Federal Financial Institutions Examination Council

OMB Number: 7100-0036 OMB Number: 3064-0052 OMB Number: 1557-0081 Approval expires September 30, 2019



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

Report at the close of business March 31, 2017

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).

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

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

Reports of Condition and Income are to be prepared in accordance with Federal regulatory authority instructions. The Reports of Condition and 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.

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.

 Signature of Chief Financial Officer (or Equivalent)
 Director (Trustee)

 Date of Signature
 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.

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) 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 banks 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)

..

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.)

The estimated average burden associated with this information collection is 128.05 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.

Schedule RC

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Consolidated Report of Condition for Insured Banks and Savings Associations for March 31, 2017

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					İ
1. Cash and balances due from depository institutions (from Schedule RC-A):					
a. Noninterest-bearing balances and currency and coin (1)		RCFD0081	2,589,933	1.a.	
b. Interest-bearing balances ⁽²⁾		RCFD0071	33,518,467	1.b.	
2. Securities:					
a. Held-to-maturity securities (from Schedule RC-B, column A)A)		RCFD1754	8,631,975	2.a.	
b. Available-for-sale securities (from Schedule RC-B, column D)		RCFD1773	34,996,698	2.b.	
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices		RCONB987	0	3.a.	
b. Securities purchased under agreements to resell (3)		RCFDB989	1,933,836	3.b.	
4. Loans and lease financing receivables (from Schedule RC-C):					
a. Loans and leases held for sale		RCFD5369	32,282	4.a	
b. Loans and leases held for investment RCFD	DB528	33,439,507			4.b.
c. LESS: Allow ance for loan and lease losses	03123	161,933			4.c
d. Loans and leases held for investment, net of allowance (item 4.b minus 4.c)		RCFDB529	33,277,574	4.d	
5. Trading assets (from Schedule RC-D)		RCFD3545	579,583		
6. Premises and fixed assets (including capitalized leases)		RCFD2145	455,969	6.	
7. Other real estate ow ned (from Schedule RC-M)		RCFD2150	6,871	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. Goodw ill			RCFD3163	478,848	10.8
b. Other intangible assets (from Schedule RC-M)		RCFD0426	40,290	10.	
11. Other assets (from Schedule RC-F)			RCFD2160	4,544,514	11.
12. Total assets (sum of items 1 through 11)			RCFD2170	121,086,840	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.

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Schedule RC—Continued

Liabilities RCON8631 RCON8631 RCON2200 38,642,369 13. Deposits: a. h domestic offices (sum of totals of columns A and C from Schedule RC-E, Part I) RCON8633 17,904,765 13.a.(1) (1) Noninterest-bearing (1) noninterest-bearing RCON8633 17,904,765 13.a.(2) b. h foreign offices, Edge and Agreement subsidiaries, and BFS (from Schedule RC-E, Part II) RCFN2200 62,605,376 13.b.(1) (2) Interest-bearing RCFN6631 9,847,987 RCFN2200 62,605,376 (4) Foderal funds purchased and securities sold under agreements to repurchase: RCON8993 26,500 14.a. a. Federal funds purchased in domestic offices (2) RCFD8995 433,167 14.b. 15. Trading liabilities (from Schedule RC-D) RCFD848 800,522 15. 16. Other borow ed money (includes mortgage indebtedness and obligations under capitalized leases) RCFD3200 1,527,888 19. 20. Other liabilities (from Schedule RC-G) RCFD3200 1,527,888 20. 21. 19. Subordinated notes and debentures (4) RCFD3230 2,682,83 20. 22. 22. 24. 23.<	Dollar Amounts in Thousands			Amount	
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(1) Noninterest-bearing (1)	13. Deposits:				
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b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, Part II) RCFN2200 62,605,376 13.b. (1) (1) Noninterest-bearing RCFN6631 9,847,987 13.b. (1) (2) Interest-bearing RCFN6531 9,847,987 13.b. (1) (2) Interest-bearing RCFD29301 14.a. 14.b. (3) Contentions of the agreements to repurchase (3) 14.b. 15. (1) At applicable RCFD3100 6,154,017 16. (3) Not applicable RCFD3200 1,527,888 10. (3) Other liabilities (from Schedule RC-G) RCFD3200 1,527,888 10. (3) Other liabilities (from Schedule RC-G) RCFD3200 1,527,888 20. (3) Other liabilities (from Schedule RC-G) RCFD3230 3,663 24.	(1) Noninterest-bearing (1)	RCON6631 20,737,604	1		13.a.(1)
RCFN8631 9,847,987 13.b.(1) (2) Interest-bearing RCFN8636 52,757,389 14. Federal funds purchased and securities sold under agreements to repurchase: RCONB993 26,500 a. Federal funds purchased in domestic offices (2) RCFD8995 433,167 b. Securities sold under agreements to repurchase: RCONB993 26,500 15. Trading liabilities (from Schedule RC-D) RCFD3548 800,523 16. Other borrow ed money (includes mortgage indebtedness and obligations under capitalized leases) RCFD3190 6,154,017 16. Not applicable RCFD3200 1,527,888 19. 20. Other liabilities (from Schedule RC-G) RCFD3200 1,527,888 20. 21. Total liabilities (from Schedule RC-G) RCFD2930 2,085,283 20. 21. Total liabilities (sum of items 13 through 20) 21. 21. 22. 22. Not applicable RCFD3230 3,563 23. 23. Perpetual preferred stock and related surplus RCFD3339 1,767,559 25. 24. Common stock RCFD3339 3,653 23. 24. 25. Surplus (exclude all surplus related to preferred stock) RCFD3339 1,767,559	(2) Interest-bearing	RCON6636 17,904,765	5		13.a.(2)
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14. Federal funds purchased and securities sold under agreements to repurchase: a. Federal funds purchased in domestic offices (2) H.a. a. Federal funds purchased in domestic offices (2) RCONB993 (26,500) 14.a. b. Securities sold under agreements to repurchase (3) RCEDB995 (433,167) 14.b. 15. Trading liabilities (from Schedule RC-D) RCEDB995 (433,167) 15. 16. Other borrow ed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M) RCED3548 (800,523) 15. 17. Not applicable RCED3200 (1,527,888) 19. 20. 20. Other liabilities (rom Schedule RC-G) RCED2930 (2,085,283) 20. 21. Total liabilities (sum of items 13 through 20) 21. 21. 22. Equity Capital Bank Equity Capital 23. RcFD3230 (3,563) 24. 23. Perpetual preferred stock and related surplus 23. RcFD3838 (0) 23. 24. Common stock RCFD3632 (311,746) 26.a. RCFD3632 (311,746) 25. Surplus (exclude all surplus related to preferred stock) RCFD3632 (311,746) 26.a. 27. a. RcFD3300 (1,939) 27.a. 26.a. 28. Total bank equity capital (sum of items 23 through 26.c) RcFD3000	(1) Noninterest-bearing	RCFN6631 9,847,987	7		13.b.(1)
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Equity Capital Bank Equity CapitalRCFD38380 23.23. Perpetual preferred stock and related surplus23.24. Common stockRCFD323025. Surplus (exclude all surplus related to preferred stock)RCFD383926. a. Retained earningsRCFD3632b. Accumulated other comprehensive income(5) 				112,275,123	21.
Bank Equity CapitalRCFD3838023. Perpetual preferred stock and related surplus23.24. Common stockRCFD323025. Surplus (exclude all surplus related to preferred stock)RCFD323026.RCFD3839a. Retained earningsRCFD3632b. Accumulated other comprehensive income (5)RCFD3632c. Other equity capital components (6)RCFD31027.RCFD3210a. Total bank equity capital (sum of items 23 through 26.c)RCFD3210b. Noncontrolling (minority) interests in consolidated subsidiariesRCFD300028. Total equity capital (sum of items 27.a and 27.b)RCFD31029. Total equity capital (sum of items 27.a and 27.b)RCFD31020. Total equity capital (sum of items 27.a and 27.b)RCFD31020. Total equity capital (sum of items 27.a and 27.b)RCFD31020. Total equity capital (sum of items 27.a and 27.b)RCFD31021. Total equity capital (sum of items 27.a and 27.b)RCFD31022. Total equity capital (sum of items 27.a and 27.b)RCFD31023. Total equity capital (sum of items 27.a and 27.b)RCFD31024. Total equity capital (sum of items 27.a and 27.b)RCFD31025. Total equity capital (sum of items 27.a and 27.b)RCFD31026. Total equity capital (sum of items 27.a and 27.b)RCFD31027. D. RCFD310RCFD31028. Total equity capital (sum of items 27.a and 27.b)RCFD31029. Total equity capital (sum of items 27.a and 27.b)RCFD310	22. Not applicable				22.
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 7,350,402 26.a. b. Accumulated other comprehensive income (5) 26.b. RCFD3530 (311,746) 26.b. c. Other equity capital components (6) 26.c. RCFD3210 8,809,778 27.a. a. Total bank equity capital (sum of items 23 through 26.c) RCFD3210 8,809,778 27.a. b. Noncontrolling (minority) interests in consolidated subsidiaries 27.b. 27.b. 27.b. 28. Total equity capital (sum of items 27.a and 27.b) 26.d. 27.b. 27.b.	Equity Capital				
24. Common stock RCFD3230 3,563 24. 25. Surplus (exclude all surplus related to preferred stock) RCFD3839 1,767,559 25. 26. RCFD3632 7,350,402 26.a. b. Accumulated other comprehensive income (5) RCFD3530 (311,746) 26.b. c. Other equity capital components (6) RCFD310 0 26.c. 27. a. Total bank equity capital (sum of items 23 through 26.c) RCFD3210 8,809,778 27.a. b. Noncontrolling (minority) interests in consolidated subsidiaries RCFD3000 1,939 27.b. 28. Total equity capital (sum of items 27.a and 27.b) RCFD310 8,811,717 28.					
25. Surplus (exclude all surplus related to preferred stock)RCFD38391,767,55925.26.a. Retained earningsRCFD36327,350,40226.a.b. Accumulated other comprehensive income(5)RCFD36327,350,40226.b.c. Other equity capital components(6)RCFD310026.c.27.a. Total bank equity capital (sum of items 23 through 26.c)RCFD32108,809,77827.a.b. Noncontrolling (minority) interests in consolidated subsidiariesRCFD30001,93927.b.28. Total equity capital (sum of items 27.a and 27.b)20.120.128.	23. Perpetual preferred stock and related surplus			0	23.
26. a. Retained earnings RCFD3632 7,350,402 26.a. b. Accumulated other comprehensive income (5) RCFD3632 7,350,402 26.a. c. Other equity capital components (6) RCFD3632 7,350,402 26.b. 27. a. Total bank equity capital (sum of items 23 through 26.c) RCFD3210 8,809,778 27.a. b. Noncontrolling (minority) interests in consolidated subsidiaries RCFD3000 1,939 27.b. 28. Total equity capital (sum of items 27.a and 27.b) RCFDG105 8,811,717 28.	24. Common stock			3,563	24.
a. Retained earningsRCFD36327,350,40226.a.b. Accumulated other comprehensive income(5)26.b.26.b.c. Other equity capital components(6)26.c.26.c.27.a. Total bank equity capital (sum of items 23 through 26.c)RCFD32108,809,77827.a.b. Noncontrolling (minority) interests in consolidated subsidiaries27.a.RCFD32001,93927.b.28. Total equity capital (sum of items 27.a and 27.b)26.d.26.d.27.a.26.d.29. Total equity capital (sum of items 27.a and 27.b)27.a.27.a.27.a.27.b.29. Total equity capital (sum of items 27.a and 27.b)27.a.27.b.28.27.a.	25. Surplus (exclude all surplus related to preferred stock)		RCFD3839	1,767,559	25.
b. Accumulated other comprehensive income (5) RCFDB530 (311,746) 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 8,809,778 27.a. b. Noncontrolling (minority) interests in consolidated subsidiaries RCFD3000 1,939 27.b. 28. Total equity capital (sum of items 27.a and 27.b) RCFDG105 8,811,717 28.	26.				
c. Other equity capital components (6) RCFDA 130 26.c. 27. a. Total bank equity capital (sum of items 23 through 26.c) RCFD3210 8,809,778 27.a. b. Noncontrolling (minority) interests in consolidated subsidiaries RCFD3000 1,939 27.b. 28. Total equity capital (sum of items 27.a and 27.b) RCFDG105 8,811,717 28.	0			7,350,402	26.a.
27. a. Total bank equity capital (sum of items 23 through 26.c) RCFD3210 8,809,778 27.a. b. Noncontrolling (minority) interests in consolidated subsidiaries RCFD3000 1,939 27.b. 28. Total equity capital (sum of items 27.a and 27.b) RCFDG105 8,811,717 28.	·			(311,746)	26.b.
a. Total bank equity capital (sum of items 23 through 26.c) RCFD3210 8,809,778 27.a. b. Noncontrolling (minority) interests in consolidated subsidiaries RCFD3000 1,939 27.b. 28. Total equity capital (sum of items 27.a and 27.b) RCFDG105 8,811,717 28.	c. Other equity capital components ⁽⁶⁾			0	26.c.
b. Noncontrolling (minority) interests in consolidated subsidiaries RCFD3000 1,939 27.b. 28. Total equity capital (sum of items 27.a and 27.b) RCFDG105 8,811,717 28.	27.				
28. Total equity capital (sum of items 27.a and 27.b) RCFDG105 8,811,717 28.	a. Total bank equity capital (sum of items 23 through 26.c)			8,809,778	27.a.
	b. Noncontrolling (minority) interests in consolidated subsidiaries			1,939	27.b.
29. Total liabilities and equity capital (sum of items 21 and 28) 29. Total liabilities and equity capital (sum of items 21 and 28)	28. Total equity capital (sum of items 27.a and 27.b)			8,811,717	28.
	29. Total liabilities and equity capital (sum of items 21 and 28)		RCFD3300	121,086,840	29.

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

(2) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrow ed 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 Ow nership Plan shares.