NORTHERN TRUST CORP
Form 10-Q
October 26, 2016
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q
x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Quarterly Period Ended September 30, 2016
OR
¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
Commission File No. 001-36609
NORTHERN TRUST CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	36-2723087
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
50 South LaSalle Street Chicago, Illinois	60603
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (312) 630-6000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "small reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x
226,431,104 Shares – $1.66 2/3 Par Value
(Shares of Common Stock Outstanding on September 30, 2016)

Table of Contents

NORTHERN TRUST CORPORATION
QUARTERLY REPORT ON FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2016
TABLE OF CONTENTS

Table of Contents

CONSOLIDATED FINANCIAL HIGHLIGHTS
(UNAUDITED)

CONDENSED INCOME STATEMENTS (In Millions)	Three Months Ended September 30, 2016	2015	% Change [1]	Nine Months Ended September 30, 2016 ^	2015	% Change [1]
Noninterest Income	$910.6	$886.6	3 %	$2,809.8	$2,765.2	2 %
Net Interest Income	303.1	268.9	13	910.6	780.7	17
Provision for Credit Losses	(3.0)	(10.0)	(70)	(4.0)	(24.5)	(84)
Noninterest Expense	843.0	812.3	4	2,596.8	2,455.8	6
Income before Income Taxes	373.7	353.2	6	1,127.6	1,114.6	1
Provision for Income Taxes	116.1	118.6	(2)	361.6	380.1	(5)
Net Income	$257.6	$234.6	10 %	$766.0	$734.5	4 %
PER COMMON SHARE						
Net Income — Basic	$1.09	$0.97	12 %	$3.23	$3.03	7 %
— Diluted	1.08	0.96	13	3.21	3.00	7
Cash Dividends Declared Per Common Share	0.38	0.36	6	1.10	1.05	5
Book Value — End of Period (EOP)	38.41	36.31	6	38.41	36.31	6
Market Price — EOP	67.99	68.16	—	67.99	68.16	—

SELECTED BALANCE SHEET DATA (In Millions)

	September 30, 2016	December 31, 2015	% Change [1]
End of Period:			
Assets	$120,085.0	$116,749.6	3 %
Earning Assets	111,765.6	106,848.9	5
Deposits	99,471.3	96,868.9	3
Stockholders’ Equity	9,579.8	8,705.9	10

	Three Months Ended September 30, 2016	2015	% Change [1]	Nine Months Ended September 30, 2016	2015	% Change [1]
Average Balances:						
Assets	$116,382.5	$109,924.1	6 %	$114,909.9	$109,718.3	5 %
Earning Assets	107,843.8	100,809.2	7	106,363.7	101,110.5	5
Deposits	93,773.9	91,027.0	3	93,287.9	89,979.2	4
Stockholders’ Equity	9,230.6	8,710.5	6	8,906.0	8,597.9	4

CLIENT ASSETS (In Billions)	September 30, 2016	December 31, 2015	% Change [1]
Assets Under Custody/Administration [2]	$ 8,495.7	$ 7,797.0	9 %
Assets Under Custody	6,706.8	6,072.1	10
Assets Under Management	945.8	875.3	8

(1) Percentage calculations are based on actual balances rather than the rounded amounts presented in the Consolidated Financial Highlights.

(2) For the purposes of disclosing Assets Under Custody/Administration, to the extent that both custody and administration services are provided, the value of the assets is included only once.

(^) The nine months ended September 30, 2016 results have been adjusted to reflect the early adoption of ASU No. 2016-09, “Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting” (ASU No. 2016-09). Please refer to Note 2, “Recent Accounting Pronouncements,” of the Notes to

Consolidated Financial Statements for further discussion on the impact to the Corporation's previously reported quarterly results.

1

Table of Contents

SELECTED RATIOS AND METRICS

	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2016 ^	Nine Months Ended September 30, 2015
Financial Ratios:				
Return on Average Common Equity	11.71 %	10.91 %	11.87 %	11.68 %
Return on Average Assets	0.88	0.85	0.89	0.90
Dividend Payout Ratio	35.2	37.5	34.3	35.0
Net Interest Margin [1]	1.14	1.08	1.17	1.06

	September 30, 2016 Advanced Approach	September 30, 2016 Standardized Approach	December 31, 2015 Advanced Approach	December 31, 2015 Standardized Approach
Capital Ratios:				
Northern Trust Corporation				
Common Equity Tier 1	11.8 %	11.2 %	11.9 %	10.8 %
Tier 1	13.1	12.3	12.5	11.4
Total	14.5	14.0	14.2	13.2
Tier 1 Leverage	7.9	7.9	7.5	7.5
Supplementary Leverage [2]	6.6	N/A	6.2	N/A
The Northern Trust Company				
Common Equity Tier 1	12.0 %	11.1 %	11.6 %	10.4 %
Tier 1	12.0	11.1	11.6	10.4
Total	13.6	12.9	13.1	12.0
Tier 1 Leverage	7.0	7.0	6.7	6.7
Supplementary Leverage [2]	5.9	N/A	5.6	N/A

(1) Net interest margin is presented on a fully taxable equivalent (FTE) basis, a non-generally accepted accounting principle (GAAP) financial measure that facilitates the analysis of asset yields. The net interest margin on a GAAP basis and a reconciliation of net interest income on a GAAP basis to net interest income on an FTE basis are presented on page 28.

(2) Effective January 1, 2018, Northern Trust will be subject to a minimum supplementary leverage ratio of 3 percent.

(^) The nine months ended September 30, 2016 results have been adjusted to reflect the early adoption of ASU No. 2016-09. Please refer to Note 2, "Recent Accounting Pronouncements," of the Notes to Consolidated Financial Statements for further discussion on the impact to the Corporation's previously reported quarterly results.

Table of Contents

PART I – FINANCIAL INFORMATION
Items 2. and 3. Management's Discussion and Analysis of Financial Condition and Results of Operations and Quantitative and Qualitative Disclosures about Market Risk
THIRD QUARTER CONSOLIDATED RESULTS OF OPERATIONS
General
Northern Trust Corporation (the Corporation) is a financial holding company that is a leading provider of asset servicing, fund administration, asset management, fiduciary and banking solutions for corporations, institutions, families and individuals worldwide. The Corporation focuses on managing and servicing client assets through its two client-focused reporting segments: Corporate & Institutional Services (C&IS) and Wealth Management. Asset management and related services are provided to C&IS and Wealth Management clients primarily by the Asset Management business. Except where the context requires otherwise, the term "Northern Trust," "we," "us," "our" or similar terms mean the Corporation and its subsidiaries on a consolidated basis.
The following should be read in conjunction with the consolidated financial statements and related footnotes included in this report. Investors also should read the section entitled "Forward-Looking Statements."
Overview
Net income per diluted common share was $1.08 in the current quarter, up from $0.96 in the third quarter of 2015. Net income was $257.6 million in the current quarter as compared to $234.6 million in the prior-year quarter. Annualized return on average common equity in the current quarter was 11.7%, up from 10.9% in the prior-year quarter. The annualized return on average assets was 0.9% as compared to 0.8% in the prior-year quarter.

Revenue of $1.21 billion was up $58.2 million, or 5%, from $1.16 billion in the prior-year quarter, primarily reflecting higher trust, investment and other servicing fees and net interest income, partially offset by lower foreign exchange trading income and other operating income. Noninterest income increased $24.0 million, or 3%, to $910.6 million from $886.6 million in the prior-year quarter.

Net interest income increased 13% to $303.1 million in the current quarter as compared to $268.9 million in the prior-year quarter, due to a higher net interest margin and growth in earning assets.

The provision for credit losses was a credit of $3.0 million in the current quarter, as compared to a credit provision of $10.0 million in the prior-year quarter.

Noninterest expense totaled $843.0 million, up $30.7 million, or 4%, from $812.3 million in the prior-year quarter, primarily attributable to higher compensation, other operating expense, and employee benefits.
The components of noninterest income are provided below.
Table 1: Noninterest Income

Noninterest Income	Three Months Ended September 30,			
($ In Millions)	2016	2015	Change	
Trust, Investment and Other Servicing Fees	$788.3	$749.1	$39.2	5 %
Foreign Exchange Trading Income	53.6	62.9	(9.3)	(15)
Treasury Management Fees	15.0	16.1	(1.1)	(6)
Security Commissions and Trading Income	20.4	20.4	—	1
Other Operating Income	33.1	38.1	(5.0)	(14)
Investment Security Gains (Losses), net	0.2	—	0.2	N/M
Total Noninterest Income	$910.6	$886.6	$24.0	3 %

Trust, investment and other servicing fees are based primarily on: the market value of assets held in custody, managed or serviced; the volume of transactions; securities lending volume and spreads; and fees for other services rendered. Certain market-value-based fees are calculated on asset values that are a month or quarter in arrears. For a further discussion of trust, investment and other servicing fees and how they are derived, refer to the "Reporting Segments" section.

Table of Contents

THIRD QUARTER CONSOLIDATED RESULTS OF OPERATIONS (continued)

Noninterest Income (continued)

Assets under custody/administration (AUC/A) and assets under management form the primary drivers of our trust, investment and other servicing fees. For the purposes of disclosing AUC/A, to the extent that both custody and administration services are provided, the value of the assets is included only once. At September 30, 2016, AUC/A were $8.50 trillion, up $379.9 billion, or 5%, from $8.12 trillion at June 30, 2016.

The following table presents Northern Trust's assets under custody, a component of AUC/A, by reporting segment.

Table 2: Assets Under Custody

Assets Under Custody ($ In Billions)	September 30, 2016	June 30, 2016	September 30, 2015	Change Q3-16/Q2-16	Change Q3-16/Q3-15
Corporate & Institutional	$ 6,173.6	$5,838.6	$ 5,460.6	6 %	13 %
Wealth Management	533.2	514.2	495.8	4	8
Total Assets Under Custody	$ 6,706.8	$6,352.8	$ 5,956.4	6 %	13 %

The following table presents the allocation of Northern Trust's custodied assets by reporting segment.

Table 3: Allocations of Assets Under Custody

	September 30, 2016			June 30, 2016			September 30, 2015		
Assets Under Custody	C&IS	WM	Total	C&IS	WM	Total	C&IS	WM	Total
Equities	43%	55%	44 %	42%	54%	43 %	43%	53%	44 %
Fixed Income	39	23	38	40	24	39	38	24	37
Cash and Other Assets	18	22	18	18	22	18	19	23	19

The 13% increase in consolidated assets under custody from $5.96 trillion as of September 30, 2015 to $6.71 trillion as of September 30, 2016 primarily reflected the impact of favorable markets and new business, partially offset by the unfavorable impact of foreign currency movements.

The following table presents Northern Trust's assets under management by reporting segment.

Table 4: Assets Under Management

Assets Under Management ($ In Billions)	September 30, 2016	June 30, 2016	September 30, 2015	Change Q3-16/Q2-16	Change Q3-16/Q3-15
Corporate & Institutional	$ 703.6	$672.3	$ 661.5	5 %	6 %
Wealth Management	242.2	233.9	225.3	4	8
Total Assets Under Management	$ 945.8	$906.2	$ 886.8	4 %	7 %

The following table presents Northern Trust's assets under management by investment type.

Table 5: Assets Under Management by Investment Type

($ In Billions)	September 30, 2016	June 30, 2016	September 30, 2015
Equities	$ 479.3	$456.4	$ 437.8
Fixed Income	162.8	156.3	150.1
Cash and Other Assets	189.8	185.2	176.9
Securities Lending Collateral	113.9	108.3	122.0
Total Assets Under Management	$ 945.8	$906.2	$ 886.8

Table of Contents

THIRD QUARTER CONSOLIDATED RESULTS OF OPERATIONS (continued)

Noninterest Income (continued)

The following table presents the allocation of Northern Trust's assets under management by reporting segment.

Table 6: Allocations of Assets Under Management

	September 30, 2016			June 30, 2016			September 30, 2015		
Assets Under Management	C&IS	WM	Total	C&IS	WM	Total	C&IS	WM	Total
Equities	52%	47%	51%	52%	46%	50%	51%	44%	49%
Fixed Income	13	29	17	13	29	17	13	29	17
Cash and Other Assets	19	24	20	19	25	21	18	27	20
Securities Lending Collateral	16	—	12	16	—	12	18	—	14

The 7% increase in consolidated assets under management from $886.8 billion at September 30, 2015 to $945.8 billion as of September 30, 2016 was primarily due to favorable global equity markets and inflows in cash, equity and fixed income products, partially offset by lower securities lending collateral.

Changes in assets under custody and under management are in comparison to the twelve-month increase in the S&P 500 index of 12.9% and increase in the MSCI EAFE index (USD) of 3.5%.

The following table presents activity in consolidated assets under management by investment type.

Table 7: Activity in Consolidated Assets Under Management by Investment Type

	Three Months Ended		
($ In Billions)	September 30, 2016	June 30, 2016	March 31, 2016
Beginning Balance of AUM	$906.2	$900.0	$875.3
Inflows by Investment Type			
Equity	27.2	34.9	29.4
Fixed Income	13.1	18.6	11.4
Cash & Other Assets	109.5	83.6	94.6
Securities Lending Collateral	27.1	21.5	20.4
Total Inflows	176.9	158.6	155.8
Outflows by Investment Type			
Equity	(26.6)	(31.4)	(28.1)
Fixed Income	(8.8)	(14.9)	(10.2)
Cash & Other Assets	(100.2)	(84.7)	(80.3)
Securities Lending Collateral	(21.4)	(19.3)	(18.2)
Total Outflows	(157.0)	(150.3)	(136.8)
Net Inflows	19.9	8.3	19.0
Market Performance, Currency & Other	19.7	(2.1)	5.7
Ending Balance of AUM	$945.8	$906.2	$900.0

Foreign exchange trading income totaled $53.6 million in the current quarter, down $9.3 million, or 15%, compared to $62.9 million in the prior-year quarter. The decrease generally reflected lower client volumes as compared to the prior-year quarter.

Table of Contents

THIRD QUARTER CONSOLIDATED RESULTS OF OPERATIONS (continued)

Noninterest Income (continued)

Other operating income totaled $33.1 million, down $5.0 million, or 14%, compared to $38.1 million in the prior-year quarter. The decrease is based primarily on impairment charges and loss on sales related to a non-strategic loan and lease portfolio. The components of other operating income are provided below.

Table 8: Other Operating Income

Other Operating Income	Three Months Ended September 30,			
($ In Millions)	2016	2015	Change	
Loan Service Fees	$14.0	$14.8	$(0.8)	(6)%
Banking Service Fees	13.6	11.9	1.7	14
Other Income	5.5	11.4	(5.9)	(53)
Total Other Operating Income	$33.1	$38.1	$(5.0)	(14)%

6

Table of Contents

THIRD QUARTER CONSOLIDATED RESULTS OF OPERATIONS (continued)

Net Interest Income

The following table presents an analysis of average balances and interest rate changes affecting net interest income.

Table 9: Average Consolidated Balance Sheets with Analysis of Net Interest Income

(Interest and Rate on a Fully Taxable Equivalent Basis)	NORTHERN TRUST CORPORATION THIRD QUARTER 2016			2015		
($ In Millions)	Interest	Average Balance	Rate [5]	Interest	Average Balance	Rate [5]
Average Earning Assets						
Federal Funds Sold and Securities Purchased under Agreements to Resell	$4.4	$1,613.2	1.08 %	$1.3	$1,080.4	0.49 %
Interest-Bearing Due from and Deposits with Banks [1]	15.4	8,232.2	0.74	22.1	11,229.7	0.78
Federal Reserve and Other Central Bank Deposits	21.8	20,829.6	0.42	13.0	17,319.7	0.30
Securities						
U.S. Government	22.4	7,292.5	1.22	14.1	5,034.6	1.11
Obligations of States and Political Subdivisions	3.3	734.7	1.80	1.8	103.3	6.80
Government Sponsored Agency	38.1	17,583.7	0.86	34.9	16,198.2	0.86
Other [2]	46.7	17,647.8	1.05	36.4	16,705.0	0.86
Total Securities	110.5	43,258.7	1.02	87.2	38,041.1	0.91
Loans and Leases [3]	204.1	33,910.1	2.39	188.2	33,138.3	2.25
Total Earning Assets	356.2	107,843.8	1.31	311.8	100,809.2	1.23
Allowance for Credit Losses Assigned to Loans and Leases	—	(192.9)	—	—	(256.0)	—
Cash and Due from Banks and Other Central Bank Deposits [4]	—	1,933.8	—	—	2,683.5	—
Buildings and Equipment	—	441.3	—	—	435.6	—
Client Security Settlement Receivables	—	1,200.7	—	—	1,031.8	—
Goodwill	—	525.5	—	—	532.4	—
Other Assets	—	4,630.3	—	—	4,687.6	—
Total Assets	$—	$116,382.5	— %	$—	$109,924.1	— %
Average Source of Funds						
Deposits						
Savings and Money Market	$3.2	$15,025.7	0.08 %	$2.4	$15,168.4	0.06 %
Savings Certificates and Other Time	2.1	1,450.3	0.58	2.2	1,487.0	0.57
Non-U.S. Offices — Interest-Bearing	14.7	51,468.6	0.11	13.3	50,107.9	0.11
Total Interest-Bearing Deposits	20.0	67,944.6	0.12	17.9	66,763.3	0.11
Short-Term Borrowings	6.6	6,961.0	0.38	1.1	3,878.5	0.11
Senior Notes	11.8	1,496.3	3.11	11.7	1,497.2	3.10
Long-Term Debt	6.8	1,406.9	1.91	5.5	1,374.3	1.60
Floating Rate Capital Debt	0.9	277.4	1.24	0.6	277.3	0.86
Total Interest-Related Funds	46.1	78,086.2	0.23	36.8	73,790.6	0.20
Interest Rate Spread	—	—	1.08	—	—	1.03
Demand and Other Noninterest-Bearing Deposits	—	25,829.3	—	—	24,263.7	—
Other Liabilities	—	3,236.4	—	—	3,159.3	—
Stockholders' Equity	—	9,230.6	—	—	8,710.5	—
Total Liabilities and Stockholders' Equity	$—	$116,382.5	— %	$—	$109,924.1	— %
Net Interest Income/Margin (FTE Adjusted)	$310.1	$—	1.14 %	$275.0	$—	1.08 %
Net Interest Income/Margin (Unadjusted)	$303.1	$—	1.12 %	$268.9	$—	1.06 %

Table of Contents

THIRD QUARTER CONSOLIDATED RESULTS OF OPERATIONS (continued)

Net Interest Income (continued)

ANALYSIS OF NET INTEREST INCOME CHANGES
DUE TO VOLUME AND RATE

(In Millions)	Three Months Ended September 30, 2016/2015 Change Due To Average Balance	Rate	Total
Earning Assets (FTE)	$22.9	$21.5	$44.4
Interest-Related Funds	2.6	6.7	9.3
Net Interest Income (FTE)	$20.3	$14.8	$35.1

(1) Interest-Bearing Due from and Deposits with Banks includes the interest-bearing component of Cash and Due from Banks and Interest-Bearing Deposits with Banks as presented on the consolidated balance sheets.

(2) Other securities include certain community development investments and Federal Home Loan Bank and Federal Reserve stock, which are classified in other assets in the consolidated balance sheets as of September 30, 2016 and 2015.

(3) Average balances include nonaccrual loans. Lease financing receivable balances are reduced by deferred income.

(4) Cash and Due from Banks and Other Central Bank Deposits includes the non-interest-bearing component of Federal Reserve and Other Central Bank Deposits as presented on the consolidated balance sheets on page 31.

(5) Rate calculations are based on actual balances rather than the rounded amounts presented in the Average Consolidated Balance Sheets with Analysis of Net Interest Income.

Notes: Net Interest Income (FTE Adjusted), a non-generally accepted accounting principle (GAAP) financial measure, includes adjustments to a fully taxable equivalent basis for loans and securities. Such adjustments are based on a blended federal and state tax rate of 37.8% and 37.6% for the three months ended September 30, 2016 and 2015, respectively. Total taxable equivalent interest adjustments amounted to $7.0 million and $6.1 million for the three months ended September 30, 2016 and 2015, respectively. A reconciliation of net interest income and net interest margin on a GAAP basis to net interest income and net interest margin on an FTE basis (each of which is a non-GAAP financial measure) is provided on page 28.

Interest revenue on cash collateral positions is reported above within interest-bearing deposits with banks and within loans and leases. Interest expense on cash collateral positions is reported above within non-U.S. offices interest-bearing deposits. Related cash collateral received from and deposited with derivative counterparties is recorded net of the associated derivative contract within other assets and other liabilities, respectively.

Net interest income is defined as the total of interest income and amortized fees on earning assets, less interest expense on deposits and borrowed funds, adjusted for the impact of interest-related hedging activity.

Net interest income on a fully taxable equivalent (FTE) basis totaled $310.1 million, up $35.1 million, or 13%, compared to $275.0 million in the prior-year quarter. The increase was primarily the result of a higher net interest margin and growth in average earning assets. Average earning assets for the current quarter averaged $107.8 billion, up $7.0 billion, or 7%, from $100.8 billion in the prior-year quarter, primarily resulting from higher levels of securities. Earning asset growth was funded primarily by a higher level of borrowed funds and interest-bearing and demand deposits.

The net interest margin on an FTE basis increased to 1.14% in the current quarter from 1.08% in the prior-year quarter due to higher yields on earning assets driven by the higher interest rate environment, partially offset by higher premium amortization.

When adjusted to an FTE basis, yields on taxable, nontaxable, and partially taxable assets are comparable; however, the adjustment to an FTE basis has no impact on net income. A reconciliation of net interest income and net interest margin on a GAAP basis to net interest income and net interest margin on an FTE basis (each of which is a non-GAAP financial measure) is provided on page 28.

Federal Reserve and other central bank deposits averaged $20.8 billion, up $3.5 billion, or 20%, from $17.3 billion in the prior-year quarter. Average securities were $43.3 billion, up $5.3 billion, or 14%, from $38.0 billion in the prior-year quarter and include certain community development investments, Federal Home Loan Bank stock, and Federal Reserve stock of $180.0 million, $179.6 million and $53.1 million, respectively, which are recorded in other assets in the consolidated balance sheets.

Loans and leases averaged $33.9 billion, up $771.8 million, or 2%, from $33.1 billion in the prior-year quarter, primarily reflecting higher levels of private client loans, commercial and institutional loans, and commercial real estate loans, partially offset by reductions in residential real estate loans. Private client loans averaged $9.9 billion, up $1.5 billion, or 18%, from $8.4 billion for the prior-year quarter. Commercial and institutional loans averaged $10.0 billion, up $845.9 million, or 9%, from $9.2 billion for the prior-year quarter. Commercial real estate loans averaged $4.0 billion, up $294.9 million, or 8%, from $3.7 billion for the prior-year quarter. Residential real estate loans averaged $8.3 billion, down $934.6 million, or 10%, from $9.2 billion for the prior-year quarter.

Table of Contents
THIRD QUARTER CONSOLIDATED RESULTS OF OPERATIONS (continued)
Net Interest Income (continued)

Northern Trust utilizes a diverse mix of funding sources. Total interest-bearing deposits averaged $67.9 billion, compared to $66.8 billion in the prior-year quarter, an increase of $1.1 billion. Other interest-bearing funds averaged $10.1 billion, an increase of $3.1 billion, from $7.0 billion in the prior-year quarter, primarily attributable to increased short-term borrowings. The balances within short-term borrowing classifications vary based on funding requirements and strategies, interest rate levels, changes in the volume of lower-cost deposit sources, and the availability of collateral to secure these borrowings. Average net noninterest-related funds utilized to fund earning assets increased $2.7 billion, or 10%, to $29.8 billion from $27.0 billion in the prior-year quarter, primarily resulting from higher levels of demand and other noninterest-bearing deposits.

Provision for Credit Losses

The provision for credit losses was a credit of $3.0 million in the current quarter, as compared to a credit provision of $10.0 million in the prior-year quarter. Net recoveries in the current quarter were $0.8 million, resulting from charge-offs of $3.0 million and recoveries of $3.8 million. The prior-year quarter included $9.4 million of net charge-offs, resulting from $11.9 million of charge-offs and $2.5 million of recoveries. Nonperforming assets of $181.0 million decreased 13% from the prior-year quarter. Residential real estate loans and commercial loans accounted for 57% and 35%, respectively, of total nonperforming loans and leases at September 30, 2016. For additional discussion of the provision and allowance for credit losses, refer to the "Asset Quality" section beginning on page 22.

Noninterest Expense

The components of noninterest expense are provided below.

Table 10: Noninterest Expense

Noninterest Expense	Three Months Ended September 30,			
($ In Millions)	2016	2015	Change	
Compensation	$382.1	$361.6	$20.5	6 %
Employee Benefits	73.2	69.8	3.4	5
Outside Services	157.6	158.3	(0.7)	—
Equipment and Software	114.5	113.6	0.9	1
Occupancy	44.2	43.7	0.5	1
Other Operating Expense	71.4	65.3	6.1	9
Total Noninterest Expense	$843.0	$812.3	$30.7	4 %

Compensation expense, the largest component of noninterest expense, totaled $382.1 million in the current quarter, compared to $361.6 million in the prior-year quarter. Compensation expense increased compared to the prior-year quarter, primarily reflecting higher staff levels and increased performance-based incentive compensation. Staff on a full-time equivalent basis at September 30, 2016 totaled approximately 16,900, up 6% from September 30, 2015. Employee benefits expense totaled $73.2 million in the current quarter, compared to $69.8 million in the prior-year quarter. Employee benefits expense increased 5% compared to the prior-year quarter, primarily reflecting higher medical expense, partially offset by lower pension expense.

Table of Contents

THIRD QUARTER CONSOLIDATED RESULTS OF OPERATIONS (continued)

Noninterest Expense (continued)

Other operating expense totaled $71.4 million in the current quarter, up 9% from $65.3 million in the prior-year quarter, reflecting a $3.5 million charge in connection with the settlement of certain securities lending litigation as well as higher FDIC deposit protection expense. The components of other operating expense are provided below.

Table 11: Other Operating Expense

Other Operating Expense	Three Months Ended September 30,			
($ In Millions)	2016	2015	Change	
Business Promotion	$19.2	$20.4	$(1.2)	(6)%
Staff Related	11.5	8.9	2.6	29
FDIC Insurance Premiums	9.5	6.6	2.9	42
Other Intangibles Amortization	2.0	2.1	(0.1)	(8)
Other Expenses	29.2	27.3	1.9	8
Total Other Operating Expense	$71.4	$65.3	$6.1	9 %

Provision for Income Taxes

Income tax expense was $116.1 million in the current quarter, representing an effective tax rate of 31.1%, compared to $118.6 million in the prior-year quarter, representing an effective tax rate of 33.6%. The decrease in the provision for income taxes compared to the prior-year quarter was based on a lower effective tax rate driven by changes in the earnings mix in tax jurisdictions in which the Corporation operates, partially offset by increased income before income taxes. In addition, the provision for income tax expense for the three months ended September 30, 2016 includes a $6.4 million benefit related to excess tax benefits recognized in the provision for income taxes rather than additional paid-in capital as a result of the Corporation’s early adoption of ASU No. 2016-09.

REPORTING SEGMENTS

Northern Trust is organized around its two client-focused reporting segments: C&IS and Wealth Management. Asset management and related services are provided to C&IS and Wealth Management clients primarily by the Asset Management business. The revenue and expenses of Asset Management and certain other support functions are allocated fully to C&IS and Wealth Management. Income and expense associated with the wholesale funding activities and investment portfolios of the Corporation and its principal subsidiary, The Northern Trust Company (the Bank), as well as certain corporate-based expense, executive level compensation and nonrecurring items, are not allocated to C&IS and Wealth Management, and are reported in Northern Trust’s third reporting segment, Treasury and Other, in the following pages.

Table of Contents
REPORTING SEGMENTS (continued)

The following tables reflect the earnings contributions and average assets of Northern Trust’s reporting segments for the three- and nine- month periods ended September 30, 2016 and 2015. Reporting segment financial information, presented on an internal management-reporting basis, is determined by accounting systems that are used to allocate revenue and expense related to each segment and incorporates processes for allocating assets, liabilities, equity and the applicable interest income and expense.

Table 12: Results of Reporting Segments

Three Months Ended September 30,	Corporate & Institutional Services		Wealth Management		Treasury and Other		Total Consolidated	
($ In Millions)	2016	2015	2016	2015	2016	2015	2016	2015
Noninterest Income								
Trust, Investment and Other Servicing Fees	$450.8	$429.7	$337.5	$319.4	$—	$—	$788.3	$749.1
Foreign Exchange Trading Income	55.2	60.0	0.9	2.9	(2.5)	—	53.6	62.9
Other Noninterest Income	41.5	45.9	26.3	28.3	0.9	0.4	68.7	74.6
Net Interest Income*	138.2	108.6	164.1	142.5	7.8	23.9	310.1	275.0
Revenue*	685.7	644.2	528.8	493.1	6.2	24.3	1,220.7	1,161.6
Provision for Credit Losses	4.0	(2.8)	(7.0)	(7.2)	—	—	(3.0)	(10.0)
Noninterest Expense	487.8	464.6	318.0	316.3	37.2	31.4	843.0	812.3
Income before Income Taxes*	193.9	182.4	217.8	184.0	(31.0)	(7.1)	380.7	359.3
Provision for Income Taxes*	61.8	58.3	82.3	69.0	(21.0)	(2.6)	123.1	124.7
Net Income	$132.1	$124.1	$135.5	$115.0	$(10.0)	$(4.5)	$257.6	$234.6
Percentage of Consolidated Net Income	51%	53%	53%	49%	(4)%	(2)%	100%	100%
Average Assets	$75,696.5	$74,222.5	$26,601.7	$25,201.2	$14,084.3	$10,500.4	$116,382.5	$109,924.1

* Non-GAAP financial measures stated on a fully taxable equivalent basis (FTE). Total consolidated includes FTE adjustments of $7.0 million for 2016 and $6.1 million for 2015. A reconciliation of revenue, net interest income and net interest margin on a GAAP basis to revenue, net interest income and net interest margin on an FTE basis (each of which is a non-GAAP financial measure) is provided on page 28.

Nine Months Ended September 30,	Corporate & Institutional Services		Wealth Management		Treasury and Other		Total Consolidated	
($ In Millions)	2016	2015	2016	2015	2016^	2015	2016^	2015
Noninterest Income								
Trust, Investment and Other Servicing Fees	$1,331.1	$1,269.0	$982.6	$964.4	$—	$—	$2,313.7	$2,233.4
Foreign Exchange Trading Income	169.1	199.3	7.0	10.0	2.4	—	178.5	209.3
Other Noninterest Income	113.0	131.0	79.8	83.9	124.8	107.6	317.6	322.5
Net Interest Income*	417.8	297.3	482.8	421.8	30.1	80.3	930.7	799.4
Revenue*	2,031.0	1,896.6	1,552.2	1,480.1	157.3	187.9	3,740.5	3,564.6
Provision for Credit Losses	—	(3.0)	(4.0)	(21.5)	—	—	(4.0)	(24.5)
Noninterest Expense	1,519.9	1,387.7	975.2	960.9	101.7	107.2	2,596.8	2,455.8
Income before Income Taxes*	511.1	511.9	581.0	540.7	55.6	80.7	1,147.7	1,133.3
Provision for Income Taxes*	158.0	160.9	219.1	203.2	4.6	34.7	381.7	398.8
Net Income	$353.1	$351.0	$361.9	$337.5	$51.0	$46.0	$766.0	$734.5
Percentage of Consolidated Net Income	46%	48%	47%	46%	7%	6%	100%	100%
Average Assets	$75,589.0	$73,089.3	$26,525.6	$24,732.4	$12,795.3	$11,896.6	$114,909.9	$109,718.3

* Non-GAAP financial measures stated on a fully taxable equivalent basis (FTE). Total consolidated includes FTE adjustments of $20.1 million for 2016 and $18.7 million for 2015. A reconciliation of revenue, net interest income and net interest margin on a GAAP basis to revenue, net interest income and net interest margin on an FTE basis (each of which is a non-GAAP financial measure) is provided on page 28.

(^) The nine months ended September 30, 2016 results have been adjusted to reflect the early adoption of ASU No. 2016-09. Please refer to Note 2, “Recent Accounting Pronouncements,” of the Notes to Consolidated Financial Statements for further discussion on the impact to the Corporation’s previously reported quarterly results.

Table of Contents
REPORTING SEGMENTS (continued)
Corporate & Institutional Services

C&IS net income totaled $132.1 million in the current quarter compared to $124.1 million in the prior-year quarter, an increase of $8.0 million, or 6%. Noninterest income was $547.5 million in the current quarter, up $11.9 million, or 2%, from $535.6 million in the prior-year quarter, reflecting higher trust, investment and other servicing fees, partially offset by lower foreign exchange trading income and other operating income. The following table provides a summary of C&IS trust, investment and other servicing fees.

Table 13: C&IS Trust, Investment and Other Servicing Fees

	Three Months Ended September 30,			
($ In Millions)	2016	2015	Change	
Custody and Fund Administration	$299.4	$293.9	$5.5	2 %
Investment Management	94.4	82.6	11.8	14
Securities Lending	23.1	19.8	3.3	17
Other	33.9	33.4	0.5	1
Total C&IS Trust, Investment and Other Servicing Fees	450.8	$429.7	$21.1	5 %

Custody and fund administration fees, the largest component of C&IS fees, are driven primarily by values of client AUC/A, transaction volumes and number of accounts. The asset values used to calculate these fees vary depending on the individual fee arrangements negotiated with each client. Custody fees related to asset values are client specific and are priced based on quarter-end or month-end values, values at the beginning of each quarter or average values for a month or quarter. The fund administration fees that are asset-value-related are priced using month-end, quarter-end, or average daily balances. Investment management fees, which are based generally on client assets under management, are based primarily on market values throughout a period.

Custody and fund administration fees increased from the prior-year quarter, as new business was partially offset by the unfavorable impact of movements in foreign exchange rates and equity markets. Investment management fees increased $11.8 million, or 14%, primarily due to lower money market mutual fund fee waivers. There were no C&IS money market mutual fund fee waivers in the current quarter compared to $12.2 million in the prior-year quarter. Securities lending fees increased primarily reflecting higher spreads in the current quarter.

Foreign exchange trading income totaled $55.2 million in the current quarter, a decrease of $4.8 million, or 8%, from $60.0 million in the prior-year quarter. The decrease generally reflected lower client volumes as compared to the prior-year quarter.

Other noninterest income in C&IS totaled $41.5 million in the current quarter, down $4.4 million, or 10%, from $45.9 million in the prior-year quarter, primarily reflecting impairment charges and loss on sales related to a non-strategic loan and lease portfolio.

For the prior-year quarter, the presentation of average assets was changed to reflect a modification to the methodology by which assets are allocated among our reporting segments. For C&IS, this change in presentation resulted in an increase to average assets and a reduction in the net interest margin.

Net interest income stated on an FTE basis was $138.2 million in the current quarter, up $29.6 million, or 27%, from $108.6 million in the prior-year quarter. The increase in net interest income was primarily attributable to an increase in the net interest margin to 0.79% from 0.64% in the prior-year quarter, primarily reflecting higher yields on earning assets. The average earning assets totaled $69.2 billion, up from $67.0 billion in the prior-year quarter. The earning assets in C&IS consisted primarily of intercompany assets and loans and leases. Funding sources were primarily comprised of non-U.S. custody-related interest-bearing deposits, which averaged $45.2 billion in the current quarter, down slightly from $45.7 billion in the prior-year quarter.

The provision for credit losses was a provision of $4.0 million in the current quarter, compared with a credit provision of $2.8 million in the prior-year quarter, reflecting a specific reserve requirement, partially offset by continued improvement in credit quality.

Total C&IS noninterest expense, which includes the direct expense of the reporting segment, indirect expense allocations for product and operating support and indirect expense allocations for certain corporate support services, totaled $487.8 million in the current quarter, up $23.2 million, or 5%, from $464.6 million in the prior-year quarter. The increase in noninterest expense

Table of Contents

was primarily attributable to higher compensation expense, indirect expense allocations, and employee benefits, partially offset by lower outside services.

Wealth Management

Wealth Management net income was $135.5 million in the current quarter, up 18% from $115.0 million in the prior-year quarter. Noninterest income was $364.7 million, up from $350.6 million in the prior-year quarter, primarily reflecting higher trust, investment and other servicing fees, partially offset by lower foreign exchange trading income and other noninterest income. Trust, investment and other servicing fees in Wealth Management totaled $337.5 million in the current quarter, increasing $18.1 million, or 6%, from $319.4 million in the prior-year quarter. The following table provides a summary of Wealth Management trust, investment and other servicing fees.

Table 14: Wealth Management Trust, Investment and Other Servicing Fees

	Three Months Ended September 30,			
($ In Millions)	2016	2015	Change	
Central	$135.6	$126.8	$8.8	7 %
East	85.1	82.1	3.0	4
West	68.0	66.8	1.2	2
Global Family Office	48.8	43.7	5.1	12
Total Wealth Management Trust, Investment and Other Servicing Fees	$337.5	$319.4	$18.1	6 %

Wealth Management fee income is calculated primarily based on market values. The increase in Wealth Management fees across all regions was primarily attributable to lower money market mutual fund fee waivers and favorable equity markets. Money market mutual fund fee waivers in Wealth Management totaled $0.2 million in the current quarter compared to $15.3 million in the prior-year quarter.

Foreign exchange trading income totaled $0.9 million, down 69% from $2.9 million in the prior-year quarter, primarily reflecting decreased client activity.

Other noninterest income of $26.3 million in the current quarter was down from $28.3 million in the prior-year quarter, primarily reflecting a decrease in security commission and trading income.

For the prior-year quarter, the presentation of average assets was changed to reflect a modification to the methodology by which assets are allocated among our reporting segments. This change in presentation did not have a significant impact on the Wealth Management reporting segment.

Net interest income stated on an FTE basis was $164.1 million in the current quarter, up $21.6 million, or 15%, from $142.5 million in the prior-year quarter, primarily reflecting an increase in the net interest margin and higher levels of average earning assets. The net interest margin increased to 2.47% from 2.26% in the prior-year quarter. Average earning assets increased $1.4 billion, or 5%, to $26.4 billion from the prior-year quarter's $25.0 billion. Earning assets and funding sources were primarily comprised of loans and domestic retail interest-bearing deposits, respectively.

The provision for credit losses was a credit provision of $7.0 million in the current quarter, compared with a credit provision of $7.2 million in the prior-year quarter, which reflected continued improvement in credit quality.

Total noninterest expense, which includes the direct expense of the reporting segment, indirect expense allocations for product and operating support and indirect expense allocations for certain corporate support services, totaled $318.0 million in the current quarter, compared to $316.3 million in the prior-year quarter, an increase of $1.7 million, or 1%, primarily attributable to higher compensation expense and indirect expense allocations, partially offset by other operating expense.

Table of Contents

REPORTING SEGMENTS (continued)

Treasury and Other

Treasury and Other includes income and expense associated with the wholesale funding activities and the investment portfolios of the Corporation and the Bank, and certain corporate-based expenses, executive-level compensation and nonrecurring items not allocated to C&IS and Wealth Management.

Treasury and Other noninterest income was negative $1.6 million in the current quarter, down $2.0 million from $0.4 million in the prior-year quarter, primarily due to lower foreign exchange trading income.

For the prior-year quarter, the presentation of average assets was changed to reflect a modification to the methodology by which assets are allocated among our reporting segments. For Treasury and Other, this change in presentation resulted in a decrease to average assets and an increase in the net interest margin.

Net interest income decreased $16.1 million, or 67%, to $7.8 million in the current quarter, compared to $23.9 million in the prior-year quarter. The decrease reflected a decline in the net interest margin, partially offset by higher levels of earning assets. Average earning assets increased $3.4 billion to $12.3 billion from the prior-year quarter's $8.8 billion.

Noninterest expense totaled $37.2 million in the current quarter, up $5.8 million, or 18%, from $31.4 million in the prior-year quarter, primarily reflecting higher general overhead costs, including compensation expense and outside services, partially offset by lower indirect expense allocations to C&IS and Wealth Management, as compared to the prior-year quarter.

NINE-MONTH CONSOLIDATED RESULTS OF OPERATIONS

Overview

The Corporation early adopted ASU No. 2016-09 on July 1, 2016, with an effective date of January 1, 2016, which resulted in a reclassification of $5.9 million from additional paid-in capital to provision for income taxes, representing excess tax benefits previously recognized in additional paid-in capital during the six months ended June 30, 2016. During the three months ended September 30, 2016, the Corporation recognized a benefit of $6.4 million in provision for income taxes for excess tax benefits that occurred in the current quarter. The early adoption favorably impacted net income per diluted common share by $0.06 per share for the nine months ended September 30, 2016, respectively.

Net income per diluted common share was $3.21 for the nine months ended September 30, 2016, and $3.00 in the comparable prior-year period. Net income totaled $766.0 million, up slightly as compared to $734.5 million in the prior-year period. The performance in the current period produced an annualized return on average common equity of 11.9%, compared to 11.7% in the prior-year period. The annualized return on average assets was 0.9% in both the current and prior-year periods.

The three months ended June 30, 2016 included a gain on the sale of 1.1 million Visa Inc. Class B common shares, net of the valuation adjustment to existing swap agreements, totaling $118.2 million; a charge in connection with an agreement to settle certain securities lending litigation of $46.5 million; charges related to contractual modifications associated with existing C&IS clients of $18.6 million; severance, other personnel and related charges of $17.5 million; impairment charges and the loss on sale related to the decision to exit a portion of a non-strategic loan and lease portfolio of $14.1 million; and impairment charges related to the residual value of certain aircraft and rail cars of $7.5 million. Excluding these items, net income per diluted common share, net income and return on average common equity during the nine months ended September 30, 2016 were $3.17, $758.0 million and 11.7%, respectively.

The prior period included a net gain on the sale of 1.0 million Visa Inc. Class B common shares totaling $99.9 million; voluntary cash contributions to certain constant dollar NAV funds of $45.8 million; and the impairment of the residual value of certain aircraft under leveraged lease agreements of $17.8 million. Excluding the gain and charges, net income per diluted common share, net income, and return on average common equity were $2.91, $712.1 million and 11.3%, respectively.

Revenue for the nine months ended September 30, 2016 totaled $3.72 billion, up $174.5 million, or 5%, as compared to $3.55 billion in the prior-year period, primarily driven by increased net interest income and trust, investment and other servicing fees, partially offset by lower foreign exchange trading income. Noninterest income was $2.81 billion, up $44.6 million, or 2%, from $2.77 billion in the prior-year period.

Net interest income increased 17% to $910.6 million in the current period as compared to $780.7 million in the prior-year period, due to a higher net interest margin and growth in earning assets. Additionally, the three months ended June 30, 2016 included a

Table of Contents

NINE-MONTH CONSOLIDATED RESULTS OF OPERATIONS (continued)

Overview (continued)

charge of $2.7 million related to the residual value of certain aircraft and rail cars. The prior-year period included a charge of $17.8 million related to the residual value of certain aircraft under leveraged lease agreements.

The provision for credit losses was a credit of $4.0 million in the current period, as compared to a credit provision of $24.5 million in the prior-year period.

Noninterest expense totaled $2.6 billion, up $141.0 million, or 6%, from $2.5 billion in the prior-year period. The three months ended June 30, 2016 included charges in connection with an agreement to settle certain securities lending litigation of $46.5 million; charges related to contractual modifications associated with existing C&IS clients of $18.6 million; and severance, other personnel and related charges of $17.5 million. The prior-year quarter included the $45.8 million charge related to voluntary cash contributions to certain constant dollar NAV funds. Excluding the current- and prior-year period charges, noninterest expense increased $104.2 million, or 4%, primarily attributable to higher compensation, outside services expense, and a charge in connection with the settlement of the one remaining securities lending litigation claim related to the 2008 financial crisis.

Noninterest Income

The components of noninterest income are provided below.

Table 15: Nine Months Ended September 30 Noninterest Income

Noninterest Income	Nine Months Ended September 30,			
($ In Millions)	2016	2015	Change	
Trust, Investment and Other Servicing Fees	$2,313.7	$2,233.4	$80.3	4 %
Foreign Exchange Trading Income	178.5	209.3	(30.8)	(15)
Treasury Management Fees	47.2	48.5	(1.3)	(3)
Security Commissions and Trading Income	59.9	60.2	(0.3)	—
Other Operating Income	212.4	214.1	(1.7)	(1)
Investment Security Gains (Losses), net	(1.9)	(0.3)	(1.6)	N/M
Total Noninterest Income	$2,809.8	$2,765.2	$44.6	2 %

As illustrated in the following table, trust, investment and other servicing fees from C&IS increased $62.1 million, or 5%, totaling $1.33 billion, compared to $1.27 billion a year ago.

Table 16: Nine Months Ended September 30 C&IS Trust, Investment and Other Servicing Fees

C&IS Trust, Investment and Other Servicing Fees	Nine Months Ended September 30,			
($ In Millions)	2016	2015	Change	
Custody and Fund Administration	$879.1	$864.6	$14.5	2 %
Investment Management	277.7	239.6	38.1	16
Securities Lending	72.5	68.2	4.3	6
Other	101.8	96.6	5.2	5
Total	$1,331.1	$1,269.0	$62.1	5 %

Custody and fund administration fees, the largest component of C&IS fees, increased 2%, primarily driven by new business, partially offset by the unfavorable impact of equity markets and movements in foreign exchange rates. C&IS investment management fees increased 16%, primarily due to lower money market mutual fund fee waivers. Money market mutual fund fee waivers in C&IS totaled $1.9 million, compared to waived fees of $41.0 million in the prior-year period. Other fees in C&IS increased 5%, primarily due to new business related to investment risk and analytical services and increased other ancillary services.

Table of Contents
NINE-MONTH CONSOLIDATED RESULTS OF OPERATIONS (continued)
Noninterest Income (continued)

As illustrated in the following table, trust, investment and other servicing fees from Wealth Management totaled $982.6 million, up from $964.4 million a year ago.

Table 17: Nine Months Ended September 30 Wealth Management Trust, Investment and Other Servicing Fees

($ In Millions)	Nine Months Ended September 30, 2016	2015	Change	
Wealth Management Trust, Investment and Other Servicing Fees				
Central	$390.2	$385.8	$4.4	1 %
East	250.6	250.4	0.2	—
West	199.4	202.1	(2.7)	(1)
Global Family Office	142.4	126.1	16.3	13
Total	$982.6	$964.4	$18.2	2 %

The net increase in Wealth Management fees, driven by Global Family Office, was primarily attributable to lower money market mutual fund fee waivers in the current period. Money market mutual fund fee waivers in Wealth Management totaled $6.2 million compared with $47.6 million in the prior-year period.

Foreign exchange trading income decreased $30.8 million, or 15%, and totaled $178.5 million compared with $209.3 million in the prior-year period. The decrease was attributable to lower client volumes compared to the prior-year period.

Other operating income decreased 1% to $212.4 million compared with $214.1 million in the prior-year period. The components of other operating income are provided below.

Table 18: Nine Months Ended September 30 Other Operating Income

Other Operating Income ($ In Millions)	Nine Months Ended September 30, 2016	2015	Change	
Loan Service Fees	$42.2	$44.3	$(2.1)	(5)%
Banking Service Fees	38.8	35.6	3.2	9 %
Other Income	131.4	134.2	(2.8)	(2)
Total Other Operating Income	$212.4	$214.1	$(1.7)	(1)%

The current-year period other income included the gain on the sale of 1.1 million Visa Inc. Class B common shares, net of the valuation adjustment to existing swap agreements, totaling $118.2 million, offset by impairment charges and the loss on sale related to the decision to exit a portion of a non-strategic loan and lease portfolio as well as impairment charges related to the residual value of certain aircraft and rail cars of $18.9 million in the three months ended June 30, 2016. The prior-year period other income included a $99.9 million net gain on the sale of a portion of the Visa Inc. Class B common shares held by the Corporation. Excluding these items, other operating income decreased 1% from the prior-year period, primarily due to impairment charges and loss on sales related to a non-strategic loan and lease portfolio, partially offset by income associated with supplemental compensation plans.

Table of Contents

NINE-MONTH CONSOLIDATED RESULTS OF OPERATIONS (continued)

Net Interest Income

The following table presents an analysis of average balances and interest rate changes affecting net interest income.

Table 19: Nine Months Ended September 30 Average Consolidated Balance Sheets with Analysis of Net Interest Income

	NORTHERN TRUST CORPORATION					
(Interest and Rate on a Fully Taxable Equivalent Basis)	Nine Months Ended September 30,					
	2016			2015		
($ In Millions)	Interest	Average Balance	Rate (5)	Interest	Average Balance	Rate (5)
Average Earning Assets						
Federal Funds Sold and Securities Purchased under Agreements to Resell	$12.4	$1,707.0	0.97 %	$3.7	$1,052.2	0.47 %
Interest-Bearing Due from and Deposits with Banks (1)	49.4	9,036.0	0.73	64.9	11,057.5	0.78
Federal Reserve and Other Central Bank Deposits	71.4	20,553.5	0.46	44.2	19,014.5	0.31
Securities						
U.S. Government	62.6	6,890.8	1.21	40.2	4,802.9	1.12
Obligations of States and Political Subdivisions	7.5	465.6	2.16	5.7	112.3	6.77
Government Sponsored Agency	123.9	17,232.9	0.96	106.6	16,509.5	0.86
Other (2)	128.5	16,358.8	1.05	100.6	15,838.1	0.85
Total Securities	322.5	40,948.1	1.05	253.1	37,262.8	0.91
Loans and Leases (3)	610.3	34,119.1	2.39	546.1	32,723.6	2.23
Total Earning Assets	1,066.0	106,363.7	1.34	912.0	101,110.5	1.21
Allowance for Credit Losses Assigned to Loans and Leases	—	(193.9)	—	—	(260.6)	—
Cash and Due from Banks and Other Central Bank Deposits (4)	—	2,072.9	—	—	2,137.3	—
Buildings and Equipment	—	442.4	—	—	443.0	—
Client Security Settlement Receivables	—	1,178.2	—	—	979.1	—
Goodwill	—	526.6	—	—	531.1	—
Other Assets	—	4,520.0	—	—	4,777.9	—
Total Assets	$—	$114,909.9	— %	$—	$109,718.3	— %
Average Source of Funds						
Deposits						
Savings and Money Market	$8.7	$15,144.3	0.08 %	$7.3	$15,410.9	0.06 %
Savings Certificates and Other Time	5.9	1,438.4	0.55	5.5	1,668.5	0.44
Non-U.S. Offices — Interest-Bearing	48.8	50,452.8	0.13	40.2	48,943.0	0.11
Total Interest-Bearing Deposits	63.4	67,035.5	0.13	53.0	66,022.4	0.11
Short-Term Borrowings	14.9	6,249.3	0.32	3.9	4,485.5	0.12
Senior Notes	35.2	1,496.6	3.14	35.2	1,497.1	3.14
Long-Term Debt	19.3	1,403.1	1.83	18.8	1,441.4	1.75
Floating Rate Capital Debt	2.5	277.4	1.20	1.7	277.3	0.84
Total Interest-Related Funds	135.3	76,461.9	0.24	112.6	73,723.7	0.20
Interest Rate Spread	—	—	1.10	—	—	1.01
Demand and Other Noninterest-Bearing Deposits	—	26,252.4	—	—	23,956.8	—
Other Liabilities	—	3,289.6	—	—	3,439.9	—
Stockholders' Equity	—	8,906.0	—	—	8,597.9	—
Total Liabilities and Stockholders' Equity	$—	$114,909.9	— %	$—	$109,718.3	— %
Net Interest Income/Margin (FTE Adjusted)	$930.7	$—	1.17 %	$799.4	$—	1.06 %

Net Interest Income/Margin (Unadjusted)	$910.6	$—	1.14 %	$780.7	$—	1.03 %

NINE-MONTH CONSOLIDATED RESULTS OF OPERATIONS (continued)
Net Interest Income (continued)

ANALYSIS OF NET INTEREST INCOME CHANGES
DUE TO VOLUME AND RATE

	Nine Months Ended September 30, 2016/2015		
	Change Due To		
(In Millions)	Average Balance	Rate	Total
Earning Assets (FTE)	$50.2	$103.8	$154.0
Interest-Related Funds	3.6	19.1	22.7
Net Interest Income (FTE)	$46.6	$84.7	$131.3

(1) Interest-Bearing Due from and Deposits with Banks includes the interest-bearing component of Cash and Due from Banks and Interest-Bearing Deposits with Banks as presented on the consolidated balance sheets in our periodic filings with the U.S. Securities and Exchange Commission.

(2) Other securities include certain community development investments and Federal Home Loan Bank and Federal Reserve stock of $179.0 million, $191.7 million and $53.1 million, which are classified in other assets in the consolidated balance sheets as of September 30, 2016 and 2015.

(3) Average balances include nonaccrual loans. Lease financing receivable balances are reduced by deferred income.

(4) Cash and Due from Banks and Other Central Bank Deposits includes the non-interest-bearing component of Federal Reserve and Other Central Bank Deposits as presented on the consolidated balance sheets on page 31.

(5) Rate calculations are based on actual balances rather than the rounded amounts presented in the Average Consolidated Balance Sheets with Analysis of Net Interest Income.

Notes: Net Interest Income (FTE Adjusted), a non-generally accepted accounting principle (GAAP) financial measure, includes adjustments to a fully taxable equivalent basis for loans and securities. Such adjustments are based on a blended federal and state tax rate of 37.8% and 37.6% for the nine months ended September 30, 2016 and 2015, respectively. Total taxable equivalent interest adjustments amounted to $20.1 million and $18.7 million for the nine months ended September 30, 2016 and 2015, respectively. A reconciliation of net interest income and net interest margin on a GAAP basis to net interest income and net interest margin on an FTE basis (each of which is a non-GAAP financial measure) is provided on page 28.

Interest revenue on cash collateral positions is reported above within interest-bearing deposits with banks and within loans and leases. Interest expense on cash collateral positions is reported above within non-U.S. offices interest-bearing deposits. Related cash collateral received from and deposited with derivative counterparties is recorded net of the associated derivative contract within other assets and other liabilities, respectively.

Net interest income, stated on an FTE basis, totaled $930.7 million, an increase of $131.3 million, or 16%, from $799.4 million reported in the prior-year period. The increase is the result of growth in earning assets and a higher net interest margin. Additionally, the three months ended June 30, 2016 included a charge of $2.7 million related to the residual value of certain aircraft and rail cars. The prior-year period included a charge of $17.8 million related to the residual value of certain aircraft under leveraged lease agreements. Average earning assets were $106.4 billion, up $5.3 billion, or 5%, from $101.1 billion in the prior-year period, primarily attributable to higher levels of securities and loans. The net interest margin, on an FTE basis, increased to 1.17% from 1.06% in the prior-year period. Excluding the impairments, the net interest margin was 1.17% and 1.08%, respectively, primarily reflecting higher yields on earning assets.

Provision for Credit Losses

The provision for credit losses was a credit of $4.0 million in the current-year period, compared to a credit provision of $24.5 million in the prior-year period. Net charge-offs in the current-year period totaled $4.3 million resulting from

$13.2 million of charge-offs and $8.9 million of recoveries, compared to net charge-offs of $16.6 million in the prior-year period resulting from $25.5 million of charge-offs and $8.9 million of recoveries. The current period provision reflects improved credit quality. Residential real estate loans continued to reflect weakness relative to the overall portfolio, accounting for 57% and 77% of total nonperforming loans and leases at September 30, 2016 and 2015, respectively. Loan balances within the private client, commercial real estate and non-U.S. loan portfolios increased in the current period, while the residential real estate loan balance decreased. For a fuller discussion of the consolidated allowance and provision for credit losses refer to the “Asset Quality” section beginning on page 22.

Table of Contents

NINE-MONTH CONSOLIDATED RESULTS OF OPERATIONS (continued)

Noninterest Expense

Noninterest expense totaled $2.60 billion for the current period, up $141.0 million, or 6%, compared to $2.46 billion in the prior-year period. The components of noninterest expense are provided below.

Table 20: Nine Months Ended September 30 Noninterest Expense

Noninterest Expense	Nine Months Ended September 30,			
($ In Millions)	2016	2015	Change	
Compensation	$1,150.4	$1,077.8	$72.6	7 %
Employee Benefits	216.0	215.9	0.1	—
Outside Services	466.5	440.6	25.9	6
Equipment and Software	346.7	338.3	8.4	3
Occupancy	130.4	129.7	0.7	—
Other Operating Expense	286.8	253.5	33.3	13
Total Noninterest Expense	$2,596.8	$2,455.8	$141.0	6 %

Compensation expense, the largest component of noninterest expense increased to $1.15 billion from the prior-year period's $1.08 billion. Compensation expense in the current period included severance and related charges of $13.0 million in the three months ended June 30, 2016. Excluding the severance and related charges, compensation expense increased $59.6 million, or 6%, compared to the prior-year period, primarily reflecting higher salary expense and performance-based incentive compensation.

Employee benefits expense of $216.0 million was relatively unchanged from $215.9 million in the prior-year period. Employee benefits expense in the current period included severance and related charges of $1.5 million in the three months ended June 30, 2016. Excluding the severance and related charges, employee benefits expense decreased 1% compared to the prior-year period, primarily reflecting a decrease in pension expense, partially offset by higher medical expense.

Outside services expense equaled $466.5 million, up from $440.6 million in the prior-year period. Expense for outside services in the current period included severance and related charges of $0.7 million in the three months ended June 30, 2016. Excluding the severance and related charges, expense for outside services increased $25.2 million, or 6%, compared to the prior-year period, primarily reflecting increased technical services and consulting services, partially offset by a reduction in third party advisory fees.

Equipment and software expense totaled $346.7 million, up $8.4 million, or 3% from $338.3 million in the prior-year period, reflecting increased software amortization.

Occupancy expense equaled $130.4 million, relatively unchanged from $129.7 million in the prior-year period.

Other operating expense totaled $286.8 million, up $33.3 million, or 13%, from $253.5 million in the prior-year period. The components of other operating expense are provided below.

Table 21: Nine Months Ended September 30 Other Operating Expense

Other Operating Expense	Nine Months Ended September 30,			
($ In Millions)	2016	2015	Change	
Business Promotion	$67.2	$69.5	$(2.3)	(3)%
Staff Related	33.3	28.0	5.3	19
FDIC Insurance Premiums	22.8	18.2	4.6	25
Other Intangibles Amortization	6.3	8.8	(2.5)	(29)
Other Expenses	157.2	129.0	28.2	22
Total Other Operating Expense	$286.8	$253.5	$33.3	13

Other operating expense in the current period included a charge in connection with an agreement to settle certain securities lending litigation of $46.5 million, charges related to contractual modifications associated with existing

C&IS clients of $18.6 million, and other personnel charges of $2.3 million recorded in the three months ended June 30, 2016. The prior-year period included a charge related to voluntary cash contributions to certain constant dollar NAV funds totaling $45.8 million. Excluding these charges,

Table of Contents

other operating expense was $219.4 million, up $11.7 million or 6%, compared to $207.7 million in the prior-year period, primarily due to increases in various other expenses, including higher supplemental compensation plans expense and FDIC deposit protection expense.

Provision for Income Taxes

Income tax expense was $361.6 million for the nine months ended September 30, 2016, representing an effective tax rate of 32.1%. The provision for income taxes was $380.1 million for the nine months ended September 30, 2015, representing an effective tax rate of 34.1%. The provision for income tax expense for the nine months ended September 30, 2016 includes a $12.3 million benefit related to excess tax benefits recognized in the provision for income taxes rather than additional paid-in capital as a result of the Corporation’s early adoption of ASU No. 2016-09.

CONSOLIDATED BALANCE SHEETS

Total assets were $120.1 billion and $116.7 billion at September 30, 2016 and December 31, 2015, respectively, and averaged $116.4 billion in the current quarter compared with $109.9 billion in the quarter ended September 30, 2015. Average balances are considered to be a better measure of balance sheet trends, as period-end balances can be impacted by deposit and withdrawal activity involving large client balances. Loans and leases totaled $33.4 billion and $33.2 billion at September 30, 2016 and December 31, 2015, respectively, and averaged $33.9 billion in the current quarter, up 2% from $33.1 billion in the quarter ended September 30, 2015. Securities, inclusive of Federal Reserve stock, Federal Home Loan Bank stock, and certain community development investments, which are classified in other assets in the consolidated balance sheets, totaled $45.0 billion and $38.0 billion at September 30, 2016 and December 31, 2015, respectively, and averaged $43.3 billion for the current quarter, up 14% from $38.0 billion in the quarter ended September 30, 2015. In aggregate, the categories of federal funds sold and securities purchased under agreements to resell, interest-bearing due from and deposits with banks, and Federal Reserve and other central bank deposits totaled $33.3 billion and $35.7 billion at September 30, 2016 and December 31, 2015, respectively, and averaged $30.7 billion in the current quarter, down 4% from the quarter ended September 30, 2015, primarily reflecting decreased interest-bearing due from and deposits with banks. Interest-bearing client deposits at September 30, 2016 and December 31, 2015, totaled $70.3 billion and $66.7 billion, respectively, and averaged $67.9 billion in the current quarter compared to $66.8 billion in the quarter ended September 30, 2015. Noninterest-bearing client deposits at September 30, 2016 and December 31, 2015 totaled $29.2 billion and $30.2 billion, respectively, and averaged $25.8 billion in the current quarter, up 6% from $24.3 billion in the quarter ended September 30, 2015.

Total stockholders’ equity at September 30, 2016, was $9.6 billion compared to $8.7 billion at December 31, 2015, and averaged $9.2 billion for the current quarter, up 6% from $8.7 billion for the quarter ended September 30, 2015. The increase in average stockholders’ equity compared to the prior-year quarter was primarily attributable to the issuance of Series D Non-Cumulative Perpetual Preferred Stock (Series D preferred stock) and earnings, partially offset by dividend declarations and the repurchase of common stock pursuant to the Corporation’s share repurchase program.

During the three and nine months ended September 30, 2016, the Corporation declared cash dividends totaling $87.8 million and $255.1 million to common stockholders, and cash dividends totaling $5.9 million and $17.6 million to Series C preferred stockholders, respectively. During the three and nine months ended September 30, 2016, the Corporation repurchased 951,401 shares of common stock, including 42,012 shares withheld related to share-based compensation, at a total cost of $64.9 million ($68.26 average price per share) and 5,231,246 shares of common stock, including 429,855 shares withheld related to share-based compensation, at a total cost of $346.1 million ($66.15 average price per share), respectively.

Table of Contents

CAPITAL RATIOS

The capital ratios of Northern Trust and its principal subsidiary, The Northern Trust Company, remained strong at September 30, 2016, with all ratios applicable to classification as "well capitalized" under U.S. regulatory requirements having been exceeded.

The table below provides capital ratios for Northern Trust Corporation and The Northern Trust Company determined by Basel III phased in requirements.

Table 22: Regulatory Capital Ratios

	September 30, 2016		June 30, 2016		September 30, 2015	
Capital Ratios — Northern Trust Corporation	Advanced Approach	Standardized Approach	Advanced Approach	Standardized Approach	Advanced Approach	Standardized Approach
Common Equity Tier 1	11.8%	11.2%	11.5%	10.6%	12.4%	10.5%
Tier 1	13.1%	12.3%	12.0%	11.0%	13.0%	11.0%
Total	14.5%	14.0%	13.5%	12.7%	14.8%	12.8%
Tier 1 Leverage	7.9%	7.9%	7.4%	7.4%	7.8%	7.8%
Supplementary Leverage [(1)]	6.6%	N/A	6.2%	N/A	6.4%	N/A

	September 30, 2016		June 30, 2016		September 30, 2015	
Capital Ratios — The Northern Trust Company	Advanced Approach	Standardized Approach	Advanced Approach	Standardized Approach	Advanced Approach	Standardized Approach
Common Equity Tier 1	12.0%	11.1%	11.6%	10.4%	12.0%	9.9%
Tier 1	12.0%	11.1%	11.6%	10.4%	12.0%	9.9%
Total	13.6%	12.9%	13.3%	12.3%	13.6%	11.6%
Tier 1 Leverage	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%
Supplementary Leverage [(1)]	5.9%	N/A	5.8%	N/A	5.7%	N/A

[(1)] Effective January 1, 2018, Northern Trust will be subject to a minimum supplementary leverage ratio of 3 percent.

STATEMENTS OF CASH FLOWS

Net cash provided by operating activities of $671.5 million for the nine months ended September 30, 2016, was primarily attributable to period earnings, partially offset by net collateral deposited with counterparties. For the nine months ended September 30, 2015, net cash provided by operating activities of $483.8 million, was primarily attributable to period earnings, partially offset by other operating activities and net collateral deposited with counterparties.

Net cash used in investing activities of $5.3 billion for the nine months ended September 30, 2016, was primarily attributable to net purchases of securities available for sale and held to maturity, partially offset by a reduction in interest bearing deposits with banks and federal reserve and other central bank deposits. For the nine months ended September 30, 2015, net cash used in investing activities of $10.5 billion, was primarily attributable to net purchases of securities available for sale and held to maturity, as well as increased interest bearing deposits with banks, loans and leases, and client security settlement receivables.

Net cash provided by financing activities of $2.8 billion for the nine months ended September 30, 2016, was primarily attributable to higher levels of total deposits and the issuance of the Series D preferred stock, partially offset by the repurchase of common stock pursuant to the Corporation's share repurchase program and cash dividends paid to common stockholders. The increase in total deposits was attributable to higher levels of demand and other noninterest-bearing client deposits. For the nine months ended September 30, 2015, net cash provided by financing activities totaled $11.6 billion, primarily reflecting increased levels of total deposits and increased short-term other borrowings, partially offset by lower securities sold under agreements to repurchase and the repurchase of common stock pursuant to the Corporation's share repurchase program. The increase in total deposits was attributable to higher levels of interest-bearing and noninterest-bearing non-U.S. office client and demand and other noninterest-bearing client deposits.

Table of Contents
ASSET QUALITY

Securities Portfolio

Northern Trust maintains a high quality securities portfolio, with 81% of the combined available for sale, held to maturity, and trading account portfolios at September 30, 2016, comprised of U.S. Treasury and government sponsored agency securities and triple-A rated corporate notes, asset-backed securities, covered bonds, sub-sovereign, supranational, sovereign and non-U.S. agency bonds, commercial mortgage-backed securities and obligations of states and political subdivisions. The remaining portfolio was comprised of corporate notes, asset-backed securities, negotiable certificates of deposit, obligations of states and political subdivisions, auction rate securities and other securities, of which as a percentage of the total securities portfolio, 9% was rated double-A, 3% was rated below double-A, and 7% was not rated by Standard and Poor’s or Moody’s Investors Service (primarily negotiable certificates of deposits of banks and non-U.S. sovereign securities whose long term ratings are at least A).

Net unrealized gains within the investment securities portfolio totaled $118.9 million at September 30, 2016, comprised of $193.0 million and $74.1 million of gross unrealized gains and losses, respectively. Of the unrealized losses on securities at September 30, 2016, the largest component was $30.5 million of unrealized losses in securities classified as “other,” related to securities primarily purchased at a premium or par by Northern Trust for compliance with the Community Reinvestment Act (CRA). Unrealized losses on these CRA-related securities were attributable to yields that were below market rates for the purpose of supporting institutions and programs that benefit low- to moderate- income communities within Northern Trust’s market area. Unrealized losses of $22.9 million related to government sponsored agency securities were primarily attributable to changes in market rates since their purchase. Also, $12.9 million of the unrealized losses related to corporate debt securities, primarily reflecting higher market rates, and wider credit spreads since purchase; as of September 30, 2016, 31% of the corporate debt portfolio was backed by guarantees provided by U.S. and non-U.S. governmental entities.

For the nine months ended September 30, 2016, charges of $2.4 million were recorded relating to the other-than-temporary impairment (OTTI) of certain CRA eligible securities. There were no OTTI losses for the nine months ended September 30, 2015. Northern Trust has evaluated all securities with unrealized losses for possible OTTI in accordance with GAAP and Northern Trust’s security impairment review policy.

Northern Trust participates in the repurchase agreement market as a relatively low cost alternative for short-term funding. Securities purchased under agreements to resell and securities sold under agreements to repurchase are accounted for as collateralized financings and recorded at the amounts at which the securities were acquired or sold plus accrued interest. To minimize potential credit risk associated with these transactions, the fair value of the securities purchased or sold is monitored, limits are set on exposure with counterparties, and the financial condition of counterparties is regularly assessed. It is Northern Trust’s policy to take possession, either directly or via third-party custodians, of securities purchased under agreements to resell. Securities sold under agreements to repurchase are held by the counterparty until their repurchase.

Table of Contents
ASSET QUALITY (continued)

Nonperforming Loans and Leases and Other Real Estate Owned

Nonperforming assets consist of nonperforming loans and leases and other real estate owned (OREO). OREO is comprised of commercial and residential properties acquired in partial or total satisfaction of loans.

The following table provides the amounts of nonperforming loans and leases, by loan and lease segment and class, and of OREO that were outstanding at the dates shown, as well as the balance of loans that was delinquent 90 days or more and still accruing interest. The balance of loans delinquent 90 days or more and still accruing interest can fluctuate widely based on the timing of cash collections, renegotiations and renewals.

Table 23: Nonperforming Assets

($ In Millions)	September 30, 2016	June 30, 2016	September 30, 2015
Nonperforming Loans and Leases			
Commercial			
Commercial and Institutional	$ 61.3	$38.5	$ 20.3
Commercial Real Estate	11.8	12.2	25.2
Total Commercial	73.1	50.7	45.5
Personal			
Residential Real Estate	98.0	99.3	152.6
Private Client	2.2	2.2	0.5
Total Personal	100.2	101.5	153.1
Total Nonperforming Loans and Leases	173.3	152.2	198.6
Other Real Estate Owned	7.7	14.2	8.9
Total Nonperforming Assets	181.0	166.4	207.5
90 Day Past Due Loans Still Accruing	$ 12.5	$8.3	$ 2.3
Nonperforming Loans and Leases to Total Loans and Leases	0.52 %	0.44 %	0.59 %
Coverage of Loan and Lease Allowance to Nonperforming Loans and Leases	1.1 x	1.3x	1.2x

Nonperforming assets of $181.0 million as of September 30, 2016, reflected improved credit quality across the portfolio from the prior year. The current period included the addition of a $24.9 million non-performing loan to the commercial and institutional loan portfolio. Furthermore, the September 30, 2016 and June 30, 2016, loan portfolios reflected a reclassification of a non-performing loan from the residential relate estate loan class to the commercial and institutional loan class due to a change in the obligor as a result of restructuring the loan as of December 31, 2015. In addition to the negative impact on net interest income and the risk of credit losses, nonperforming assets also increase operating costs due to the expense associated with collection efforts. Changes in the level of nonperforming assets may be indicative of changes in the credit quality of one or more loan classes. Changes in credit quality impact the allowance for credit losses through the resultant adjustment of the specific allowance and of the qualitative factors used in the determination of the inherent allowance levels within the allowance for credit losses.

Northern Trust’s underwriting standards do not allow for the origination of loan types generally considered to be high risk in nature, such as option adjustable rate mortgages, subprime loans, loans with initial “teaser” rates and loans with excessively high loan-to-value ratios. Residential real estate loans consist of first lien mortgages and equity credit lines, which generally require loan-to-collateral values of no more than 65% to 75% at inception. Revaluations of supporting collateral are obtained upon refinancing or default or when otherwise considered warranted. Collateral revaluations for mortgages are performed by independent third parties.

The commercial real estate class consists of commercial mortgages and construction, acquisition and development loans extended to experienced investors well known to Northern Trust. Underwriting standards generally reflect conservative loan-to-value ratios and debt service coverage requirements. Recourse to borrowers through guarantees is also commonly required.

Provision and Allowance for Credit Losses

The provision for credit losses is the charge to current-period earnings that is determined by management, through a disciplined credit review process, to be the amount needed to maintain the allowance for credit losses at an appropriate level to absorb probable

23

Table of Contents

credit losses that have been identified with specific borrower relationships (specific loss component) and for probable losses that are believed to be inherent in the loan and lease portfolios, undrawn commitments and standby letters of credit (inherent loss component). Control processes and analyses employed to evaluate the appropriateness of the allowance for credit losses are reviewed on at least an annual basis and modified as necessary.

The amount of specific allowance is determined through an individual evaluation of loans and lending-related commitments considered impaired that is based on expected future cash flows, collateral value and other factors that may impact the borrower's ability to pay. The inherent component of the allowance addresses exposure relating to probable but unidentified credit-related losses. The inherent component of the allowance also covers the credit exposure associated with undrawn loan commitments and standby letters of credit. To estimate the allowance for credit losses on these instruments, management uses conversion rates to determine the estimated amount that will be drawn and assigns an allowance factor determined in accordance with the methodology utilized for outstanding loans.

The provision for credit losses was a credit of $3.0 million in the current quarter, compared to a credit provision of $10.0 million in the prior-year quarter. Net recoveries were $0.8 million, resulting from $3.0 million of charge-offs and $3.8 million of recoveries, compared to $9.4 million of net charge-offs in the prior-year quarter, resulting from $11.9 million of charge-offs and $2.5 million of recoveries. Residential real estate loans accounted for 57% and 77% of total nonperforming loans and leases at September 30, 2016 and 2015, respectively.

Note 7 to the consolidated financial statements includes a table that details the changes in the allowance for credit losses during the three and nine months ended September 30, 2016 and 2015 due to charge-offs, recoveries and provisions for credit losses.

Table of Contents

ASSET QUALITY (continued)

Provision and Allowance for Credit Losses (continued)

The following table shows the specific portion of the allowance and the inherent portion of the allowance and its components by loan and lease segment and class.

Table 24: Allocation of the Allowance for Credit Losses

($ In Millions)	September 30, 2016			June 30, 2016			September 30, 2015		
	Allowance Amount	Percent of Loans to Total Loans		Allowance Amount	Percent of Loans to Total Loans		Allowance Amount	Percent of Loans to Total Loans	
Specific Allowance	$9.1	—	%	$1.3	—	%	$4.0	—	%
Allocated Inherent Allowance									
Commercial									
Commercial and Institutional	35.9	28		38.9	29		66.1	28	
Commercial Real Estate	72.1	12		70.5	11		63.5	12	
Lease Financing, net	0.4	1		1.7	1		3.6	2	
Non-U.S.	—	4		—	6		2.3	4	
Other	—	1		2.5	1		—	—	
Total Commercial	108.4	46		113.6	48		135.5	46	
Personal									
Residential Real Estate	85.3	24		91.0	24		95.9	27	
Private Client	19.8	30		21.2	28		19.3	27	
Other	2.3	—		—	—		—	—	
Total Personal	107.4	54		112.2	52		115.2	54	
Total Allocated Inherent Allowance	$215.8	100	%	$225.8	100	%	$250.7	100	%
Total Allowance for Credit Losses	$224.9			$227.1			$254.7		
Allowance Assigned to									
Loans and Leases	$191.0			$192.0			$242.2		
Undrawn Commitments and Standby Letters of Credit	33.9			35.1			12.5		
Total Allowance for Credit Losses	$224.9			$227.1			$254.7		
Allowance Assigned to Loans and Leases to Total Loans and Leases	0.57	%		0.56	%		0.73	%	

Table of Contents

MARKET RISK MANAGEMENT

Northern Trust faces two primary types of market risk through its business operations: interest rate risk, which is the potential for movements in interest rates to cause changes in earnings and the economic value of equity; and trading risk, which is the potential for movements in market variables such as foreign exchange rates and interest rates to cause changes in the value of trading positions.

Northern Trust uses two primary measurement techniques to manage interest rate risk: sensitivity of earnings (SOE) and sensitivity of economic value of equity (SEVE). SOE provides management with a short-term view of the impact of interest rate changes on future earnings. SEVE provides management with a long-term view of interest rate changes on the economic value of equity as of the period-end balance sheet. Both simulation models use the same initial market interest rates and product balances. These two techniques, which are performed monthly, are complementary and are used in concert to provide a comprehensive interest rate risk management capability.

As part of its risk management activities, Northern Trust also regularly measures the risk of loss associated with foreign currency positions using a Value-at-Risk (VaR) model. The following information about Northern Trust's management of market risk should be read in conjunction with the Annual Report on Form 10-K for the year ended December 31, 2015.

Sensitivity of Earnings — The modeling of SOE incorporates on-balance-sheet positions, as well as derivative financial instruments (principally interest rate swaps) that are used to manage interest rate risk. Northern Trust uses market-implied forward interest rates as the base case and measures the sensitivity (i.e. change) in earnings if future rates are 100 or 200 basis points higher than base case forward rates. The following table shows the estimated impact on the next twelve months of pre-tax earnings of 100 and 200 basis point upward movements in interest rates relative to forward rates. Given the low level of interest rates, the simulation of earnings for rates 100 and 200 basis points lower would not provide meaningful results.

Table 25: Interest Rate Risk Simulation of Pre-Tax Earnings Excluding Fee Waivers

($ In Millions)	Increase/(Decrease) Estimated Impact on Next Twelve Months of Pre-Tax Earnings
Increase in Interest Rates Above Market-Implied Forward Rates	
100 Basis Points	$ 12
200 Basis Points	(15)

The simulations of earnings incorporate several assumptions but do not incorporate any management actions that may be used to mitigate negative consequences of actual interest rate movements. For that reason and others, they do not reflect the likely actual results but serve as conservative estimates of interest rate risk. SOE is not directly comparable to actual results disclosed elsewhere or directly predictive of future values of other measures provided.

Sensitivity of Economic Value of Equity — Economic value of equity is defined as the present value of assets minus the present value of liabilities, net of the value of instruments that are used to manage the interest rate risk of balance sheet items. The potential effect of interest rate changes on economic equity is derived from the impact of such changes on projected future cash flows and the present value of these cash flows and is then compared to the established limit. Northern Trust uses current market rates (and the future rates implied by these market rates) as the base case and measures the sensitivity (i.e. change) if current rates are immediately increased by 100 or 200 basis points. The following table shows the estimated impact on economic value of equity of 100 and 200 basis point upward movements from current interest rates. Given the low level of interest rates and assumed interest rate floors as rates approach zero, the simulation of the economic value of equity for rates 100 or 200 basis points lower would not provide meaningful results.

Table 26: Interest Rate Risk Simulation of Economic Value of Equity as of September 30, 2016

($ In Millions)	Increase/(Decrease) Estimated Impact on Economic Value of Equity

Increase in Interest Rates Above Market Rates		
100 Basis Points	$	54
200 Basis Points	(173	)

Table of Contents
MARKET RISK MANAGEMENT (continued)

The simulations of economic value of equity incorporate several assumptions but do not incorporate any management actions that may be used to mitigate negative consequences of actual interest rate movements. For that reason and others, they do not reflect the likely actual results but serve as conservative estimates of interest rate risk. SEVE is not directly comparable to actual results disclosed elsewhere or directly predictive of future values of other measures provided.

Foreign Currency Value-At-Risk (VaR) — Northern Trust measures daily the risk of loss associated with all non-U.S. currency positions using a VaR model and applying the historical simulation methodology. This statistical model provides estimates, based on a variety of high confidence levels, of the potential loss in value that might be incurred if an adverse shift in non-U.S. currency exchange rates were to occur over a small number of days. The model incorporates foreign currency and interest rate volatilities and correlations in price movements among the currencies. VaR is computed for each trading desk and for the global portfolio.

Northern Trust monitors several variations of the foreign exchange VaR measures to meet specific regulatory and internal management needs. Variations include different methodologies (historical, variance-covariance and Monte Carlo), equally-weighted and exponentially-weighted volatilities, horizons of one day and ten days, confidence levels ranging from 95% to 99.95% and look-back periods of one year and four years. The table below presents the levels of total regulatory VaR and its subcomponents for global foreign currency as of September 30, 2016 and June 30, 2016, based on the historical simulation methodology, a 99% confidence level, a one-day horizon and equally-weighted volatility. The total VaR for foreign currency is typically less than the sum of its two components due to diversification benefits derived from the two subcomponents.

Table 27: Foreign Currency Value-At-Risk

	Total VaR (Spot and Forward)		Foreign Exchange Spot VaR		Foreign Exchange Forward VaR	
($ In Millions)	September 30, 2016	June 30, 2016	September 30, 2016	June 30, 2016	September 30, 2016	June 30, 2016
High	$ 1.0	$ 0.6	$ 0.4	$ 0.5	$ 0.9	$ 0.5
Low	0.2	0.2	—	—	0.2	0.2
Average	0.4	0.4	0.1	0.2	0.4	0.3
Quarter-End	0.4	0.5	0.4	0.3	0.3	0.3

Table of Contents

RECONCILIATION OF CERTAIN REPORTED ITEMS TO FULLY TAXABLE EQUIVALENTS

The tables below present reconciliations of interest income, net interest income, net interest margin, and revenue prepared in accordance with GAAP to such measures on an FTE basis, which are non-GAAP financial measures. Management believes this presentation provides a clearer indication of these financial measures for comparative purposes. When adjusted to an FTE basis, yields on taxable, nontaxable and partially taxable assets are comparable; however, the adjustment to an FTE basis has no impact on net income.

Table 28: Reconciliation of Reported Revenue and Net Interest Income to Fully Taxable Equivalent

	Three Months Ended					
	September 30, 2016			September 30, 2015		
($ In Millions)	Reported	FTE Adj.	FTE	Reported	FTE Adj.	FTE
Interest Income	$349.2	$ 7.0	$356.2	$305.7	$ 6.1	$311.8
Interest Expense	46.1	—	46.1	36.8	—	36.8
Net Interest Income	$303.1	$ 7.0	$310.1	$268.9	$ 6.1	$275.0
Net Interest Margin	1.12 %		1.14 %	1.06 %		1.08 %
Revenue	$1,213.7	$ 7.0	$1,220.7	1,155.5	6.1	1,161.6

	Nine Months Ended					
	September 30, 2016			September 30, 2015		
($ In Millions)	Reported	FTE Adj.	FTE	Reported	FTE Adj.	FTE
Interest Income	$1,045.9	$ 20.1	$1,066.0	$893.3	$ 18.7	$912.0
Interest Expense	135.2	—	135.3	112.6	—	112.6
Net Interest Income	$910.7	$ 20.1	$930.7	$780.7	$ 18.7	$799.4
Net Interest Margin	1.14 %		1.17 %	1.03 %		1.06 %
Revenue	$3,720.4	$ 20.1	$3,740.5	$3,545.9	$ 18.7	$3,564.6

Table of Contents

FORWARD-LOOKING STATEMENTS

This report may include statements which constitute “forward-looking statements” within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are identified typically by words or phrases such as “believe,” “expect,” “anticipate,” “intend,” “estimate,” “project,” “likely,” “plan,” “goal,” “strategy,” and similar expressions or future or conditional verbs such as “may,” “will,” “should,” “would,” and “could.” Forward-looking statements include statements, other than those related to historical facts, that relate to Northern Trust’s financial results and outlook, capital adequacy, dividend policy, accounting estimates and assumptions, credit quality including allowance levels, future pension plan contributions, anticipated tax benefits, anticipated expense levels, spending related to technology and regulatory initiatives, risk management policies, contingent liabilities, strategic initiatives, industry trends, and expectations regarding the impact of recent legislation and accounting pronouncements. These statements are based on Northern Trust’s current beliefs and expectations of future events or future results, and involve risks and uncertainties that are difficult to predict and subject to change. These statements are also based on assumptions about many important factors, including:

- financial market disruptions or economic recession, whether in the United States, Europe, the Middle East, Asia or other regions;
- volatility or changes in financial markets, including debt and equity markets, that impact the value, liquidity, or credit ratings of financial assets in general, or financial assets held in particular investment funds or client portfolios, including those funds, portfolios, and other financial assets with respect to which Northern Trust has taken, or may in the future take, actions to provide asset value stability or additional liquidity;
- the impact of equity markets on fee revenue;
- the voluntary departure of the United Kingdom from the European Union pursuant to the “Brexit” referendum and the impact thereof on financial markets and economic conditions across the globe;
- the downgrade of U.S. government-issued and other securities;
- changes in foreign exchange trading client volumes and volatility in foreign currency exchange rates, changes in the valuation of the U.S. dollar relative to other currencies in which Northern Trust records revenue or accrues expenses, and Northern Trust’s success in assessing and mitigating the risks arising from all such changes and volatility;
- a decline in the value of securities held in Northern Trust’s investment portfolio, particularly asset-backed securities, the liquidity and pricing of which may be negatively impacted by periods of economic turmoil and financial market disruptions;
- Northern Trust’s ability to address operating risks, including cyber-security or data security breach risks, human errors or omissions, pricing or valuation of securities, fraud, systems performance or defects, systems interruptions, and breakdowns in processes or internal controls;
- Northern Trust’s success in responding to and investing in changes and advancements in technology;
- a significant downgrade of any of Northern Trust’s debt ratings;
- the health and soundness of the financial institutions and other counterparties with which Northern Trust conducts business;
- uncertainties inherent in the complex and subjective judgments required to assess credit risk and establish appropriate allowances therefor;
- the pace and extent of continued globalization of investment activity and growth in worldwide financial assets;
- changes in interest rates or in the monetary or other policies of various regulatory authorities or central banks;
- changes in the legal, regulatory and enforcement framework and oversight applicable to financial institutions, including changes that may affect leverage limits and risk-based capital and liquidity requirements, require financial institutions to pay higher assessments, expose financial institutions to certain liabilities of their subsidiary depository institutions, or restrict or increase the regulation of certain activities carried on by financial institutions, including Northern Trust;
- increased costs of compliance and other risks associated with changes in regulation, the current regulatory environment, and areas of increased regulatory emphasis and oversight in the United States and other countries, such

as anti-money laundering, anti-bribery, and client privacy;

- failure to satisfy regulatory standards or to obtain regulatory approvals when required, including for the use and distribution of capital;
- changes in tax laws, accounting requirements or interpretations and other legislation in the United States or other countries that could affect Northern Trust or its clients;
- geopolitical risks and the risks of extraordinary events such as natural disasters, terrorist events and war, and the responses of the United States and other countries to those events;
- changes in the nature and activities of Northern Trust’s competition;
- Northern Trust’s success in maintaining existing business and continuing to generate new business in existing and targeted markets and its ability to deploy deposits in a profitable manner consistent with its liquidity requirements;
- Northern Trust’s ability to address the complex needs of a global client base and manage compliance with legal, tax, regulatory and other requirements;
- Northern Trust’s ability to maintain a product mix that achieves acceptable margins;
- Northern Trust’s ability to continue to develop investment products and generate investment results that satisfy clients;

Table of Contents
FORWARD-LOOKING STATEMENTS (continued)

- Northern Trust's success in recruiting and retaining the necessary personnel to support business growth and expansion and maintain sufficient expertise to support increasingly complex products and services;
- Northern Trust's success in controlling expenses and implementing revenue enhancement initiatives;
- uncertainties inherent in Northern Trust's assumptions concerning its pension plan, including discount rates and expected contributions, returns and payouts;
- Northern Trust's success in improving risk management practices and controls and managing risks inherent in its businesses, including credit risk, operational risk, market and liquidity risk, fiduciary risk, compliance risk and strategic risk;
- risks and uncertainties inherent in the litigation and regulatory process, including the adequacy of contingent liability, tax, and other accruals;
- risks associated with being a holding company, including Northern Trust's dependence on dividends from its principal subsidiary;
- the risk of damage to Northern Trust's reputation which may undermine the confidence of clients, counterparties, rating agencies, and stockholders; and
- other factors identified elsewhere in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2015, including those factors described in Item 1A, "Risk Factors," and other filings with the SEC, all of which are available on Northern Trust's website.

Actual results may differ materially from those expressed or implied by the forward-looking statements. The information contained herein is current only as of the date of that information. All forward-looking statements included in this document are based upon information presently available, and Northern Trust assumes no obligation to update its forward-looking statements.

Table of Contents

Item 1. Consolidated Financial Statements (unaudited)

CONSOLIDATED BALANCE SHEETS NORTHERN TRUST CORPORATION

(In Millions Except Share Information)	September 30, 2016 (Unaudited)	December 31, 2015
Assets		
Cash and Due from Banks	$4,892.7	$6,418.5
Federal Reserve and Other Central Bank Deposits	22,208.7	23,695.5
Interest-Bearing Deposits with Banks	5,855.8	6,872.2
Federal Funds Sold and Securities Purchased under Agreements to Resell	2,066.0	1,614.2
Securities		
Available for Sale	35,973.6	32,317.9
Held to Maturity (Fair value of $8,733.1 and $5,227.5)	8,716.0	5,248.3
Trading Account	0.8	1.2
Total Securities	44,690.4	37,567.4
Loans and Leases		
Commercial	15,577.9	15,156.5
Personal	17,845.1	18,024.4
Total Loans and Leases (Net of unearned income of $44.4 and $103.6)	33,423.0	33,180.9
Allowance for Credit Losses Assigned to Loans and Leases	(191.0)	(193.8)
Buildings and Equipment	438.8	446.9
Client Security Settlement Receivables	1,984.5	2,157.0
Goodwill	524.4	526.4
Other Assets	4,191.7	4,464.4
Total Assets	$120,085.0	$116,749.6
Liabilities		
Deposits		
Demand and Other Noninterest-Bearing	$22,609.1	$23,435.5
Savings and Money Market	14,779.2	15,035.9
Savings Certificates and Other Time	1,507.7	1,455.8
Non U.S. Offices — Noninterest-Bearing	6,551.0	6,719.9
— Interest-Bearing	54,024.3	50,221.8
Total Deposits	99,471.3	96,868.9
Federal Funds Purchased	378.5	351.5
Securities Sold Under Agreements to Repurchase	301.8	546.6
Other Borrowings	4,002.4	4,055.1
Senior Notes	1,496.4	1,497.4
Long-Term Debt	1,400.9	1,371.3
Floating Rate Capital Debt	277.4	277.3
Other Liabilities	3,176.5	3,075.6
Total Liabilities	110,505.2	108,043.7
Stockholders' Equity		
Preferred Stock, No Par Value; Authorized 10,000,000 shares:		
Series C, outstanding shares of 16,000	388.5	388.5
Series D, outstanding shares of 5,000	493.5	—
Common Stock, $1.66 2/3 Par Value; Authorized 560,000,000 shares;		
Outstanding shares of 226,431,104 and 229,293,783	408.6	408.6
Additional Paid-In Capital	1,038.6	1,072.3

Retained Earnings	8,736.1	8,242.8
Accumulated Other Comprehensive Loss	(259.7)	(372.7)
Treasury Stock (18,740,420 and 15,877,741 shares, at cost)	(1,225.8)	(1,033.6)
Total Stockholders' Equity	9,579.8	8,705.9
Total Liabilities and Stockholders' Equity	$120,085.0	$116,749.6

See accompanying notes to the consolidated financial statements.

Table of Contents

CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

NORTHERN TRUST CORPORATION

(In Millions Except Share Information)	Three Months Ended September 30, 2016	2015	Nine Months Ended September 30, 2016	2015
Noninterest Income				
Trust, Investment and Other Servicing Fees	$788.3	$749.1	$2,313.7	$2,233.4
Foreign Exchange Trading Income	53.6	62.9	178.5	209.3
Treasury Management Fees	15.0	16.1	47.2	48.5
Security Commissions and Trading Income	20.4	20.4	59.9	60.2
Other Operating Income	33.1	38.1	212.4	214.1
Investment Security Gains (Losses), net (Note)	0.2	—	(1.9)	(0.3)
Total Noninterest Income	910.6	886.6	2,809.8	2,765.2
Net Interest Income				
Interest Income	349.2	305.7	1,045.9	893.3
Interest Expense	46.1	36.8	135.3	112.6
Net Interest Income	303.1	268.9	910.6	780.7
Provision for Credit Losses	(3.0)	(10.0)	(4.0)	(24.5)
Net Interest Income after Provision for Credit Losses	306.1	278.9	914.6	805.2
Noninterest Expense				
Compensation	382.1	361.6	1,150.4	1,077.8
Employee Benefits	73.2	69.8	216.0	