

Federal Financial Institutions Examination Council



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

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Report at the close of business September 30, 2016

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)

IL

State Abbreviation (RSSD 9200)

60603-

Zip Code (RSSD 9220)

6PTKHDJ8HDUF78PFWH30

Legal Entity Identifier (LEI) (RCON 9224)

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

FDIC Certificate Number 00913
(RSSD 9050)

Consolidated Report of Condition for Insured Banks and Savings Associations for September 30, 2016

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		Amount	
Assets			
1. Cash and balances due from depository institutions (from Schedule RC-A):			
a. Noninterest-bearing balances and currency and coin ⁽¹⁾	RCFD0081	1,721,222	1.a.
b. Interest-bearing balances ⁽²⁾	RCFD0071	31,913,730	1.b.
2. Securities:			
a. Held-to-maturity securities (from Schedule RC-B, column A)	RCFD1754	7,965,583	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D)	RCFD1773	35,972,702	2.b.
3. Federal funds sold and securities purchased under agreements to resell:			
a. Federal funds sold in domestic offices	RCONB987	15,100	3.a.
b. Securities purchased under agreements to resell ⁽³⁾	RCFDB989	2,050,893	3.b.
4. Loans and lease financing receivables (from Schedule RC-C):			
a. Loans and leases held for sale	RCFD5369	54,176	4.a.
b. Loans and leases, net of unearned income	RCFDB528	33,368,826	4.b.
c. LESS: Allowance for loan and lease losses	RCFD3123	191,009	4.c.
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)	RCFDB529	33,177,817	4.d.
5. Trading assets (from Schedule RC-D)	RCFD3545	741,626	5.
6. Premises and fixed assets (including capitalized leases)	RCFD2145	434,383	6.
7. Other real estate owned (from Schedule RC-M)	RCFD2150	7,713	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	483,764	10.a.
b. Other intangible assets (from Schedule RC-M)	RCFD0426	44,724	10.b.
11. Other assets (from Schedule RC-F)	RCFD2160	5,119,024	11.
12. Total assets (sum of items 1 through 11)	RCFD2170	119,702,457	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		Amount	
Liabilities			
13. Deposits:			
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, Part I)	RCON2200	39,397,187	13.a.
(1) Noninterest-bearing ⁽¹⁾	RCON6631	22,636,994	13.a.(1)
(2) Interest-bearing	RCON6636	16,760,193	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, Part II)	RCFN2200	60,575,351	13.b.
(1) Noninterest-bearing	RCFN6631	6,551,027	13.b.(1)
(2) Interest-bearing	RCFN6636	54,024,324	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:			
a. Federal funds purchased in domestic offices ⁽²⁾	RCONB993	1,500	14.a.
b. Securities sold under agreements to repurchase ⁽³⁾	RCFDB995	301,807	14.b.
15. Trading liabilities (from Schedule RC-D)	RCFD3548	380,139	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)	RCFD3190	6,225,139	16.
17. Not applicable			
18. Not applicable			
19. Subordinated notes and debentures ⁽⁴⁾	RCFD3200	1,539,858	19.
20. Other liabilities (from Schedule RC-G)	RCFD2930	2,729,705	20.
21. Total liabilities (sum of items 13 through 20)	RCFD2948	111,150,686	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	1,767,559	25.
26.			
a. Retained earnings	RCFD3632	7,002,406	26.a.
b. Accumulated other comprehensive income ⁽⁵⁾	RCFDB530	(223,651)	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	8,549,877	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	RCFD3000	1,894	27.b.
28. Total equity capital (sum of items 27.a and 27.b)	RCFDG105	8,551,771	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	RCFD3300	119,702,457	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.