approach (discounted cash flow) that incorporates current market rates.

Employee Benefit and Deferred Compensation. These assets include U.S. Treasury securities and investments in mutual and collective trust funds held to fund certain supplemental employee benefit obligations and deferred compensation plans. Fair values of U.S. Treasury securities were determined using quoted, active market prices for identical securities. The fair values of investments in mutual and collective trust funds were valued at the funds' net asset values based on a market approach.

Savings Certificates and Other Time Deposits. The fair values of these instruments were estimated using an income approach (discounted cash flow) that incorporates market interest rates currently offered by Northern Trust for deposits with similar maturities.

Senior Notes, Subordinated Debt, and Floating Rate Capital Debt. Fair values were determined using a market approach based on quoted market prices, when available. If quoted market prices were not available, fair values were based on quoted market prices for comparable instruments.

Notes to Consolidated Financial Statements (unaudited) (continued)

Federal Home Loan Bank Borrowings. The fair values of these instruments were estimated using an income approach (discounted cash flow) that incorporates market interest rates available to Northern Trust.

Loan Commitments. The fair values of loan commitments represent the estimated costs to terminate or otherwise settle the obligations with a third party adjusted for any related allowance for credit losses.

Standby Letters of Credit. The fair values of standby letters of credit are measured as the amount of unamortized fees on these instruments, inclusive of the related allowance for credit losses. Fees are determined by applying basis points to the principal amounts of the letters of credit.

Financial Instruments Valued at Carrying Value. Due to their short maturity, the carrying values of certain financial instruments approximated their fair values. These financial instruments include: cash and due from banks; federal funds sold and securities purchased under agreements to resell; interest-bearing deposits with banks; Federal Reserve deposits; client security settlement receivables; non-U.S. offices interest-bearing deposits; federal funds purchased; securities sold under agreements to repurchase; and other borrowings (includes term federal funds purchased and other short-term borrowings). The fair values of demand, noninterest-bearing, savings, and money market deposits represent the amounts payable on demand as of the reporting date, although such deposits are typically priced at a premium in banking industry consolidations.

Notes to Consolidated Financial Statements (unaudited) (continued)

The following tables summarize the fair values of all financial instruments.

Table 27: Fair Value of Financial Instruments

(In Millions)	March 31, 2016				
	Book Value	Total Fair Value	Fair Value		
			Level 1	Level 2	Level 3
Assets					
Cash and Due from Banks	\$ 7,005.0	\$ 7,005.0	\$ 7,005.0	\$ —	\$ —
Federal Funds Sold and Resell Agreements	1,765.2	1,765.2	—	1,765.2	—
Interest-Bearing Deposits with Banks	13,535.5	13,535.5	—	13,535.5	—
Federal Reserve Deposits	14,415.3	14,415.3	—	14,415.3	—
Securities					
Available for Sale (Note)	33,330.2	33,330.2	6,857.1	26,456.5	16.6
Held to Maturity	5,869.6	5,861.5	28.0	5,833.5	—
Trading Account	0.2	0.2	—	0.2	—
Loans (excluding Leases)					
Held for Investment	33,478.4	33,715.2	—	—	33,715.2
Held for Sale	1.4	1.4	—	—	1.4
Client Security Settlement Receivables	1,902.7	1,902.7	—	1,902.7	—
Other Assets					
Federal Reserve and Federal Home Loan Bank Stock	253.1	253.1	—	253.1	—
Community Development Investments	193.0	199.4	—	199.4	—
Employee Benefit and Deferred Compensation	165.4	169.5	117.7	51.8	—
Liabilities					
Deposits					
Demand, Noninterest-Bearing, Savings and Money Market	\$ 45,495.2	\$ 45,495.2	\$ 45,495.2	\$ —	\$ —
Savings Certificates and Other Time	1,417.0	1,425.1	—	1,425.1	—
Non U.S. Offices Interest-Bearing	50,747.4	50,747.4	—	50,747.4	—
Federal Funds Purchased	263.3	263.3	—	263.3	—
Securities Sold under Agreements to Repurchase	507.1	507.1	—	507.1	—
Other Borrowings	4,009.8	4,009.8	—	4,009.8	—
Senior Notes	1,496.1	1,573.3	—	1,573.3	—
Long Term Debt (excluding Leases)					
Subordinated Debt	1,377.9	1,353.6	—	1,353.6	—
Floating Rate Capital Debt	277.3	223.5	—	223.5	—
Other Liabilities					
Standby Letters of Credit	45.3	45.3	—	—	45.3
Loan Commitments	46.3	46.3	—	—	46.3
Derivative Instruments					
Asset/Liability Management					
Foreign Exchange Contracts					
Assets	\$ 12.3	\$ 12.3	\$ —	\$ 12.3	\$ —
Liabilities	80.2	80.2	—	80.2	—
Interest Rate Contracts					
Assets	158.5	158.5	—	158.5	—
Liabilities	42.2	42.2	—	42.2	—
Other Financial Derivatives					
Liabilities ⁽¹⁾	10.4	10.4	—	0.7	9.7
Client-Related and Trading					
Foreign Exchange Contracts					
Assets	3,940.3	3,940.3	—	3,940.3	—
Liabilities	3,948.2	3,948.2	—	3,948.2	—
Interest Rate Contracts					
Assets	175.5	175.5	—	175.5	—
Liabilities	172.9	172.9	—	172.9	—

Note: Refer to the table located on page 30 for the disaggregation of available for sale securities.

⁽¹⁾ This line includes a swap related to the sale of certain Visa Class B common shares, credit default swaps and total return swaps.

Notes to Consolidated Financial Statements (unaudited) (continued)

(In Millions)

December 31, 2015

	Book Value	Total Fair Value	Fair Value		
			Level 1	Level 2	Level 3
Assets					
Cash and Due from Banks	\$ 6,444.6	\$ 6,444.6	\$ 6,444.6	\$ —	\$ —
Federal Funds Sold and Resell Agreements	1,614.2	1,614.2	—	1,614.2	—
Interest-Bearing Deposits with Banks	14,143.1	14,143.1	—	14,143.1	—
Federal Reserve Deposits	16,398.5	16,398.5	—	16,398.5	—
Securities					
Available for Sale (Note)	32,317.9	32,317.9	6,178.3	26,122.5	17.1
Held to Maturity	5,248.3	5,227.5	26.0	5,201.5	—
Trading Account	1.2	1.2	—	1.2	—
Loans (excluding Leases)					
Held for Investment	32,432.7	32,596.5	—	—	32,596.5
Held for Sale	12.0	12.0	—	—	12.0
Client Security Settlement Receivables	2,157.0	2,157.0	—	2,157.0	—
Other Assets					
Federal Reserve and Federal Home Loan Bank Stock	253.1	253.1	—	253.1	—
Community Development Investments	173.5	177.1	—	177.1	—
Employee Benefit and Deferred Compensation	155.3	153.4	104.2	49.2	—
Liabilities					
Deposits					
Demand, Noninterest-Bearing, Savings and Money Market	\$ 45,191.3	\$ 45,191.3	\$ 45,191.3	\$ —	\$ —
Savings Certificates and Other Time	1,455.8	1,463.5	—	1,463.5	—
Non U.S. Offices Interest-Bearing	50,221.8	50,221.8	—	50,221.8	—
Federal Funds Purchased	351.5	351.5	—	351.5	—
Securities Sold under Agreements to Repurchase	546.6	546.6	—	546.6	—
Other Borrowings	4,055.1	4,055.7	—	4,055.7	—
Senior Notes	1,497.4	1,531.8	—	1,531.8	—
Long Term Debt (excluding Leases)					
Subordinated Debt	1,341.6	1,332.2	—	1,332.2	—
Floating Rate Capital Debt	277.3	236.6	—	236.6	—
Other Liabilities					
Standby Letters of Credit	46.6	46.6	—	—	46.6
Loan Commitments	48.9	48.9	—	—	48.9
Derivative Instruments					
Asset/Liability Management					
Foreign Exchange Contracts					
Assets	\$ 81.6	\$ 81.6	\$ —	\$ 81.6	\$ —
Liabilities	19.0	19.0	—	19.0	—
Interest Rate Contracts					
Assets	117.4	117.4	—	117.4	—
Liabilities	22.7	22.7	—	22.7	—
Other Financial Derivatives					
Liabilities ⁽¹⁾	10.9	10.9	—	0.1	10.8
Client-Related and Trading					
Foreign Exchange Contracts					
Assets	2,541.8	2,541.8	—	2,541.8	—
Liabilities	2,500.4	2,500.4	—	2,500.4	—
Interest Rate Contracts					
Assets	111.1	111.1	—	111.1	—
Liabilities	108.5	108.5	—	108.5	—

Note: Refer to the table located on page 31 for the disaggregation of available for sale securities.

⁽¹⁾ This line consists of a swap related to the sale of certain Visa Class B common shares and total return swaps.

Notes to Consolidated Financial Statements (unaudited) (continued)

4. Securities — The following tables provide the amortized cost and fair values of securities at March 31, 2016 and December 31, 2015.

Table 28: Reconciliation of Amortized Cost to Fair Value of Securities Available for Sale

<u>Securities Available for Sale</u>	March 31, 2016			
	Amortized Cost	Gross Unrealized		Fair Value
		Gains	Losses	
<u>(In Millions)</u>				
U.S. Government	\$ 6,803.3	\$ 53.8	\$ —	\$ 6,857.1
Obligations of States and Political Subdivisions	190.5	0.3	1.0	189.8
Government Sponsored Agency	16,866.1	56.6	30.1	16,892.6
Non-U.S. Government	280.5	0.2	—	280.7
Corporate Debt	3,865.3	10.3	17.8	3,857.8
Covered Bonds	1,377.6	2.1	4.9	1,374.8
Sub-Sovereign, Supranational and Non-U.S. Agency Bonds	1,069.5	2.6	1.9	1,070.2
Other Asset-Backed	2,300.4	1.2	1.5	2,300.1
Auction Rate	16.6	0.5	0.5	16.6
Commercial Mortgage-Backed	406.5	0.7	0.3	406.9
Other	83.6	0.1	0.1	83.6
Total	\$ 33,259.9	\$ 128.4	\$ 58.1	\$ 33,330.2
<u>Securities Available for Sale</u>	December 31, 2015			
	Amortized Cost	Gross Unrealized		Fair Value
		Gains	Losses	
<u>(In Millions)</u>				
U.S. Government	\$ 6,180.4	\$ 3.4	\$ 5.5	\$ 6,178.3
Obligations of States and Political Subdivisions	36.4	0.1	0.1	36.4
Government Sponsored Agency	16,370.5	42.8	46.5	16,366.8
Non-U.S. Government	309.5	0.1	0.1	309.5
Corporate Debt	3,744.4	0.9	33.1	3,712.2
Covered Bonds	1,873.3	1.8	4.9	1,870.2
Sub-Sovereign, Supranational and Non-U.S. Agency Bonds	860.9	0.5	2.0	859.4
Other Asset-Backed	2,504.2	0.1	4.2	2,500.1
Auction Rate	16.7	0.5	0.1	17.1
Commercial Mortgage-Backed	378.1	—	3.7	374.4
Other	93.4	0.1	—	93.5
Total	\$ 32,367.8	\$ 50.3	\$ 100.2	\$ 32,317.9

Notes to Consolidated Financial Statements (unaudited) (continued)

Table 29: Reconciliation of Amortized Cost to Fair Value of Securities Held to Maturity

<u>Securities Held to Maturity</u>	March 31, 2016			
	Amortized Cost	Gross Unrealized		Fair Value
		Gains	Losses	
<u>(In Millions)</u>				
U.S Government	\$ 28.0	\$ —	\$ —	\$ 28.0
Obligations of States and Political Subdivisions	79.3	4.9	—	84.2
Government Sponsored Agency	9.2	0.7	—	9.9
Corporate Debt	85.5	0.1	—	85.6
Covered Bonds	1,578.4	5.2	1.6	1,582.0
Non-U.S. Government	1,077.2	6.7	—	1,083.9
Certificates of Deposit	730.5	0.1	0.2	730.4
Sub-Sovereign, Supranational and Non-U.S. Agency Bonds	2,186.8	10.4	0.5	2,196.7
Other	94.7	—	33.9	60.8
Total	\$ 5,869.6	\$ 28.1	\$ 36.2	\$ 5,861.5
 <u>Securities Held to Maturity</u>	 December 31, 2015			
	Amortized Cost	Gross Unrealized		Fair Value
		Gains	Losses	
<u>(In Millions)</u>				
U.S Government	\$ 26.0	\$ —	\$ —	\$ 26.0
Obligations of States and Political Subdivisions	89.2	5.2	—	94.4
Government Sponsored Agency	9.9	0.7	—	10.6
Covered Bonds	892.4	0.4	1.9	890.9
Non-U.S. Government	1,118.0	4.8	0.5	1,122.3
Certificates of Deposit	691.6	0.1	0.1	691.6
Sub-Sovereign, Supranational and Non-U.S. Agency Bonds	2,326.2	8.3	0.9	2,333.6
Other	95.0	—	36.9	58.1
Total	\$ 5,248.3	\$ 19.5	\$ 40.3	\$ 5,227.5

Securities held to maturity consist of debt securities that management intends to, and Northern Trust has the ability to, hold until maturity.

Notes to Consolidated Financial Statements (unaudited) (continued)

The following table provides the remaining maturity of securities as of March 31, 2016.

Table 30: Remaining Maturity of Securities Available for Sale and Held to Maturity

(In Millions)	March 31, 2016	
	Amortized Cost	Fair Value
Available for Sale		
Due in One Year or Less	\$ 9,795.2	\$ 9,807.1
Due After One Year Through Five Years	17,443.3	17,498.9
Due After Five Years Through Ten Years	4,742.3	4,745.1
Due After Ten Years	1,279.1	1,279.1
Total	<u>33,259.9</u>	<u>33,330.2</u>
Held to Maturity		
Due in One Year or Less	1,979.0	1,982.8
Due After One Year Through Five Years	3,823.7	3,841.9
Due After Five Years Through Ten Years	13.8	11.1
Due After Ten Years	53.1	25.7
Total	<u>\$ 5,869.6</u>	<u>\$ 5,861.5</u>

Note: Mortgage-backed and asset-backed securities are included in the above table taking into account anticipated future prepayments.

Investment Security Gains. There were \$0.3 million net investment security gains recognized in the three months ended March 31, 2016. Net investment security gains of \$0.1 million were recognized in the three months ended March 31, 2015. Gross proceeds from the sale of securities during the three months ended March 31, 2016 and 2015 were \$513.6 million and \$102.0 million, respectively.

Securities with Unrealized Losses. The following tables provide information regarding securities that had been in a continuous unrealized loss position for less than twelve months and for twelve months or longer as of March 31, 2016 and December 31, 2015.

Table 31: Securities with Unrealized Losses

Securities with Unrealized Losses as of March 31, 2016 (In Millions)	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Obligations of States and Political Subdivisions	\$ 97.2	\$ 1.0	\$ —	\$ —	\$ 97.2	\$ 1.0
Government Sponsored Agency	6,251.9	21.9	1,327.1	8.2	7,579.0	30.1
Corporate Debt	893.3	5.6	1,041.7	12.2	1,935.0	17.8
Covered Bonds	1,054.8	6.5	—	—	1,054.8	6.5
Sub-Sovereign, Supranational and Non-U.S. Agency Bonds	578.6	2.3	109.8	0.1	688.4	2.4
Other Asset-Backed	1,383.1	1.4	60.3	0.1	1,443.4	1.5
Certificates of Deposit	314.3	0.2	—	—	314.3	0.2
Auction Rate	—	—	6.0	0.5	6.0	0.5
Commercial Mortgage-Backed	140.5	0.3	—	—	140.5	0.3
Other	73.5	12.0	49.6	22.0	123.1	34.0
Total	<u>\$ 10,787.2</u>	<u>\$ 51.2</u>	<u>\$ 2,594.5</u>	<u>\$ 43.1</u>	<u>\$ 13,381.7</u>	<u>\$ 94.3</u>

Notes to Consolidated Financial Statements (unaudited) (continued)

Securities with Unrealized Losses as of December 31, 2015 (In Millions)	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Government	\$ 3,888.0	\$ 5.5	\$ —	\$ —	\$ 3,888.0	\$ 5.5
Obligations of States and Political Subdivisions	15.1	0.1	—	—	15.1	0.1
Government Sponsored Agency	9,208.5	38.7	1,213.6	7.8	10,422.1	46.5
Non-U.S. Government	314.3	0.6	—	—	314.3	0.6
Corporate Debt	2,067.6	10.3	1,057.1	22.8	3,124.7	33.1
Covered Bonds	1,598.4	6.7	10.0	0.1	1,608.4	6.8
Sub-Sovereign, Supranational and Non-U.S. Agency Bonds	1,132.9	2.3	109.3	0.6	1,242.2	2.9
Other Asset-Backed	2,122.7	4.0	170.6	0.2	2,293.3	4.2
Certificates of Deposit	180.3	0.1	—	—	180.3	0.1
Auction Rate	—	—	6.4	0.1	6.4	0.1
Commercial Mortgage-Backed	374.4	3.7	—	—	374.4	3.7
Other	28.7	13.3	50.7	23.6	79.4	36.9
Total	\$20,930.9	\$ 85.3	\$ 2,617.7	\$ 55.2	\$23,548.6	\$ 140.5

As of March 31, 2016, 644 securities with a combined fair value of \$13.4 billion were in an unrealized loss position, with their unrealized losses totaling \$94.3 million. Unrealized losses of \$30.1 million related to government sponsored agency securities were primarily attributable to higher market interest rates since purchase. Unrealized losses of \$17.8 million within corporate debt securities primarily reflected higher market rates since purchase; 33% of the corporate debt portfolio is backed by guarantees provided by U.S. and non-U.S. governmental entities.

The majority of the \$34.0 million of unrealized losses in securities classified as “other” at March 31, 2016, related to securities primarily purchased at a premium or par by Northern Trust for compliance with the CRA. Unrealized losses on these CRA-related securities were attributable to yields that were below market rates for the purpose of supporting institutions and programs that benefit low- to moderate- income communities within Northern Trust’s market area. Unrealized losses of \$0.5 million related to auction rate securities primarily reflected reduced market liquidity as a majority of auctions continued to fail, preventing holders from liquidating their investments at par. The remaining unrealized losses on Northern Trust’s securities portfolio as of March 31, 2016, were attributable to changes in overall market interest rates, increased credit spreads or reduced market liquidity. As of March 31, 2016, Northern Trust did not intend to sell any investment in an unrealized loss position and it was not more likely than not that Northern Trust would be required to sell any such investment before the recovery of its amortized cost basis, which may be maturity.

Security impairment reviews are conducted quarterly to identify and evaluate securities that have indications of possible OTTI. A determination as to whether a security’s decline in market value is other-than-temporary takes into consideration numerous factors and the relative significance of any single factor can vary by security. Factors Northern Trust considers in determining whether impairment is other-than-temporary include, but are not limited to: the length of time the security has been impaired; the severity of the impairment; the cause of the impairment and the financial condition and near-term prospects of the issuer; activity in the market of the issuer which may indicate adverse credit conditions; Northern Trust’s intent regarding the sale of the security as of the balance sheet date; and the likelihood that it will not be required to sell the security for a period of time sufficient to allow for the recovery of the security’s amortized cost basis. For each security meeting the requirements of Northern Trust’s internal screening process, an extensive review is conducted to determine if OTTI has occurred.

While all securities are considered, the process for identifying credit impairment within CRA-eligible mortgage-backed securities incorporates an expected loss approach using discounted cash flows on the underlying collateral pools. To evaluate whether an unrealized loss on CRA-eligible mortgage-backed securities is other-than-temporary, a calculation of the security’s present value is made using current pool data, the current delinquency pipeline, default rates and loan loss severities based on the historical performance of like collateral, and Northern Trust’s outlook for the housing market and the overall economy. If the present value of the collateral pools was found to be less than the current amortized cost of the security, a credit-related OTTI loss would be recorded in earnings equal to the difference between the two amounts.

Notes to Consolidated Financial Statements (unaudited) (continued)

Impairments of CRA-eligible mortgage-backed securities are influenced by a number of factors, including but not limited to, U.S. economic and housing market performance, pool credit enhancement level, year of origination and estimated credit quality of the collateral. The factors used in estimating losses related to CRA-eligible mortgage-backed securities vary by vintage of loan origination and collateral quality. There were no OTTI losses recognized in the three months ended March 31, 2016 or 2015 related to CRA-eligible mortgage-backed securities.

Credit Losses on Debt Securities. The table below provides the cumulative credit-related losses recognized in earnings on debt securities other-than-temporarily impaired.

Table 32: Cumulative Credit-Related Losses on Securities

(In Millions)	Three Months Ended March 31,	
	2016	2015
Cumulative Credit-Related Losses on Securities Held — Beginning of Period	\$ 5.2	\$ 5.2
Plus: Losses on Newly Identified Impairments	—	—
Additional Losses on Previously Identified Impairments	—	—
Less: Current and Prior Period Losses on Securities Sold During the Period	—	—
Cumulative Credit-Related Losses on Securities Held — End of Period	\$ 5.2	\$ 5.2

5. Securities Sold Under Agreements to Repurchase — Securities sold under agreements to repurchase are accounted for as collateralized financings and recorded at the amounts at which the securities were sold plus accrued interest. To minimize any potential credit risk associated with these transactions, the fair value of the securities sold is monitored, limits are set on exposure with counterparties, and the financial condition of counterparties is regularly assessed. Securities sold under agreements to repurchase are held by the counterparty until the repurchase.

The following table provides information regarding repurchase agreements that are accounted for as secured borrowings as of March 31, 2016.

Table 33: Repurchase Agreements Accounted for as Secured Borrowings

(In Millions)	March 31, 2016	
	Remaining Contractual Maturity of the Agreements	Overnight and Continuous
<u>Repurchase Agreements</u>		
U.S. Treasury and Agency Securities	\$	507.1
Total Borrowings	\$	507.1
Gross Amount of Recognized Liabilities for Repurchase Agreements in Note 21	\$	507.1
Amounts related to agreements not included in Note 21	\$	—

Notes to Consolidated Financial Statements (unaudited) (continued)

6. Loans and Leases — Amounts outstanding for loans and leases, by segment and class, are shown below.

Table 34: Loans and Leases

<u>(In Millions)</u>	March 31, 2016	December 31, 2015
Commercial		
Commercial and Institutional	\$ 9,941.1	\$ 9,431.5
Commercial Real Estate	3,902.9	3,848.8
Lease Financing, net	470.6	544.4
Non-U.S.	1,769.9	1,137.7
Other	155.6	194.1
Total Commercial	16,240.1	15,156.5
Personal		
Residential Real Estate	8,652.6	8,850.7
Private Client	9,232.6	9,136.4
Other	19.6	37.3
Total Personal	17,904.8	18,024.4
Total Loans and Leases	34,144.9	33,180.9
Allowance for Credit Losses Assigned to Loans and Leases	(195.6)	(193.8)
Net Loans and Leases	\$ 33,949.3	\$ 32,987.1

Residential real estate loans consist of traditional first lien mortgages and equity credit lines that generally require a loan-to-collateral value of no more than 65% to 75% at inception. Northern Trust's equity credit line products generally have draw periods of up to 10 years and a balloon payment of any outstanding balance is due at maturity. Payments are interest only with variable interest rates. Northern Trust does not offer equity credit lines that include an option to convert the outstanding balance to an amortizing payment loan. As of March 31, 2016 and December 31, 2015, equity credit lines totaled \$1.4 billion and \$1.5 billion, respectively, and equity credit lines for which first liens were held by Northern Trust represented 89% of the total equity credit lines as of both of those dates.

Included within the non-U.S., commercial-other and personal-other classes are short-duration advances primarily related to the processing of custodied client investments that totaled \$1.0 billion at March 31, 2016, and \$719.5 million at December 31, 2015. Demand deposits reclassified as loan balances totaled \$58.1 million and \$75.4 million at March 31, 2016 and December 31, 2015, respectively. Loans and leases classified as held for sale totaled \$1.4 million and \$134.2 million at March 31, 2016, respectively, and totaled \$12.0 million and \$112.3 million, at December 31, 2015, respectively, primarily related to the decision to exit a non-strategic loan and lease portfolio.

Credit Quality Indicators. Credit quality indicators are statistics, measurements or other metrics that provide information regarding the relative credit risk of loans and leases. Northern Trust utilizes a variety of credit quality indicators to assess the credit risk of loans and leases at the segment, class and individual credit exposure levels.

As part of its credit process, Northern Trust utilizes an internal borrower risk rating system to support identification, approval and monitoring of credit risk. Borrower risk ratings are used in credit underwriting, management reporting and the calculation of credit loss allowances and economic capital.

Risk ratings are used for ranking the credit risk of borrowers and the probability of their default. Each borrower is rated using one of a number of ratings models or other subjective assessment methodologies, which consider both quantitative and qualitative factors. The ratings models vary among classes of loans and leases in order to capture the unique risk characteristics inherent within each particular type of credit exposure. Provided below are the more significant performance indicator attributes considered within Northern Trust's borrower rating models, by loan and lease class.

- Commercial and Institutional: leverage, profit margin, liquidity, asset size and capital levels;
- Commercial Real Estate: debt service coverage, loan-to-value ratio, leasing status and guarantor support;
- Lease Financing and Commercial-Other: leverage, profit margin, liquidity, asset size and capital levels;
- Non-U.S.: leverage, profit margin, liquidity, return on assets and capital levels;

Notes to Consolidated Financial Statements (unaudited) (continued)

- Residential Real Estate: payment history, credit bureau scores and loan-to-value ratio;
- Private Client: cash-flow-to-debt and net worth ratios, leverage and liquidity; and
- Personal-Other: cash-flow-to-debt and net worth ratios.

While the criteria vary by model, the objective is for the borrower ratings to be consistent in both the measurement and ranking of risk. Each model is calibrated to a master rating scale to support this consistency. Ratings for borrowers not in default range from “1” for the strongest credits to “7” for the weakest non-defaulted credits. Ratings of “8” or “9” are used for defaulted borrowers. Borrower risk ratings are monitored and are revised when events or circumstances indicate a change is required. Risk ratings are validated at least annually.

Loan and lease segment and class balances as of March 31, 2016 and December 31, 2015 are provided below, segregated by borrower ratings into “1 to 3,” “4 to 5” and “6 to 9” (watch list), categories.

Table 35: Borrower Ratings

(In Millions)	March 31, 2016				December 31, 2015			
	1 to 3 Category	4 to 5 Category	6 to 9 Category (Watch List)	Total	1 to 3 Category	4 to 5 Category	6 to 9 Category (Watch List)	Total
Commercial								
Commercial and Institutional	\$ 6,743.8	\$ 2,999.5	\$ 197.8	\$ 9,941.1	\$ 6,360.6	\$ 2,897.2	\$ 173.7	\$ 9,431.5
Commercial Real Estate	1,876.2	1,988.8	37.9	3,902.9	1,822.6	1,992.7	33.5	3,848.8
Lease Financing, net	312.5	125.1	33.0	470.6	377.0	133.1	34.3	544.4
Non-U.S.	598.7	1,170.5	0.7	1,769.9	313.8	823.3	0.6	1,137.7
Other	67.0	88.6	—	155.6	94.9	99.2	—	194.1
Total Commercial	9,598.2	6,372.5	269.4	16,240.1	8,968.9	5,945.5	242.1	15,156.5
Personal								
Residential Real Estate	3,009.4	5,335.2	308.0	8,652.6	3,014.9	5,516.7	319.1	8,850.7
Private Client	5,793.9	3,415.2	23.5	9,232.6	5,908.3	3,207.1	21.0	9,136.4
Other	8.4	11.2	—	19.6	18.3	19.0	—	37.3
Total Personal	8,811.7	8,761.6	331.5	17,904.8	8,941.5	8,742.8	340.1	18,024.4
Total Loans and Leases	\$ 18,409.9	\$ 15,134.1	\$ 600.9	\$ 34,144.9	\$ 17,910.4	\$ 14,688.3	\$ 582.2	\$ 33,180.9

Loans and leases in the “1 to 3” category are expected to exhibit minimal to modest probabilities of default and are characterized by borrowers having the strongest financial qualities, including above average financial flexibility, cash flows and capital levels. Borrowers assigned these ratings are anticipated to experience very little to moderate financial pressure in adverse down cycle scenarios. As a result of these characteristics, borrowers within this category exhibit a minimal to modest likelihood of loss.

Loans and leases in the “4 to 5” category are expected to exhibit moderate to acceptable probabilities of default and are characterized by borrowers with less financial flexibility than those in the “1 to 3” category. Cash flows and capital levels are generally sufficient to allow for borrowers to meet current requirements, but have reduced cushion in adverse down cycle scenarios. As a result of these characteristics, borrowers within this category exhibit a moderate likelihood of loss.

Loans and leases in the watch list category have elevated credit risk profiles that are monitored through internal watch lists, and consist of credits with borrower ratings of “6 to 9.” These credits, which include all nonperforming credits, are expected to exhibit minimally acceptable probabilities of default, elevated risk of default, or are currently in default. Borrowers associated with these risk profiles that are not currently in default have limited financial flexibility. Cash flows and capital levels range from acceptable to potentially insufficient to meet current requirements, particularly in adverse down cycle scenarios. As a result of these characteristics, borrowers in this category exhibit an elevated likelihood of loss.

Recognition of Income. Interest income on loans is recorded on an accrual basis unless, in the opinion of management, there is a question as to the ability of the debtor to meet the terms of the loan agreement, or interest or principal is more than 90 days contractually past due and the loan is not well-secured and in the process of collection. Loans meeting such criteria are classified as nonperforming and interest income is recorded on a cash basis. At the time a loan is determined to be nonperforming, interest

Notes to Consolidated Financial Statements (unaudited) (continued)

accrued but not collected is reversed against interest income in the current period. Interest collected on nonperforming loans is applied to principal unless, in the opinion of management, collectability of principal is not in doubt. Management's assessment of the indicators of loan and lease collectability, and its policies relative to the recognition of interest income, including the suspension and subsequent resumption of income recognition, do not meaningfully vary between loan and lease classes. Nonperforming loans are returned to performing status when factors indicating doubtful collectability no longer exist. Factors considered in returning a loan to performing status are consistent across all classes of loans and leases and, in accordance with regulatory guidance, relate primarily to expected payment performance. Loans are eligible to be returned to performing status when: (i) no principal or interest that is due is unpaid and repayment of the remaining contractual principal and interest is expected or (ii) the loan has otherwise become well-secured (possessing realizable value sufficient to discharge the debt, including accrued interest, in full) and is in the process of collection (through action reasonably expected to result in debt repayment or restoration to a current status in the near future). A loan that has not been brought fully current may be restored to performing status provided there has been a sustained period of repayment performance (generally a minimum of six months) by the borrower in accordance with the contractual terms, and Northern Trust is reasonably assured of repayment within a reasonable period of time. Additionally, a loan that has been formally restructured so as to be reasonably assured of repayment and performance according to its modified terms may be returned to accrual status, provided there was a well-documented credit evaluation of the borrower's financial condition and prospects of repayment under the revised terms and there has been a sustained period of repayment performance (generally a minimum of six months) under the revised terms.

Notes to Consolidated Financial Statements (unaudited) (continued)

Past due status is based on how long since the contractual due date a principal or interest payment has been past due. For disclosure purposes, loans that are 29 days past due or less are reported as current. The following tables provide balances and delinquency status of performing and nonperforming loans and leases by segment and class, as well as the total OREO and nonperforming asset balances, as of March 31, 2016 and December 31, 2015.

Table 36: Delinquency StatusMarch 31, 2016

(In Millions)	Current	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Performing	Nonperforming	Total Loans and Leases
Commercial							
Commercial and Institutional	\$ 9,874.5	\$ 23.8	\$ 0.1	\$ 1.0	\$ 9,899.4	\$ 41.7	\$ 9,941.1
Commercial Real Estate	3,878.8	3.6	3.8	3.2	3,889.4	13.5	3,902.9
Lease Financing, net	470.6	—	—	—	470.6	—	470.6
Non-U.S.	1,769.9	—	—	—	1,769.9	—	1,769.9
Other	155.6	—	—	—	155.6	—	155.6
Total Commercial	16,149.4	27.4	3.9	4.2	16,184.9	55.2	16,240.1
Personal							
Residential Real Estate	8,499.1	39.5	1.6	3.9	8,544.1	108.5	8,652.6
Private Client	9,146.1	39.6	44.5	2.1	9,232.3	0.3	9,232.6
Other	19.6	—	—	—	19.6	—	19.6
Total Personal	17,664.8	79.1	46.1	6.0	17,796.0	108.8	17,904.8
Total Loans and Leases	\$ 33,814.2	\$ 106.5	\$ 50.0	\$ 10.2	\$ 33,980.9	\$ 164.0	\$ 34,144.9
				Other Real Estate Owned		10.4	
				Total Nonperforming Assets		\$ 174.4	

December 31, 2015

(In Millions)	Current	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Performing	Nonperforming	Total Loans and Leases
Commercial							
Commercial and Institutional	\$ 9,377.6	\$ 7.8	\$ 0.9	\$ 2.3	\$ 9,388.6	\$ 42.9	\$ 9,431.5
Commercial Real Estate	3,823.3	2.4	4.9	1.5	3,832.1	16.7	3,848.8
Lease Financing, net	544.4	—	—	—	544.4	—	544.4
Non-U.S.	1,137.7	—	—	—	1,137.7	—	1,137.7
Other	194.1	—	—	—	194.1	—	194.1
Total Commercial	15,077.1	10.2	5.8	3.8	15,096.9	59.6	15,156.5
Personal							
Residential Real Estate	8,679.3	35.2	14.5	1.6	8,730.6	120.1	8,850.7
Private Client	9,104.8	17.5	12.0	1.7	9,136.0	0.4	9,136.4
Other	37.3	—	—	—	37.3	—	37.3
Total Personal	17,821.4	52.7	26.5	3.3	17,903.9	120.5	18,024.4
Total Loans and Leases	\$ 32,898.5	\$ 62.9	\$ 32.3	\$ 7.1	\$ 33,000.8	\$ 180.1	\$ 33,180.9
				Other Real Estate Owned		8.2	
				Total Nonperforming Assets		\$ 188.3	

Impaired Loans. A loan is considered to be impaired when, based on current information and events, management determines that it is probable that Northern Trust will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired loans are identified through ongoing credit management and risk rating processes, including the formal review of past due and watch list credits. Payment performance and delinquency status are critical factors in identifying impairment for all loans and leases, particularly those within the residential real estate, private client and personal-other classes. Other key factors considered in identifying impairment of loans and leases within the commercial and institutional, non-U.S., lease financing and commercial-other classes relate to the borrower's ability to perform under the terms of the obligation as measured through the

Notes to Consolidated Financial Statements (unaudited) (continued)

assessment of future cash flows, including consideration of collateral value, market value and other factors. A loan is also considered to be impaired if its terms have been modified as a concession resulting from the debtor's financial difficulties, referred to as a troubled debt restructuring (TDR) and discussed in further detail below. Impairment is measured based upon the loan's market price, the present value of expected future cash flows, discounted at the loan's effective interest rate, or the fair value of the collateral if the loan is collateral dependent. If the loan valuation is less than the recorded value of the loan, based on the certainty of loss, either a specific allowance is established or a charge-off is recorded for the difference. Smaller balance (individually less than \$1 million) homogeneous loans are collectively evaluated for impairment and excluded from impaired loan disclosures as allowed under applicable accounting standards. Northern Trust's accounting policies for impaired loans are consistent across all classes of loans and leases.

Notes to Consolidated Financial Statements (unaudited) (continued)

The following tables provide information related to impaired loans by segment and class.

Table 37: Information about Impaired Loans as of the Period End

(In Millions)	As of March 31, 2016			As of December 31, 2015		
	Recorded Investment	Unpaid Principal Balance	Specific Allowance	Recorded Investment	Unpaid Principal Balance	Specific Allowance
With No Related Specific Allowance						
Commercial and Institutional	\$ 28.9	\$ 32.5	\$ —	\$ 27.1	\$ 30.7	\$ —
Commercial Real Estate	16.8	21.2	—	17.2	21.2	—
Lease Financing, net	1.3	1.3	—	—	—	—
Residential Real Estate	99.0	139.0	—	99.3	140.7	—
Private Client	0.2	0.2	—	0.2	0.2	—
With a Related Specific Allowance						
Commercial and Institutional	8.0	10.1	0.4	9.3	11.4	1.6
Commercial Real Estate	—	1.4	—	—	1.4	—
Lease Financing, net	0.8	0.8	0.8	2.7	2.7	1.4
Residential Real Estate	1.4	1.5	0.2	1.5	1.5	0.1
Private Client	—	—	—	—	—	—
Total						
Commercial	55.8	67.3	1.2	56.3	67.4	3.0
Personal	100.6	140.7	0.2	101.0	142.4	0.1
Total	\$ 156.4	\$ 208.0	\$ 1.4	\$ 157.3	\$ 209.8	\$ 3.1

(In Millions)	Three Months Ended March 31,			
	2016		2015	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With No Related Specific Allowance				
Commercial and Institutional	\$ 28.3	\$ —	\$ 9.2	\$ —
Commercial Real Estate	17.7	0.1	48.5	0.2
Lease Financing, net	0.4	0.1	3.4	0.1
Residential Real Estate	99.6	0.4	161.3	0.3
Private Client	0.3	—	0.2	—
With a Related Specific Allowance				
Commercial and Institutional	8.4	—	8.5	—
Commercial Real Estate	—	—	12.2	—
Lease Financing, net	2.1	—	—	—
Residential Real Estate	1.5	—	2.8	—
Private Client	—	—	0.8	—
Total				
Commercial	56.9	0.2	81.8	0.3
Personal	101.4	0.4	165.1	0.3
Total	\$ 158.3	\$ 0.6	\$ 246.9	\$ 0.6

Note: Average recorded investment in impaired loans is calculated as the average of the month-end impaired loan balances for the period.

Interest income that would have been recorded for nonperforming loans in accordance with their original terms was \$2.1 million for the three months ended March 31, 2016 and 2015, respectively.

Notes to Consolidated Financial Statements (unaudited) (continued)

There were \$2.4 million and \$3.1 million of aggregate undrawn loan commitments and standby letters of credit at March 31, 2016 and December 31, 2015, respectively, issued to borrowers whose loans were classified as nonperforming or impaired.

Troubled Debt Restructurings (TDRs). Included within impaired loans were \$83.4 million and \$79.2 million of nonperforming TDRs, and \$40.8 million and \$37.9 million of performing TDRs as of March 31, 2016 and December 31, 2015, respectively. All TDRs are reported as impaired loans in the calendar year of their restructuring. In subsequent years, a TDR may cease being reported as impaired if the loan was modified at a market rate and has performed according to the modified terms for at least six months. A loan that has been modified at a below market rate will return to performing status if it satisfies the six-month performance requirement; however, it will remain reported as impaired.

The following tables provide, by segment and class, the number of loans and leases modified in TDRs during the three month periods ended March 31, 2016 and 2015, and the recorded investments and unpaid principal balances as of March 31, 2016 and 2015.

Table 38: Troubled Debt Restructurings

(\$ In Millions)

	Three Months Ended March 31, 2016		
	Number of Loans and Leases	Recorded Investment	Unpaid Principal Balance
Commercial			
Commercial and Institutional	2	\$ 4.0	\$ 6.0
Commercial Real Estate	5	5.4	7.7
Total Commercial	7	9.4	13.7
Personal			
Residential Real Estate	24	5.5	6.2
Private Client	—	—	—
Total Personal	24	5.5	6.2
Total Loans and Leases	31	\$ 14.9	\$ 19.9

Note: Period end balances reflect all paydowns and charge-offs during the period.

(\$ In Millions)

	Three Months Ended March 31, 2015		
	Number of Loans and Leases	Recorded Investment	Unpaid Principal Balance
Commercial			
Commercial and Institutional	1	\$ 0.1	\$ 0.1
Commercial Real Estate	1	0.7	0.7
Total Commercial	2	0.8	0.8
Personal			
Residential Real Estate	57	7.1	10.2
Total Personal	57	7.1	10.2
Total Loans and Leases	59	\$ 7.9	\$ 11.0

Note: Period end balances reflect all paydowns and charge-offs during the period.

TDR modifications involve interest rate concessions, extensions of term, deferrals of principal and other modifications. Other modifications typically reflect other nonstandard terms which Northern Trust would not offer in non-troubled situations.

During the three months ended March 31, 2016, the majority of TDR modifications of loans within residential real estate were deferred principal, extension of term, interest rate concessions, and other modifications. During the three months ended March 31, 2016, the majority of TDR modifications within commercial and institutional, and commercial real estate classes were extension of term and other modifications. During the three months ended March 31, 2015, the majority of TDR modifications of loans within residential real estate were interest rate concessions, extension of term, deferred principal, and other modifications. The

Notes to Consolidated Financial Statements (unaudited) (continued)

majority of TDR modifications of loans within commercial and institutional, commercial real estate, and private client classes were deferred principal, extension of term, and other modifications.

There was one loan modified in a TDR during the twelve months ended December 31, 2015, which subsequently became nonperforming during the three months ended March 31, 2016. The total recorded investment and unpaid principal balance for this loan was approximately \$0.1 million.

There were four residential real estate loans modified in TDRs during the twelve months ended December 31, 2014, which subsequently became nonperforming during the three months ended March 31, 2015. The total recorded investment and unpaid principal balance for these loans was approximately \$0.7 million.

All loans and leases modified in TDRs are evaluated for impairment. The nature and extent of impairment of TDRs, including those that have experienced a subsequent default, is considered in the determination of an appropriate level of allowance for credit losses.

Northern Trust may obtain physical possession of residential real estate collateralizing a consumer mortgage loan via foreclosure on an in-substance repossession. As of March 31, 2016, Northern Trust held foreclosed residential real estate properties with a carrying value of \$10.0 million as a result of obtaining physical possession. In addition, as of March 31, 2016, Northern Trust had consumer loans with a carrying value of \$23.8 million collateralized by residential real estate property for which formal foreclosure proceedings were in process.

7. Allowance for Credit Losses — The allowance for credit losses, which represents management's estimate of probable losses related to specific borrower relationships and inherent in the various loan and lease portfolios, undrawn commitments, and standby letters of credit, is determined by management through a disciplined credit review process. Northern Trust's accounting policies related to the estimation of the allowance for credit losses and the charging off of loans, leases and other extensions of credit deemed uncollectible are consistent across both loan and lease segments.

As of December 31, 2015, Northern Trust changed the estimation methodology for inherent losses that have been incurred in the loan and lease portfolio. The new estimation methodology is more quantitatively focused than the previous methodology as it is based on internally developed loss data specific to the Northern Trust loan and lease portfolio. The change in methodology is accounted for as a change in estimate applicable to the current period and future periods. The new estimation methodology and the related qualitative adjustment framework segregate the loan and lease portfolio into homogeneous segments. For each segment, the probability of default and the loss given default are applied to the total exposure at default to determine a quantitative inherent allowance. The estimated allowance is reviewed by the Loan Loss Reserve Committee within a qualitative adjustment framework to determine an appropriate adjustment to the quantitative inherent allowance for each segment of the loan portfolio. In determining the appropriate adjustment, management applies judgment by assessing internal risk factors, potential limitations in the quantitative methodology and environmental factors that are not contemplated in the quantitative methodology. The Loan Loss Reserve Committee is comprised of representatives from Credit Risk Management, the reporting segments and Corporate Finance. The new methodology was used to determine the inherent allowance as of March 31, 2016.

For periods prior to the methodology change, including as of March 31, 2015, the amount of inherent allowance was based on factors that incorporated management's evaluation of historical charge-off experience and various qualitative factors such as management's evaluation of economic and business conditions and changes in the character and size of the loan portfolio. Factors were applied to loan and lease credit exposures aggregated by shared risk characteristics and were reviewed quarterly by the Loan Loss Reserve Committee.

Loans, leases and other extensions of credit deemed uncollectible are charged to the allowance for credit losses. Subsequent recoveries, if any, are credited to the allowance. Determinations as to whether an uncollectible loan is charged-off or a specific allowance is established are based on management's assessment as to the level of certainty regarding the amount of loss.

Notes to Consolidated Financial Statements (unaudited) (continued)

The following table provides information regarding changes in the total allowance for credit losses by segment during the three months ended March 31, 2016 and 2015.

Table 39: Changes in the Allowance for Credit Losses

(In Millions)	Three Months Ended March 31,					
	2016			2015		
	Commercial	Personal	Total	Commercial	Personal	Total
Balance at Beginning of Period	\$ 114.8	\$ 118.5	\$ 233.3	\$ 169.7	\$ 126.2	\$ 295.9
Charge-Offs	(3.5)	(1.8)	(5.3)	(2.7)	(4.8)	(7.5)
Recoveries	1.2	1.4	2.6	1.7	1.2	2.9
Net (Charge-Offs) Recoveries	(2.3)	(0.4)	(2.7)	(1.0)	(3.6)	(4.6)
Provision for Credit Losses	2.7	(0.7)	2.0	(4.3)	(0.2)	(4.5)
Effect of Foreign Exchange Rates	—	—	—	(0.1)	—	(0.1)
Balance at End of Period	\$ 115.2	\$ 117.4	\$ 232.6	\$ 164.3	\$ 122.4	\$ 286.7

The following table provides information regarding the balances of the recorded investments in loans and leases and the allowance for credit losses by segment as of March 31, 2016 and December 31, 2015.

Table 40: Information about the Recorded Investments in Loans and Leases

(In Millions)	March 31, 2016			December 31, 2015		
	Commercial	Personal	Total	Commercial	Personal	Total
Loans and Leases						
Specifically Evaluated for Impairment	\$ 55.8	\$ 100.6	\$ 156.4	\$ 56.3	\$ 101.0	\$ 157.3
Evaluated for Inherent Impairment	16,184.3	17,804.2	33,988.5	15,100.2	17,923.4	33,023.6
Total Loans and Leases	16,240.1	17,904.8	34,144.9	15,156.5	18,024.4	33,180.9
Allowance for Loans and Leases						
Specifically Evaluated for Impairment	1.2	0.2	1.4	3.0	0.1	3.1
Evaluated for Inherent Impairment	87.5	106.7	194.2	83.3	107.4	190.7
Allowance Assigned to Loans and Leases	88.7	106.9	195.6	86.3	107.5	193.8
Allowance for Unfunded Exposures						
Commitments and Standby Letters of Credit	26.5	10.5	37.0	28.5	11.0	39.5
Total Allowance for Credit Losses	\$ 115.2	\$ 117.4	\$ 232.6	\$ 114.8	\$ 118.5	\$ 233.3

8. Pledged Assets — Certain of Northern Trust's subsidiaries, as required or permitted by law, pledge assets to secure public and trust deposits, repurchase agreements and Federal Home Loan Bank borrowings, as well as for other purposes, including support for securities settlement, primarily related to client activities, and for potential Federal Reserve Bank discount window borrowings. As of March 31, 2016, securities and loans totaling \$35.5 billion (\$26.8 billion of government-sponsored agency and other securities, \$211.0 million of obligations of states and political subdivisions and \$8.5 billion of loans) were pledged. This compares to \$35.8 billion (\$27.1 billion of government-sponsored agency and other securities, \$117.5 million of obligations of states and political subdivisions and \$8.6 billion of loans) at December 31, 2015. Collateral required for these purposes totaled \$6.9 billion and \$8.9 billion at March 31, 2016 and December 31, 2015, respectively. Included in the total pledged assets at March 31, 2016 and December 31, 2015, were available for sale securities with a total fair value of \$1,405.7 million and \$1,545.6 million, respectively, which were pledged as collateral for agreements to repurchase securities sold transactions. The secured parties to these transactions have the right to repledge or sell these securities.

Northern Trust is not permitted, by contract or custom, to repledge or sell collateral from agreements to resell securities purchased transactions. The total fair value of accepted collateral was \$1.6 billion as of March 31, 2016 and \$1.5 billion as of December 31, 2015. There was no repledged or sold collateral at March 31, 2016 or December 31, 2015.

Notes to Consolidated Financial Statements (unaudited) (continued)

Deposits maintained to meet Federal Reserve Bank reserve requirements averaged \$1.8 billion and \$1.5 billion for the three months ended March 31, 2016 and 2015, respectively.

9. Goodwill and Other Intangibles — The carrying amounts of goodwill and other intangibles assets, reflecting the effect of foreign exchange rates on non-U.S.-dollar-denominated balances, by reporting segment at March 31, 2016, and December 31, 2015, were as follows:

Table 41: Goodwill by Reporting Segment

<u>(In Millions)</u>	March 31, 2016	December 31, 2015
Corporate & Institutional Services	\$ 452.3	\$ 455.1
Wealth Management	71.3	71.3
Total Goodwill	<u>\$ 523.6</u>	<u>\$ 526.4</u>

The gross carrying amount and accumulated amortization of other intangible assets subject to amortization as of March 31, 2016 and December 31, 2015, were as follows:

Table 42: Other Intangible Assets

<u>(In Millions)</u>	March 31, 2016	December 31, 2015
Gross Carrying Amount	\$ 87.2	\$ 182.3
Less: Accumulated Amortization	41.9	135.8
Net Book Value	<u>\$ 45.3</u>	<u>\$ 46.5</u>

Other intangible assets consist primarily of the value of acquired client relationships and are included within other assets in the consolidated balance sheets. Amortization expense related to other intangible assets totaled \$2.1 million and \$4.6 million for the three months ended March 31, 2016 and 2015, respectively. Amortization for the remainder of 2016 and for the years 2017, 2018, 2019, and 2020 is estimated to be \$6.4 million, \$8.5 million, \$7.9 million, \$7.7 million and \$7.7 million, respectively.

Notes to Consolidated Financial Statements (unaudited) (continued)

10. Reporting Segments — The following table shows the earnings contributions of Northern Trust's reporting segments for the three-month periods ended March 31, 2016 and 2015.

Table 43: Results of Reporting Segments

Three Months Ended March 31, (\$ In Millions)	Corporate & Institutional Services		Wealth Management		Treasury and Other		Total Consolidated	
	2016	2015	2016	2015	2016	2015	2016	2015
Noninterest Income								
Trust, Investment and Other Servicing Fees	\$ 433.4	\$ 407.3	\$ 314.8	\$ 320.2	\$ —	\$ —	\$ 748.2	\$ 727.5
Foreign Exchange Trading Income	51.7	67.5	4.5	4.1	4.3	—	60.5	71.6
Other Noninterest Income	45.6	41.9	26.8	28.8	1.1	4.1	73.5	74.8
Net Interest Income*	138.4	96.0	158.5	138.3	17.1	32.5	314.0	266.8
Revenue*	669.1	612.7	504.6	491.4	22.5	36.6	1,196.2	1,140.7
Provision for Credit Losses	(3.2)	(2.2)	5.2	(2.3)	—	—	2.0	(4.5)
Noninterest Expense	475.3	434.9	326.9	321.9	26.6	32.2	828.8	789.0
Income before Income Taxes*	197.0	180.0	172.5	171.8	(4.1)	4.4	365.4	356.2
Provision for Income Taxes*	62.2	57.3	64.9	64.6	(3.5)	3.6	123.6	125.5
Net Income	\$ 134.8	\$ 122.7	\$ 107.6	\$ 107.2	\$ (0.6)	\$ 0.8	\$ 241.8	\$ 230.7
Percentage of Consolidated Net Income	56%	53%	44%	47%	—%	—%	100%	100%
Average Assets	\$ 75,372.9	\$ 69,224.5	\$ 26,237.8	\$ 24,233.7	\$ 11,806.4	\$ 14,055.0	\$ 113,417.1	\$ 107,513.2

* Stated on a fully taxable equivalent basis (FTE). Total consolidated includes FTE adjustments of \$6.2 million for 2016 and 2015.

In the three-month periods ended March 31, 2016 and March 31, 2015, the presentation of average assets was changed to reflect a modification to the methodology by which assets are allocated among our reporting segments. The change in presentation resulted in an increase in average assets and a reduction in net interest margin for C&IS and a reduction in average assets and an increase in net interest margin for Treasury and Other.

Further discussion of reporting segment results is provided within the "Reporting Segments" section of Management's Discussion and Analysis of Financial Condition and Results of Operations.

11. Stockholders' Equity

Preferred Stock. The Corporation is authorized to issue 10 million shares of preferred stock without par value. The Board of Directors is authorized to fix the particular designations, preferences and relative, participating, optional and other special rights and qualifications, limitations or restrictions for each series of preferred stock issued. As of March 31, 2016 and December 31, 2015, preferred stock totaled \$388.5 million, related to the issuance of Series C Non-Cumulative Perpetual Preferred Stock (Series C Preferred Stock) in August 2014. As of March 31, 2016 and December 31, 2015, 16 million depositary shares, each representing 1/1000 ownership interest in a share of Series C Preferred Stock, were issued and outstanding. Series C Preferred Stock has no par value and has a liquidation preference of \$25,000 (\$25 per depositary share).

Dividends on the Series C Preferred Stock will accrue and be payable on the liquidation preference amount, on a non-cumulative basis, quarterly in arrears on the first day of January, April, July and October of each year, at a rate per annum equal to 5.85%. On January 19, 2016, the Corporation declared a cash dividend of \$365.625 per share of Series C Preferred Stock payable on April 1, 2016, to stockholders of record as of March 15, 2016.

Common Stock. During the three months ended March 31, 2016, the Corporation repurchased 2,310,617 shares of common stock, including 385,604 shares withheld related to share-based compensation, at a total cost of \$140.3 million (\$60.71 average price per share). The Corporation's current common stock repurchase authorization was approved by the Board of Directors in April 2015, pursuant to which the Corporation may repurchase up to 15 million shares. The stock repurchase authorization remaining as of March 31, 2016 was 7,393,385 shares. The repurchase authorization approved by the Board of Directors has no expiration date.

Notes to Consolidated Financial Statements (unaudited) (continued)

Under the Corporation's capital plan submitted in January 2015, which was reviewed without objection by the Federal Reserve, the Corporation may repurchase up to \$145.0 million of common stock after March 31, 2016, through June 2016.

12. Accumulated Other Comprehensive Income (Loss) — The following tables summarize the components of accumulated other comprehensive income (loss) (AOCI) at March 31, 2016 and 2015, and changes during the three month periods then ended.

Table 44: Summary of Changes in Accumulated Other Comprehensive Income (Loss)

<u>(In Millions)</u>	Balance at March 31, 2016	Net Change	Balance at December 31, 2015
Net Unrealized Gains (Losses) on Securities Available for Sale	\$ 43.7	\$ 74.7	\$ (31.0)
Net Unrealized Gains (Losses) on Cash Flow Hedges	3.1	6.1	(3.0)
Net Foreign Currency Adjustments	(13.7)	3.9	(17.6)
Net Pension and Other Postretirement Benefit Adjustments	(317.0)	4.1	(321.1)
Total	<u>\$ (283.9)</u>	<u>\$ 88.8</u>	<u>\$ (372.7)</u>

<u>(In Millions)</u>	Balance at March 31, 2015	Net Change	Balance at December 31, 2014
Net Unrealized Gains (Losses) on Securities Available for Sale	\$ 81.7	\$ 54.1	\$ 27.6
Net Unrealized Gains (Losses) on Cash Flow Hedges	(5.8)	(1.1)	(4.7)
Net Foreign Currency Adjustments	(7.6)	(5.9)	(1.7)
Net Pension and Other Postretirement Benefit Adjustments	(334.7)	6.2	(340.9)
Total	<u>\$ (266.4)</u>	<u>\$ 53.3</u>	<u>\$ (319.7)</u>

Notes to Consolidated Financial Statements (unaudited) (continued)

Table 45: Details of Changes in Accumulated Other Comprehensive Income (Loss)

(In Millions)	Three Months Ended March 31,					
	2016			2015		
	Before Tax	Tax Effect	After Tax	Before Tax	Tax Effect	After Tax
Unrealized Gains (Losses) on Securities Available for Sale						
Noncredit-Related Unrealized Losses on Securities OTTI	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Other Unrealized Gains (Losses) on Securities Available for Sale	120.5	(45.6)	74.9	86.8	(32.7)	54.1
Reclassification Adjustment for (Gains) Losses Included in Net Income	(0.3)	0.1	(0.2)	(0.1)	0.1	—
Net Change	120.2	(45.5)	74.7	86.7	(32.6)	54.1
Unrealized Gains (Losses) on Cash Flow Hedges						
Unrealized Gains (Losses) on Cash Flow Hedges	9.4	(3.7)	5.7	(4.7)	3.0	(1.7)
Reclassification Adjustment for (Gains) Losses Included in Net Income	0.6	(0.2)	0.4	1.0	(0.4)	0.6
Net Change	10.0	(3.9)	6.1	(3.7)	2.6	(1.1)
Foreign Currency Adjustments						
Foreign Currency Translation Adjustments	17.3	(0.3)	17.0	(90.1)	12.2	(77.9)
Long-Term Intra-Entity Foreign Currency Transaction Gains (Losses)	4.2	(1.0)	3.2	(1.0)	0.3	(0.7)
Net Investment Hedge Gains (Losses)	(26.5)	10.2	(16.3)	116.6	(43.9)	72.7
Reclassification Adjustment for (Gains) Losses Included in Net Income	—	—	—	—	—	—
Net Change	(5.0)	8.9	3.9	25.5	(31.4)	(5.9)
Pension and Other Postretirement Benefit Adjustments						
Net Actuarial Gain (Loss)	—	—	—	—	—	—
Reclassification Adjustment for (Gains) Losses Included in Net Income	6.4	(2.3)	4.1	9.5	(3.3)	6.2
Net Change	\$ 6.4	\$ (2.3)	\$ 4.1	\$ 9.5	\$ (3.3)	\$ 6.2

Notes to Consolidated Financial Statements (unaudited) (continued)

The following table provides the location and before-tax amounts of reclassifications out of AOCI during the three months ended March 31, 2016.

Table 46: Reclassification Adjustment out of Accumulated Other Comprehensive Income (Loss)

(In Millions)	Location of Reclassification Adjustments Recognized in Income	Amount of Reclassification Adjustments Recognized in Income Three Months Ended March 31, 2016
Securities Available for Sale		
Realized (Gains) Losses on Securities Available for Sale	Investment Security Gains, net	\$ (0.3)
Realized Losses on Cash Flow Hedges		
Foreign Exchange Contracts	Other Operating Income/ Expense	0.6
Pension and Other Postretirement Benefit Adjustments		
Amortization of Net Actuarial Loss	Employee Benefits	6.5
Amortization of Prior Service Cost	Employee Benefits	(0.1)
Gross Reclassification Adjustment		\$ 6.4

13. Net Income Per Common Share Computations — The computations of net income per common share are presented in the following table.

Table 47: Net Income per Common Share

(\$ In Millions Except Per Common Share Information)	Three Months Ended March 31,	
	2016	2015
Basic Net Income Per Common Share		
Average Number of Common Shares Outstanding	228,619,089	233,381,168
Net Income	\$ 241.8	\$ 230.7
Less: Dividends on Preferred Stock	5.9	5.9
Net Income Applicable to Common Stock	235.9	224.8
Less: Earnings Allocated to Participating Securities	4.1	3.7
Earnings Allocated to Common Shares Outstanding	231.8	221.1
Basic Net Income Per Common Share	\$ 1.01	\$ 0.95
Diluted Net Income Per Common Share		
Average Number of Common Shares Outstanding	228,619,089	233,381,168
Plus: Dilutive Effect of Share-based Compensation	1,360,601	1,907,527
Average Common and Potential Common Shares	229,979,690	235,288,695
Earnings Allocated to Common and Potential Common Shares	\$ 231.9	\$ 221.1
Diluted Net Income Per Common Share	1.01	0.94

Note: Common stock equivalents of 1,796,320 and 1,504,850 for the three months ended March 31, 2016 and 2015, respectively, were not included in the computation of diluted net income per common share because their inclusion would have been antidilutive.

Notes to Consolidated Financial Statements (unaudited) (continued)

14. Net Interest Income — The components of net interest income were as follows:

Table 48: Net Interest Income

(In Millions)	Three Months Ended March 31,	
	2016	2015
Interest Income		
Loans and Leases	\$ 200.9	\$ 183.9
Securities — Taxable	103.3	76.6
— Non-Taxable	1.1	1.3
Interest-Bearing Due from and Deposits with Banks ⁽¹⁾	23.7	26.6
Federal Reserve Deposits and Other	23.0	10.4
Total Interest Income	352.0	298.8
Interest Expense		
Deposits	22.2	16.7
Federal Funds Purchased	0.3	0.2
Securities Sold Under Agreements to Repurchase	0.4	0.1
Other Borrowings	2.7	1.2
Senior Notes	11.7	11.6
Long-Term Debt	6.1	7.8
Floating Rate Capital Debt	0.8	0.6
Total Interest Expense	44.2	38.2
Net Interest Income	\$ 307.8	\$ 260.6

⁽¹⁾ *Interest-Bearing Due from and Deposits with Banks includes the interest-bearing component of Cash and Due from Banks and Interest-Bearing Deposits with Banks as presented on the consolidated balance sheets.*

15. Income Taxes — Income tax expense for the three months ended March 31, 2016, of \$117.4 million was recorded, representing an effective tax rate of 32.7%. The prior-year three month provision for income taxes was \$119.3 million, representing an effective tax rate of 34.1%.

Notes to Consolidated Financial Statements (unaudited) (continued)

16. Pension and Postretirement Health Care— The following tables set forth the net periodic pension and postretirement benefit expense for Northern Trust's U.S. and non-U.S. pension plans, supplemental pension plan, and postretirement health care plan for the three months ended March 31, 2016 and 2015.

Table 49: Net Periodic Pension Expense (Benefit)

Net Periodic Pension Expense <u>U.S. Plan</u>	Three Months Ended March 31,	
	2016	2015
(In Millions)		
Service Cost	\$ 9.3	\$ 9.5
Interest Cost	11.5	11.2
Expected Return on Plan Assets	(23.6)	(24.1)
Amortization		
Net Actuarial Loss	4.7	7.4
Prior Service Cost	(0.1)	(0.1)
Net Periodic Pension Expense	\$ 1.8	\$ 3.9
Net Periodic Pension Expense <u>Non-U.S. Plans</u>	Three Months Ended March 31,	
(In Millions)	2016	2015
Interest Cost	\$ 1.3	\$ 1.4
Expected Return on Plan Assets	(1.3)	(1.5)
Net Actuarial Loss Amortization	0.3	0.4
Net Periodic Pension Expense	\$ 0.3	\$ 0.3
Net Periodic Pension Expense <u>Supplemental Plan</u>	Three Months Ended March 31,	
(In Millions)	2016	2015
Service Cost	\$ 0.9	\$ 0.9
Interest Cost	1.3	1.3
Amortization		
Net Actuarial Loss	1.5	1.8
Prior Service Cost	—	—
Net Periodic Pension Expense	\$ 3.7	\$ 4.0
Net Periodic Postretirement Expense <u>Postretirement Health Care Plan</u>	Three Months Ended March 31,	
(In Millions)	2016	2015
Service Cost	\$ —	\$ —
Interest Cost	0.4	0.3
Amortization		
Net Actuarial (Gain)	—	—
Net Periodic Postretirement Expense	\$ 0.4	\$ 0.3

17. Share-Based Compensation Plans— The Northern Trust Corporation 2012 Stock Plan provides for the grant of nonqualified stock options, incentive stock options, stock appreciation rights, stock awards, restricted stock units and performance stock units.

In the first quarter of 2016, the Corporation granted 633,224 non-qualified stock options with a total grant-date fair value of \$9.5 million, 1,190,617 stock unit awards with a total grant-date fair value of \$69.4 million, and 354,606 performance stock units with a total grant-date fair value of \$20.7 million. Stock unit award compensation expense for the three months ended March 31, 2016 and 2015 included \$2.0 million and \$1.5 million, respectively, attributable to restricted stock units which vested in full and were expensed in their entirety upon their date of grant. Compensation expense for the three months ended March 31, 2016 and 2015

Notes to Consolidated Financial Statements (unaudited) (continued)

included \$5.5 million and \$4.3 million, respectively, attributable to stock options granted to retirement-eligible employees that were expensed in their entirety on the date of grant.

Total compensation expense for share-based payment arrangements and the associated tax impacts were as follows for the three months ended March 31, 2016 and 2015.

Table 50: Total Compensation Expense for Share-Based Payment Arrangements

<u>(In Millions)</u>	Three Months Ended March 31,	
	2016	2015
Restricted Stock Unit Awards	\$ 15.3	\$ 13.5
Stock Options	6.4	6.0
Performance Stock Units	4.1	3.4
Total Share-Based Compensation Expense	25.8	22.9
Tax Benefits Recognized	\$ 9.7	\$ 8.6

18. Variable Interest Entities — Variable Interest Entities (VIEs) are defined within GAAP as entities that either have a total equity investment that is insufficient to permit the entity to finance its activities without additional subordinated financial support or whose equity investors lack the characteristics of a controlling financial interest. Investors that finance a VIE through debt or equity interests, or other counterparties that provide other forms of support, such as guarantees, subordinated fee arrangements, or certain types of derivative contracts, are variable interest holders in the entity. The variable interest holder, if any, that has both the power to direct the activities that most significantly impact the entity and a variable interest that could potentially be significant to the entity is deemed to be the VIE’s primary beneficiary and is required to consolidate the VIE.

On January 1, 2016, Northern Trust adopted ASU 2015-02, “Consolidation (Topic 810): Amendments to the Consolidation Analysis” (ASU 2015-02), which modified the Corporation’s evaluation of whether certain legal entities are VIEs, and if Northern Trust would be deemed to be the primary beneficiary of the VIEs. Upon adoption, Northern Trust was not deemed to be the primary beneficiary of the VIEs, and therefore there was no impact to its consolidated financial position or statement of operations.

Leveraged Leases. In leveraged leasing transactions, Northern Trust acts as lessor of the underlying asset subject to the lease and typically funds 20 - 30% of the asset’s cost via an equity ownership in a trust with the remaining 70 - 80% provided by third-party non-recourse debt holders. In such transactions, the trusts, which are VIEs, are created to provide the lessee use of the property with substantially all of the rights and obligations of ownership. The lessee’s maintenance and operation of the leased property has a direct effect on the fair value of the underlying property, and the lessee also has the ability to increase the benefits it can receive and limit the losses it can suffer by the manner in which it uses the property. As a result, Northern Trust has determined that it is not the primary beneficiary of these VIEs given it lacks the power to direct the activities that most significantly impact the economic performance of the VIEs.

Northern Trust’s maximum exposure to loss as a result of its involvement with the leveraged lease trust VIEs is limited to the carrying amounts of its leveraged lease investments. As of March 31, 2016 and December 31, 2015, the carrying amounts of these investments, which are included in loans and leases in the consolidated balance sheets, were \$320.8 million and \$389.4 million, respectively. Northern Trust’s funding requirements relative to the VIEs are limited to its invested capital. Northern Trust has no other liquidity arrangements or obligations to purchase assets of the VIEs that would expose Northern Trust to a loss.

Tax Credit Structures. Northern Trust invests in qualified affordable housing projects and community development entities (collectively, community development projects) that are designed to generate a return primarily through the realization of tax credits. The community development projects are formed as limited partnerships and LLCs in which Northern Trust invests as a limited partner/investor member through equity contributions. The economic performance of the community development projects, which are VIEs, is subject to the performance of their underlying investment and their ability to operate in compliance with the rules and regulations necessary for the qualification of tax credits generated by equity investments. Northern Trust has determined that it is not the primary beneficiary of any community development projects as it lacks the power to direct the activities that most significantly impact the economic performance of the underlying investments or to affect their ability to operate in compliance with the rules and regulations necessary for the qualification of tax credits generated by equity investments. This power is held by the general partners and managing members who exercise full and exclusive control of the operations of the VIEs.

Notes to Consolidated Financial Statements (unaudited) (continued)

Northern Trust's maximum exposure to loss as a result of its involvement with community development projects is limited to the carrying amount of its investments, including any undrawn commitments. As of March 31, 2016 and December 31, 2015, the carrying amount of investments in community development projects that generate tax credits, included in other assets in the consolidated balance sheets, totaled \$161.6 million and \$173.5 million, respectively. As of March 31, 2016 and December 31, 2015, liabilities related to undrawn commitments on investments in tax credit community development projects, included in other liabilities in the consolidated balance sheets, totaled \$10.1 million and \$10.5 million, respectively. Northern Trust's funding requirements are limited to its invested capital and undrawn commitments for future equity contributions. Northern Trust has no exposure to loss from liquidity arrangements and no obligation to purchase assets of the community development projects.

Affordable housing tax credits and other tax benefits attributable to community development projects totaled \$12.0 million and \$13.2 million, respectively, for the three months ended March 31, 2016 and 2015, respectively.

Investment Funds. Northern Trust acts as asset manager for various funds in which clients of Northern Trust are investors. As an asset manager of funds, Northern Trust earns a competitively priced fee that is based on assets managed and varies with each fund's investment objective. Based on its analysis, Northern Trust has determined that it is not the primary beneficiary of these VIEs under GAAP.

Some of the funds (Funds) for which Northern Trust acts as asset manager comply or operate in accordance with requirements that are similar to those in Rule 2a-7 of the Investment Company Act of 1940 for registered money market funds and therefore are exempt from the consolidation requirements in ASU 2015-02. For the three months ended March 31, 2016, Northern Trust voluntarily waived \$7.7 million of money market mutual fund fees of the Funds. Northern Trust does not have any explicit arrangements to provide financial support to the Funds. Any potential future support of the Funds will be at the discretion of Northern Trust after an evaluation of the specific facts and circumstances.

Periodically, Northern Trust makes seed capital investments to certain funds. As of March 31, 2016 and December 31, 2015, Northern Trust had a \$27.0 million and \$25.3 million investment, valued using net asset value per share and included in other assets, and a \$23.5 million and \$25.0 million unfunded commitment related to seed capital investments, respectively.

19. Contingent Liabilities

Commitments, Letters of Credit and Indemnifications. Northern Trust, in the normal course of business, enters into various types of commitments and issues letters of credit to meet the liquidity and credit enhancement needs of its clients.

Legally binding commitments to extend credit generally have fixed expiration dates or other termination clauses. Since a significant portion of the commitments are expected to expire without being drawn upon, the total commitment amount does not necessarily represent future loans or liquidity requirements. Legally binding commitments to extend credit totaled \$37.4 billion and \$37.2 billion as of March 31, 2016 and December 31, 2015, respectively.

Standby letters of credit obligate Northern Trust to meet certain financial obligations of its clients, if, under the contractual terms of the agreement, the clients are unable to do so. These instruments are primarily issued to support public and private financial commitments, including commercial paper, bond financing, initial margin requirements on futures exchanges and similar transactions. Northern Trust is obligated to meet the entire financial obligation of these agreements and in certain cases is able to recover the amounts paid through recourse against collateral received or other participants. Standby letters of credit outstanding were \$4.3 billion as of March 31, 2016 and December 31, 2015.

As part of its securities custody activities and at the direction of its clients, Northern Trust lends securities owned by clients to borrowers who are reviewed and approved by the Northern Trust Counterparty Risk Management Committee. In connection with these activities, Northern Trust has issued indemnifications to certain clients against certain losses that are a direct result of a borrower's failure to return securities when due, should the value of such securities exceed the value of the collateral required to be posted. Borrowers are required to collateralize fully securities received with cash or marketable securities. As securities are loaned, collateral is maintained at a minimum of 100% of the fair value of the securities plus accrued interest. The collateral is revalued on a daily basis. The amount of securities loaned as of March 31, 2016 and December 31, 2015 subject to indemnification was \$97.2 billion and \$94.5 billion, respectively. Because of the credit quality of the borrowers and the requirement to collateralize fully securities borrowed, management believes that the exposure to credit loss from this activity is not significant and no liability was recorded as of March 31, 2016 or December 31, 2015, related to these indemnifications.

Legal Proceedings. In the normal course of business, the Corporation and its subsidiaries are routinely defendants in or parties to a number of pending and threatened legal actions, including, but not limited to, actions brought on behalf of various claimants

Notes to Consolidated Financial Statements (unaudited) (continued)

or classes of claimants, regulatory matters, employment matters and challenges from tax authorities regarding the amount of taxes due. In certain of these actions and proceedings, claims for substantial monetary damages or adjustments to recorded tax liabilities are asserted.

Based on current knowledge, after consultation with legal counsel and after taking into account current accruals, management does not believe that losses, if any, arising from pending litigation or threatened legal actions or regulatory matters will have a material adverse effect on the consolidated financial position or liquidity of the Corporation, although such matters could have a material adverse effect on the Corporation's operating results for a particular period.

Under GAAP, (i) an event is "probable" if the "future event or events are likely to occur"; (ii) an event is "reasonably possible" if "the chance of the future event or events occurring is more than remote but less than likely"; and (iii) an event is "remote" if "the chance of the future event or events occurring is slight."

For the reasons set out in this paragraph, the outcome of some matters is inherently difficult to predict and/or the range of loss cannot be reasonably estimated. This may be the case in matters that (i) will be decided by a jury, (ii) are in early stages, (iii) involve uncertainty as to the likelihood of a class being certified or the ultimate size of the class, (iv) are subject to appeals or motions, (v) involve significant factual issues to be resolved, including with respect to the amount of damages, (vi) do not specify the amount of damages sought or (vii) seek very large damages based on novel and complex damage and liability legal theories. Accordingly, the Corporation cannot reasonably estimate the eventual outcome of these pending matters, the timing of their ultimate resolution or what the eventual loss, fines or penalties, if any, related to each pending matter will be.

In accordance with applicable accounting guidance, the Corporation records accruals for litigation and regulatory matters when those matters present loss contingencies that are both probable and reasonably estimable. When loss contingencies are not both probable and reasonably estimable, the Corporation does not record accruals. No material accruals have been recorded for pending litigation or threatened legal actions or regulatory matters.

For a limited number of the matters for which a loss is reasonably possible in future periods, whether in excess of an accrued liability or where there is no accrued liability, the Corporation is able to estimate a range of possible loss. As of March 31, 2016, the Corporation has estimated the upper end of the range of reasonably possible losses for these matters to be approximately \$140 million in the aggregate. This aggregate amount of reasonably possible loss is based upon currently available information and is subject to significant judgment and a variety of assumptions and known and unknown uncertainties. The matters underlying the estimated range will change from time to time, and actual results will vary significantly from the current estimate.

In certain other pending matters, there may be a range of reasonably possible losses (including reasonably possible losses in excess of amounts accrued) that cannot be reasonably estimated for the reasons described above. Such matters are not included in the estimate of reasonably possible losses identified above.

A number of participants in Northern Trust's securities lending program, which is associated with its asset servicing business, have commenced either individual lawsuits or purported class actions in which they claim, among other things, that Northern Trust failed to exercise prudence in the investment management of the collateral received from the borrowers of the securities, resulting in losses that they seek to recover. The cases assert various contractual, statutory and common law claims, including claims for breach of fiduciary duty under common law and under the Employee Retirement Income Security Act (ERISA). In 2013, Northern Trust recorded a \$19.2 million pre-tax charge in connection with a settlement to resolve certain claims related to two of these lawsuits. Other lawsuits and claims related to securities lending are not part of the previously-announced settlement, and accordingly remain pending.

As previously disclosed in April 2014, Northern Trust remains subject to an investigation by the U.S. Securities and Exchange Commission (SEC) related to Northern Trust's securities lending activities. Northern Trust continues to cooperate with the SEC in this investigation.

In January 2015, the Public Prosecutor's Office of France recommended that certain charges be brought against Northern Trust Fiduciary Services (Guernsey) Limited (NTFS), an indirect subsidiary of the Corporation, relating to the administration of two trusts for which NTFS serves as trustee. In April 2015, a French investigating magistrate judge charged NTFS with complicity in estate tax fraud. Charges also were brought against a number of other persons and entities related to this matter. As trustee, NTFS provided no tax advice and had no involvement in the preparation or filing of the challenged estate tax filings. NTFS has contested the criminal charge in the French court. The trial of all defendants began on January 4, 2016. On January 6, 2016, the trial court postponed the trial in light of certain constitutional questions raised by some of the individual defendants, which are currently being considered by the French Supreme Court and French Constitutional Court. No new trial date has been set.

Notes to Consolidated Financial Statements (unaudited) (continued)

Visa Class B Common Shares. Northern Trust, as a member of Visa U.S.A. Inc. (Visa U.S.A.) and in connection with the 2007 restructuring of Visa U.S.A. and its affiliates and the 2008 initial public offering of Visa Inc. (Visa), received certain Visa Class B common shares. The Visa Class B common shares are subject to certain selling restrictions until the final resolution of the covered litigation noted below, at which time the shares are convertible into Visa Class A common shares based on a conversion rate dependent upon the ultimate cost of resolving the covered litigation.

Certain members of Visa U.S.A. are obligated to indemnify Visa for losses resulting from certain litigation relating to interchange fees (the covered litigation). On October 19, 2012, Visa signed a settlement agreement with plaintiff representatives for binding settlement of the covered litigation. On January 14, 2014, the trial court entered a final judgment order approving the settlement with the class plaintiffs, which is subject to appeal. A number of objectors have appealed from that order and more than 30 opt-out cases have been filed by merchants in various federal district courts. The ultimate resolution of the covered litigation and the timing for removal of the selling restrictions on the Visa Class B common shares are uncertain.

As of March 31, 2016, Northern Trust continued to hold approximately 5.2 million Visa Class B common shares, which are recorded at their original cost basis of zero.

20. Derivative Financial Instruments — Northern Trust is a party to various derivative financial instruments that are used in the normal course of business to meet the needs of its clients, as part of its trading activity for its own account and as part of its risk management activities. These instruments include foreign exchange contracts, interest rate contracts, total return swap contracts, and credit default swap contracts.

Northern Trust's primary risks associated with these instruments are the possibility that interest rates, foreign exchange rates, equity prices, or credit spreads could change in an unanticipated manner, resulting in higher costs or a loss in the underlying value of the instrument. These risks are mitigated by establishing limits, monitoring the level of actual positions taken against such established limits and monitoring the level of any interest rate sensitivity gaps created by such positions. When establishing position limits, market liquidity and volatility, as well as experience in each market, are taken into account.

Credit risk associated with derivative instruments relates to the failure of the counterparty and the failure of Northern Trust to pay based on the contractual terms of the agreement, and is generally limited to the unrealized fair value gains and losses, respectively, on these instruments, net of any cash collateral received or deposited. The amount of credit risk will increase or decrease during the lives of the instruments as interest rates, foreign exchange rates or other underlying exposures fluctuate. Northern Trust's risk is controlled by limiting such activity to an approved list of counterparties and by subjecting such activity to the same credit and quality controls as are followed in lending and investment activities. Credit Support Annexes and other similar agreements are currently in place with a number of Northern Trust's counterparties which mitigate the aforementioned credit risk associated with derivative activity conducted with those counterparties by requiring that significant net unrealized fair value gains be supported by collateral placed with Northern Trust.

All derivative financial instruments, whether designated as hedges or not, are recorded in the consolidated balance sheets at fair value within other assets or other liabilities. As noted in the discussions below, the manner in which changes in the fair value of a derivative is accounted for in the consolidated statements of income depends on whether the contract has been designated as a hedge and qualifies for hedge accounting under GAAP. Northern Trust has elected to net derivative assets and liabilities when legally enforceable master netting arrangements or similar agreements exist between Northern Trust and the counterparty. Derivative assets and liabilities recorded in the consolidated balance sheets were each reduced by \$1.7 billion and \$1.3 billion as of March 31, 2016 and December 31, 2015, respectively, as a result of master netting arrangements and similar agreements in place. Derivative assets and liabilities recorded at March 31, 2016, also reflect reductions of \$871.9 million and \$1.2 billion, respectively, as a result of cash collateral received from and deposited with derivative counterparties, respectively. This compares with reductions of derivative assets and liabilities of \$322.8 million and \$440.3 million, respectively, at December 31, 2015. Additional cash collateral received from and deposited with derivative counterparties totaling \$96.5 million and \$37.3 million, respectively, as of March 31, 2016, and \$31.1 million and \$27.3 million, respectively, as of December 31, 2015, were not offset against derivative assets and liabilities in the consolidated balance sheets as the amounts exceeded the net derivative positions with those counterparties. Northern Trust centrally clears eligible interest rate derivative instruments as required under Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act. Securities posted as collateral for these transactions totaled \$35.9 million and \$15.4 million at March 31, 2016 and December 31, 2015, respectively, are not offset against derivative assets and liabilities in the consolidated balance sheets, and the counterparty receiving the securities as collateral does not have the right to repledge or sell the securities.

Certain master netting arrangements Northern Trust enters into with derivative counterparties contain credit-risk-related contingent features in which the counterparty has the option to declare Northern Trust in default and accelerate cash settlement of net derivative liabilities with the counterparty in the event Northern Trust's credit rating falls below specified levels. The aggregate fair value of

Notes to Consolidated Financial Statements (unaudited) (continued)

all derivative instruments with credit-risk-related contingent features that were in a liability position was \$1.5 billion and \$553.2 million at March 31, 2016 and December 31, 2015, respectively. Cash collateral amounts deposited with derivative counterparties on those dates included \$1.1 billion and \$163.0 million, respectively, posted against these liabilities, resulting in a net maximum amount of termination payments that could have been required at March 31, 2016 and December 31, 2015, of \$351.1 million and \$390.2 million, respectively. Accelerated settlement of these liabilities would not have a material effect on the consolidated financial position or liquidity of Northern Trust.

Foreign exchange contracts are agreements to exchange specific amounts of currencies at a future date, at a specified rate of exchange. Foreign exchange contracts are entered into primarily to meet the foreign exchange needs of clients. Foreign exchange contracts are also used for trading purposes and risk management. For risk management purposes, Northern Trust uses foreign exchange contracts to reduce its exposure to changes in foreign exchange rates relating to certain forecasted non-functional-currency-denominated revenue and expenditure transactions, foreign-currency-denominated assets and liabilities and net investments in non-U.S. affiliates.

Interest rate contracts include swap and option contracts. Interest rate swap contracts involve the exchange of fixed and floating rate interest payment obligations without the exchange of the underlying principal amounts. Northern Trust enters into interest rate swap contracts with its clients and also may utilize such contracts to reduce or eliminate the exposure to changes in the cash flows or fair value of hedged assets or liabilities due to changes in interest rates. Interest rate option contracts may include caps, floors, collars and swaptions, and provide for the transfer or reduction of interest rate risk, typically in exchange for a fee. Northern Trust enters into option contracts primarily as a seller of interest rate protection to clients. Northern Trust receives a fee at the outset of the agreement for the assumption of the risk of an unfavorable change in interest rates. This assumed interest rate risk is then mitigated by entering into an offsetting position with an outside counterparty. Northern Trust may also purchase or enter into option contracts for risk management purposes including to reduce the exposure to changes in the cash flows of hedged assets due to changes in interest rates.

Client-Related and Trading Derivative Instruments. Approximately 97% of Northern Trust's derivatives outstanding at March 31, 2016 and December 31, 2015, measured on a notional value basis, relate to client-related and trading activities. These activities consist principally of providing foreign exchange services to clients in connection with Northern Trust's global custody business. However, in the normal course of business, Northern Trust also engages in trading of currencies for its own account.

The following table shows the notional and fair values of client-related and trading derivative financial instruments. Notional amounts of derivative financial instruments do not represent credit risk, and are not recorded in the consolidated balance sheets. They are used merely to express the volume of this activity. Northern Trust's credit-related risk of loss is limited to the positive fair value of the derivative instrument, which is significantly less than the notional amount.

Table 51: Notional and Fair Values of Client-Related and Trading Derivative Financial Instruments

(In Millions)	March 31, 2016			December 31, 2015		
	Notional Value	Fair Value		Notional Value	Fair Value	
		Asset	Liability		Asset	Liability
Foreign Exchange Contracts	\$ 264,219.3	\$ 3,940.3	\$ 3,948.2	\$ 246,628.5	\$ 2,541.8	\$ 2,500.4
Interest Rate Contracts	6,534.1	175.5	172.9	6,209.5	111.1	108.5
Total	\$ 270,753.4	\$ 4,115.8	\$ 4,121.1	\$ 252,838.0	\$ 2,652.9	\$ 2,608.9

Notes to Consolidated Financial Statements (unaudited) (continued)

Changes in the fair value of client-related and trading derivative instruments are recognized currently in income. The following table shows the location and amount of gains and losses recorded in the consolidated statements of income for the three months ended March 31, 2016 and 2015.

Table 52: Location and Amount of Gains and Losses Recorded in Income

(In Millions)	Location of Derivative Gain Recognized in Income	Amount of Derivative Gain Recognized in Income	
		Three Months Ended March 31,	
		2016	2015
Foreign Exchange Contracts	Foreign Exchange Trading Income	\$ 60.5	\$ 71.6
Interest Rate Contracts	Security Commissions and Trading Income	4.1	4.9
Total		\$ 64.6	\$ 76.5

Risk Management Instruments. Northern Trust uses derivative instruments to hedge its exposure to foreign currency, interest rate, equity price, and credit risk. Certain hedging relationships are formally designated and qualify for hedge accounting under GAAP as fair value, cash flow or net investment hedges. Other derivatives that are entered into for risk management purposes as economic hedges are not formally designated as hedges and changes in fair value are recognized currently in other operating income.

In order to qualify for hedge accounting, a formal assessment is performed on a calendar-quarter basis to verify that derivatives used in designated hedging transactions continue to be highly effective in offsetting the changes in fair value or cash flows of the hedged item. If a derivative ceases to be highly effective, matures, is sold or is terminated, or if a hedged forecasted transaction is no longer probable of occurring, hedge accounting is terminated and the derivative is treated as if it were a trading instrument.

The following table identifies the types and classifications of derivative instruments formally designated as hedges under GAAP and used by Northern Trust to manage risk, their notional and fair values, and the respective risks addressed.

Table 53: Notional and Fair Value of Designated Risk Management Derivative Financial Instruments

(In Millions)	Derivative Instrument	Risk Classification	March 31, 2016			December 31, 2015		
			Notional Value	Fair Value		Notional Value	Fair Value	
				Asset	Liability		Asset	Liability
Fair Value Hedges								
Available for Sale Investment Securities	Interest Rate Swap Contracts	Interest Rate	\$ 3,274.8	\$ 3.5	\$ 39.5	\$ 3,042.1	\$ 10.8	\$ 19.8
Senior Notes and Long-Term Subordinated Debt	Interest Rate Swap Contracts	Interest Rate	1,250.0	148.8	2.7	1,250.0	104.6	2.2
Cash Flow Hedges								
Forecasted Foreign Currency Denominated Transactions and Investment Securities	Foreign Exchange Contracts	Foreign Currency	379.4	8.5	9.1	367.4	8.5	13.8
Available for Sale Investment Securities	Interest Rate Contracts	Interest Rate	985.0	6.3	—	935.0	2.0	0.7
Net Investment Hedges								
Net Investments in Non-U.S. Affiliates	Foreign Exchange Contracts	Foreign Currency	2,190.3	—	70.7	1,961.5	72.9	1.5
Total			\$ 8,079.5	\$ 167.1	\$ 122.0	\$ 7,556.0	\$ 198.8	\$ 38.0

Notes to Consolidated Financial Statements (unaudited) (continued)

Derivatives are designated as fair value hedges to limit Northern Trust's exposure to changes in the fair value of assets and liabilities due to movements in interest rates. For a fair value hedge, changes in the fair value of the derivative instrument and changes in the fair value of the hedged asset or liability attributable to the hedged risk are recorded currently in income. The following table shows the location and amount of derivative gains and losses recorded in the consolidated statements of income related to fair value hedges for the three months ended March 31, 2016 and 2015.

Table 54: Location and Amount of Derivative Gains and Losses Recorded in Income

(In Millions)	Derivative Instrument	Location of Derivative Gain/(Loss) Recognized in Income	Amount of Derivative Gain/(Loss) Recognized in Income	
			Three Months Ended March 31,	
			2016	2015
Available for Sale Investment Securities	Interest Rate Swap Contracts	Interest Income	\$ (34.7)	\$ (17.3)
Senior Notes and Long-Term Subordinated Debt	Interest Rate Swap Contracts	Interest Expense	47.4	29.8
Total			\$ 12.7	\$ 12.5

Northern Trust applies the "shortcut" method of accounting, available under GAAP, to substantially all of its fair value hedges, which assumes there is no ineffectiveness in a hedge. For fair value hedges that do not qualify for the "shortcut" method of accounting, Northern Trust utilizes regression analysis, the "long-haul" method of accounting, in assessing whether the hedging relationships are highly effective at inception and quarterly thereafter. There was no ineffectiveness or changes in the fair value of hedged items recognized in income for fair value hedges accounted for under the "long-haul" method of accounting during the three month periods ended March 31, 2016 and 2015.

Derivatives are also designated as cash flow hedges in order to minimize the variability in cash flows of earning assets or forecasted transactions caused by movements in interest or foreign exchange rates. There was no ineffectiveness recognized in income for cash flow hedges during the three months ended March 31, 2016 and 2015. As of March 31, 2016, 23 months was the maximum length of time over which the exposure to variability in future cash flows of forecasted foreign-currency-denominated transactions was being hedged.

The following table provides cash flow hedge derivative gains and losses recognized in AOCI and the amounts reclassified to income during the three months ended March 31, 2016 and 2015.

Table 55: Cash Flow Hedge Derivative Gains and Losses Recognized in AOCI and Reclassified to Income

(In Millions)	Foreign Exchange Contracts (Before Tax)		Interest Rate Contracts (Before Tax)	
	2016	2015	2016	2015
	Three Months Ended March 31,			
Net Gain/(Loss) Recognized in AOCI	\$ 4.2	\$ (7.9)	\$ 5.2	\$ 3.2
Net Gain/(Loss) Reclassified from AOCI to Net Income				
Other Operating Income	(1.1)	(1.6)	—	—
Interest Income	—	—	0.9	1.1
Other Operating Expense	(0.4)	(0.5)	—	—
Total	\$ (1.5)	\$ (2.1)	\$ 0.9	\$ 1.1

There were no gains or losses reclassified into earnings during the three months ended March 31, 2016 and 2015, as a result of the discontinuance of forecasted transactions that were no longer probable of occurring. It is estimated that a net loss of \$1.8 million will be reclassified into net income within the next twelve months relating to cash flow hedges of foreign currency denominated transactions and investment securities. It is estimated that a net gain of \$2.8 million will be reclassified into net income upon the receipt of interest payments on earning assets within the next twelve months relating to cash flow hedges of available for sale investment securities.

Certain foreign exchange contracts and qualifying nonderivative instruments are designated as net investment hedges to minimize Northern Trust's exposure to variability in the foreign currency translation of net investments in non-U.S. branches and subsidiaries.

Notes to Consolidated Financial Statements (unaudited) (continued)

There was no ineffectiveness recorded during the three months ended March 31, 2016 and 2015. Amounts recorded in AOCI are reclassified to net income only upon the sale or liquidation of an investment in a non-U.S. branch or subsidiary.

The following table provides net investment hedge gains and losses recognized in AOCI during the three months ended March 31, 2016 and 2015.

Table 56: Net Investment Hedge Gains and Losses Recognized in AOCI

(In Millions)	Hedging Gain / (Loss) Recognized in OCI (Before Tax)	
	Three Months Ended March 31,	
	2016	2015
Foreign Exchange Contracts	\$ (26.5)	\$ 111.6
Sterling Denominated Subordinated Debt	—	5.0
Total	\$ (26.5)	\$ 116.6

Derivatives that are not formally designated as a hedge under GAAP are entered into for risk management purposes. Foreign exchange contracts are entered into to manage the foreign currency risk of non-U.S.-dollar-denominated assets and liabilities, the net investment in certain non-U.S. affiliates, commercial loans and forecasted foreign-currency-denominated transactions. A swap related to the sale of certain Visa Class B common shares was entered into which retains the risks associated with the ultimate conversion of the Visa Class B common shares into Visa Class A common shares. Credit default swaps were entered into to manage credit risk associated with certain loans and loan commitments. Total return swaps are entered into to manage the equity price risk associated with certain investments. The following table identifies the types of risk management derivative instruments not formally designated as hedges and their notional amounts and fair values.

Table 57: Notional and Fair Values of Non-Designated Risk Management Derivative Instruments

(In Millions)	March 31, 2016			December 31, 2015		
	Notional Value	Fair Value		Notional Value	Fair Value	
		Asset	Liability		Asset	Liability
Foreign Exchange Contracts	\$ 274.8	\$ 3.8	\$ 0.4	\$ 244.6	\$ 0.2	\$ 3.7
Other Financial Derivatives ⁽¹⁾	200.3	—	10.4	152.8	—	10.9
Total	\$ 475.1	\$ 3.8	\$ 10.8	\$ 397.4	\$ 0.2	\$ 14.6

⁽¹⁾ This line includes a swap related to the sale of certain Visa Class B common shares, total return swap contracts, and credit default swap contracts.

Changes in the fair value of derivative instruments not formally designated as hedges are recognized currently in income. The following table provides the location and amount of gains and losses recorded in the consolidated statements of income for the three months ended March 31, 2016 and 2015.

Table 58: Location and Amount of Gains and Losses Recorded in Income for Non-Designated Risk Management Derivative Instruments

(In Millions)	Location of Derivative Gain / (Loss) Recognized in Income	Amount of Derivative Gain / (Loss) Recognized in Income	
		Three Months Ended March 31,	
		2016	2015
Foreign Exchange Contracts	Other Operating Income	\$ 2.7	\$ (8.7)
Other Financial Derivatives ⁽¹⁾	Other Operating Income	(0.8)	—
Total		\$ 1.9	\$ (8.7)

⁽¹⁾ This line includes a swap related to the sale of certain Visa Class B common shares, total return swap contracts, and credit default swap contracts.

Notes to Consolidated Financial Statements (unaudited) (continued)

21. Offsetting of Assets and Liabilities

The following tables provide information regarding the offsetting of derivative assets and securities purchased under agreements to resell within the consolidated balance sheets as of March 31, 2016 and December 31, 2015.

Table 59: Offsetting of Derivative Assets and Securities Purchased Under Agreements to ResellMarch 31, 2016

(In Millions)	Gross Recognized Assets	Gross Amounts Offset	Net Amounts Presented	Gross Amounts Not Offset	Net Amount ⁽³⁾
Derivative Assets ⁽¹⁾					
Foreign Exchange Contracts Over the Counter (OTC)	\$ 3,134.9	\$ 1,523.1	\$ 1,611.8	\$ —	\$ 1,611.8
Interest Rate Swaps OTC	232.5	22.3	210.2	—	210.2
Interest Rate Swaps Exchange Cleared	101.5	96.8	4.7	—	4.7
Cross Product Netting Adjustment	—	42.4	—	—	—
Cross Product Collateral Adjustment	—	871.9	—	—	—
Total Derivatives Subject to a Master Netting Arrangement	<u>3,468.9</u>	<u>2,556.5</u>	<u>912.4</u>	<u>—</u>	<u>912.4</u>
Total Derivatives Not Subject to a Master Netting Arrangement	817.7	—	817.7	—	817.7
Total Derivatives	<u>\$ 4,286.6</u>	<u>\$ 2,556.5</u>	<u>\$ 1,730.1</u>	<u>\$ —</u>	<u>\$ 1,730.1</u>
Securities Purchased under Agreements to Resell ⁽²⁾	<u>\$ 1,755.2</u>	<u>\$ —</u>	<u>\$ 1,755.2</u>	<u>\$ 1,755.2</u>	<u>\$ —</u>

December 31, 2015

(In Millions)	Gross Recognized Assets	Gross Amounts Offset	Net Amounts Presented	Gross Amounts Not Offset	Net Amount ⁽³⁾
Derivative Assets ⁽¹⁾					
Foreign Exchange Contracts OTC	\$ 1,636.0	\$ 1,194.3	\$ 441.7	\$ —	\$ 441.7
Interest Rate Swaps OTC	170.3	21.5	\$ 148.8	—	\$ 148.8
Interest Rate Swaps Exchange Cleared	58.2	38.1	\$ 20.1	—	\$ 20.1
Cross Product Netting Adjustment	—	23.5	\$ —	—	\$ —
Cross Product Collateral Adjustment	—	322.8	\$ —	—	\$ —
Total Derivatives Subject to a Master Netting Arrangement	<u>1,864.5</u>	<u>1,600.2</u>	<u>264.3</u>	<u>—</u>	<u>264.3</u>
Total Derivatives Not Subject to a Master Netting Arrangement	987.4	—	987.4	—	987.4
Total Derivatives	<u>2,851.9</u>	<u>1,600.2</u>	<u>1,251.7</u>	<u>—</u>	<u>1,251.7</u>
Securities Purchased under Agreements to Resell ⁽²⁾	<u>\$ 1,600.0</u>	<u>\$ —</u>	<u>\$ 1,600.0</u>	<u>\$ 1,600.0</u>	<u>\$ —</u>

⁽¹⁾ Derivative assets are reported in other assets in the consolidated balance sheets. Other assets (excluding derivative assets) totaled \$3,334.4 million and \$3,212.7 million as of March 31, 2016 and December 31, 2015, respectively.

⁽²⁾ Securities purchased under agreements to resell are reported in federal funds sold and securities purchased under agreements to resell in the consolidated balance sheets. Federal funds sold totaled \$10.0 million and \$14.2 million as of March 31, 2016 and December 31, 2015, respectively.

⁽³⁾ Northern Trust did not possess any cash collateral that was not offset in the consolidated balance sheets that could have been used to offset the net amounts presented in the consolidated balance sheets as of March 31, 2016 and December 31, 2015.

Notes to Consolidated Financial Statements (unaudited) (continued)

The following tables provide information regarding the offsetting of derivative liabilities and securities sold under agreements to repurchase within the consolidated balance sheets as of March 31, 2016 and December 31, 2015.

Table 60: Offsetting of Derivative Liabilities and Securities Sold Under Agreements to Repurchase

<u>March 31, 2016</u>					
(In Millions)	Gross Recognized Liabilities	Gross Amounts Offset	Net Amounts Presented	Gross Amounts Not Offset	Net Amount ⁽²⁾
Derivative Liabilities ⁽¹⁾					
Foreign Exchange Contracts OTC	\$ 3,210.3	\$ 1,523.1	\$ 1,687.2	\$ —	\$ 1,687.2
Interest Rate Swaps OTC	118.3	22.3	96.0	—	96.0
Interest Rate Swaps Exchange Cleared	96.8	96.8	—	—	—
Other Financial Derivatives	10.4	—	10.4	—	10.4
Cross Product Netting Adjustment	—	42.4	—	—	—
Cross Product Collateral Adjustment	—	1,231.4	—	—	—
Total Derivatives Subject to a Master Netting Arrangement	<u>3,435.8</u>	<u>2,916.0</u>	<u>519.8</u>	<u>—</u>	<u>519.8</u>
Total Derivatives Not Subject to a Master Netting Arrangement	<u>818.1</u>	<u>—</u>	<u>818.1</u>	<u>—</u>	<u>818.1</u>
Total Derivatives	<u>4,253.9</u>	<u>2,916.0</u>	<u>1,337.9</u>	<u>—</u>	<u>1,337.9</u>
Securities Sold under Agreements to Repurchase	<u>\$ 507.1</u>	<u>\$ —</u>	<u>\$ 507.1</u>	<u>\$ 507.1</u>	<u>\$ —</u>
<u>December 31, 2015</u>					
(In Millions)	Gross Recognized Liabilities	Gross Amounts Offset	Net Amounts Presented	Gross Amounts Not Offset	Net Amount ⁽²⁾
Derivative Liabilities ⁽¹⁾					
Foreign Exchange Contracts OTC	\$ 2,119.7	\$ 1,194.3	\$ 925.4	\$ —	\$ 925.4
Interest Rate Swaps OTC	93.1	21.5	71.6	—	71.6
Interest Rate Swaps Exchange Cleared	38.1	38.1	—	—	—
Other Financial Derivatives	10.9	—	10.9	—	10.9
Cross Product Netting Adjustment	—	23.5	—	—	—
Cross Product Collateral Adjustment	—	440.2	—	—	—
Total Derivatives Subject to a Master Netting Arrangement	<u>2,261.8</u>	<u>1,717.6</u>	<u>544.2</u>	<u>—</u>	<u>544.2</u>
Total Derivatives Not Subject to a Master Netting Arrangement	<u>399.7</u>	<u>—</u>	<u>399.7</u>	<u>—</u>	<u>399.7</u>
Total Derivatives	<u>2,661.5</u>	<u>1,717.6</u>	<u>943.9</u>	<u>—</u>	<u>943.9</u>
Securities Sold under Agreements to Repurchase	<u>\$ 546.6</u>	<u>\$ —</u>	<u>\$ 546.6</u>	<u>\$ 546.6</u>	<u>\$ —</u>

⁽¹⁾ Derivative liabilities are reported in other liabilities in the consolidated balance sheets. Other liabilities (excluding derivative liabilities) totaled \$2,008.7 million and \$2,131.7 million as of March 31, 2016 and December 31, 2015, respectively.

⁽²⁾ Northern Trust did not place any cash collateral with counterparties that was not offset in the consolidated balance sheets that could have been used to offset the net amounts presented in the consolidated balance sheets as of March 31, 2016 and December 31, 2015.

All of Northern Trust's securities sold under agreements to repurchase (repurchase agreements) and securities purchased under agreements to resell (reverse repurchase agreements) involve the transfer of financial assets in exchange for cash subject to a right and obligation to repurchase those assets for an agreed upon amount. In the event of a repurchase failure, the cash or financial assets are available for offset. All of Northern Trust's repurchase agreements and reverse repurchase agreements are subject to a master netting arrangement, which sets forth the rights and obligations for repurchase and offset. Under the master netting

Notes to Consolidated Financial Statements (unaudited) (continued)

arrangement, Northern Trust is entitled to set off receivables from and collateral placed with a single counterparty against obligations owed to that counterparty. In addition, collateral held by Northern Trust can be offset against receivables from that counterparty.

Derivative asset and liability positions with a single counterparty can be offset against each other in cases where legally enforceable master netting arrangements or similar agreements exist. Derivative assets and liabilities can be further offset by cash collateral received from, and deposited with, the transacting counterparty. The basis for this view is that, upon termination of transactions subject to a master netting arrangement or similar agreement, the individual derivative receivables do not represent resources to which general creditors have rights and individual derivative payables do not represent claims that are equivalent to the claims of general creditors. Northern Trust centrally clears those interest rate derivative instruments addressed under Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act. These transactions are subject to an agreement similar to a master netting arrangement which has the same rights of offset as described above.

Item 4. Controls and Procedures

As of March 31, 2016, the Corporation's management, with the participation of the Corporation's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Corporation's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)), that are designed to ensure that information required to be disclosed by the Corporation in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms. Based on such evaluation, such officers have concluded that, as of March 31, 2016, the Corporation's disclosure controls and procedures are effective.

There have been no changes in the Corporation's internal control over financial reporting identified in connection with the evaluation required by Rules 13a-15 and 15d-15 under the Exchange Act during the last fiscal quarter that have materially affected, or that are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

PART II — OTHER INFORMATION**Item 1. Legal Proceedings**

The information presented under the caption "Legal Proceedings" in "Note 19 — Contingent Liabilities" included under Part I, Item 1 of this Form 10-Q is incorporated herein by reference.

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

(c) The following table shows certain information relating to the Corporation's purchases of common stock for the three months ended March 31, 2016.

Table 61: Repurchases of Common Stock

<u>Period</u>	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of a Publicly Announced Plan ⁽¹⁾	Maximum Number of Shares that May Yet Be Purchased Under the Plan
January 1-31, 2016	500,038	\$ 60.00	500,038	9,203,964
February 1-29, 2016	827,467	60.43	827,467	8,376,497
March 1-31, 2016	597,508	63.09	597,508	7,778,989
Total (First Quarter)	1,925,013	\$ 61.14	1,925,013	7,778,989

⁽¹⁾ Repurchases were made pursuant to the repurchase program announced by the Corporation on April 22, 2015, under which the Corporation's board of directors authorized the Corporation to repurchase up to 15.0 million shares of the Corporation's common stock. The repurchase program has no expiration date.

Item 6. Exhibits

A list of exhibits to this Form 10-Q is set forth on the Exhibit Index immediately preceding such exhibits and is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
10.1	Terms and Conditions of 2016 Equity Awards under the Northern Trust Corporation 2012 Stock Plan
31.1	Rule 13a-14(a)/15d-14(a) Certification of CEO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Rule 13a-14(a)/15d-14(a) Certification of CFO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certifications of CEO and CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	Includes the following financial and related information from Northern Trust's Quarterly Report on Form 10-Q as of and for the quarter ended March 31, 2016, formatted in Extensible Business Reporting Language (XBRL): (1) the Consolidated Balance Sheets as of March 31, 2016 and December 31, 2015, (2) the Consolidated Statements of Income for the three months ended March 31, 2016 and 2015, (3) the Consolidated Statements of Comprehensive Income for the three months ended March 31, 2016 and 2015, (4) the Consolidated Statements of Changes in Stockholders' Equity for the three months ended March 31, 2016 and 2015, (5) the Consolidated Statements of Cash Flows for the three months ended March 31, 2016 and 2015, and (6) Notes to Consolidated Financial Statements

**TERMS AND CONDITIONS OF
2016 EQUITY AWARDS
UNDER THE
NORTHERN TRUST CORPORATION 2012 STOCK PLAN**

1. **General.**

- (a) **Governing Documents.** Each stock option, restricted stock unit, and performance stock unit award (the “Award”) granted in 2016 is subject to the provisions of the Northern Trust Corporation 2012 Stock Plan (the “Plan”), the applicable award notice (the “Award Notice”), and this Terms and Conditions document (the “Terms and Conditions”). The Award Notice and these Terms and Conditions constitute the “Stock Option Agreement” or the “Stock Unit Agreement,” as applicable, as defined in the Plan (each, an “Award Agreement”). If there is any conflict between the information in the Award Agreement and the Plan, the Plan will govern. Capitalized terms not defined in the Award Agreement shall have the meanings assigned to them in the Plan.
- (b) **Definitions.** As provided above, capitalized terms not defined in the Award Agreement shall have the meanings assigned to them in the Plan. For purposes of the Award Agreement:
- (i) “Actual Performance Level” shall refer to the average annual rate of return on equity attained during the Performance Period (or modified Performance Period, as applicable).
 - (ii) “Acquirer Options” shall have the meaning described in Section 2(b)(vii)(A).
 - (iii) “Acquirer Units” shall have the meaning described in Section 3(d)(i).
 - (iv) “Award” shall have the meaning described in Section 1(a).
 - (v) “Award Agreement” shall have the meaning described in Section 1(a).
 - (vi) “Award Notice” shall have the meaning described in Section 1(a).
 - (vii) “Beneficiary” means the individual designated by the Participant in writing and delivered to the Corporation in such form and manner as the Committee shall require. If the Participant does not name a Beneficiary (or the Participant’s Beneficiary predeceases the Participant), the Participant’s award will pass to the following persons in the order indicated:
 - (A) the Participant’s spouse; if none, then,
 - (B) the Participant’s children (in equal amounts); if none, then,
 - (C) the Participant’s parents (in equal amounts); if none, then,
 - (D) the Participant’s brothers and sisters (in equal amounts); if none, then,
 - (E) the Participant’s estate.
 - (viii) “Cause” means: (A) a Participant’s conviction of or no contest plea with respect to bribery, extortion, embezzlement, fraud, grand larceny, or any felony involving abuse or misuse of the Participant’s position to seek or obtain an illegal or personal gain at the expense of the Corporation, or similar crime, or conspiracy to commit any such crimes or attempt to commit any such crimes; or (B) misconduct that causes material harm to the Corporation.

- (ix) “Client” means any person or entity with which the Corporation, or any of its Subsidiaries, did business and with which the Participant had contact, or about which the Participant had access to Confidential Information, during the last twelve (12) months of his or her employment.
- (x) “Common Stock” means the common stock of the Corporation.
- (xi) “Competitive Service or Product” means any service or product: (A) that is substantially similar to or competitive with any service or product that the Participant created or provided, or of which the Participant assisted in the creation or provision, during his or her employment by the Corporation or any of its Subsidiaries; or (B) about which the Participant had access to Confidential Information during his or her employment by the Corporation or any of its Subsidiaries.
- (xii) “Confidential Information” means any trade secrets or other significant proprietary information, including, but not limited to, any client information (for example, client lists, information about client accounts, borrowings, and current or proposed transactions), any internal analysis of clients, marketing strategies, financial reports or projections, business or other plans, data, procedures, methods, computer data or system program or design, devices, lists, tools, or compilation, which relate to the present or planned business of the Corporation or any of its Subsidiaries and which has not been made generally known to the public by authorized representatives of the Corporation.
- (xiii) “Disability” and “Disabled” means a disability that continues for a period of six (6) months in accordance with The Northern Trust Company’s Managed Disability Program. For purposes of determining the date, if any, on which a Participant becomes vested under Sections 2(b)(iv), 3(c)(iii), 3(c)(iv) or 4(c)(ii) due to termination of employment on account of Disability, and for all other purposes under this Terms and Conditions document, the date of Disability and the date of termination of employment shall be deemed to be the last day of the six-month period described in the preceding sentence.
- (xiv) “Dividend Equivalents” shall have the meaning described in Section 5(b).
- (xv) “Enhanced Pro Rata PSU Fraction” shall have the meaning described in Section 4(c)(iv).
- (xvi) “Enhanced Pro Rata RSU Fraction” shall have the meaning described in Section 3(c)(vi).
- (xvii) “Enhanced Pro Rated PSUs” shall have the meaning described in Section 4(c)(iv).
- (xviii) “Enhanced Pro Rated RSUs” shall have the meaning described in Section 3(c)(vi).
- (xix) “Expiration Date” shall have the meaning described in Section 2(b).
- (xx) “Financial Downturn” shall have the meaning described in Section 6(a)(iii)(B)(III).

(xxi) “Good Cause” means: (A) a Participant’s conviction of any criminal violation involving dishonesty, fraud or breach of trust which involves the business of Northern Trust; (B) a Participant’s willful engagement in any misconduct in the performance of Participant’s duty that materially injures the Corporation; (C) a Participant’s performance of any act which, if known to the customers, clients, stockholders or regulators of Northern Trust, would materially and adversely impact the business of Northern Trust; (D) any act or omission by the Participant that causes a regulatory body with jurisdiction over Northern Trust to demand, request, or recommend that the Participant be suspended or terminated from any position in which the Participant serves with Northern Trust; or (E) a Participant’s willful and substantial nonperformance of assigned duties, provided that such nonperformance has continued more than ten days after Northern Trust has given written notice of such nonperformance and of its intention to terminate the Participant’s employment with Northern Trust because of such nonperformance. For purposes of clauses (B) and (E) of this definition, no act, or failure to act, on the Participant’s part shall be deemed “willful” unless done, or omitted to be done, by the Participant not in good faith and without reasonable belief that the Participant’s act, or failure to act, was in the best interest of the Corporation. In the event of a dispute concerning the application of this provision, no claim by the Corporation that Good Cause exists shall be given effect unless the Corporation establishes to the Board of Directors of the Corporation by clear and convincing evidence that Good Cause exists.

(xxii) “Good Reason” shall exist if, without the Participant’s express written consent: (A) the Corporation (or an affiliate) shall materially diminish (I) the Participant’s authority, duties, or responsibilities; (II) the authority, duties, or responsibilities of the position or entity to which the Participant is required to report; or (III) the budget, if any, over which the Participant has authority, in each case described in (A)(I), (II) or (III) as compared to the Participant’s circumstances immediately prior to a Change in Control; (B) the Corporation (or an affiliate) shall materially diminish the Participant’s base compensation from that in effect as of the date of grant hereunder of the Stock Option or Stock Unit (or as of a Change in Control, if greater), including a diminution of the Participant’s salary or the material diminution in the aggregate value to the Participant of participation in cash or stock-based incentive or bonus plans, retirement plans, welfare benefit plans, or other benefit plans, programs or arrangements (as computed by an independent employee benefits consultant selected by the Corporation); (C) the Corporation (or an affiliate) shall materially change the geographic location at which the Participant must perform services from that in effect prior to a Change in Control (including by assigning to the Participant duties that would reasonably require such relocation or which would require the Participant to spend more than fifty normal working days away from the location in effect prior to a Change in Control); or (D) any other action or inaction by the Corporation (or an affiliate) that constitutes a material breach of the employment agreement, if any, under which the Participant provides services to the Corporation.

The Participant’s continued employment shall not constitute consent to, or a waiver of, rights with respect to, any act or failure to act constituting Good Reason hereunder, provided, however, that in order for Good Reason to exist hereunder, the Participant must provide notice to the Corporation of the existence of the condition described in clauses (A) through (D) above within 90 days of the initial existence of the condition (or, if later, within 90 days of the Participant’s becoming aware of such condition), and

the Corporation must have failed to cure such condition within 30 days of the receipt of such notice.

- (xxiii) “MG Enhanced Pro Rated RSUs” shall have the meaning described in Section 3(c)(viii).
- (xxiv) “MG Pro Rated RSUs” shall have the meaning described in Section 3(c)(vii).
- (xxv) “Misconduct” shall have the meaning described in Section 6(a)(ii)(B) or Section 6(a)(iii)(B), as the case may be.
- (xxvi) “Northern Trust” means the Corporation and its Subsidiaries, collectively.
- (xxvii) “Option Schedule” shall have the meaning described in Section 2(b).
- (xxviii) “Performance Period” has the meaning assigned to it in Section 4(b)(i).
- (xxix) “Plan” shall have the meaning described in Section 1(a).
- (xxx) “Pro Rata PSU Fraction” shall have the meaning described in Section 4(c)(iii).
- (xxxi) “Pro Rata RSU Fraction” shall have the meaning described in Section 3(c)(v).
- (xxxii) “Pro Rata Post-Change in Control PSU” shall have the meaning described in Section 4(d)(i)(B).
- (xxxiii) “Pro Rata Target Performance Level PSUs” shall have the meaning described in Section 4(d)(i)(A).
- (xxxiv) “Pro Rated PSUs” shall have the meaning described in Section 4(c)(iii).
- (xxxv) “Pro Rated RSUs” shall have the meaning described in Section 3(c)(v).
- (xxxvi) “Prospective Client” means any person or entity to which the Corporation, or any of its Subsidiaries, provided, or from which the Corporation, or any of its Subsidiaries received, a proposal, bid, or written inquiry (general advertising or promotional materials and mass mailings excepted) and with which the Participant had contact, or about which the Participant had access to Confidential Information, during the last twelve (12) months of his or her employment.
- (xxxvii) “PSU” shall have the meaning described in Section 4(a).
- (xxxviii) “PSU Cash Account” shall have the meaning described in Section 5(b)(ii).
- (xxxix) “PSU Dividend Amount” shall have the meaning described in Section 5(b)(ii).
- (xl) “PSU Schedule” shall have the meaning described in Section 4(b)(i).
- (xli) “Qualifying Termination” means a termination of employment with Northern Trust or its successor after the date of the Change in Control and, at any time before the second anniversary of such Change in Control, that is either involuntary on the part of the

Participant and does not result from his or her death or Disability, and is not for Good Cause, or is voluntary and for Good Reason.

- (xlii) “Restatement” shall have the meaning described in Section 6(a)(ii)(A).
- (xliii) “Retire” and “Retirement” means the Participant’s termination of employment with Northern Trust, for any reason other than death occurring on or after the date that the Participant meets the conditions of Normal, Early, or Postponed Retirement under The Northern Trust Company Pension Plan.
- (xliv) “RSU” shall have the meaning described in Section 3(a).
- (xlv) “RSU Schedule” shall have the meaning described in Section 3(b).
- (xlvi) “RSU Vesting Period” shall have the meaning described in Section 3(b).
- (xlvii) “Severance Eligible Termination” means termination of employment under circumstances that entitle the Participant to severance benefits under the Northern Trust Corporation Severance Plan (the “Severance Plan”), and the Participant has executed and returned on or prior to his or her termination of employment, and not revoked, a settlement agreement, waiver and release under the Severance Plan.
- (xlviii) “Significant Risk Management Failure” shall have the meaning described in Section 6 (a)(iii)(B)(II).
- (xlix) “Significant Risk Outcome” refers to: (a) a financial loss stemming from risk-related credit, operational, fiduciary or market events with an impact exceeding \$5 million; or (b) conduct resulting in a fine in excess of \$1 million, official censure, or criminal conviction of the Participant or the Corporation or one of its Subsidiaries.
- (l) “Solicit” and “Solicitation” (with respect to Clients or Prospective Clients) mean directly or indirectly, and without the Corporation’s written authorization, to invite, encourage, request, or induce (or to assist another to invite, encourage, request or induce) any Client or Prospective Client of the Corporation, or any of its Subsidiaries, to: (A) surrender, redeem or terminate a product, service or relationship with the Corporation, or any of its Subsidiaries; (B) obtain any Competitive Service or Product from the Participant or any third party; or (C) transfer a product, service or relationship from the Corporation, or any of its Subsidiaries, to the Participant or any third party.
- (li) “Stock Option Agreement” shall have the meaning described in Section 1(a).
- (lii) “Stock Unit Account” shall have the meaning described in Section 5(a).
- (liii) “Stock Unit Agreement” shall have the meaning described in Section 1(a).
- (liv) “Stock Units” shall have the meaning described in Section 5.
- (lv) “Target Performance Level” shall refer to the attainment of an average annual rate of return on equity within the range set opposite 100% of PSUs vested in the PSU Schedule in Section 4(b)(i).

- (lvi) “Terms and Conditions” shall have the meaning described in Section 1(a).
- (lvii) “Years of Service” means the period of time elapsed from the Participant’s date of hire through the Participant’s date of termination of employment with Northern Trust. If the Participant has terminated employment and been rehired, such Participant’s years of service shall be determined by aggregating periods of employment and taking into account whole years of service after such aggregation.

2. Stock Options.

- (a) **Grant.** A Stock Option is the right, subject to the terms and conditions of the Plan and Stock Option Agreement, to purchase a share of Common Stock at an exercise price not less than 100 percent of the Fair Market Value thereof on the date of grant, pursuant to Section 6 of the Plan and the Stock Option Agreement.
- (b) **Vesting and Exercise Limitations.** Subject to all of the provisions of the Stock Option Agreement, the Participant shall become vested in such number of Stock Options, if any, as determined under the schedule below (the “Option Schedule”), unless otherwise specified in the Award Notice. The Stock Option is exercisable from and after the vesting date(s) set forth on the Option Schedule (or the Award Notice, if applicable) until and including the date that is the tenth (10th) anniversary of the date the Stock Option was granted (the “Expiration Date”), except as provided in subsections 2(b)(i) through 2(b)(vii).

<u>Vesting Date</u>	<u>Percentage of Stock Options Vested</u>
First anniversary of the grant date as defined in the Award Notice	25%
Second anniversary of the grant date as defined in the Award Notice	25%
Third anniversary of the grant date as defined in the Award Notice	25%
Fourth anniversary of the grant date as defined in the Award Notice	25%

- (i) **Death.** If the Participant dies while employed by the Corporation or its Subsidiaries, the Participant’s Stock Option (whether vested or unvested) will become vested and exercisable as of the date of the Participant’s death and may be exercised by the Participant’s Beneficiary at any time until and including the date that is the earlier of: (A) the fifth (5th) anniversary of the date of the Participant’s death; and (B) the Expiration Date.
- (ii) **Retirement.** If the Participant terminates employment with Northern Trust prior to the fourth anniversary of the date of grant and on or after the date the Participant satisfies the

conditions for Retirement and other than for Cause, the Participant's Stock Option continues to vest in accordance with its terms, and, once vested, may be exercised at any time until and including the date that is the earlier of: (A) the fifth (5th) anniversary of the effective date of the Participant's Retirement; and (B) the Expiration Date.

- (iii) **Special Circumstances.** If: (A) on the date of grant, the Participant is a Management Group member; and (B) on the date of the Participant's termination of employment with Northern Trust, the Participant is age 55 or older and has a minimum of 10 Years of Service and the termination is not for Cause, then the Participant's Stock Option will continue to vest in accordance with its terms, and, once vested, may be exercised at any time until and including the date that is the earlier of: (X) the fifth (5th) anniversary of the date of the Participant's termination of employment with Northern Trust; and (Y) the Expiration Date.
- (iv) **Disability.** The Participant's Stock Option (whether vested or unvested) will become vested and exercisable upon the date the Participant's employment with Northern Trust is deemed terminated on account of Disability, and may be exercised at any time until and including the date that is the earlier of: (A) the fifth (5th) anniversary of the date the Participant is deemed Disabled; and (B) the Expiration Date.
- (v) **Severance.** If the Participant's employment with Northern Trust is terminated in a Severance Eligible Termination, the Participant's Stock Option (whether vested or unvested) will become vested and exercisable as of the date of the Participant's termination of employment with Northern Trust and may be exercised at any time until and including the date that is the earlier of: (A) one-hundred and eighty (180) days following the date of the Participant's termination of employment with Northern Trust; and (B) the Expiration Date. If the Participant is eligible for Retirement when his or her employment with Northern Trust is terminated in a Severance Eligible Termination, the Participant's Stock Option (whether vested or unvested) will become vested and exercisable as of the date of the Participant's termination of employment with Northern Trust and may be exercised at any time until and including the date that is the earlier of: (X) the fifth (5th) anniversary of the effective date of the Participant's termination of employment with Northern Trust; and (Y) the Expiration Date.
- (vi) **Other Termination of Employment.** Except as set forth below, if: (A) the Participant's employment with Northern Trust is terminated for any reason other than death, Retirement or a Severance Eligible Termination; (B) the Participant's employment with Northern Trust is not deemed terminated on account of Disability; (C) the Participant was not both a Management Group member on the date of grant and age 55 with 10 Years of Service on his or her date of termination of employment with Northern Trust; and (D) the Participant's employment with Northern Trust is not terminated in a Qualifying Termination or terminated for Cause, then the Participant's Stock Option, if and to the extent vested as of the date of such Participant's termination of employment, may be exercised at any time until and including the date that is the earlier of: (X) the three (3)-month anniversary of the date of the Participant's termination of employment with Northern Trust; and (Y) the Expiration Date. The Participant's Stock Option, if and to the extent unvested as of the date of such Participant's termination of employment, will expire as of the date of the Participant's termination of employment with Northern Trust. A termination of employment with Northern Trust shall not be deemed to occur by reason of the Participant's transfer between the Corporation and a Subsidiary of the Corporation or

between two Subsidiaries of the Corporation. If the Participant meets the criteria of each of clauses (A), (B), (C) and (D), above, the post-termination exercise provision of this section shall apply to the Participant even if he or she becomes a consultant to the Corporation or a Subsidiary of the Corporation upon termination of the Participant's employment from Northern Trust. If the Participant's employment with Northern Trust is terminated by the Corporation or a Subsidiary for Cause, the Participant's Stock Options (whether vested or unvested) shall immediately be cancelled upon such date of termination without any consideration therefor.

(vii) **Vesting Upon a Change in Control.**

- (A) In the event of a Change in Control, the Participant's then-outstanding Stock Options (*i.e.*, those that have not previously expired or been forfeited or cancelled) shall be converted into options to purchase shares of the acquirer's common stock ("Acquirer Options"), and, on the date of the Change in Control, (I) shall equal (II), where:
- (I) equals the excess of the aggregate fair market value of the shares subject to the Participant's Acquirer Options over the aggregate exercise price of the Participant's Acquirer Options, and
 - (II) equals the excess of the aggregate fair market value of the shares of Common Stock subject to the Participant's then-outstanding Stock Options granted over the aggregate exercise price of such Stock Options.

In addition, the conversion shall meet all of the requirements of Treasury Regulation Section 1.409A-1(b)(5)(v)(D), and, if the Stock Option is an incentive stock option, shall meet all of the requirements of Treasury Regulation Section 1.424-1(a)(5). The Acquirer Options shall continue to vest and be exercisable, or shall expire and be forfeited, in accordance with the provisions of these Terms and Conditions that would apply to the Participant's Stock Options in the absence of a Change in Control; provided, however, that if the Participant incurs a Qualifying Termination, the Participant's Acquirer Options (whether vested or unvested) shall become vested and exercisable upon the date of such Qualifying Termination and may be exercised at any time until and including the Expiration Date.

- (B) Notwithstanding the foregoing, if for any reason the acquirer does not agree to the provisions of Section 2(b)(vii)(A), all of the Participant's then-outstanding Stock Options shall be vested and cancelled, and in exchange therefor, upon the date of the Change in Control, the Participant shall be entitled to receive in cash a payment equal to the difference between (I) and (II), where:
- (I) equals the fair market value of the merger consideration to be paid by the acquirer for each share of Common Stock upon the date of the Change in Control multiplied by the number of shares of Common Stock subject to the Participant's then-outstanding Stock Options; and
 - (II) equals the aggregate exercise price of the shares of Common Stock subject to the Participant's then-outstanding Stock Options.

If, pursuant to the terms of the documents governing the Change in Control, subsequent to the date of the Change in Control additional consideration is payable to

the stockholders of the Corporation, the Participant shall be entitled to such additional consideration on the same terms and conditions as the other stockholders, based on the number of shares of Common Stock subject to the Participant's then-outstanding Stock Options on the date of the Change in Control; provided that if on the date of the Change in Control the aggregate exercise price of the shares subject to a Stock Option exceeds the fair market value of the merger consideration to be paid by the acquirer for each share of Common Stock upon the date of the Change in Control multiplied by the number of shares subject to such Stock Option, then the preceding clause shall apply only to the extent that the sum of (X) and (Y) exceeds the aggregate exercise price of the shares subject to such Stock Option, where:

- (X) equals the amount payable subsequent to the Change in Control with respect to the shares subject to such Stock Option; and
- (Y) equals the fair market value of the merger consideration to be paid by the acquirer for each share of Common Stock upon the date of the Change in Control multiplied by the number of shares subject to such Stock Option.

3. **Restricted Stock Units.**

- (a) **Grant.** A Restricted Stock Unit ("RSU") is the right, subject to the terms and conditions of the Plan and the Stock Unit Agreement, to receive a distribution of a share of Common Stock pursuant to Section 3(e) of these Terms and Conditions.
- (b) **Vesting.** Subject to all of the provisions of the Stock Unit Agreement, the Participant shall become vested in such number of RSUs, if any, as determined under the schedule below (the "RSU Schedule"), unless otherwise specified in the Award Notice. If the Participant's employment with Northern Trust is terminated for any reason prior to the end of the period ending on the latest vesting date set forth in the RSU Schedule (or the Award Notice, if applicable) ("RSU Vesting Period"), the RSUs in the Participant's Stock Unit Account that have not yet vested and do not become vested upon the Participant's termination of employment with Northern Trust under Section 3(c) or Section 3(d), shall be forfeited and revert to the Corporation on such termination date. Upon the forfeiture of any RSUs, the Corporation shall have no further obligation to the Participant with respect to such RSUs, including the obligation to pay Dividend Equivalents thereon.

<u>Vesting Date</u>	<u>Percentage of RSUs Vested</u>
First anniversary of the grant date as defined in the Award Notice	0%
Second anniversary of the grant date as defined in the Award Notice	0%
Third anniversary of the grant date as defined in the Award Notice	50%
Fourth anniversary of the grant date as defined in the Award Notice	50%

(c) **Accelerated or Pro Rated Vesting.**

- (i) The Participant shall automatically forfeit all rights to any RSUs in the Participant's Stock Unit Account as of the date of the Participant's termination of employment with Northern Trust, subject to the following:
- (ii) If the Participant's termination of employment with Northern Trust occurs prior to the end of the RSU Vesting Period and is on account of death, then, on such date of death, the Participant shall have credited and become vested in 100 percent of the Participant's unvested RSUs.
- (iii) If: (A) the Participant is not a Management Group member on the date of grant of the RSUs; and (B) prior to the end of the RSU Vesting Period, the Participant's employment with Northern Trust is deemed terminated on account of Disability; then, upon such date of Disability, the Participant shall have credited and become vested in 100 percent of the Participant's unvested RSUs.
- (iv) If: (A) the Participant is a Management Group member on the date of grant of the RSUs; (B) prior to the end of the RSU Vesting Period, the Participant's employment with Northern Trust is deemed terminated on account of Disability; and (C) the Participant does not engage in conduct or activity described in Section 6(a) of these Terms and Conditions during the RSU Vesting Period; then, upon each remaining vesting date in the RSU Vesting Period set forth in the Award Notice, the Participant shall have credited and become vested in 100 percent of the number of unvested RSUs that would have become vested on such vesting date if the Participant's employment with Northern Trust continued through such vesting date.
- (v) If: (A) the Participant is not a Management Group member on the date of grant; (B) prior to the end of the RSU Vesting Period the Participant's employment with Northern Trust is terminated; and (C) (1) the Participant's termination of employment is on or after the date the Participant satisfies the conditions for Retirement and is other than for Cause; or (2) the Participant's employment with Northern Trust is terminated under circumstances that qualify as a Severance Eligible Termination; then, subject to Section 3(c)(vi), on such date

of Retirement or termination of employment (“vesting event”), the Participant shall have credited and become vested in a pro rated number of unvested RSUs (the “Pro Rated RSUs”), determined by multiplying the number of the Participant’s RSUs that were unvested immediately prior to the date of the vesting event and that would have become vested and distributable to the Participant if the Participant had participated in the Plan for the full RSU Vesting Period, by a fraction (the “Pro Rata RSU Fraction”), the numerator of which shall be the number of full calendar months of the Participant’s actual participation in the Plan under these Terms and Conditions during the RSU Vesting Period and the denominator of which shall be the number of full calendar months in the RSU Vesting Period, in all cases as determined by the Committee or the Executive Vice President of Human Resources.

- (vi) Notwithstanding the provisions of Section 3(c)(v), if: (A) the Participant is not a Management Group member on the date of grant; (B) prior to the end of the RSU Vesting Period, the Participant’s employment with Northern Trust is terminated under circumstances that qualify as a Severance Eligible Termination; and (C) the Participant is not a “Named Executive Officer” as defined pursuant to Item 402(a)(3) of Regulation S-K; then, in lieu of the Pro Rated RSUs described in Section 3(c)(v), the Participant shall become vested in a number of unvested RSUs (the “Enhanced Pro Rated RSUs”), determined by multiplying the number of the Participant’s RSUs that were unvested immediately prior to the date of the Participant’s termination by a fraction (the “Enhanced Pro Rata RSU Fraction”), the numerator of which shall be equal to the number of full calendar months of the Participant’s actual participation in the Plan under these Terms and Conditions during the RSU Vesting Period plus 12 additional months (provided that the total number of months in the numerator shall in no event exceed the total number of months in the RSU Vesting Period and further provided that the Enhanced Pro Rata RSU Fraction shall in no event have a value greater than one), and the denominator of which shall be equal to the number of full calendar months in the RSU Vesting Period, in all cases as determined by the Committee or the Executive Vice President of Human Resources.
- (vii) If: (A) the Participant is a Management Group member on the date of the grant of the RSUs; (B) prior to the end of the RSU Vesting Period, the Participant’s employment with Northern Trust is terminated (I) under circumstances that qualify as a Severance Eligible Termination, or (II) after the Participant attains age 55 years or older and the termination is other than for Cause; and (C) the Participant does not engage in conduct or activity described in Section 6(a) of these Terms and Conditions during the RSU Vesting Period; then, subject to Section 3(c)(viii), upon each remaining vesting date in the RSU Vesting Period, the Participant shall have credited and become vested in a pro rated number of unvested RSUs (the “MG Pro Rated RSUs”), determined by multiplying the number of RSUs that would have become vested and distributable to the Participant on such vesting date if the Participant had participated in the Plan up through that vesting date, by the Pro Rata RSU Fraction, which shall be calculated in the same manner as described in Section 3(c)(v).
- (viii) Notwithstanding the provisions of Sections 3(c)(vii), if: (A) the Participant is a Management Group member on the date of the grant of the RSUs; (B) prior to the end of the RSU Vesting Period, the Participant’s employment with Northern Trust is terminated under circumstances that qualify as a Severance Eligible Termination; (C) the Participant is not a “Named Executive Officer” as defined pursuant to Item 402(a)(3) of Regulation S-K;

and (D) the Participant does not engage in conduct or activity described in Section 6(a) of these Terms and Conditions during the RSU Vesting Period; then, upon each remaining vesting date in the RSU Vesting Period, in lieu of the MG Pro Rated RSUs described in Section 3(c)(vii), the Participant shall have credited and become vested in a pro rated number of unvested RSUs (the “MG Enhanced Pro Rated RSUs”), determined by multiplying the number of RSUs that would have become vested and distributable to the Participant on such vesting date if the Participant’s employment with Northern Trust continued through such vesting date by the Enhanced Pro Rata RSU Fraction, which shall be calculated in the same manner as described in Section 3(c)(vi).

- (ix) For purposes of calculating the number of full calendar months in the denominator of the Pro Rata RSU Fraction and the Enhanced Pro Rata RSU Fraction, the RSU Vesting Period shall, consistent with Section 3(b), refer to the period commencing on the date of grant and ending on the latest vesting date set forth in these Terms and Conditions or the Award Notice, as applicable, without regard to any interim vesting dates, and without regard to whether the date of the distribution event falls on an interim vesting date.

(d) **Vesting Upon a Change in Control.**

- (i) In the event of a Change in Control, the Participant’s unvested RSUs shall be converted to units with respect to common equity of the acquirer (“Acquirer Units”) with a fair market value equal to the Fair Market Value of the Common Stock subject to such RSUs on the date of the Change in Control, and shall continue to vest and be payable, or shall be forfeited, in accordance with the provisions of the Terms and Conditions that would apply in the absence of a Change in Control; provided, however, that if the Participant incurs a Qualifying Termination, the Participant shall be credited and become vested in 100 percent of the Participant’s unvested Acquirer Units upon the date of such Qualifying Termination, which shall be distributed in accordance with Section 3(e)(iv).
- (ii) Notwithstanding the foregoing, if for any reason the acquirer does not agree to the provisions of Section 3(d)(i), then: (A) if the Participant is employed by the Corporation or one of its Subsidiaries on the date of the Change in Control, the Participant shall have credited and become vested in, upon the date of the Change in Control, 100 percent of the Participant’s unvested RSUs; and (B) if the Participant previously terminated employment with Northern Trust under circumstances described in Section 3(c)(iv), 3(c)(vii) or 3(c)(viii) as applicable, the Participant shall have credited and become vested on the date of the Change in Control in the number of RSUs in which the Participant would otherwise have become vested had the Participant complied with the conditions of Section 3(c)(iv), 3(c)(vii) or 3(c)(viii), as applicable, through the end of the RSU Vesting Period.

(e) **Distribution.**

- (i) RSUs that become vested upon a vesting date within the RSU Vesting Period pursuant to Section 3(b) or Section 3(c)(iv), 3(c)(vii) or 3(c)(viii), as applicable, shall be distributed on such vesting date, provided that such RSUs shall be treated as distributed on such vesting date if they are distributed no later than the last day of the calendar year in which such vesting date occurs, or, if later, by the 15th day of the third calendar month after such vesting date occurs, subject to and in accordance with the provisions of Treasury Regulation Section 1.409A-3(d), including without limitation the requirement that the

Participant shall in no event have the right directly or indirectly to designate the taxable year of payment.

- (ii) RSUs that become vested prior to the expiration of the RSU Vesting Period upon a Participant's deemed termination of employment due to Disability (described in Section 3(c)(iii)), or Retirement under Section 3(c)(v), or termination of employment in the circumstances described in Section 3(c)(v) or 3(c)(vi), ("distribution event") (with the number of unvested RSUs that become vested on such distribution event determined in accordance with Section 3(c) of these Terms and Conditions), shall be distributed, as soon as practicable, but no later than 60 days, after such distribution event, subject to and in accordance with the provisions of Treasury Regulation Section 1.409A-3(b), including without limitation the requirement that the Participant shall in no event have the right directly or indirectly to designate the taxable year of payment.
- (iii) RSUs that become vested prior to the expiration of the RSU Vesting Period upon a Participant's death pursuant to Section 3(c)(ii) (with the number of unvested RSUs that become vested on death determined in accordance with Section 3(c) of these Terms and Conditions), shall be distributed to the Participant's Beneficiary as soon as practicable, but no later than 60 days, after the Participant's death, subject to and in accordance with the provisions of Treasury Regulation Section 1.409A-3(b), including without limitation the requirement that the Beneficiary shall in no event have the right directly or indirectly to designate the taxable year of payment. Such distribution shall be made to such Beneficiary and in such proportions as the Participant may designate in writing.

In the event of the Participant's termination of employment with Northern Trust on account of death after the expiration of the RSU Vesting Period but prior to full distribution of the RSUs pursuant to these Terms and Conditions, the Participant's RSUs shall be distributed, within the period described in Section 3(e)(i), to the Participant's Beneficiary.

- (iv) Acquirer Units that become vested upon a Qualifying Termination under Section 3(d)(i), shall be distributed, as soon as practicable, but no later than 60 days, after such Qualifying Termination, subject to and in accordance with the provisions of, Treasury Regulation Section 1.409A-3(b), including without limitation the requirement that the Participant shall in no event have the right directly or indirectly to designate the taxable year of payment.
- (v) In the event of a Change in Control, if the acquirer does not agree to the provisions of Section 3(d)(i), the Stock Unit Award shall be terminated upon such Change in Control and the Participant shall be entitled to a distribution of all RSUs which become vested pursuant to Section 3(d)(ii) and such distribution shall be made consistent with Treas. Reg. 1.409A-3(j)(4)(ix)(B), subject to satisfaction of the conditions thereof.
- (vi) RSUs shall be distributed only in shares of Common Stock so that, pursuant to Section 3(a) of these Terms and Conditions and this Section 3(e), a Participant shall be entitled to receive one share of Common Stock for each RSU in the Participant's Stock Unit Account. Notwithstanding the foregoing, in the event of a Change in Control, Acquirer Units described in Section 3(d)(i) (or RSUs vested prior to the Change in Control under Section 3(c) that have not yet been distributed as of the Change in Control) shall be settled in common equity of the acquirer, and RSUs that become vested in accordance with Section 3

(d)(ii) (or RSUs vested prior to the Change in Control under Section 3(c) that have not yet been distributed as of the Change in Control) shall be settled in cash.

4. Performance Stock Units.

- (a) **Grant.** A Performance Stock Unit (“PSU”) is the right, subject to the terms and conditions of the Plan and the Stock Unit Agreement, to receive a distribution of a share of Common Stock pursuant to Section 4(e) of these Terms and Conditions. An award of PSUs is intended to qualify as “performance based compensation” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. No grants of PSUs with respect to a Performance Period shall be made following the 90th day of the Performance Period.
- (b) **Vesting.** Subject to all of the provisions of the Stock Unit Agreement, upon the last day of the Performance Period, the Participant shall become vested in such number of PSUs, if any, as determined under the schedule below, based on the average annual rate of return on equity attained by the Corporation for the Performance Period, but only if the Participant remains continuously employed by the Corporation or one of its Subsidiaries through the last day of the Performance Period; any PSUs that do not become vested in accordance with this Section 4(b) shall be forfeited and revert to the Corporation. The Committee, in its sole and absolute discretion, shall determine the average annual rate of return on equity attained by the Corporation for the Performance Period and certify the percentage of PSUs vested. If the Participant’s employment with Northern Trust is terminated for any reason prior to the end of the Performance Period then, subject to Sections 4(c) and 4(d), the PSUs in the Participant’s Stock Unit Account that have not yet vested shall be forfeited and revert to the Corporation on such employment termination date. Upon the forfeiture of any PSUs, the Corporation shall have no further obligation to the Participant with respect to such PSUs, including the obligation to credit Dividend Equivalents with respect thereto.
- (i) Subject to all of the provisions of these Terms and Conditions, upon the last day of the three-year performance period beginning on January 1, 2016 and ending on December 31, 2018 (the “Performance Period”) the PSUs under the Participant’s Stock Unit Agreement will vest in accordance with the following table (such table and the remaining provisions of this Section 4(b)(i) referred to as the “PSU Schedule”) based on the average annual rate of return on equity for the Performance Period attained by the Corporation:

Average Annual Rate of Return on Equity	Percentage of PSUs Vested
Less than 7.5%	0%
7.5%	50%
11.0%	100%
13.0%	115%
≥ 15.0%	125%

If the average annual rate of return on equity for the Performance Period is between 7.5% and 11.0%, 11.0% and 13.0%, or 13.0% and 15.0%, the final percentage of PSUs that become vested will be determined by straightline interpolation between the applicable percentage levels. The average annual rate of return on equity for the Performance Period attained by the Corporation is the return on average common equity, based on the Corporation's net income, and shall be determined by the Committee in its sole and absolute discretion in accordance with generally accepted accounting principles (subject to the adjustments set forth below).

For purposes of this Section 4(b)(i), the average annual rate of return on equity shall be calculated as the simple average annual rate of return on equity for the three-year Performance Period referenced above, measured across the Corporation as a whole (or in the case of a Participant to which Section 4(d)(i) or 4(d)(ii) of these Terms and Conditions applies, for the modified Performance Period described in Section 4(d)(i)(A) or 4(d)(ii), as applicable, treating any fractional year as a full year).

Notwithstanding anything herein to the contrary, for purposes of determining the average annual rate of return on equity for the Performance Period, if any of the following items, alone or in combination with any of the others, would produce a change to net income in excess of \$100 million, net income will be determined by excluding such items:

- (A) the gains or losses resulting from, and the expenses incurred in connection with, the acquisition or disposition of a business, a merger, or a similar transaction, and integration in connection therewith;
- (B) the impact of securities issuances in connection with events described in item (A), above, and expenses incurred in connection therewith;
- (C) any gain, loss, income or expense resulting from changes in accounting principles, tax laws, or other laws or provisions affecting reported results, that become effective during the Performance Period;
- (D) any gain or loss resulting from, and expenses incurred in connection with, any litigation or regulatory investigations;
- (E) any charges and expenses incurred in connection with restructuring activity, including but not limited to, reductions in force;
- (F) the impact of discontinued operations;
- (G) asset write-downs;
- (H) the impact on goodwill; or
- (I) any other gain, loss, income or expense with respect to the Performance Period that is nonrecurring in nature.

All amounts referenced in the foregoing list shall be determined in accordance with GAAP and shall be consistent with the Corporation's financial disclosures.

In all events, and notwithstanding anything to the contrary herein, the Committee has the discretion to decrease any award.

The Committee's determination of the average annual rate of return on equity for a Performance Period shall be final.

(c) **Accelerated and Pro Rated Vesting.**

- (i) The Participant shall automatically forfeit all rights to any PSUs in the Participant's Stock Unit Account as of the date of the Participant's termination of employment with Northern Trust, subject to the following:
- (ii) If: (A) the Participant's termination of employment with Northern Trust is on account of death or Disability and occurs prior to the end of the Performance Period; and (B) in the case of Disability, the Participant does not engage in conduct or activity described in Section 6(a) of these Terms and Conditions during the Performance Period; then, subject to Section 4(c)(v) below, on the last day of the Performance Period, the Participant shall become vested in such number of PSUs, if any, as determined in accordance with the PSU Schedule, based on the average annual rate of return on equity attained by the Corporation (as determined by the Committee in its sole and absolute discretion) for the Performance Period, and any such PSUs that become vested shall be distributed in accordance with Section 4(e)(i) or 4(e)(ii), as applicable.
- (iii) If prior to the end of the Performance Period, the Participant's employment with Northern Trust is terminated, and
 - (A) either (I) the Participant's termination of employment is on or after the date the Participant satisfies the conditions for Retirement and is other than for Cause; (II) the Participant is a member of the Management Group on the date of the grant of the PSUs, the termination is other than for Cause, and the Participant is 55 years or older on the date of such termination of employment; or (III) the Participant's employment with Northern Trust is terminated under circumstances that qualify as a Severance Eligible Termination; and
 - (B) the Participant does not engage in conduct or activity described in Section 6(a) of these Terms and Conditions during the Performance Period;

then, subject to Section 4(c)(iv) and 4(c)(v), as of the date of the Participant's termination of employment with Northern Trust, the Participant shall retain a pro-rated number of unvested PSUs (the "Pro Rated PSUs") equal to: (X) the number of PSUs, if any, that would have become vested in the absence of a termination of employment during the Performance Period, assuming that the Corporation achieved the Target Performance Level; multiplied by (Y) a fraction (the "Pro Rata PSU Fraction"), the numerator of which shall be the number of full calendar months of the Participant's actual participation in the Plan under these Terms and Conditions during the Performance Period and the denominator of which shall be the number of full calendar months in the Performance Period, in all cases as determined by the Committee or the Executive Vice President of Human Resources. All unvested PSUs of the Participant that are not Pro Rated PSUs as determined under this Section 4(c)(iii) shall be immediately forfeited upon the Participant's termination of

employment with Northern Trust and revert to the Corporation. Upon the forfeiture of any PSUs, the Corporation shall have no further obligation to the Participant with respect to such PSUs, including the obligation to credit Dividend Equivalents with respect thereto. On the last day of the Performance Period, the Participant shall become vested in such number of Pro Rated PSUs, if any, as determined in accordance with the PSU Schedule, and any such Pro Rated PSUs that become vested shall be distributed in accordance with Section 4(e)(i).

- (iv) Notwithstanding the provisions of Section 4(c)(iii), if: (A) prior to the end of the Performance Period, the Participant's employment with Northern Trust is terminated under circumstances that qualify as a Severance Eligible Termination; (B) the Participant is not a "Named Executive Officer" as defined pursuant to Item 402(a)(3) of Regulation S-K; and (C) the Participant does not engage in conduct or activity described in Section 6(a) of these Terms and Conditions during the Performance Period, then, in lieu of the Pro Rated PSUs described in Section 4(c)(iii) and subject to Section 4(c)(v), as of the date of the Participant's termination of employment with Northern Trust, the Participant shall retain a pro-rated number of unvested PSUs (the "Enhanced Pro Rated PSUs") equal to: (X) the number of PSUs, if any, that would have become vested in the absence of a termination of employment during the Performance Period, assuming that the Corporation achieved the Target Performance Level; multiplied by (Y) a fraction (the "Enhanced Pro Rata PSU Fraction"), the numerator of which shall be equal to the number of full calendar months of the Participant's actual participation in the Plan under these Terms and Conditions during the Performance Period plus 12 additional months (provided that the total number of months in the numerator shall in no event exceed the total number of months in the Performance Period and further provided that the Enhanced Pro Rata PSU Fraction shall in no event have a value greater than one), and the denominator of which shall be equal to the number of full calendar months in the Performance Period, in all cases as determined by the Committee or the Executive Vice President of Human Resources. All unvested PSUs of the Participant that are not Enhanced Pro Rated PSUs as determined under this Section 4(c)(iv) shall be immediately forfeited upon the Participant's termination of employment with Northern Trust and revert to the Corporation. Upon the forfeiture of any PSUs, the Corporation shall have no further obligation to the Participant with respect to such PSUs, including the obligation to credit Dividend Equivalents with respect thereto. On the last day of the Performance Period, the Participant shall become vested in such number of Enhanced Pro Rated PSUs, if any, as determined in accordance with the PSU Schedule, and any such Enhanced Pro Rated PSUs that become vested shall be distributed in accordance with Section 4(e)(i).
- (v) Notwithstanding any provision of these Terms and Conditions, except as provided in Section 4(d), there shall be no vesting of any PSUs prior to the expiration of the Performance Period, and vesting shall only occur to the extent it is determined by the Committee that the Corporation has satisfied the performance criteria for the Performance Period in accordance with the PSU Schedule. If the Participant's employment with Northern Trust is terminated for a reason described in Section 4(c)(ii), 4(c)(iii) or 4(c)(iv), any PSUs, Pro Rated PSUs, or Enhanced Pro Rated PSUs, as applicable, that do not become vested at the end of the Performance Period pursuant to Section 4(c)(ii), 4(c)(iii) or 4(c)(iv), as applicable, shall be immediately forfeited and revert to the Corporation. Upon the forfeiture of any PSUs, the Corporation shall have no further obligation to the

Participant with respect to such PSUs, including the obligation to credit Dividend Equivalents with respect thereto.

(d) **Vesting Upon a Change in Control.**

- (i) In the event of a Change in Control, if the Participant has not incurred a termination of employment with Northern Trust on or prior to the date of such Change in Control, the following provisions shall apply.
- (A) The Participant shall be immediately vested in the number of the Participant's unvested PSUs equal to: (I) the applicable percentage of the Participant's PSUs that would have become vested in accordance with the PSU Schedule, applied as if the Performance Period ended on the last day of the month immediately preceding the Change in Control (such period referred to as the "modified Performance Period described in Section 4(d)(i)(A)"), based on the Actual Performance Level achieved during such modified Performance Period; multiplied by (II) the Participant's Pro Rata Target Performance Level PSUs. The Participant's "Pro Rata Target Performance Level PSUs" refers to the number of the Participant's PSUs equal to: (X) the number of PSUs that would have become vested in the absence of a Change in Control, assuming the Corporation achieved the Target Performance Level; multiplied by (Y) a fraction, the numerator of which is the number of days from the first day of the Performance Period through the date of the Change in Control, and the denominator of which is the number of days in the Performance Period. The PSUs, if any, that become vested under this Section 4(d)(i)(A) shall be converted to Acquirer Units with a fair market value equal to the Fair Market Value of the Common Stock subject to such PSUs on the date of the Change in Control, and shall be distributed in accordance with Section 4(e)(iii). Any such Pro Rata Target Performance Level PSUs that do not become vested as of the date of the Change in Control pursuant to this Section 4(d)(i)(A) shall be immediately forfeited and revert to the Corporation. Upon the forfeiture of any PSUs, the Corporation shall have no further obligation to the Participant with respect to such PSUs, including the obligation to credit Dividend Equivalents with respect thereto.
- (B) A number of the Participant's PSUs equal to: (I) the number of PSUs that would have become vested in the absence of a Change in Control, assuming the Corporation achieved the Target Performance Level; multiplied by (II) a fraction, the numerator of which is the number of days from the date of the Change in Control through the last day of the Performance Period, and the denominator of which is the number of days in the Performance Period (such product referred to as the "Pro Rata Post-Change in Control PSUs"), shall be converted to Acquirer Units with a fair market value equal to the Fair Market Value of the Common Stock subject to such Pro Rata Post-Change in Control PSUs on the date of the Change in Control. The Acquirer Units described in this Section 4(d)(i)(B) shall not be subject to the performance vesting provisions of Section 4(b)(i), and shall become vested if and only if the Participant remains continuously employed through the end of the Performance Period, and the Participant shall forfeit such Acquirer Units upon any termination of employment with Northern Trust, the acquirer and all of their Subsidiaries, subject to the following:

(X) if the Participant's termination of employment is a Qualifying Termination, the Participant shall have credited, and become vested in, 100 percent of such Acquirer Units upon the date of such Qualifying Termination, which shall be distributed in accordance with Section 4(e)(iii);

(Y) if the Participant incurs a termination of employment in circumstances described in Section 4(c)(ii), 4(c)(iii) or 4(c)(iv), on or after the Change in Control and prior to the end of the Performance Period, but such termination of employment is not a Qualifying Termination, the Participant shall have credited, and become vested in, on such date of termination, a pro-rated portion of such Acquirer Units, determined by multiplying: (a) such Acquirer Units; by (b) a fraction, the numerator of which is the number of days between the date of the Change in Control and the date of the Participant's termination of employment, and the denominator of which is the number of days in the Performance Period after the date of the Change in Control, which shall be distributed in accordance with Section 4(e)(iii), subject to Section 4(e)(ii).

Any such Acquirer Units that do not become vested as of the date of the Participant's termination of employment pursuant to clause (X) or (Y) of this Section 4(d)(i)(B), as applicable, shall be immediately forfeited and revert to the Corporation or the acquirer, as applicable. Upon the forfeiture of any Acquirer Units, the Corporation and the acquirer, as applicable, shall have no further obligation to the Participant with respect to such Acquirer Units, including the obligation to credit Dividend Equivalents with respect thereto.

- (ii) If prior to a Change in Control, a Participant's employment with Northern Trust is terminated in circumstances described in Section 4(c)(ii), upon the date of the Change in Control, the Participant will immediately vest in the number of PSUs, if any, that would have become vested in accordance with the PSU Schedule, applied as if the Performance Period ended on the last day of the month immediately preceding the Change in Control (such period referred to as the "modified Performance Period described in Section 4(d)(ii)"), based on the Corporation's Actual Performance Level during such modified Performance Period. If prior to a Change in Control, a Participant incurs a termination of employment with Northern Trust in circumstances described in Section 4(c)(iii) or 4(c)(iv), upon the date of the Change in Control, the Participant will immediately vest in the number of unvested PSUs determined by multiplying: (A) the Pro Rated PSUs as determined under Section 4(c)(iii) or the Enhanced Pro Rated PSUs as described under 4(c)(iv), as applicable (taking into account the full Performance Period for purposes of the applicable proration fraction); by (B) the applicable percentage of the Participant's PSUs that would have become vested in accordance with the PSU Schedule, based on the Corporation's Actual Performance Level during the modified Performance Period described in this Section 4(d)(ii). The PSUs, if any, that become vested under this Section 4(d)(ii) shall be converted to Acquirer Units with a fair market value equal to the Fair Market Value of the Common Stock subject to such vested PSUs on the date of the Change in Control, and shall be distributed in accordance with Section 4(e)(iii). Any such PSUs that do not become vested as of the date of the Change in Control pursuant to this Section 4(d)(ii) shall be immediately forfeited and revert to the Corporation. Upon the forfeiture of any PSUs, the Corporation shall have no further obligation to the Participant with respect to such PSUs, including the obligation to credit Dividend Equivalents with respect thereto.

- (iii) Notwithstanding the foregoing, if for any reason the acquirer does not agree to the provisions of Sections 4(d)(i) and 4(d)(ii), then: (A) if the Participant is employed on the date of the Change in Control, the Participant shall have credited and become vested upon the date of the Change in Control in the number of PSUs in which the Participant would have become vested assuming that the Corporation achieved the Target Performance Level for the Performance Period; and (B) if the Participant terminated employment with Northern Trust prior to the date of the Change in Control, under circumstances described in Section 4(c)(ii), 4(c)(iii) or 4(c)(iv), the Participant shall become vested upon the date of the Change in Control in a number of PSUs equal to the number of PSUs in which the Participant would have become vested under Section 4(c)(ii), 4(c)(iii) or 4(c)(iv) assuming that the Corporation achieved Target Performance Level for the Performance Period and such Participant's remaining unvested PSUs shall be forfeited.

(e) **Distribution.**

- (i) PSUs that become vested pursuant to Section 4(b), 4(c)(ii), 4(c)(iii) or 4(c)(iv) on the last day of the Performance Period, shall be distributed on such vesting date, provided that such PSUs shall be treated as distributed on such vesting date if they are distributed no later than the 15th day of the third calendar month after the calendar year in which the Performance Period ends.
- (ii) In the event of the Participant's death during the Performance Period or thereafter but prior to full distribution to the Participant pursuant to these Terms and Conditions, the Participant's PSUs, if any, that become vested on the last day of the Performance Period pursuant to Section 4(c)(ii) shall be distributed to the Participant's Beneficiary on such date in accordance with Section 4(e)(i), above, and such distribution shall be made to such Beneficiary and in such proportions as the Participant may designate in writing.
- (iii) Acquirer Units into which vested PSUs have been converted in accordance with Section 4(d)(i) or 4(d)(ii), shall be distributed upon the last day of the Performance Period, provided that if the Participant becomes vested on account of a Qualifying Termination pursuant to clause (X) of Section 4(d)(i)(B) such Acquirer Units shall be distributed on such vesting date.
- (iv) In the event of a Change in Control, if the acquirer does not agree to the provisions of Section 4(d)(i) or 4(d)(ii), the Stock Unit Award shall be terminated upon such Change in Control, the Participant shall be entitled to a distribution of all PSUs which become vested pursuant to Section 4(d)(iii) and such distribution shall be made consistent with Treas. Reg. 1.409A-3(j)(4)(ix)(B), subject to satisfaction of the conditions thereof.
- (v) PSUs shall be distributed only in shares of Common Stock so that, pursuant to Section 4(a) of these Terms and Conditions and this Section 4(e), a Participant shall be entitled to receive one share of Common Stock for each PSU in the Participant's Stock Unit Account. Notwithstanding the foregoing, in the event of a Change in Control, Acquirer Units described in Section 4(d)(i) or 4(d)(ii) shall be settled in common equity of the acquirer, and PSUs that become vested in accordance with Section 4(d)(iii) shall be settled in cash.

5. **Terms and Conditions Related Only to Awards of Stock Units.** The following provisions shall apply to RSUs and PSUs (collectively referred to as “Stock Units”).
- (a) **Stock Unit Account.** The Corporation shall maintain an account (“Stock Unit Account”) in the name of the Participant which shall reflect the number of Stock Units awarded to the Participant.
 - (b) **Dividend Equivalents.**
 - (i) Upon the payment of any dividend on Common Stock occurring during the period preceding the distribution of the Participant’s RSU Awards pursuant to Section 3(e) of these Terms and Conditions, the Corporation shall promptly (and in any event no later than the 15th day of the third month of the calendar year following the calendar year in which the dividend is declared) pay to the Participant an amount in cash equal in value to the dividends that the Participant would have received had the Participant been the actual owner of the number of shares of Common Stock represented by the RSUs in the Participant’s Stock Unit Account on that date (“Dividend Equivalents”).
 - (ii) Upon the payment of any dividend on Common Stock during the period preceding the distribution of the Participant’s PSU Awards pursuant to Section 4(e) of these Terms and Conditions, the Corporation shall credit to a PSU Cash Account an amount (the “PSU Dividend Amount”) equal in value to the dividends that the Participant would have received had the Participant been the actual owner of the number of shares of Common Stock represented by the PSUs in the Participant’s Stock Unit Account on that date. The Participant’s PSU Cash Account shall be credited with interest on the PSU Dividend Amount, from the date that the dividend was paid through the date that the related PSU (or applicable portion thereof) becomes vested and is distributed, at a per-annum rate equal to the mid-term applicable federal rate for the month of February 2016, compounded annually. A Participant’s PSU Cash Account is subject to vesting as described in Sections 4(b) and 4(c), and the PSU Cash Account (or portion thereof) shall be distributed on the date that the PSUs to which the Account (or applicable portion thereof) is attributable become vested and are distributed. Notwithstanding the foregoing, the Participant shall never become vested in more than 100 percent of the deferred dividends plus interest even if more than 100 percent of the underlying PSUs become vested at the end of the Performance Period.
 - (c) **Forfeiture.** The Stock Units granted to the Participant pursuant to the Stock Unit Agreement (and any PSU Cash Account) shall be forfeited and revert to the Corporation: (i) in accordance with Section 6(a), if the Participant engages in conduct or activity described in Section 6(a) of these Terms and Conditions; or (ii) in accordance with Section 3(b) or 4(b) (subject to Sections 3(c), 3(d), 4(c) and 4(d), as applicable) of these Terms and Conditions, if the Participant’s employment with Northern Trust is terminated (A) prior to the expiration of the RSU Vesting Period described in Section 3(b) in the case of an RSU Award, or (B) prior to the last day of the Performance Period, and in accordance with Sections 4(c) and 4(d) under certain conditions described therein in the case of a Performance Stock Unit Award.
 - (d) **Delivery of Shares.** The Corporation may delay the issuance or delivery of shares of Common Stock if the Corporation reasonably anticipates that such issuance or delivery will violate federal securities laws or other applicable law, provided that the issuance or delivery is made at

the earliest date at which the Corporation reasonably anticipates that such issuance or delivery will not cause such violation.

- (e) **Adjustment.** The Stock Units provided herein are subject to adjustment in accordance with the provisions of Section 11 of the Plan.
- (f) **Separation from Service.** Notwithstanding anything herein to the contrary, the provisions of this Stock Unit Award, including without limitation Sections 3(e) and 4(e), shall be subject to the provisions of the Plan, including without limitation Section 14 of the Plan. Pursuant to and not by way of limitation of the preceding sentence, notwithstanding anything herein to the contrary, an Award that is subject to Code Section 409A shall not be distributable on account of Retirement, Disability or termination of employment unless the Participant incurs a “Separation from Service,” as defined in the Plan, and any distribution described herein shall be delayed as necessary to meet the requirements of Section 14(e) of the Plan.

6. **General Terms and Conditions Related to Awards of Stock Options, Restricted Stock Units or Performance Stock Units.**

(a) **Forfeitures and Recoupments.**

(i) **Engaging in Restricted Activity Without Written Consent of the Corporation.**

Notwithstanding anything to the contrary in these Terms and Conditions, if the Participant, without the written consent of the Corporation:

- (A) at any time after the date of these Terms and Conditions, has divulged, directly or indirectly, or used, for the Participant’s own or another’s benefit, any Confidential Information; or
- (B) at any time after the date of these Terms and Conditions and through a period of twelve (12) months after the Participant ceases to be employed by Northern Trust for any reason, has Solicited, or assisted in the Solicitation of, any Client or Prospective Client (provided, however, that: (I) this Section 6(a)(i)(B) shall not apply to the Participant’s Solicitation of any Client or Prospective Client with whom he or she had a business relationship prior to the start of his or her employment with Northern Trust, provided no Confidential Information, directly or indirectly, is used in such Solicitation; and (II) if the Participant is a resident of California, this Section 6(a)(i)(B) shall not apply, and the following shall apply: at any time after the date of these Terms and Conditions and through a period of twelve (12) months after the Participant ceases to be employed by Northern Trust for any reason, except as authorized by the Corporation in the course of the Participant’s duties for the Corporation: (a) has used or referred to any Confidential Information in order to provide, or directly assist in the provision of, any Competitive Services or Products to any Client or Prospective Client; or (b) has used or directly referred to any Confidential Information in order to Solicit, or directly assist in the Solicitation of, any Client or Prospective Client); or
- (C) at any time after the date of these Terms and Conditions and through a period of twelve (12) months after the Participant ceases to be employed by Northern Trust for any reason, has solicited, encouraged, advised, induced or caused any employee of

the Corporation or any of its Subsidiaries to terminate his or her employment with Northern Trust, or provided any assistance, encouragement, information, or suggestion to any person or entity regarding the solicitation or hiring of any employee of Northern Trust;

then the Participant's then-outstanding Stock Options or Stock Units (in either case, whether vested or unvested) shall be forfeited to the Corporation by notice from the Committee in writing to the Participant within a reasonable period of time after the Committee acquires knowledge of the Participant's violation of this Section 6(a)(i). In the event that a Participant's Stock Options or Stock Units are forfeited pursuant to the preceding sentence or the provisions of Section 6(a)(ii), below, the Corporation shall have no obligation to honor the exercise of any such Stock Options by the Participant (or the Participant's Beneficiary) and shall not distribute any such Stock Units to the Participant (or the Participant's Beneficiary) pursuant to Section 3(e) or 4(e), and the Corporation shall have no further obligations to the Participant with respect to such Stock Options or such Stock Units, including but not limited to the obligation to pay or credit any Dividend Equivalents with respect to such Stock Units.

In addition, in the event of any action by the Participant to which Section 6(a)(i) applies, the Corporation shall, to the extent the Committee determines it practicable and in the best interests of the Corporation, and as permitted by applicable law, rescind any exercise by the Participant or payment or delivery to the Participant with respect to any Stock Options or Stock Units occurring within twelve (12) months prior to, or at any time following, the date of the Participant's termination of employment with Northern Trust for any reason (including but not limited to termination of employment due to Retirement or Disability, and recoup any "gain realized" in connection with such Stock Options or Stock Units as described in Section 6(a)(iv) below.

- (ii) **Misconduct and Restatement of Financials.** Consistent with the Corporation's strategies to discourage excessively risky behavior, and notwithstanding any other provision in these Terms and Conditions, in the event that:
 - (A) the Corporation is required to restate its financial statements filed with the U.S. Securities and Exchange Commission on Form 10-Q or Form 10-K or re-file quarterly financial data with the Board of Governors of the Federal Reserve System due to any reason other than changes in accounting policy or applicable law (a "Restatement"), and the Committee determines that such Restatement resulted, in whole or in material part, from the Participant: (I) intentionally engaging in conduct that resulted in a material weakness in internal control over financial reporting and was inconsistent with the standards of conduct of the business judgment rule, as defined below; or (II) personally and knowingly engaging in practices that materially contributed to circumstances that resulted in a material weakness in internal control over financial reporting and that were inconsistent with the standards of conduct of the business judgment rule; or
 - (B) the Committee determines that the Participant has engaged in conduct that is grounds for termination for Cause and is inconsistent with the standards of conduct of the business judgment rule ("Misconduct"); or

- (C) a Significant Risk Outcome occurs that the Committee determines is the direct and proximate result of the Participant's conduct that: (I) violated the Northern Trust Code of Business Conduct and Ethics, including any willful or reckless disregard of risk management policies, programs and procedures; and (II) was inconsistent with the standards of conduct of the business judgment rule; provided, however, that this Section 6(a)(ii)(C) applies only to grants of Restricted Stock Units and only if the Participant is a member of the Management Group or Operating Group on the date of the grant of such Restricted Stock Units;

then the Committee shall review: (X) in the case of a Restatement, all then-outstanding Stock Options or Stock Units (whether vested or unvested) of the Participant, and all Stock Options or Stock Units with respect to which there has been an exercise by the Participant or payment or delivery to the Participant within the 36-month period immediately preceding the date of the Restatement; (Y) in the case of Misconduct, all then-outstanding Stock Options or Stock Units (in each case, whether vested or unvested) of the Participant, and all Stock Options or Stock Units with respect to which there has been an exercise by the Participant or payment or delivery during the period after the date of the Misconduct; and (Z) in the case of a Significant Risk Outcome, then-outstanding RSUs (whether vested or unvested) and RSUs with respect to which there has been payment or delivery to the Participant, each of which were granted to the Participant in respect of performance in the year or years in which the Participant's conduct described in Section 6(a)(ii)(C) occurred.

In the event of a Restatement described in Section 6(a)(ii)(A), the Committee shall declare the Participant's then-outstanding, vested Stock Options or Stock Units that would not have become vested based on accurate financial data or restated results to be forfeited to the Corporation by notice in writing to the Participant within a reasonable period of time after the date of the Restatement, and the Corporation shall, to the extent the Committee determines it practicable and in the best interests of the Corporation, and as permitted by applicable law, rescind exercise by the Participant or any payment or delivery with respect to any Stock Options or Stock Units occurring within 36 months prior to the date of the Restatement that would not have become vested or been paid based on accurate financial data or restated results, and recoup any gain realized in connection with such Stock Options or Stock Units as described in Section 6(a)(iv), below. In the event of Misconduct described in Section 6(a)(ii)(B) (other than any actions or events included in Section 6(a)(i), 6(a)(ii)(A) or 6(a)(ii)(C)), the Committee shall declare the Participant's then-outstanding Stock Options or Stock Units (whether vested or unvested) to be forfeited to the Corporation by notice in writing to the Participant within a reasonable period of time after the date of the discovery of the Misconduct, and the Corporation shall, to the extent the Committee determines it practicable and in the best interests of the Corporation and as permitted by applicable law, rescind any exercise by the Participant or payment or delivery with respect to any Stock Options or Stock Units occurring after the date such Misconduct occurred and recoup any gain realized in connection with such Stock Options or Stock Units as described in Section 6(a)(iv), below. In the event of a Significant Risk Outcome described in Section 6(a)(ii)(C), the Committee shall declare the Participant's then-outstanding RSUs (whether vested or unvested) that were granted to the Participant in respect of performance in the year or years in which the Participant's conduct described in Section 6(a)(ii)(C) occurred to be forfeited to the Corporation by notice in writing to the Participant within a reasonable period of time after the Committee's determination, and the Corporation shall to the extent the Committee determines it practicable and in the best

interests of the Corporation, and as permitted by applicable law, rescind any payment or delivery with respect to any RSUs granted to the Participant in respect of performance in the year or years in which the Participant's conduct occurred and recoup any gain realized in connection with such RSUs as described in Section 6(a)(iv), below.

A Participant's actions satisfy the "business judgment rule" if such actions were taken in good faith, in a manner that an ordinarily prudent person would act under similar circumstances, and in the interests of the Corporation. In interpreting and applying the preceding sentence, the Committee shall use as a guide the standards of conduct of the business judgment rule as construed by the Delaware courts in applying the Delaware General Corporation Law.

- (iii) If the Participant is characterized as US or UK Code Staff in the Participant's Award Agreement on the date of grant, Section 6(a)(ii) shall not apply, and the following shall apply:
- (A) Restatement of Financials. Consistent with the Corporation's risk-mitigation strategies for its compensation programs, and notwithstanding any other provision in these Terms and Conditions, in the event of a Restatement, as described in Section 6(a)(ii) above, and the Committee determines that such Restatement resulted, in whole or in material part, from the Participant: (I) intentionally engaging in conduct that resulted in a material weakness in internal control over financial reporting and was inconsistent with the standards of conduct of the business judgment rule, as defined in Section 6(a)(ii) above; or (II) personally and knowingly engaging in practices that materially contribute to circumstances that resulted in a material weakness in internal control over financial reporting and that were inconsistent with the standards of conduct of the business judgment rule; then the Committee shall review all then-outstanding Stock Options or Stock Units of the Participant (whether vested or unvested), and all Stock Options or Stock Units with respect to which there has been an exercise by the Participant or payment or delivery to the Participant within the 36-month period immediately preceding the date of the Restatement.
- In the event of a Restatement described above, the Committee shall declare the Participant's then-outstanding, vested Stock Options or Stock Units that would not have become vested based on accurate financial data or restated results to be forfeited to the Corporation by notice in writing to the Participant within a reasonable period of time after the date of the Restatement and the Corporation shall, to the extent the Committee determines practicable and in the best interests of the Corporation, as permitted by applicable law, rescind any exercise by the Participant or payment or delivery with respect to any Stock Options or Stock Units occurring within 36 months prior to the date of the Restatement that would not have become vested or been paid based on accurate financial data or restated results, and recoup any gain realized in connection with such Stock Options or Stock Units as described in Section 6(a)(iv) below.
- (B) Misconduct, Risk Management Failure and Financial Downturn. Consistent with the Corporation's risk-mitigation strategies for its compensation programs, and notwithstanding any other provision in these Terms and Conditions, in the event that the Committee determines that:

- (I) (x) there is reasonable evidence of misbehavior or material error on the part of the Participant (including without limitation if the Participant has engaged in conduct that is grounds for termination for Cause or is inconsistent with the standards of conduct of the business judgment rule); (y) the Participant participated in or was responsible for conduct which resulted in significant losses for the Corporation; or (z) the Participant failed to meet appropriate standards of fitness and propriety including as required by the UK Financial Conduct Authority and/or the UK Prudential Regulation Authority (each such circumstance being “Misconduct”); or
- (II) the Corporation or the relevant business unit of the Corporation in relation to the Participant suffers a material failure of risk management (“Significant Risk Management Failure”); or
- (III) the Corporation or the relevant business unit of the Corporation in relation to the Participant suffers a material downturn in financial performance (“Financial Downturn”);

then:

- (X) the Committee shall review all then-outstanding Stock Options and Stock Units of the Participant (whether vested or unvested), and may determine that such number of those Stock Options and Stock Units as it considers to be appropriate (which may be all of them) shall be forfeited to the Corporation by notice from the Committee in writing to the Participant; and
- (Y) in the case of Misconduct or Significant Risk Management Failure, the Committee may, to the extent it determines appropriate (which may be all exercises by the Participant or payments or deliveries) and as permitted by applicable law, rescind any exercise by the Participant, payment or delivery with respect to any Stock Options or Stock Units pursuant to an Award made on or after January 1, 2016, provided that the Misconduct or Significant Risk Management Failure occurs within seven years of the date the Award is made, and recoup any gain realized in connection with such Stock Options or Stock Units as described in Section 6(a)(iv) below.

In the case of a Significant Risk Management Failure, the Committee shall take into account the proximity of the Participant to the failure of risk management in question and the Participant’s level of responsibility in determining its course of action.

- (iv) **Rescission and Recoupment.** Upon the rescission, pursuant to the provisions of Section 6 (a)(i), 6(a)(ii), or 6(a)(iii), of any exercise by the Participant or payment or delivery with respect to any Stock Options or Stock Units, the Corporation shall be entitled to recoup any “gains realized” in connection with such Stock Options or Stock Units, in such manner and on such terms and conditions as the Committee shall require. “Gains realized” shall include: (A) the amount of any cash (including Dividend Equivalents) distributed to the Participant with respect to; (B) any cash or shares of Common Stock (or proceeds attributable to the sale thereof) paid or delivered in settlement of; and (C) any other amounts determined by the Committee to have been realized in connection with, such rescinded Stock Options or Stock Units. If the Participant fails to repay any such amounts

to the Corporation within 60 days after receipt of written demand, the Corporation shall be entitled, subject to applicable law and the requirements of Internal Revenue Code Section 409A, to deduct from any amounts the Corporation owes the Participant from time to time the amount of all gains realized, or to sue for repayment of such amounts, or to pursue both remedies.

(b) **Withholding/Delivery of Shares.**

(i) All distributions of Stock Units hereunder are subject to withholding by the Corporation for all applicable federal, state or local taxes. With respect to distributions in shares of Common Stock, subject to such rules and limitations as may be established by the Committee from time to time, such withholding obligations shall be satisfied through the withholding of shares of Common Stock to which the Participant is otherwise entitled under the Stock Unit Award; provided, however, that such shares may be used to satisfy not more than the Corporation's minimum statutory withholding obligation (based on minimum statutory withholding rates for federal and state tax purposes, including payroll taxes, that are applicable to such taxable income).

(ii) Delivery of shares of Common Stock upon exercise of the Participant's Stock Option is subject to the withholding of all applicable federal, state, and local taxes. At the Participant's election, subject to such rules and limitations as may be established by the Committee, such withholding obligations shall be satisfied: (A) by cash payment by the Participant; (B) through the surrender of shares of Common Stock which the Participant already owns that are acceptable to the Committee; or (C) through surrender of shares of Common Stock to which the Participant is otherwise entitled under the Plan; provided, however, that such shares under this clause (C) may be used to satisfy not more than the Corporation's minimum statutory withholding obligation (based on minimum statutory withholding rates for federal and state tax purposes, including payroll taxes, that are applicable to such taxable income). Payment of federal income taxes may be accomplished through a combination of withholding of shares and delivery of previously acquired shares. The Corporation may delay the issuance or delivery of shares of Common Stock if the Corporation reasonably anticipates that such issuance or delivery will violate federal securities laws or other applicable law, provided that the issuance or delivery is made at the earliest date at which the Corporation reasonably anticipates that such issuance or delivery will not cause such violation. As a Stock Option holder, the Participant has no interest in the shares covered by the Stock Option until the shares are actually issued.

(c) **Re-Employment.** If, after the Participant's termination of employment, the Participant is re-employed by the Corporation or one of its Subsidiaries, upon the Participant's return he or she will be considered a new hire for purposes of the Plan. Stock Options that previously expired upon the Participant's termination of employment remain expired and are not reinstated. Stock Units that were previously forfeited upon the Participant's termination of employment remain forfeited and are not reinstated.

(d) **Amendments.** The Committee may amend the terms of the Award Agreement at any time, except that any amendment that adversely affects the Participant's rights in any material way requires the Participant's written consent. Notwithstanding anything in the Award Agreement to the contrary, including without limitation the preceding sentence, in the event that the Committee determines that the Participant's Award, or the performance by the Corporation of

any of its obligations under the Award Agreement, would violate any applicable law, the Participant's Awards shall be forfeited to the Corporation and cancelled, and the Corporation shall have no obligation to honor the exercise of the Participant's Stock Options by the Participant or the Participant's Beneficiary and shall not distribute any such Stock Units to the Participant or the Participant's Beneficiary, and the Corporation shall have no further obligations to the Participant or the Participant's Beneficiary with respect to such Stock Options or such Stock Units, including but not limited to the obligation to pay or credit any Dividend Equivalents with respect to such Stock Units. Notwithstanding anything in the Award Agreement to the contrary, the terms and conditions of the Participant's Award may be amended by the Committee to comply with or reflect changes to applicable law, including regulations adopted by the SEC to implement the mandate of the Dodd-Frank Wall Street Reform and Consumer Protection Act with respect to the recoupment of erroneously awarded or paid compensation and NASDAQ listing standards adopted pursuant thereto.

- (e) **Administration.** The Plan is administered by the Committee. The rights of the Participant hereunder are expressly subject to the terms and conditions of the Plan (including continued stockholder approval of the Plan, as needed), together with such guidelines as have been or may be adopted from time to time by the Committee. The Participant hereby acknowledges receipt of a copy of the Plan.
- (f) **No Right to Employment.** Nothing in the Plan or the Award Agreement shall be construed as creating any right in the Participant to continued employment or as altering or amending the existing terms and conditions of employment of the Participant except as otherwise specifically provided in the Award Agreement.
- (g) **Nontransferability.** No interest of the Participant under the Award Agreement is transferable except as provided therein. In the case of a Stock Option Award, the Participant's Stock Option (whether a non-qualified stock option or an incentive stock option) is exercisable, during the Participant's lifetime, only by the Participant or the Participant's personal representative.
- (h) **No Rights as Stockholder.** Except as provided herein, the Participant will have no rights as a stockholder with respect to any unvested Stock Units or Stock Options.
- (i) **Interpretation and Applicable Law.** Any interpretation by the Committee of the terms and conditions of the Plan, the Award Agreement or any guidelines shall be final. All questions pertaining to the validity, construction and administration of the Plan, the Award Agreement, and all claims or causes of action arising under, relating to, or in connection with, the Plan or the Award Agreement shall be determined in conformity with the laws of the State of Delaware, without regard to the conflict of law provisions of any state.
- (j) **Sole Agreement.** The Award Agreement, together with the Plan, is the entire agreement between the parties to the Award Agreement. No amendment or modification of the terms of the agreement shall be binding on either party unless reduced to writing and signed by the party to be bound. The agreement shall be binding upon, inure to the benefit of, and be enforceable by, the parties hereto and their respective successors.
- (k) **Securities Transactions Policy and Procedures.** Notwithstanding anything to the contrary in the Award Agreement, all Awards are subject to the Corporation's Securities Transactions Policy and Procedures, including any black-out periods imposed thereunder.

**Certification of CEO Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Frederick H. Waddell, certify that:

1. I have reviewed this report on Form 10-Q for the quarterly period ended March 31, 2016, of Northern Trust Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer 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 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: April 28, 2016

/s/ Frederick H. Waddell

Frederick H. Waddell
Chief Executive Officer
(Principal Executive Officer)

**Certification of CFO Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, S. Biff Bowman, certify that:

1. I have reviewed this report on Form 10-Q for the quarterly period ended March 31, 2016, of Northern Trust Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer 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 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: April 28, 2016

/s/ S. Biff Bowman

S. Biff Bowman

Chief Financial Officer

(Principal Financial Officer)

**Certifications of CEO and CFO Pursuant to
18 U.S.C. Section 1350, as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of Northern Trust Corporation (the "Corporation") on Form 10-Q for the period ended March 31, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Frederick H. Waddell, as Chief Executive Officer of the Corporation, and S. Biff Bowman, as Chief Financial Officer of the Corporation, each hereby certifies, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, to the best of his knowledge, 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 Corporation.

/s/ Frederick H. Waddell

Frederick H. Waddell
Chief Executive Officer
(Principal Executive Officer)

Date: April 28, 2016

/s/ S. Biff Bowman

S. Biff Bowman
Chief Financial Officer
(Principal Financial Officer)

Date: April 28, 2016

This certification accompanies the Report pursuant to section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by Northern Trust Corporation for purposes of section 18 of the Securities Exchange Act of 1934, as amended.