

Federal Financial Institutions Examination Council**Consolidated Reports of Condition and Income for
a Bank with Domestic and Foreign Offices—FFIEC 031****Report at the close of business March 31, 2019**

This report is required by law: 12 U.S.C. § 324 (State member banks); 12 U.S.C. §1817 (State nonmember banks); 12 U.S.C. §161 (National banks); and 12 U.S.C. §1464 (Savings associations). Unless the context indicates otherwise, the term “bank” in this report form refers to both banks and savings associations.

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.

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.

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:

- 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
- 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.

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.

FDIC Certificate Number 00913
(RSSD 9050)

(20190331)

(RCON 9999)

This report form is to be filed by (1) 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 and (2) banks with domestic offices only and total consolidated assets of \$100 billion or more.

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.

Director (Trustee)

Director (Trustee)

Director (Trustee)

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.

THE NORTHERN TRUST COMPANY

Legal Title of Bank (RSSD 9017)

CHICAGO

City (RSSD 9130)

IL

State Abbrev. (RSSD 9200)

60603

ZIP Code (RSSD 9220)

Legal Entity Identifier (LEI) 6PTKHDJ8HDF78PFWH30

(Report only if your institution already has an LEI.) (RCON 9224)

The estimated average burden associated with this information collection is 121.74 hours per respondent and is expected to vary by institution, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information, unless it displays a currently valid OMB control number. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503, and to one of the following: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551; Legislative and Regulatory Analysis Division, Office of the Comptroller of the Currency, Washington, DC 20219; Assistant Executive Secretary, Federal Deposit Insurance Corporation, Washington, DC 20429.

Consolidated Report of Condition for Insured Banks and Savings Associations for March 31, 2019

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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		RCFD	Amount	
Assets				
1. Cash and balances due from depository institutions (from Schedule RC-A):				
a. Noninterest-bearing balances and currency and coin (1).....	0081		2,637,901	1.a.
b. Interest-bearing balances (2).....	0071		29,782,716	1.b.
2. Securities:				
a. Held-to-maturity securities (from Schedule RC-B, column A) (3).....	JJ34		12,067,218	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D).....	1773		37,058,241	2.b.
c. Equity securities with readily determinable fair values not held for trading (4).....	JA22		0	2.c.
3. Federal funds sold and securities purchased under agreements to resell:				
a. Federal funds sold.....	RCON	B987	37,000	3.a.
b. Securities purchased under agreements to resell (5,6).....	RCFD	B989	515,233	3.b.
4. Loans and lease financing receivables (from Schedule RC-C):				
a. Loans and leases held for sale.....		5369	0	4.a.
b. Loans and leases held for investment.....	B528		30,620,648	4.b.
c. LESS: Allowance for loan and lease losses (7).....	3123		114,546	4.c.
d. Loans and leases held for investment, net of allowance (item 4.b minus 4.c).....	B529		30,506,102	4.d.
5. Trading assets (from Schedule RC-D).....	3545		671,187	5.
6. Premises and fixed assets (including capitalized leases).....	2145		871,208	6.
7. Other real estate owned (from Schedule RC-M).....	2150		7,991	7.
8. Investments in unconsolidated subsidiaries and associated companies.....	2130		0	8.
9. Direct and indirect investments in real estate ventures.....	3656		0	9.
10. Intangible assets (from Schedule RC-M).....	2143		761,859	10.
11. Other assets (from Schedule RC-F) (6).....	2160		6,509,928	11.
12. Total assets (sum of items 1 through 11).....	2170		121,426,584	12.
Liabilities				
13. Deposits:				
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, Part I)		RCON		
(1) Noninterest-bearing (8).....	RCON	6631	14,938,972	13.a.1.
(2) Interest-bearing.....	RCON	6636	17,131,646	13.a.2.
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, Part II)		RCFN		
(1) Noninterest-bearing.....	RCFN	6631	6,977,559	13.b.1.
(2) Interest-bearing.....	RCFN	6636	58,339,569	13.b.2.
14. Federal funds purchased and securities sold under agreements to repurchase:				
a. Federal funds purchased in domestic offices (9).....	RCON	B993	480,200	14.a.
b. Securities sold under agreements to repurchase (10).....	RCFD	B995	39,732	14.b.
15. Trading liabilities (from Schedule RC-D).....	RCFD	3548	413,389	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M).....		RCFD		
		3190	9,917,848	16.

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

2 Includes time certificates of deposit not held for trading.

3 Institutions that have adopted ASU 2016-13 should report in item 2.a amounts net of any applicable allowance for credit losses, and item 2.a should equal Schedule RC-B, item 8, column A, less Schedule RI-B, Part II, item 7, column B.

4 Item 2.c is to be completed only by institutions that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2016-01.

5 Includes all securities resale agreements, regardless of maturity.

6 Institutions that have adopted ASU 2016-13 should report in items 3.b and 11 amounts net of any applicable allowance for credit losses.

7 Institutions that have adopted ASU 2016-13 should report in item 4.c the allowance for credit losses on loans and leases.

8 Includes noninterest-bearing, demand, time, and savings deposits.

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

10 Includes all securities repurchase agreements, regardless of maturity.

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	Dollar Amounts in Thousands	RCFD	Amount	
Liabilities - continued				
17. and 18. Not applicable				
19. Subordinated notes and debentures (1).....	3200		982,596	19.
20. Other liabilities (from Schedule RC-G).....	2930		2,566,531	20.
21. Total liabilities (sum of items 13 through 20).....	2948		111,788,042	21.
22. Not applicable				
Equity Capital				
Bank Equity Capital				
23. Perpetual preferred stock and related surplus.....	3838		0	23.
24. Common stock.....	3230		3,563	24.
25. Surplus (excludes all surplus related to preferred stock).....	3839		1,819,653	25.
26. a. Retained earnings.....	3632		8,117,485	26.a.
b. Accumulated other comprehensive income (2).....	B530		(303,796)	26.b.
c. Other equity capital components (3).....	A130		0	26.c.
27. a. Total bank equity capital (sum of items 23 through 26.c).....	3210		9,636,905	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries.....	3000		1,637	27.b.
28. Total equity capital (sum of items 27.a and 27.b).....	G105		9,638,542	28.
29. Total liabilities and equity capital (sum of items 21 and 28).....	3300		121,426,584	29.

Memoranda**To be reported with the March Report of Condition.**

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 2018.....

RCFD	Number	
6724	2a	M.1.

- 1a = An integrated audit of the reporting institution's financial statements and its internal control over financial reporting conducted in accordance with the standards of the American Institute of Certified Public Accountants (AICPA) or the Public Company Accounting Oversight Board (PCAOB) by an independent public accountant that submits a report on the institution
- 1b = An audit of the reporting institution's financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the institution
- 2a = An integrated audit of the reporting institution's parent holding company's consolidated financial statements and its internal control over financial reporting conducted in accordance with the standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately)
- 2b = An audit of the reporting institution's parent holding company's consolidated financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately)

- 3 = This number is not to be used
- 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

To be reported with the March Report of Condition.

2. Bank's fiscal year-end date (report the date in MMDD format).....

RCON	Date	
8678	12/31	M.2.

- 1 Includes limited-life preferred stock and related surplus.
- 2 Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, and accumulated defined benefit pension and other postretirement plan adjustments.
- 3 Includes treasury stock and unearned Employee Stock Ownership Plan shares.