

Federal Financial Institutions Examination Council



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

1

Report at the close of business December 31, 2012

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

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

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

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

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

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

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

Signature of Chief Financial Officer (or Equivalent)

Director (Trustee)

Date of Signature

Director (Trustee)

Director (Trustee)

Submission of Reports

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

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

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

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

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

THE NORTHERN TRUST COMPANY

Legal Title of Bank (RSSD 9017)

CHICAGO

City (RSSD 9130)

FDIC Certificate Number 00913
(RSSD 9050)

IL

State Abbreviation (RSSD 9200)

60603-

Zip Code (RSSD 9220)

This estimated average burden associated with this information collection is 50.1 hours per respondent and is estimated to vary from 17 to 700 hours per response, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information, unless it displays a currently valid OMB control number. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503, and to one of the following: Secretary, Board of Governors of the Federal Reserve System, Washington, DC 20551; Legislative and Regulatory Analysis Division, Office of the Comptroller of the Currency, Washington, DC 20219; Assistant Executive Secretary, Federal Deposit Insurance Corporation, Washington, DC 20429.

Schedule RC

15

Consolidated Report of Condition for Insured Banks and Savings Associations for December 31, 2012

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	Mill	Thou
Assets				
1. Cash and balances due from depository institutions (from Schedule RC-A):				
a. Noninterest-bearing balances and currency and coin ⁽¹⁾	RCFD0081	3,680,520		1.a.
b. Interest-bearing balances ⁽²⁾	RCFD0071	28,035,308		1.b.
2. Securities:				
a. Held-to-maturity securities (from Schedule RC-B, column A)	RCFD1754	714,492		2.a.
b. Available-for-sale securities (from Schedule RC-B, column D)	RCFD1773	28,638,602		2.b.
3. Federal funds sold and securities purchased under agreements to resell:				
a. Federal funds sold in domestic offices	RCONB987	25,370		3.a.
b. Securities purchased under agreements to resell ⁽³⁾	RCFDB989	35,406		3.b.
4. Loans and lease financing receivables (from Schedule RC-C):				
a. Loans and leases held for sale	RCFD5369	11,710		4.a.
b. Loans and leases, net of unearned income	RCFDB528	29,492,823		4.b.
c. LESS: Allowance for loan and lease losses	RCFD3123	297,856		4.c.
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)	RCFDB529	29,194,967		4.d.
5. Trading assets (from Schedule RC-D)	RCFD3545	814,827		5.
6. Premises and fixed assets (including capitalized leases)	RCFD2145	464,870		6.
7. Other real estate owned (from Schedule RC-M)	RCFD2150	20,313		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	499,024		10.a.
b. Other intangible assets (from Schedule RC-M)	RCFD0426	103,940		10.b.
11. Other assets (from Schedule RC-F)	RCFD2160	4,899,433		11.
12. Total assets (sum of items 1 through 11)	RCFD2170	97,138,782		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	38,209,420		13.a.
(1) Noninterest-bearing ⁽¹⁾	RCON6631	20,552,390		13.a.(1)
(2) Interest-bearing	RCON6636	17,657,030		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)	RCFN2200	44,924,796		13.b.
(1) Noninterest-bearing	RCFN6631	3,513,158		13.b.(1)
(2) Interest-bearing	RCFN6636	41,411,638		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:				
a. Federal funds purchased in domestic offices ⁽²⁾	RCONB993	64,000		14.a.
b. Securities sold under agreements to repurchase ⁽³⁾	RCFDB995	699,831		14.b.
15. Trading liabilities (from Schedule RC-D)	RCFD3548	496,927		15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)	RCFD3190	2,242,185		16.
17. Not applicable				
18. Not applicable				
19. Subordinated notes and debentures ⁽⁴⁾	RCFD3200	1,330,353		19.
20. Other liabilities (from Schedule RC-G)	RCFD2930	1,944,387		20.
21. Total liabilities (sum of items 13 through 20)	RCFD2948	89,911,899		21.
22. Not applicable				22.
Equity Capital				
Bank Equity Capital				
23. Perpetual preferred stock and related surplus	RCFD3838	0		23.
24. Common stock	RCFD3230	3,563		24.
25. Surplus (exclude all surplus related to preferred stock)	RCFD3839	1,766,084		25.
26.				
a. Retained earnings	RCFD3632	5,693,639		26.a.
b. Accumulated other comprehensive income ⁽⁵⁾	RCFDB530	(237,768)		26.b.
c. Other equity capital components ⁽⁶⁾	RCFDA 130	0		26.c.
27.				27.
a. Total bank equity capital (sum of items 23 through 26.c)	RCFD3210	7,225,518		27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	RCFD3000	1,365		27.b.
28. Total equity capital (sum of items 27.a and 27.b)	RCFDG105	7,226,883		28.
29. Total liabilities and equity capital (sum of items 21 and 28)	RCFD3300	97,138,782		29.

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

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

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

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

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

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

Schedule RC—Continued

Memoranda

To be reported with the March Report of Condition.

	Number	
1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2011		
	RCFD6724	N/A M.1.

- 1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank
- 2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)
- 3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm

- 4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)
- 5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)
- 6 = Review of the bank's financial statements by external auditors
- 7 = Compilation of the bank's financial statements by external auditors
- 8 = Other audit procedures (excluding tax preparation work)
- 9 = No external audit work

	MM/DD	
To be reported with the March Report of Condition.		
2. Bank's fiscal year-end date	RCON8678	N/A M.2.