

Federal Financial Institutions Examination Council



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

Report at the close of business September 30, 2011

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

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

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

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

I, the undersigned CFO (or equivalent) of the named bank, attest that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct to the best of my knowledge and belief.

Director (Trustee)

Director (Trustee)

Director (Trustee)

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

Submission of Reports

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

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

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

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

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

THE NORTHERN TRUST COMPANY

Legal Title of Bank (RSSD 9017)

CHICAGO

City (RSSD 9130)

FDIC Certificate Number 00913
(RSSD 9050)

IL
State Abbrev. (RSSD 9200)

60603-
Zip Code (RSSD 9220)

Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for September 30, 2011

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

Schedule RC - Balance Sheet

Dollar Amounts in Thousands				
		Bil	Mil	Thou
ASSETS				
1. Cash and balances due from depository institutions (from Schedule RC-A):				
a. Noninterest-bearing balances and currency and coin ⁽¹⁾	RCFD0081	4,227,578		1.a.
b. Interest-bearing balances ⁽²⁾	RCFD0071	28,931,090		1.b.
2. Securities:				
a. Held-to-maturity securities (from Schedule RC-B, column A)	RCFD1754	784,891		2.a.
b. Available-for-sale securities (from Schedule RC-B, column D)	RCFD1773	24,877,529		2.b.
3. Federal funds sold and securities purchased under agreements to resell:				
a. Federal funds sold in domestic offices	RCONB987	83,707		3.a.
b. Securities purchased under agreements to resell ⁽³⁾	RCFDB989	206,301		3.b.
4. Loans and lease financing receivables (from Schedule RC-C):				
a. Loans and leases held for sale	RCFD5369	9,566		4.a.
b. Loans and leases, net of unearned income	RCFDB528	16,377,389		4.b.
c. LESS: Allowance for loan and lease losses	RCFD3123	164,382		4.c.
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)	RCFDB529	16,213,007		4.d.
5. Trading assets (from Schedule RC-D)				
	RCFD3545	3,278,515		5.
6. Premises and fixed assets (including capitalized leases)				
	RCFD2145	415,616		6.
7. Other real estate owned (from Schedule RC-M)				
	RCFD2150	9,312		7.
8. Investments in unconsolidated subsidiaries and associated companies				
	RCFD2130	0		8.
9. Direct and indirect investments in real estate ventures				
	RCFD3656	0		9.
10. Intangible assets:				
a. Goodwill	RCFD3163	446,316		10.a.
b. Other intangible assets (from Schedule RC-M)	RCFD0426	120,262		10.b.
11. Other assets (from Schedule RC-F)				
	RCFD2160	3,591,558		11.
12. Total assets (sum of items 1 through 11)				
	RCFD2170	83,195,248		12.

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

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

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

Schedule RC - Continued

		Dollar Amounts in Thousands			Bil	Mil	Thou	
LIABILITIES								
13. Deposits:								
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)		RCON2200				22,954,942		13.a.
(1) Noninterest-bearing ⁽¹⁾		RCON6631	14,083,320					13.a.(1)
(2) Interest-bearing		RCON6636	8,871,622					13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)		RCFN2200				41,998,617		13.b.
(1) Noninterest-bearing		RCFN6631	3,375,590					13.b.(1)
(2) Interest-bearing		RCFN6636	38,623,027					13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:								
a. Federal funds purchased in domestic offices ⁽²⁾		RCONB993				4,370,525		14.a.
b. Securities sold under agreements to repurchase ⁽³⁾		RCFDB995				695,400		14.b.
15. Trading liabilities (from Schedule RC-D)		RCFD3548				1,759,731		15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)		RCFD3190				1,845,105		16.
17. Not applicable								
18. Not applicable								
19. Subordinated notes and debentures ⁽⁴⁾		RCFD3200				1,986,597		19.
20. Other liabilities (from Schedule RC-G)		RCFD2930				2,065,977		20.
21. Total liabilities (sum of items 13 through 20)		RCFD2948				77,676,894		21.
22. Not applicable								
EQUITY CAPITAL								
Bank Equity Capital								
23. Perpetual preferred stock and related surplus		RCFD3838				0		23.
24. Common stock		RCFD3230				3,563		24.
25. Surplus (exclude all surplus related to preferred stock)		RCFD3839				1,155,561		25.
26.								
a. Retained earnings		RCFD3632				4,565,627		26.a.
b. Accumulated other comprehensive income ⁽⁵⁾		RCFDB530				(207,634)		26.b.
c. Other equity capital components ⁽⁶⁾		RCFDA 130				0		26.c.
27.								
a. Total bank equity capital (sum of items 23 through 26.c)		RCFD3210				5,517,117		27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries		RCFD3000				1,237		27.b.
28. Total equity capital (sum of items 27.a and 27.b)		RCFDG105				5,518,354		28.
29. Total liabilities and equity capital (sum of items 21 and 28)		RCFD3300				83,195,248		29.

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

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

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

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

(5) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.

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