

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 June 30, 2024

20240630
(RCON 9999)

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).

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, (2) banks with domestic offices only and total consolidated assets of \$100 billion or more, and (3) banks that are advanced approaches institutions for regulatory capital purposes.

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.

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.

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

Director (Trustee)

Signature of Chief Financial Officer (or Equivalent)

Director (Trustee)

8/2/2024

Date of Signature

Director (Trustee)

Submission of Reports

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

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.

- (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.

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@cdr.ffiec.gov.

The Northern Trust Company

Legal Title of Bank (RSSD 9017)

Chicago

City (RSSD 9130)

FDIC Certificate Number

913

(RSSD 9050)

IL

State Abbreviation (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 86.12 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 June 30, 2024

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	2,383,966	1.a.
	b. Interest-bearing balances ⁽²⁾			0071	49,189,206	1.b.
2.	Securities:					
	a. Held-to-maturity securities (from Schedule RC-B, column A) ⁽³⁾			JJ34	22,362,782	2.a.
	b. Available-for-sale debt securities (from Schedule RC-B, column D).....			1773	26,861,685	2.b.
	c. Equity securities with readily determinable fair values not held for trading ⁽⁴⁾			JA22	286,808	2.c.
3.	Federal funds sold and securities purchased under agreements to resell:					
	a. Federal funds sold in domestic offices.....			RCON B987	0	3.a.
	b. Securities purchased under agreements to resell ^(5,6)			RCFD B989	859,583	3.b.
4.	Loans and lease financing receivables (from Schedule RC-C):			RCFD		
	a. Loans and leases held for sale.....			5369	0	4.a.
	b. Loans and leases held for investment.....	RCFD	B528		42,135,180	4.b.
	c. LESS: Allowance for credit losses on loans and leases	RCFD	3123		167,715	4.c.
	d. Loans and leases held for investment, net of allowance (item 4.b minus 4.c).....			B529	41,967,465	4.d.
5.	Trading assets (from Schedule RC-D).....			3545	489,040	5.
6.	Premises and fixed assets (including right-of-use assets).....			2145	971,889	6.
7.	Other real estate owned (from Schedule RC-M).....			2150	24	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	704,697	10.
11.	Other assets (from Schedule RC-F) ⁽⁶⁾			2160	10,188,116	11.
12.	Total assets (sum of items 1 through 11).....			2170	156,265,261	12.

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

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

3. Institutions 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 by all institutions. See the instructions for this item and the Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.

5. Includes all securities resale agreements, regardless of maturity.

6. Institutions should report in items 3.b and 11 amounts net of any applicable allowance for credit losses.

Schedule RC—Continued

		Dollar Amounts in Thousands		RCON	Amount		
Liabilities							
13. Deposits:							
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, Part I).....				2200	48,160,674	13.a.	
(1) Noninterest-bearing ⁽¹⁾		RCON	6631	12,881,139		13.a.(1)	
(2) Interest-bearing.....		RCON	6636	35,279,535		13.a.(2)	
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, Part II).....				RCFN			
(1) Noninterest-bearing.....				2200	76,092,954	13.b.	
(2) Interest-bearing.....		RCFN	6631	8,480,710		13.b.(1)	
		RCFN	6636	67,612,244		13.b.(2)	
14. Federal funds purchased and securities sold under agreements to repurchase:							
a. Federal funds purchased in domestic offices ⁽²⁾				RCON	B993	2,000,200	14.a.
b. Securities sold under agreements to repurchase ⁽³⁾				RCFD	B995	629,198	14.b.
15. Trading liabilities (from Schedule RC-D).....				RCFD	3548	819,586	15.
16. Other borrowed money (includes mortgage indebtedness) (from Schedule RC-M)....				RCFD	3190	10,954,932	16.
17. and 18. Not applicable				RCFD			
19. Subordinated notes and debentures ⁽⁴⁾					3200	2,031,292	19.
20. Other liabilities (from Schedule RC-G).....					2930	3,687,770	20.
21. Total liabilities (sum of items 13 through 20).....					2948	144,376,606	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 (exclude all surplus related to preferred stock).....					3839	2,328,131	25.
26. a. Retained earnings.....					3632	10,381,751	26.a.
b. Accumulated other comprehensive income ⁽⁵⁾					B530	(827,752)	26.b.
c. Other equity capital components ⁽⁶⁾					A130	0	26.c.
27. a. Total bank equity capital (sum of items 23 through 26.c).....					3210	11,885,693	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries.....					3000	2,962	27.b.
28. Total equity capital (sum of items 27.a and 27.b).....					G105	11,888,655	28.
29. Total liabilities and equity capital (sum of items 21 and 28).....					3300	156,265,261	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, 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.

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 2023.....

RCFD	Number
6724	NA

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 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	NA

M.2.