City of Chicago

O2014-3303

Office of the City Clerk

Document Tracking Sheet

Meeting Date:	4/30/2014
Sponsor(s):	City Clerk (transmitted by)
Type:	Ordinance
Title:	Zoning Reclassification App No. 18023 at 801-833 N Clark St and 77 w Chestnut St
Committee(s) Assignment:	Committee on Zoning, Landmarks and Building Standards

ORDINANCE

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF CHICAGO:

SECTION 1. Title 17 of the Municipal Code of Chicago, the Chicago Zoning Ordinance, is hereby amended by changing all of the DX-5 Downtown Mixed-Use District and DX-7 Downtown Mixed-Use District symbols and indications as shown on Map No 3-F in the area bounded by

West Chestnut Street; a line 70.00 feet east of North Clark Street traveling south for a distance of 40.06 feet; a line 40.06 feet south of West Chestnut Street traveling east 25.0 feet; a line 40.06 feet south of West Chestnut Street traveling south for 14.42 feet; a line 53.81 feet south of West Chestnut Street traveling east 55.00 feet; the north-south public alley east of and parallel to North Clark Street; West Chicago Avenue; North Clark Street

SECTION 2: To those of a DX-7 Downtown Mixed-Use District;

SECTION 3: Changing all of the DX-7 Downtown Mixed-Use District symbols and indications as shown on Map No 3-F in the area bounded by

West Chestnut Street; a line 70.00 feet east of North Clark Street traveling south for a distance of 40.06 feet; a line 40.06 feet south of West Chestnut Street traveling east 25.0 feet; a line 40.06 feet south of West Chestnut Street traveling south for 14.42 feet; a line 53.81 feet south of West Chestnut Street traveling east 55.00 feet; the north-south public alley east of and parallel to North Clark Street; West Chicago Avenue; North Clark Street

SECTION 4: To those of a Residential Business Planned Development.

SECTION 5: This ordinance takes effect after its passage and approval;

Common Address of Property: 801-833 North Clark Street/77 West Chestnut Street

#18023
INTRO DATE:
APRIL 30, 2014

CITY OF CHICAGO

APPLICATION FOR AN AMENDMENT TO
THE CHICAGO ZONING ORDINANCE

1. ADDRESS of the property Applicant is seeking to rezone:

   801-833 North Clark Street/77 West Chestnut

2. Ward Number that property is located in: 2

3. APPLICANT Ryan Companies US, Inc.

   ADDRESS 111 Shuman Blvd, Suite 400 CITY Naperville

   STATE IL ZIP CODE 60563 PHONE 630-328-1160

   EMAIL dan.walsh@ryancompanies.com CONTACT PERSON Dan Walsh

4. Is the applicant the owner of the property? YES ________ NO X
   If the applicant is not the owner of the property, please provide the following information regarding the owner and attach written authorization from the owner allowing the application to proceed.

   OWNER U.S. Bank National Association

   ADDRESS 800 Nicollet Mall CITY Minneapolis

   STATE MN ZIP CODE 55402 PHONE 612-303-7806

   EMAIL jeffrey.shea@USbank.com CONTACT PERSON Jeffrey Shea

5. If the Applicant/Owner of the property has obtained a lawyer as their representative for the rezoning, please provide the following information:

   ATTORNEY Katriina S. McGuire, Schain Banks Kenny & Schwartz, Ltd.

   ADDRESS 70 West Madison, Suite 5300

   CITY Chicago STATE IL ZIP CODE 60602

   PHONE 312-345-5700 FAX 312-345-5701 EMAIL kmcguire@schainbanks.com

6. If the applicant is a legal entity (Corporation, LLC, Partnership, etc.) please provide the names of all owners as disclosed on the Economic Disclosure Statements.

Ryan Companies Holdings, Inc.
Patrick G. Ryan 2012 Descendants Trust
James R. Ryan Marital Trust
Timothy M. Gray 2012 Descendants Trust

7. On what date did the owner acquire legal title to the subject property?________________

8. Has the present owner previously rezoned this property? If yes, when?

No

9. Present Zoning District DX-5 & DX-7 Proposed Zoning District DX-7 and then to Residential Business Planned Development

10. Lot size in square feet (or dimensions) 56,670 square feet

11. Current Use of the property Bank building parking and vacant

12. Reason for rezoning the property To allow for the construction of a multi story residential building.

13. Describe the proposed use of the property after the rezoning. Indicate the number of dwelling units; number of parking spaces; approximate square footage of any commercial space; and height of the proposed building. (BE SPECIFIC)

The proposed development will consist of 392 dwelling units, 159 parking spaces, 50 bike spaces and will be 380 feet tall. The existing bank building located at the northeast corner of West Chicago Avenue and North Clark Street will remain.

14. On May 14th, 2007, the Chicago City Council passed the Affordable Requirements Ordinance (ARO) that requires on-site affordable housing units or a financial contribution if residential housing projects receive a zoning change under certain circumstances. Based on the lot size of the project in question and the proposed zoning classification, is this project subject to the Affordable Requirements Ordinance? (See Fact Sheet for more information)

YES X NO

COUNTY OF COOK
STATE OF ILLINOIS

Daniel Walsh, being first duly sworn on oath, states that all of the above statements and the statements contained in the documents submitted herewith are true and correct.

[signature]
Signature of Applicant

Subscribed and Sworn to before me this 21ST day of April, 20 14.

Catherine Peters
Notary Public

OFFICIAL SEAL
CATHERINE L PETERS
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:03/08/17

For Office Use Only

Date of Introduction: ____________________

File Number: ____________________

Ward: ____________________

WRITTEN NOTICE"
FORM OF AFFIDAVIT
(Section 17-13-0107)

April 23, 2014

Honorable Daniel S. Solis
Chairman, Committee on Zoning
121 North LaSalle Street
Room 304, City Hall
Chicago, Illinois 60602

The undersigned, Katriina S. McGuire, being first duly sworn on oath deposes and states the following:

The undersigned certifies that she has complied with the requirements of Section 17-13-0107 of the Chicago Zoning Ordinance, by sending written notice to such property owners who appear to be the owners of the property within the subject area not solely owned by the applicant, and to the owners of all property within 250 feet in each direction of the lot line of the subject property, exclusive of public roads, streets, alleys and other public ways, or a total distance limited to 400 feet. Said "written notice" was sent by First Class U.S. Mail, no more than 30 days before filing the application.

The undersigned certifies that the notice contained the address of the property sought to be rezoned; a statement of the intended use of the property; the name and address of the applicant; the name and address of the owner; and a statement that the applicant intends to file the application for a change in zoning on approximately April 23, 2014.

The undersigned certifies that the applicant has made a bona fide effort to determine the addresses of the parties to be notified under Section 17-13-0107 of the Chicago Zoning Ordinance, and that the accompanying list of names and addresses of surrounding property owners within 250 feet of the subject site is a complete list containing the names and addresses of the people required to be served.

Katriina McGuire

Signature

Subscribed and Sworn to before me this
23rd day of April, 2014

Lesley D Magnabosco

Notary Public

OFFICIAL SEAL
LESLEY D MAGNABOSCO
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES 10/25/15

SCHAIN | BANKS
SCHAIN BANKS KENNY & SCHWARTZ LTD

70 W. Madison Street
Suite 5300
Chicago, IL 60602

Main 312.345.5700
Fax 312.345.5701
www.schainbanks.com

April 23, 2014

Dear Sir/Madam:

In accordance with the Amendment to the Zoning Code enacted by the City Council, Section 17-13-0107-A of the Chicago Zoning Ordinance, please be advised that on or about April 23, 2014, the undersigned, will file an application for a change in zoning for the property located at 801-833 North Clark Street and 77 West Chestnut West Street from DX-5 Downtown Mixed-Use District and DX-7 Downtown Mixed-Use District to DX-7 Downtown Mixed-Use District and then to a Residential Business Planned Development.

The applicant is Ryan Companies US, Inc. located at 111 Shuman Blvd, Suite 400, Naperville, IL 60563.

The owner of the property is US Bank National Association located at 800 Nicollet Mall, Minneapolis, MN 55402.

The applicant proposes to construct a residential building containing a maximum of 392 units, 159 parking spaces, 50 bike spaces and will be approximately 380 feet tall. The existing bank building located at the northeast corner of West Chicago Avenue and North Clark Street will remain.

I am the duly authorized attorney for the applicant and contract purchaser. My address is 70 West Madison, Suite 5300, Chicago, Illinois 60602. My telephone number is (312) 345-5700.

PLEASE NOTE THAT THE APPLICANT IS NOT SEEKING TO PURCHASE OR REZONE YOUR PROPERTY. THE APPLICANT IS REQUIRED BY LAW TO SEND YOU THIS NOTICE BECAUSE YOU OWN PROPERTY LOCATED WITHIN 250 FEET OF THE SUBJECT PROPERTY.

Very truly yours,

Katriina S. McGuire
Attorney for Applicant

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Ryan Companies US, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [x] the Applicant
   OR
2. [ ] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: ____________________
   OR
3. [ ] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: ____________________

B. Business address of the Disclosing Party: 50 South Tenth Street, #300
Minneapolis, MN 55403

C. Telephone: 630-328-1160 Fax: 630-328-1360 Email: dan.walsh@ryancompanies.com

D. Name of contact person: Dan Walsh

E. Federal Employer Identification No. (if you have one): ____________________

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Zoning change to
Residential Business Planned Development for property located at 77 West Chestnut/801-833 North Clark

G. Which City agency or department is requesting this EDS? Department of Planning and Development

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # ____________________ and Contract # ____________________

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

[ ] Person
[ ] Publicly registered business corporation
[x] Privately held business corporation
[ ] Sole proprietorship
[ ] General partnership
[ ] Limited partnership
[ ] Trust
[ ] Limited liability company
[ ] Limited liability partnership
[ ] Joint venture
[ ] Not-for-profit corporation
(Is the not-for-profit corporation also a 501(c)(3))?
[ ] Yes [ ] No
[ ] Other (please specify)

____

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Minnesota

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[X] Yes [ ] No [ ] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. **NOTE:** For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. **NOTE**: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Please see attached schedule A	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE**: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Ryan Companies Holdings, Inc.	50 South Tenth Street, Suite 300 Minneapolis, MN 55403	100%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[ ] Yes [x] No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) **NOTE:** "hourly rate" or "t.b.d." is not an acceptable response.
Katriina S. McGuire Schain Banks Kenny & Schwartz, Ltd	70 West Madison, Suite 5300 Chicago, IL 60602	Attorney	$25,000 Estimated

(Add sheets if necessary)

[ ] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[ ] Yes [ ] No [X] No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[ ] Yes [ ] No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

• the Disclosing Party;
• any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
• any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
• any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

[ ] is [X] is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

[ ] Yes [x] No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

[ ] Yes [x] No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

_x_ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

____2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

____

____

____

____

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded,** proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

____

____

____

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

[ ] Yes [ ] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)
[ ] Yes [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
[ ] Yes [ ] No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
[ ] Yes [ ] No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Ryan Companies US, Inc.
(Print or type name of Disclosing Party)

By: ____________________
(Sign here)

Dan Walsh
(Print or type name of person signing)

Vice President of Development, Ryan Companies US, Inc.
(Print or type title of person signing)

Signed and sworn to before me on (date) April 16, 2014,
at Kane County, Illinois (state).

Catherine Peters Notary Public.

Commission expires: 03/08/17.

OFFICIAL SEAL
CATHERINE L PETERS
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:03/08/17

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ ] Yes [X] No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Ryan Companies Holdings, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [ ] the Applicant
   OR
2. [x] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Ryan Companies US, Inc.
   OR
3. [ ] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: ____________

B. Business address of the Disclosing Party: 50 South Tenth Street, #300
Minneapolis, MN 55403

C. Telephone: 630-328-1160 Fax: 630-328-1360 Email: dan.walsh@ryancompanies.com

D. Name of contact person: Dan Walsh

E. Federal Employer Identification No. (if you have one): ____________

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Zoning change to
Residential Business Planned Development for property located at 77 West Chestnut/801-833 North Clark

G. Which City agency or department is requesting this EDS? Department of Planning and Development

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # ____________ and Contract # ____________

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

[ ] Person
[ ] Publicly registered business corporation
[x] Privately held business corporation
[ ] Sole proprietorship
[ ] General partnership
[ ] Limited partnership
[ ] Trust
[ ] Limited liability company
[ ] Limited liability partnership
[ ] Joint venture
[ ] Not-for-profit corporation
(Is the not-for-profit corporation also a 501(c)(3))?
[ ] Yes [ ] No
[ ] Other (please specify)

____

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Minnesota

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[X] Yes [ ] No [ ] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. **NOTE:** For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. **NOTE**: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Please see attached Schedule A	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE**: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Please see attached Schedule A		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[ ] Yes [x] No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) **NOTE:** "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

[X] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[ ] Yes [X] No [ ] No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[ ] Yes [ ] No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

• the Disclosing Party;
• any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
• any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
• any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

[ ] is [x] is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

[ ] Yes [x] No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

[ ] Yes [x] No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

_x_ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

____ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

[ ] Yes [ ] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

[ ] Yes [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

[ ] Yes [ ] No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

[ ] Yes [ ] No

If you checked "No" to question 1. or 2. above, please provide an explanation:

____

____

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Ryan Companies Holdings, Inc.
(Print or type name of Disclosing Party)

By: [signature]
(Sign here)

Dan Walsh
(Print or type name of person signing)

Vice President of Development, Ryan Companies US, Inc.
(Print or type title of person signing)

Signed and sworn to before me on (date) April 16, 2014,
at Kane County, Illinois (state).

Catherine Peters Notary Public.

Commission expires: 03/08/17.

OFFICIAL SEAL
CATHERINE L PETERS
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:03/08/17

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ ] Yes [X] No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

____

____

____

Schedule A
Stockholders of Ryan Companies Holdings, Inc.

As of: 3/31, **2014**

Stockholder Name and Address	Shares of Voting Common Stock	Voting Common Stock Ownership Percentage	Shares of Nonvoting Common Stock	Total Shares of Stock	Total Ownership Percentage
Colleen C. Ryan and Timothy M. Gray, Trustees of the James R. Ryan Marital Trust dated May 28, 2009 19785 Lakeview Avenue Deephaven, MN 55331	2,248.32	24.00%	20,233.80	22,482.12	36.00%
Timothy M. Gray and Kevin Roberg, Trustees of the Patrick G. Ryan 2012 Descendants Trust c/o Briggs and Morgan Attn: Brian Wenger 80 S. 8th Street, Suite 2200 Minneapolis, MN 55402	0	0	21,233.80	21,233.80	34.00%
Kim A. Culp, Patrick G. Ryan and Kevin Roberg, Trustees of the Timothy M. Gray Descendants Trust Dated December 13, 2012 c/o Mark Moxness 8800 Norman Center Drive, Suite 1000 Minneapolis, MN 55437	0	0	10,617.40	10,617.40	17.00%
Patrick G. Ryan 105 Clay Cliffe Tonka Bay, MN 55331	2,248.32	24.00%	0	2,248.32	3.60%
Timothy M. Gray 8729 Sherwood Bluff Eden Prairie, MN 55347	1,217.84	13.00%	0	1,217.84	1.95%
Lloyd M. Sigel, Timothy M. Gray and Kevin Roberg, Trustees of the Colleen C. Ryan Descendants Trust dated December 13, 2012 c/o Mark Moxness 8800 Norman Center Drive, Suite 1000 Minneapolis, MN 55437	0	0	1,000	1,000	1.60%
Brian C. Murray 4801 Aldrich Avenue South Minneapolis, MN 55419	1,217.84	13.00%	0	1,217.84	1.95%
Jeff A. Smith 18664 Melrose Chase Eden Prairie, MN 55347	1,217.84	13.00%	0	1,217.84	1.95%
Michael R. McElroy 4359 Coolidge Ave S St. Louis Park, MN 55424	1,217.84	13.00%	0	1,217.84	1.95%
Total Stock:	**9,368.00**	**100.00%**	**53,085.00**	**62,453.00**	**100.00%**

5933356v2

Name	Title	Office Address
Patrick G. Ryan	Chief Executive Officer	50 South Tenth Street Suite 300
	And President	Minneapolis, MN 55403
Timothy M. Gray	Chairman,	50 South Tenth Street
	Vice President,	Suite 300
	Treasurer and Secretary	Minneapolis, MN 55403
Brian Murray	Vice President, Chief Financial	50 South Tenth Street Suite 300
	Officer, Assistant Secretary	Minneapolis, MN 55403
Mary E. Wawro	Vice President,	50 South Tenth Street
	General Counsel,	Suite 300
	Assistant Secretary	Minneapolis, MN 55403
W. J. McHale	Vice President	50 South Tenth Street
		Suite 300
		Minneapolis, MN 55403
Michael R. McElroy	Executive Vice President	50 South Tenth Street Suite 300
		Minneapolis, MN 55403
Collin E. Barr	Executive Vice President	50 South Tenth Street Suite 300
		Minneapolis, MN 55403
Mike Cairl	Executive Vice President	50 South Tenth Street Suite 300
		Minneapolis, MN 55403
John L. Strittmatter	Vice President and	3900 East Camelback
	Assistant Secretary	Suite 100
		Phoenix, AZ 85018-2614
Jeff A. Smith	Executive Vice President	50 South Tenth Street
		Suite 300
		Minneapolis, MN 55403
Frank Prebeck	Vice President	50 South Tenth Street
		Suite 300
		Minneapolis, MN 55403
Jack L. Hunter	Vice President	50 South Tenth Street
		Suite 300

Name	Title	Office Address
		Minneapolis, MN 55403
Marc Gullickson	Vice President	625 First Street S.E.
		Suite 460
		Cedar Rapids, IA 52401
Richard M. Collins	Vice President	50 South Tenth Street
		Suite 300
		Minneapolis, MN 55403
Douglas J. Dieck	Vice President	101 East Kennedy Blvd.
		Suite 800
		Tampa, FL 33602
Gary Prinsen	Vice President	50 South Tenth Street
		Suite 300
		Minneapolis, MN 55403
Geoffrey L. Eastburn	Vice President	625 First Street SE Suite 520
		Cedar Rapids, IA 52401
Daniel R. Levitt	Senior Vice President	50 South Tenth Street
		Suite 300
		Minneapolis, MN 55403
Timothy R. Hennelly	Vice President	111 Shuman Blvd. Suite 400
		Naperville, IL 60563
Robert C. Goodpaster	Vice President	111 Shuman Blvd. Suite 400
		Naperville, IL 60563
Greg L. Lundgren	Vice President	201 North Harrison Street
		Suite 400
		Davenport, IA 52801
Mark Schoening	Senior	50 South Tenth Street
	Vice President	Suite 300
		Minneapolis, MN 55403
Dan Walsh	Vice President	111 Shuman Blvd.
		Suite 400
		Naperville, IL 60563
Chuck Carefoot	Vice President	3900 E. Camelback Road
		Suite 100
		Phoenix, AZ 85018-2614

Name	Title	Office Address
Eric L. Engh	Senior	50 South Tenth Street
	Vice President	Suite 300
		Minneapolis, MN 55403
James M. McDonald	Vice President	111 Shuman Blvd.
		Suite 400
		Naperville, IL 60563
Bradley P. Schoenfelder	Vice President	1501 50th Street Suite 100
		West Des Moines, IA
		50266
Colleen Dockendorf	Vice President	50 South Tenth Street Suite 300
		Minneapolis, MN 55403
Casey Hankinson	Vice President	50 South Tenth Street Suite 300
		Minneapolis, MN 55403
Scott T. Carey	Vice President	2804 Mission College Blvd.
		Suite 120
		Santa Clara, CA 95054
Hunter Barrier	Vice President	300 West 6th Street
		Suite 2275
		Austin, TX 78701
Molly R. Carson	Vice President	3900 E. Camelback Road
		Suite 100
		Phoenix, AZ 85018-2614
Paul Springthorpe	Vice President	2602 Weddington Place
		Marietta, GA 30068
Andrew M. Finn	Vice President	50 South Tenth Street
		Suite 300
		Minneapolis, MN 55403
Tony Barranco	Vice President	50 South Tenth Street
		Suite 300
		Minneapolis, MN 55403
Eric R. Anderson	Vice President	50 South Tenth Street
		Suite 300
		Minneapolis, MN 55403
Brian Devlin	Vice President	101 East Kennedy Blvd
		Suite 800

Name	Title	Office Address
		Tampa, FL 33602
Duane E. Joseph	Assistant Secretary	220 South Sixth Street
		Minneapolis, MN 55402
Audra E. Williams	Assistant Secretary	50 South Tenth Street
		Suite 300
		Minneapolis, MN 55403
Brian Wenger	Assistant Secretary	80 South Eighth Street
		#2200
		Minneapolis, MN 55402

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Timothy M. Gray Descendants Trust dated December 13, 2012

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [ ] the Applicant
   OR
2. [x] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Ryan Companies Holdings, Inc.
   OR
3. [ ] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: ____________

B. Business address of the Disclosing Party: 8800 Norman Center Drive, Suite 1000
Minneapolis, MN 55437

C. Telephone: ____________ Fax: ____________ Email: ____________

D. Name of contact person: Mark Moxness

E. Federal Employer Identification No. (if you have one): ____________

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Zoning change to Residential Business Planned Development for property located at 77 West Chestnut/801-833 North Clark

G. Which City agency or department is requesting this EDS? Department of Planning and Development

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # ____________ and Contract # ____________

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

[ ] Person
[ ] Publicly registered business corporation
[ ] Privately held business corporation
[ ] Sole proprietorship
[ ] General partnership
[ ] Limited partnership
[X] Trust
[ ] Limited liability company
[ ] Limited liability partnership
[ ] Joint venture
[ ] Not-for-profit corporation
(Is the not-for-profit corporation also a 501(c)(3))?
[ ] Yes [ ] No
[ ] Other (please specify)

____

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

____

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[ ] Yes [ ] No [X] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. **NOTE:** For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. **NOTE**: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Kim A. Culp	Trustee
Patrick G. Ryan	Trustee
Kevin Roberg	Trustee

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE**: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Mary I. Gray	8800 Norman Center Drive, Suite 1000 Minneapolis, MN 55437	100%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[ ] Yes [x] No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) **NOTE:** "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

[X] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[ ] Yes [X] No [ ] No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[ ] Yes [ ] No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

• the Disclosing Party;
• any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
• any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
• any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

[ ] is [X] is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

[ ] Yes [x] No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

[ ] Yes [x] No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

_x_ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

____2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

____

____

____

____

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

____

____

____

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

[ ] Yes [ ] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)
[ ] Yes [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
[ ] Yes [ ] No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
[ ] Yes [ ] No

If you checked "No" to question 1. or 2. above, please provide an explanation:

____

____

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Timothy M. Gray Descendants Trust Dated December 13, 2012
(Print or type name of Disclosing Party)

By: ____________________
(Sign here)

Patrick G. Ryan
(Print or type name of person signing)

Trustee
(Print or type title of person signing)

Signed and sworn to before me on (date) 4/16/14,
at Hennepin County, MN (state).

____________________ Notary Public.

Commission expires: 1/31/15.

JILL J. BLAIR
Notary Public-Minnesota
My Commission Expires Jan 31, 2015

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ ] Yes [X] No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

____
____
____

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

The James R. Ryan Marital Trust dated May 28, 2009

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [ ] the Applicant

   OR
2. [x] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Ryan Companies Holdings, Inc.

   OR
3. [ ] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: ____________

B. Business address of the Disclosing Party: 19785 Lakeview Avenue

Deephaven, MN 55331

C. Telephone: ____________ Fax: ____________ Email: ____________

D. Name of contact person: ____________

E. Federal Employer Identification No. (if you have one): ____________

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Zoning change to Residential Business Planned Development for property located at 77 West Chestnut/801-833 North Clark

G. Which City agency or department is requesting this EDS? Department of Planning and Development

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # ____________ and Contract # ____________

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

[ ] Person
[ ] Publicly registered business corporation
[ ] Privately held business corporation
[ ] Sole proprietorship
[ ] General partnership
[ ] Limited partnership
[X] Trust
[ ] Limited liability company
[ ] Limited liability partnership
[ ] Joint venture
[ ] Not-for-profit corporation
(Is the not-for-profit corporation also a 501(c)(3))?
[ ] Yes [ ] No
[ ] Other (please specify)

____

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

____

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[ ] Yes [ ] No [X] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. **NOTE:** For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. **NOTE**: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Colleen C. Ryan	Trustee
Timothy M. Gray	Trustee

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE**: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Colleen C. Ryan	19785 Lakeview Avenue, Deephaven MN 55331	100%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[ ] Yes [x] No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) **NOTE:** "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

[x] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[ ] Yes [x] No [ ] No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[ ] Yes [ ] No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

• the Disclosing Party;
• any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
• any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
• any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

[ ] is [X] is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

[ ] Yes [x] No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

[ ] Yes [X] No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

_x_ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

____2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

____

____

____

____

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: **If the Matter is federally funded**, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

____

____

____

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

[ ] Yes [ ] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)
[ ] Yes [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
[ ] Yes [ ] No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
[ ] Yes [ ] No

If you checked "No" to question 1. or 2. above, please provide an explanation:

___

___

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

The James R. Ryan Marital Trust dated May 28, 2009

(Print or type name of Disclosing Party)

By: ____________________

(Sign here)

Timothy M. Gray

(Print or type name of person signing)

Trustee

(Print or type title of person signing)

Signed and sworn to before me on (date) 4/16/14,
at Hennepin County, MN (state).

____________________ Notary Public.

Commission expires: 1/31/15.

JILL J. BLAIR
Notary Public-Minnesota
My Commission Expires Jan 31, 2015

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ ] Yes [X] No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

____

____

____

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Patrick G. Ryan 2012 Descendants Trust

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [ ] the Applicant
   OR
2. [x] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Ryan Companies Holdings, Inc.
   OR
3. [ ] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: ____________________

B. Business address of the Disclosing Party: 80 S. 8th Street, Suite 2200
Minneapolis, MN 55402

C. Telephone: ______________ Fax: ______________ Email: ______________

D. Name of contact person: Brian Wenger

E. Federal Employer Identification No. (if you have one): ____________________

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Zoning change to
Residential Business Planned Development for property located at 77 West Chestnut/801-833 North Clark

G. Which City agency or department is requesting this EDS? Department of Planning and Development

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # ____________________ and Contract # ____________________

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

[ ] Person
[ ] Publicly registered business corporation
[ ] Privately held business corporation
[ ] Sole proprietorship
[ ] General partnership
[ ] Limited partnership
[X] Trust
[ ] Limited liability company
[ ] Limited liability partnership
[ ] Joint venture
[ ] Not-for-profit corporation
(Is the not-for-profit corporation also a 501(c)(3))?
[ ] Yes [ ] No
[ ] Other (please specify)

____

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

____

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[ ] Yes [ ] No [X] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. **NOTE:** For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. **NOTE**: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Timothy M. Gray	Trustee
Kevin Roberg	Trustee

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE**: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Ann B. Ryan	80 S. 8th Street, Suite 2200, Minneapolis, MN 55402	100%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[ ] Yes [x] No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) **NOTE:** "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

[X] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[ ] Yes [X] No [ ] No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[ ] Yes [ ] No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

• the Disclosing Party;
• any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
• any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
• any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

[ ] is [x] is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

[ ] Yes [x] No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

[ ] Yes [x] No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

_x_ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

____2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

____

____

____

____

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

____

____

____

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

[ ] Yes [ ] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

[ ] Yes [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

[ ] Yes [ ] No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

[ ] Yes [ ] No

If you checked "No" to question 1. or 2. above, please provide an explanation:

____

____

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Patrick G. Ryan 2012 Descendants Trust
(Print or type name of Disclosing Party)

By: ______________________
(Sign here)

Timothy M. Gray
(Print or type name of person signing)

Trustee
(Print or type title of person signing)

Signed and sworn to before me on (date) 4/16/14,
at Hennepin County, MN (state).

______________________ Notary Public.

Commission expires: 1/31/15.

JILL J. BLAIR
Notary Public-Minnesota
My Commission Expires Jan 31, 2015

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ ] Yes [X] No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

U.S. Bank National Association

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [X] the ~~Applicant~~ Property Owner
   OR
2. [ ] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: ____________
   OR
3. [ ] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: ____________

B. Business address of the Disclosing Party: 800 Nicollet Mall
Minneapolis, MN 55402

C. Telephone: 612-303-7806 Fax: 612-303-7888 Email: jeffrey.shea@USbank.com

D. Name of contact person: Jeffrey W. Shea

E. Federal Employer Identification No. (if you have one): ____________

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Rezoning to a Residential Business Planned Development for property located at 77 W. Chestnut/801-833 N. Clark

G. Which City agency or department is requesting this EDS? Department of Planning and Development

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # ____________ and Contract # ____________

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

[ ] Person
[ ] Publicly registered business corporation
[ ] Privately held business corporation
[ ] Sole proprietorship
[ ] General partnership
[ ] Limited partnership
[ ] Trust
[ ] Limited liability company
[ ] Limited liability partnership
[ ] Joint venture
[ ] Not-for-profit corporation
(Is the not-for-profit corporation also a 501(c)(3))?
[ ] Yes [ ] No
[X] Other (please specify)
National banking association

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

United States

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[ ] Yes [ ] No [X] N/A Please see attachment "C"

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. **NOTE:** For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. **NOTE**: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

Please see attached US Bancorp/US Bank Natl Assoc. Org. Structure

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

Attachment C

City of Chicago
Economic Disclosure Statement and Affidavit

Statement Regarding Registration as Foreign Entity

U.S. Bank operates branches in the State of Illinois under the authority of its national bank charter and is therefore not required to register as a foreign corporation with the State.

U.S. Bancorp / U.S. Bank National Association Organizational Structures

April 1, 2014

U.S. Bancorp Board of Directors	
Davis, Richard K.	Chairman of the Board
Baker, Douglas M. Jr.	Chairman and Chief Executive Officer, Ecolab, Inc.
Belton, Y. Marc	Executive Vice President, Global Strategy, Growth and Marketing Innovation, General Mills, Inc.
Buyniski Gluckman, Victoria	Retired Chairman and Chief Executive Officer, United Medical Resources, Inc.
Collins, Arthur D Jr.	Retired Chairman and Chief Executive Officer, Medtronic, Inc. and Senior Advisor, Oak Hill Partners
Hernandez, Roland A.	Chief Executive Officer, Hernandez Media Ventures
Johnson, Joel W.	Retired Chairman and Chief Executive Officer Hormel Foods Corporation
Kirtley, Olivia F.	Certified Public Accountant and Business Consultant
Levin, Jerry W.	Chairman and Chief Executive Officer, Wilton Brands Inc. and JW Levin Partners LLC
O'Maley, David B.	Executive Chariman and Retired President and Chief Executive Officer, Ohio National Mutual Holdings, Inc and Ohio National Financial Services, Inc.
Owens, O'dell M.	President Cincinnati State Technical and Community College and Independent Consultant
Schnuck, Craig D.	Former Chairman and Chief Executive Officer Schnuck Markets, Inc.
Stokes, Patrick T.	Former Chairman and former Chief Executive Officer Anheuser-Busch Companies, Inc.
Woo Ho, Doreen	President, San Francisco Port Commission

U.S. Bank National Association Board of Directors
Carlson, Jennie P.
Cecere, Andrew
Chosy, James L.
Collins, Arthur D. Jr.
Davis, Richard K.
Dolan, Terrance R.
Elmore, John R.
Hoesley, Joseph C.
Joseph, Pamela A.
LaFontaine, Michael S.
McCullough, Howell D. (Mac) III
Parker, P.W. (Bill)
Payne, Richard B. Jr.
Runkel, Mark G.
Schnuck, Craig D.
Stone, Kent V.
von Gillern, Jeffry H.

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE**: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
U.S. Bancorp	800 Nicollet Mall, Minneapolis, MN 55402	100%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[ ] Yes [X] No To the best of our knowledge, after due inquiry

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) **NOTE:** "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

[X] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[ ] Yes [ ] No [X] No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[ ] Yes [ ] No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

• the Disclosing Party;
• any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
• any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
• any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

Please see attachment "B"

Attachment B

City of Chicago
Economic Disclosure Statement and Affidavit

Statement Regarding Further Certifications

U.S. Bank National Association itself is a mortgage lender. U.S. Bank National Association is also one of the largest corporate trustees in the United States and in such capacity is trustee of numerous mortgage-backed securitization trusts that each hold multiple real property mortgages. From time to time, mortgage borrowers in Chicago default on payment of real estate taxes or otherwise fail to comply with City of Chicago requirements with respect to certain of their mortgage properties. This can result in legal action against the borrower by the City of Chicago, which legal action may name U.S. Bank National Association as the mortgage holder (either in its individual capacity or in its capacity as a trustee). As of April 3, 2014, U.S. Bank National Association was aware of outstanding claims against it (individually or in its capacity as trustee of approximately $159,550.71 wherein the city of Chicago or one of its departments or divisions (including the Department of Buildings and the Department of Sanitation) is the creditor. The vast majority of this amount is related to properties that U.S. Bank National Association holds in trust and for which it does not do the servicing. U.S. Bank National Association, both in its individual capacity and in its capacity as trustee meets with various City officials twice a month to address these claims.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None Known

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None Known

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

[X] is [ ] is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

[ ] Yes [X] No To the best of our knowledge, after due inquiry

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

[ ] Yes [X] No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

____1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

____2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

Please see attached

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded,** proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

Attachment A

City of Chicago
Economic Disclosure Statement and Affidavit

Statement Regarding Slavery Era Business

U.S. Bank National Association was formed from the following major banks: (1) Star Bank, National Association (Cincinnati, Ohio) changed its name to Firstar Bank, National Association (Cincinnati, Ohio) effective February 1999; (2) Mercantile Bank National Association (St. Louis, Missouri) merged into Firstar Bank, National Association (Cincinnati, Ohio) effective April 2000; (3) United States National Bank of Oregon (Portland, Oregon) merged with First Bank, National Association under the title U.S. Bank National Association effective August 1997; (4) U.S. Bank National Association merged into Firstar Bank, National Association, and the succeeding bank, changed its name to U.S. Bank National Association effective August 2001. These banks acquired through mergers and acquisitions numerous smaller banks. There are five hundred and forty-two U.S. Bank National Association predecessors. Thirty-five predecessors were founded before the abolition of slavery in December 1865. Thirteen of the pre-1866 predecessors were established in southern slave-holding states and territories, including Kansas, Kentucky, Missouri, and Tennessee.

In reviewing historical records held in various external repositories in accordance with the research requirements as set forth in the City of Chicago Office of the Corporation Counsel opinion letter dated April 29, 2004, U.S. Bank National Association has identified external records of its predecessors which necessitate disclosure. The conveyance records, while showing no record of direct ownership of enslaved individuals did contain records of founders and/or directors of predecessor banks owning enslaved individuals, as well as a record where an enslaved individual was the collateral for a loan. Specifically, the first president of predecessor Marion National Bank of Lebanon, Kentucky (founded in 1856), Benedict Spalding, owned two enslaved individuals in 1850. In 1860 someone with a similar name "Benidict Spalding" is also listed as having owned fourteen enslaved individuals. In addition, certain members of the Marion National Bank of Lebanon's board of directors (called "commissioners") owned approximately forty-seven enslaved individuals in total (the records include abbreviated names, which we conclude may be references to commissioners). The first president of predecessor First National Bank of Clarksville, Tennessee (founded in 1865), S.F. Beaumont, owned one enslaved individual in 1860. The first president of predecessor St. Louis Building and Savings Association, Missouri (formed in 1857), Marshall Brotherton, owned ten enslaved individuals in 1850 and four enslaved individuals in 1860. Merchants Bank (founded in 1857) and Bank of St. Louis (founded in 1857), both predecessors, along with a group of other St. Louis firms, issued a mortgage to Charles McLaran that was secured by his property, which included an unspecified number of enslaved individuals. However, the 1860 Federal Census Slave Schedule for St. Louis provided that Charles McLaran owned thirteen enslaved individuals.

The above is only a summary. U.S. Bank National Association has previously provided the City of Chicago with supporting attachments.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

[ ] Yes [ ] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

[ ] Yes [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

[ ] Yes [ ] No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

[ ] Yes [ ] No

If you checked "No" to question 1. or 2. above, please provide an explanation:

____

____

SECTION VII – ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

U.S. Bank National Association
(Print or type name of Disclosing Party)

By: ______________________
(Sign here)

Jeffrey Shea
(Print or type name of person signing)

Vice President
(Print or type title of person signing)

Signed and sworn to before me on (date) April 21, 2014,
at Hennepin County, MN (state).

______________________ Notary Public.

Commission expires: 01/31/17.

JULIANA BRANCATO JUNQUEIRA PANETTA
NOTARY PUBLIC - MINNESOTA
My Commission Expires Jan. 31, 2017

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ ] Yes [X] No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

____
____
____

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

U.S. Bancorp

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [ ] the Applicant

   OR

2. [X] a legal entity holding a direct or indirect interest in the ~~Applicant~~ Property. State the legal name of the Applicant in which the Disclosing Party holds an interest: U.S. Bank National Association

   OR

3. [ ] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: ______________________

B. Business address of the Disclosing Party: 800 Nicollet Mall
Minneapolis, MN 55402

C. Telephone: 612-303-7806 Fax: 612-303-7888 Email: jeffrey.shea@USbank.com

D. Name of contact person: Jeffrey W. Shea

E. Federal Employer Identification No. (if you have one): ______________________

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Rezoning to a Residential Business Planned Development for property located at 77 W. Chestnut/801-833 N. Clark

G. Which City agency or department is requesting this EDS? Department of Planning and Development

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # ______________________ and Contract # ______________________

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

[ ] Person
[X] Publicly registered business corporation
[ ] Privately held business corporation
[ ] Sole proprietorship
[ ] General partnership
[ ] Limited partnership
[ ] Trust
[ ] Limited liability company
[ ] Limited liability partnership
[ ] Joint venture
[ ] Not-for-profit corporation
(Is the not-for-profit corporation also a 501(c)(3))?
[ ] Yes [ ] No
[ ] Other (please specify)
____

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[ ] Yes [X] No [ ] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. **NOTE:** For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. **NOTE**: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Please see attached 10Q	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE**: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
None		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[ ] Yes [X] No To the best of our knowledge, after due inquiry

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) **NOTE:** "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

[X] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[ ] Yes [ ] No [X] No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[ ] Yes [ ] No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

• the Disclosing Party;
• any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
• any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
• any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

____

____

____

____

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None Known

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official; of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None Known

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

[ ] is [X] is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

[ ] Yes [X] No To the best of our knowledge, after due inquiry

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

[ ] Yes [X] No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

_X_ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

____2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

____

____

____

____

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: **If the Matter is federally funded**, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

____

____

____

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

[ ] Yes [X] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

[ ] Yes [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

[ ] Yes [ ] No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

[ ] Yes [ ] No

If you checked "No" to question 1. or 2. above, please provide an explanation:

____

____

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

U.S. Bancorp
(Print or type name of Disclosing Party)

By: ______________________
(Sign here)

Jeffrey Shea
(Print or type name of person signing)

Vice President
(Print or type title of person signing)

Signed and sworn to before me on (date) April 21, 2014,
at Hennepin County, MN (state).

Juliana B-J Panetta Notary Public.

Commission expires: 01/31/17.

JULIANA BRANCATO JUNQUEIRA PANETTA
NOTARY PUBLIC - MINNESOTA
My Commission Expires Jan. 31, 2017

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ ] Yes [x] No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Form 10-Q/September 30, 2013

usbancorp.

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

Form 10-Q

☑ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from (not applicable)

Commission file number 1-6880

U.S. BANCORP
(Exact name of registrant as specified in its charter)

Delaware	41-0255900
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

800 Nicollet Mall
Minneapolis, Minnesota 55402
(Address of principal executive offices, including zip code)

651-466-3000
(Registrant's telephone number, including area code)

(not applicable)
(Former name, former address and former fiscal year, if changed since last report)

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, and (2) has been subject to such filing requirements for the past 90 days.

YES ☑ 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES ☑ 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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☑	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 ☑

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding as of October 31, 2013
Common Stock, $.01 Par Value	1,826,304,944 shares

Table of Contents and Form 10-Q Cross Reference Index

Part I — Financial Information

Part II — Other Information

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995.

This quarterly report on Form 10-Q contains forward-looking statements about U.S. Bancorp. Statements that are not historical or current facts, including statements about beliefs and expectations, are forward-looking statements and are based on the information available to, and assumptions and estimates made by, management as of the date hereof. These forward-looking statements cover, among other things, anticipated future revenue and expenses and the future plans and prospects of U.S. Bancorp. Forward-looking statements involve inherent risks and uncertainties, and important factors could cause actual results to differ materially from those anticipated. Global and domestic economies could fail to recover from the recent economic downturn or could experience another severe contraction, which could adversely affect U.S. Bancorp's revenues and the values of its assets and liabilities. Global financial markets could experience a recurrence of significant turbulence, which could reduce the availability of funding to certain financial institutions and lead to a tightening of credit, a reduction of business activity, and increased market volatility. Continued stress in the commercial real estate markets, as well as a delay or failure of recovery in the residential real estate markets could cause additional credit losses and deterioration in asset values. In addition, U.S. Bancorp's business and financial performance is likely to be negatively impacted by recently enacted and future legislation and regulation. U.S. Bancorp's results could also be adversely affected by deterioration in general business and economic conditions; changes in interest rates; deterioration in the credit quality of its loan portfolios or in the value of the collateral securing those loans; deterioration in the value of securities held in its investment securities portfolio; legal and regulatory developments; increased competition from both banks and non-banks; changes in customer behavior and preferences; effects of mergers and acquisitions and related integration; effects of critical accounting policies and judgments; and management's ability to effectively manage credit risk, residual value risk, market risk, operational risk, interest rate risk, and liquidity risk.

For discussion of these and other risks that may cause actual results to differ from expectations, refer to U.S. Bancorp's Annual Report on Form 10-K for the year ended December 31, 2012, on file with the Securities and Exchange Commission, including the sections entitled "Risk Factors" and "Corporate Risk Profile" contained in Exhibit 13, and all subsequent filings with the Securities and Exchange Commission under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934. However, factors other than these also could adversely affect U.S. Bancorp's results, and the reader should not consider these factors to be a complete set of all potential risks or uncertainties. Forward-looking statements speak only as of the date hereof, and U.S. Bancorp undertakes no obligation to update them in light of new information or future events.

Table 1 Selected Financial Data

(Dollars and Shares in Millions, Except Per Share Data)	Three Months Ended September 30, 2013	2012	Percent Change	Nine Months Ended September 30, 2013	2012	Percent Change
Condensed Income Statement						
Net interest income (taxable-equivalent basis) (a)	$ 2,714	$ 2,783	(2.5)%	$ 8,095	$ 8,186	(1.1)%
Noninterest income	2,180	2,395	(9.0)	6,610	7,008	(5.7)
Securities gains (losses), net	(3)	1	*	8	(18)	*
Total net revenue	4,891	5,179	(5.6)	14,713	15,176	(3.1)
Noninterest expense	2,565	2,609	(1.7)	7,592	7,770	(2.3)
Provision for credit losses	298	488	(38.9)	1,063	1,439	(26.1)
Income before taxes	2,028	2,082	(2.6)	6,058	5,967	1.5
Taxable-equivalent adjustment	56	57	(1.8)	168	168	–
Applicable income taxes	542	593	(8.6)	1,629	1,684	(3.3)
Net income	1,430	1,432	(.1)	4,261	4,115	3.5
Net (income) loss attributable to noncontrolling interests	38	42	(9.5)	119	112	6.3
Net income attributable to U.S. Bancorp	$ 1,468	$ 1,474	(.4)	$ 4,380	$ 4,227	3.6
Net income applicable to U.S. Bancorp common shareholders	$ 1,400	$ 1,404	(.3)	$ 4,163	$ 4,034	3.2
Per Common Share						
Earnings per share	$ .76	$ .74	2.7%	$ 2.26	$ 2.13	6.1%
Diluted earnings per share	.76	.74	2.7	2.25	2.12	6.1
Dividends declared per share	.230	.195	17.9	.655	.585	12.0
Book value per share	19.31	18.03	7.1			
Market value per share	36.58	34.30	6.6			
Average common shares outstanding	1,832	1,886	(2.9)	1,844	1,892	(2.5)
Average diluted common shares outstanding	1,843	1,897	(2.8)	1,854	1,901	(2.5)
Financial Ratios						
Return on average assets	1.65%	1.70%		1.67%	1.66%	
Return on average common equity	15.8	16.5		16.0	16.4	
Net interest margin (taxable-equivalent basis) (a)	3.43	3.59		3.45	3.59	
Efficiency ratio (b)	52.4	50.4		51.6	51.1	
Net charge-offs as a percent of average loans outstanding	.57	.99		.68	1.02	
Average Balances						
Loans	$229,362	$216,928	5.7%	$225,682	$213,731	5.6%
Loans held for sale	4,965	8,432	(41.1)	6,659	7,557	(11.9)
Investment securities (c)	74,988	72,454	3.5	74,303	72,371	2.7
Earning assets	315,060	308,959	2.0	313,663	304,269	3.1
Assets	352,161	345,653	1.9	351,048	340,807	3.0
Noninterest-bearing deposits	68,264	68,127	.2	67,183	65,423	2.7
Deposits	252,368	239,281	5.5	248,284	232,978	6.6
Short-term borrowings	27,495	27,843	(1.2)	27,736	28,942	(4.2)
Long-term debt	19,226	27,112	(29.1)	21,968	29,388	(25.2)
Total U.S. Bancorp shareholders' equity	39,936	38,619	3.4	39,675	37,105	6.9

	September 30, 2013	December 31, 2012	
Period End Balances			
Loans	$231,379	$223,329	3.6%
Investment securities	76,211	74,528	2.3
Assets	360,681	353,855	1.9
Deposits	261,716	249,183	5.0
Long-term debt	18,750	25,516	(26.5)
Total U.S. Bancorp shareholders' equity	40,132	38,998	2.9
Asset Quality			
Nonperforming assets	$ 2,212	$ 2,671	(17.2)
Allowance for credit losses	4,578	4,733	(3.3)
Allowance for credit losses as a percentage of period-end loans	1.98%	2.12%	
Capital Ratios			
Tier 1 capital	11.2%	10.8%	
Total risk-based capital	13.3	13.1	
Leverage	9.6	9.2	
Tangible common equity to tangible assets (d)	7.4	7.2	
Tangible common equity to risk-weighted assets using Basel I definition (d)	8.9	8.6	
Tier 1 common equity to risk-weighted assets using Basel I definition (d)	9.3	9.0	
Common equity tier 1 to risk-weighted assets estimated using the Basel III capital regulations released by the Federal Reserve Board in July 2013 (d)	8.6	–	
Common equity tier 1 to risk-weighted assets approximated using proposed rules for the Basel III standardized approach released June 2012 (d)	–	8.1	

* *Not meaningful*

(a) *Presented on a fully taxable-equivalent basis utilizing a tax rate of 35 percent.*

(b) *Computed as noninterest expense divided by the sum of net interest income on a taxable-equivalent basis and noninterest income excluding net securities gains (losses).*

(c) *Excludes unrealized gains and losses on available-for-sale investment securities and any premiums or discounts recorded related to the transfer of investment securities at fair value from available-for-sale to held-to-maturity*

(d) *See Non-GAAP Financial Measures beginning on page 33.*

Management's Discussion and Analysis

OVERVIEW

Earnings Summary U.S. Bancorp and its subsidiaries (the "Company") reported net income attributable to U.S. Bancorp of $1.5 billion for the third quarter of 2013, or $.76 per diluted common share, compared with $1.5 billion, or $.74 per diluted common share for the third quarter of 2012. Return on average assets and return on average common equity were 1.65 percent and 15.8 percent, respectively, for the third quarter of 2013, compared with 1.70 percent and 16.5 percent, respectively, for the third quarter of 2012. The provision for credit losses was $30 million lower than net charge-offs for the third quarter of 2013, compared with $50 million lower than net charge-offs for the third quarter of 2012.

Total net revenue, on a taxable-equivalent basis, for the third quarter of 2013 was $288 million (5.6 percent) lower than the third quarter of 2012, reflecting a 2.5 percent decrease in net interest income and a 9.1 percent decrease in noninterest income. The decrease in net interest income from a year ago was the result of an increase in average earning assets, offset by a decrease in the net interest margin. Noninterest income decreased from a year ago, primarily due to lower mortgage banking revenue.

Noninterest expense in the third quarter of 2013 was $44 million (1.7 percent) lower than the third quarter of 2012, primarily due to a reduction in mortgage servicing review-related professional services expense and lower compensation expense, partially offset by higher employee benefits expense.

The provision for credit losses for the third quarter of 2013 of $298 million was $190 million (38.9 percent) lower than the third quarter of 2012. Net charge-offs in the third quarter of 2013 were $328 million, compared with $538 million in the third quarter of 2012. Refer to "Corporate Risk Profile" for further information on the provision for credit losses, net charge-offs, nonperforming assets and other factors considered by the Company in assessing the credit quality of the loan portfolio and establishing the allowance for credit losses.

Net income attributable to U.S. Bancorp for the first nine months of 2013 was $4.4 billion, or $2.25 per diluted common share, compared with $4.2 billion, or $2.12 per diluted common share for the first nine months of 2012. Return on average assets and return on average common equity were 1.67 percent and 16.0 percent, respectively, for the first nine months of 2013, compared with 1.66 percent and 16.4 percent, respectively, for the first nine months of 2012. The provision for credit losses was $90 million lower than net charge-offs for the first nine months of 2013, compared with $190 million lower than net charge-offs for the first nine months of 2012.

Total net revenue, on a taxable-equivalent basis, for the first nine months of 2013 was $463 million (3.1 percent) lower than the first nine months of 2012, reflecting a 1.1 percent decrease in net interest income and a 5.3 percent decrease in noninterest income. The decrease in net interest income from the prior year was the result of an increase in average earning assets, offset by a decrease in the net interest margin. Noninterest income decreased from the prior year, primarily due to lower mortgage banking revenue and other revenue, partially offset by increases in trust and investment management fees, payments-related revenue and investment products fees, and a favorable change in net securities gains (losses).

Noninterest expense for the first nine months of 2013 was $178 million (2.3 percent) lower than the first nine months of 2012, reflecting lower professional services expense, the impact of a 2012 accrual for the Company's portion of an indemnification obligation associated with Visa Inc. litigation matters ("Visa accrual") and decreases in insurance-related costs and other expenses, partially offset by higher employee benefits expense.

The provision for credit losses of $1.1 billion for the first nine months of 2013 was $376 million (26.1 percent) lower than the first nine months of 2012. Net charge-offs in the first nine months of 2013 were $1.2 billion, compared with $1.6 billion in the first nine months of 2012. Refer to "Corporate Risk Profile" for further information on the provision for credit losses, net charge-offs, nonperforming assets and other factors considered by the Company in assessing the credit quality of the loan portfolio and establishing the allowance for credit losses.

STATEMENT OF INCOME ANALYSIS

Net Interest Income Net interest income, on a taxable-equivalent basis, was $2.7 billion in the third quarter and $8.1 billion in the first nine months of 2013, representing decreases of $69 million (2.5 percent) and $91 million (1.1 percent), respectively, compared with the same periods of 2012. The decreases were the result of lower net interest margin, partially offset by higher average earning assets. The net interest margin in the third quarter and first nine months of 2013 was 3.43 percent and 3.45 percent, respectively, compared with 3.59 percent in both the third quarter and first nine months of 2012. The decreases in the net interest margin primarily reflected lower rates on investment securities and loans, partially offset by lower rates on deposits and a reduction in higher cost long-term debt. Average earning assets increased $6.1 billion (2.0 percent) in the third quarter and $9.4 billion (3.1 percent) in the first nine months of 2013, compared with the same periods of 2012, driven by increases in loans and investment securities, partially offset by decreases in loans held for sale and in other earning assets, primarily due to the deconsolidation of certain consolidated variable interest entities ("VIEs") in the second quarter of 2013. Refer to the "Consolidated Daily Average Balance Sheet and Related Yields and Rates" tables for further information on net interest income.

Average total loans for the third quarter and first nine months of 2013 were $12.4 billion (5.7 percent) and $12.0 billion (5.6 percent) higher, respectively, than the same periods of 2012, driven by growth in residential mortgages, commercial loans and commercial real estate loans. These increases were driven by higher demand for loans from new and existing customers. The increases were partially offset by declines in other retail loans and loans covered by loss sharing agreements with the Federal Deposit Insurance Corporation ("FDIC"). Average loans acquired in FDIC-assisted transactions that are covered by loss sharing agreements with the FDIC ("covered" loans) decreased $2.9 billion (22.7 percent) in the third quarter and $3.2 billion (23.8 percent) in the first nine months of 2013, compared with the same periods of 2012, respectively.

Average investment securities in the third quarter and first nine months of 2013 were $2.5 billion (3.5 percent) and $1.9 billion (2.7 percent) higher, respectively, than the same periods of 2012, primarily due to purchases of U.S. government agency-backed securities, net of prepayments and maturities.

Average total deposits for the third quarter and first nine months of 2013 were $13.1 billion (5.5 percent) and $15.3 billion (6.6 percent) higher, respectively, than the same periods of 2012. Average noninterest-bearing deposits for the third quarter of 2013 were relatively stable with an increase of $137 million (.2 percent) over the third quarter of 2012. Average noninterest-bearing deposits for the first nine months of 2013 were $1.8 billion (2.7 percent) higher than the same period of 2012, driven by growth in Consumer and Small Business Banking balances. Average total savings deposits for the third quarter and first nine months of 2013 were $15.8 billion (13.1 percent) and $14.1 billion (11.7 percent) higher, respectively, than the same periods of 2012, the result of growth in Consumer and Small Business Banking, Wholesale and Commercial Real Estate, and corporate trust balances. Average time certificates of deposit less than $100,000 for the third quarter and first nine months of 2013 were $1.9 billion (13.0 percent) and $1.6 billion (11.0 percent) lower, respectively, than the same periods of 2012, due to maturities. Average time deposits greater than $100,000 were $1.0 billion (2.8 percent) lower in the third quarter and $1.1 billion (3.3 percent) higher in the first nine months of 2013, compared with the same periods of 2012, respectively. Time deposits greater than $100,000 are managed as an alternative to other funding sources such as wholesale borrowing, based largely on relative pricing.

Table 2 Noninterest Income

(Dollars in Millions)	Three Months Ended September 30, 2013	2012	Percent Change	Nine Months Ended September 30, 2013	2012	Percent Change
Credit and debit card revenue	$ 244	$ 213	14.6%	$ 702	$ 650	8.0%
Corporate payment products revenue	192	201	(4.5)	540	566	(4.6)
Merchant processing services	371	345	7.5	1,091	1,041	4.8
ATM processing services	83	87	(4.6)	248	263	(5.7)
Trust and investment management fees	280	265	5.7	842	779	8.1
Deposit service charges	180	174	3.4	493	483	2.1
Treasury management fees	134	135	(.7)	408	411	(.7)
Commercial products revenue	207	225	(8.0)	616	652	(5.5)
Mortgage banking revenue	328	519	(36.8)	1,125	1,461	(23.0)
Investment products fees	46	38	21.1	133	111	19.8
Securities gains (losses), net	(3)	1	*	8	(18)	*
Other	115	193	(40.4)	412	591	(30.3)
Total noninterest income	$2,177	$2,396	(9.1)%	$6,618	$6,990	(5.3)%

* *Not meaningful.*

Provision for Credit Losses The provision for credit losses for the third quarter and first nine months of 2013 decreased $190 million (38.9 percent) and $376 million (26.1 percent), respectively, from the same periods of 2012. Net charge-offs decreased $210 million (39.0 percent) and $476 million (29.2 percent) in the third quarter and first nine months of 2013, respectively, compared with the same periods of 2012, principally due to improvement in the commercial, commercial real estate, residential mortgages and home equity and second mortgages portfolios. The provision for credit losses was lower than net charge-offs by $30 million in the third quarter and $90 million in the first nine months of 2013, compared with $50 million in the third quarter and $190 million in the first nine months of 2012. Refer to "Corporate Risk Profile" for further information on the provision for credit losses, net charge-offs, nonperforming assets and other factors considered by the Company in assessing the credit quality of the loan portfolio and establishing the allowance for credit losses.

Noninterest Income Noninterest income was $2.2 billion in the third quarter and $6.6 billion in the first nine months of 2013, reflecting decreases of $219 million (9.1 percent) and $372 million (5.3 percent), respectively, compared with the same periods of 2012. The decreases from a year ago were principally due to lower mortgage banking revenue due to lower origination and sales revenue, partially offset by higher servicing income and favorable changes in the valuation of mortgage servicing rights ("MSRs"), net of hedging activities. Growth in several fee categories partially offset the decline in mortgage banking revenue. Credit and debit card revenue increased over the prior year due to higher transaction volumes, including the impact of business expansion. Merchant processing services revenue was higher as a result of higher volumes and an increase in fee-based product revenue. Trust and investment management fees increased, reflecting improved market conditions and business expansion, while investment products fees increased due to higher sales volumes and fees. In addition, net securities gains (losses) for the first nine months of 2013 reflected a favorable variance, as compared with the same period of the prior year, as the Company recognized impairment on certain money center bank securities during the second quarter of 2012 following rating agency downgrades. Offsetting these positive variances were declines in corporate payment products revenue due to lower government-related transactions, and ATM processing services revenue due to lower volumes. Commercial products revenue was also lower, primarily driven by lower standby letters of credit fees and capital markets revenue. Other income also declined in the third quarter and first nine months of 2013, compared with the same periods of the prior year. The decline in the third quarter of 2013 was principally the result of a gain on the sale of a credit card portfolio in the third quarter 2012. The decline in the first nine months of 2013 was driven by the third quarter 2012 gain on the sale of a credit card portfolio, and lower retail lease and equity investment revenue.

Table 3 Noninterest Expense

(Dollars in Millions)	Three Months Ended September 30, 2013	2012	Percent Change	Nine Months Ended September 30, 2013	2012	Percent Change
Compensation	$1,088	$1,109	(1.9)%	$3,268	$3,237	1.0%
Employee benefits	278	225	23.6	865	714	21.1
Net occupancy and equipment	240	233	3.0	709	683	3.8
Professional services	94	144	(34.7)	263	364	(27.7)
Marketing and business development	85	96	(11.5)	254	285	(10.9)
Technology and communications	214	205	4.4	639	607	5.3
Postage, printing and supplies	76	75	1.3	230	226	1.8
Other intangibles	55	67	(17.9)	167	208	(19.7)
Other	435	455	(4.4)	1,197	1,446	(17.2)
Total noninterest expense	$2,565	$2,609	(1.7)%	$7,592	$7,770	(2.3)%
Efficiency ratio (a)	52.4%	50.4%		51.6%	51.1%	

(a) *Computed as noninterest expense divided by the sum of net interest income on a taxable-equivalent basis and noninterest income excluding securities gains (losses), net*

Noninterest Expense Noninterest expense was $2.6 billion in the third quarter and $7.6 billion in the first nine months of 2013, reflecting decreases of $44 million (1.7 percent) and $178 million (2.3 percent), respectively, compared with the same periods of 2012. The decreases in noninterest expense from a year ago were primarily due to reductions in professional services and other expense. Professional services expense was lower due to reductions in mortgage servicing review-related costs. Other expense decreased due to reductions in litigation-related expenses and lower costs related to other real estate owned and FDIC insurance expense, partially offset by higher costs related to investments in affordable housing and other tax-advantaged projects. Other expense for the first nine months of 2013 was also lower than the same period of the prior year due to lower insurance-related costs and the 2012 Visa accrual. In addition, marketing and business development expense decreased due to the timing of marketing programs, while other intangibles expense decreased due to the reduction or completion of the amortization of certain intangibles. Compensation expense decreased in the third quarter of 2013, compared with the same period of the prior year, primarily as a result of lower incentive expense. Compensation expense increased in first nine months of 2013, compared with the same period of the prior year, primarily attributable to the growth in staffing for business initiatives and business expansion, and merit increases, partially offset by lower incentive expense. Employee benefits expense increased in the third quarter and first nine months of 2013, compared with the same periods of the prior year, principally due to higher pension and medical costs and staffing levels. In addition, net occupancy and equipment expense was higher due to business initiatives and higher rent expense and maintenance costs, while technology and communications expense increased due to business expansion and technology projects.

Income Tax Expense The provision for income taxes was $542 million (an effective rate of 27.5 percent) for the third quarter and $1.6 billion (an effective rate of 27.7 percent) for the first nine months of 2013, compared with $593 million (an effective rate of 29.3 percent) and $1.7 billion (an effective rate of 29.0 percent) for the same periods of 2012. For further information on income taxes, refer to Note 10 of the Notes to Consolidated Financial Statements.

BALANCE SHEET ANALYSIS

Loans The Company's loan portfolio was $231.4 billion at September 30, 2013, compared with $223.3 billion at December 31, 2012, an increase of $8.1 billion (3.6 percent). The increase was driven primarily by increases in residential mortgages, commercial loans and commercial real estate loans, partially offset by lower credit card, other retail and covered loans.

Residential mortgages held in the loan portfolio increased $6.2 billion (14.0 percent) at September 30, 2013, compared with December 31, 2012, reflecting origination and refinancing activity due to the low interest rate environment during the period. Residential mortgages originated and placed in the Company's loan portfolio are primarily well-secured jumbo mortgages and branch-originated first lien home equity loans to borrowers with high credit quality. The Company generally retains portfolio loans through maturity; however, the Company's intent may change over time based upon various factors such as ongoing asset/liability management activities, assessment of product profitability, credit risk, liquidity needs, and capital implications. If the Company's intent or ability to hold an existing portfolio loan changes, it is transferred to loans held for sale.

Commercial loans and commercial real estate loans increased $2.7 billion (4.1 percent) and $1.7 billion (4.7 percent), respectively, at September 30, 2013, compared with December 31, 2012, reflecting higher demand from new and existing customers.

Credit card loans were essentially unchanged at September 30, 2013, compared with December 31, 2012. Other retail loans, which include retail leasing, home equity and second mortgages and other retail loans, decreased $598 million (1.3 percent) at September 30, 2013, compared with December 31, 2012. The decrease was primarily driven by lower home equity and second mortgages and student loan balances, partially offset by higher auto, retail leasing and installment loans.

Loans Held for Sale Loans held for sale, consisting primarily of residential mortgages to be sold in the secondary market, were $3.9 billion at September 30, 2013, compared with $8.0 billion at December 31, 2012. The decrease in loans held for sale was principally due to lower residential mortgage loan originations during the third quarter of 2013, as compared with the fourth quarter of 2012.

Most of the residential mortgage loans the Company originates or purchases follow guidelines that allow the loans to be sold into existing, highly liquid secondary markets; in particular in government agency transactions and to government-sponsored enterprises.

Investment Securities Investment securities totaled $76.2 billion at September 30, 2013, compared with $74.5 billion at December 31, 2012. The $1.7 billion (2.3 percent) increase primarily reflected $2.8 billion of net investment purchases, partially offset by a $1.0 billion unfavorable change in net unrealized gains (losses) on available-for-sale investment securities. Held-to-maturity securities were $36.9 billion at September 30, 2013, compared with $34.4 billion at December 31, 2012, primarily reflecting net purchases of U.S government agency-backed securities.

The Company's available-for-sale securities are carried at fair value with changes in fair value reflected in other comprehensive income (loss) unless a security is deemed to be other-than-temporarily impaired. At September 30, 2013, the Company's net unrealized gains on available-for-sale securities were $67 million, compared with $1.1 billion at December 31, 2012. The unfavorable change in net unrealized gains was primarily due to decreases in the fair value of agency mortgage-backed and state and political securities as a result of increases in interest rates. Gross unrealized losses on available-for-sale securities totaled $624 million at September 30, 2013, compared with $147 million at December 31, 2012.

The Company conducts a regular assessment of its investment portfolio to determine whether any securities are other-than-temporarily impaired. When assessing unrealized losses for other-than-temporary impairment, the Company considers the nature of the investment, the financial condition of the issuer, the extent and duration of unrealized loss, expected cash flows of underlying assets, any government or agency guarantees and market conditions. At September 30, 2013, the Company had no plans to sell securities with unrealized losses, and believes it is more likely than not that it would not be required to sell such securities before recovery of their amortized cost.

There is limited market activity for non-agency mortgage-backed securities held by the Company. As a result, the Company estimates the fair value of these securities using estimates of expected cash flows, discount rates and management's assessment of various other market factors, which are judgmental in nature. The Company recorded $3 million and $13 million of impairment charges in earnings during the third quarter and first nine months of 2013, respectively, on non-agency mortgage-backed securities. These impairment charges were due to changes in expected cash flows, primarily resulting from changes in voluntary prepayment and default assumptions in the underlying mortgage pools. Further adverse changes in market conditions may result in additional impairment charges in future periods. Refer to Notes 2 and 13 in the Notes to Consolidated Financial Statements for further information on investment securities.

Table 4 Investment Securities

At September 30, 2013 (Dollars in Millions)	Available-for-Sale Amortized Cost	Available-for-Sale Fair Value	Available-for-Sale Weighted-Average Maturity in Years	Available-for-Sale Weighted-Average Yield (e)	Held-to-Maturity Amortized Cost	Held-to-Maturity Fair Value	Held-to-Maturity Weighted-Average Maturity in Years	Held-to-Maturity Weighted-Average Yield (e)
U.S. Treasury and Agencies								
Maturing in one year or less	$ 578	$ 578	.2	.95%	$ 2,112	$ 2,120	.4	.98%
Maturing after one year through five years	48	51	3.1	3.39	80	81	1.7	1.36
Maturing after five years through ten years	740	703	8.9	2.11	1,116	1,056	8.7	1.99
Maturing after ten years	201	189	12.1	1.84	60	60	11.4	1.77
Total	$ 1,567	$ 1,521	5.9	1.69%	$ 3,368	$ 3,317	3.4	1.34%
Mortgage-Backed Securities (a)								
Maturing in one year or less	$ 482	$ 486	.7	1.98%	$ 23	$ 23	.6	2.13%
Maturing after one year through five years	16,679	16,697	3.8	2.17	23,127	23,060	3.6	2.17
Maturing after five years through ten years	11,086	11,126	5.9	1.90	9,496	9,331	5.6	1.75
Maturing after ten years	1,874	1,883	12.8	1.23	734	746	12.2	1.27
Total	$30,121	$30,192	5.1	2.01%	$33,380	$33,160	4.3	2.03%
Asset-Backed Securities (a)								
Maturing in one year or less	$ –	$ –	–	7.65%	$ –	$ –	.3	.41%
Maturing after one year through five years	56	62	2.7	2.58	11	14	3.6	.85
Maturing after five years through ten years	562	573	6.8	2.66	5	5	6.7	.90
Maturing after ten years	–	–	17.8	5.19	2	10	21.3	.77
Total	$ 618	$ 635	6.4	2.66%	$ 18	$ 29	6.3	.85%
Obligations of State and Political Subdivisions (b) (c)								
Maturing in one year or less	$ 62	$ 63	.5	6.16%	$ –	$ –	.5	7.31%
Maturing after one year through five years	4,810	4,930	2.9	6.73	3	3	2.2	9.29
Maturing after five years through ten years	486	477	7.0	5.81	2	2	7.4	7.74
Maturing after ten years	374	350	20.2	6.14	12	12	14.0	5.34
Total	$ 5,732	$ 5,820	4.3	6.61%	$ 17	$ 17	11.2	6.24%
Other Debt Securities								
Maturing in one year or less	$ 6	$ 6	.4	1.16%	$ 4	$ 4	.6	1.46%
Maturing after one year through five years	–	–	–	–	91	91	2.3	1.15
Maturing after five years through ten years	–	–	–	–	26	14	7.1	1.01
Maturing after ten years	734	642	21.8	2.73	–	–	–	–
Total	$ 740	$ 648	21.6	2.71%	$ 121	$ 109	3.3	1.13%
Other Investments	$ 462	$ 491	14.0	2.12%	$ –	$ –	–	–%
Total investment securities (d)	$39,240	$39,307	5.5	2.70%	$36,904	$36,632	4.2	1.97%

(a) *Information related to asset and mortgage-backed securities included above is presented based upon weighted-average maturities anticipating future prepayments*

(b) *Information related to obligations of state and political subdivisions is presented based upon yield to first optional call date if the security is purchased at a premium, yield to maturity if purchased at par or a discount.*

(c) *Maturity calculations for obligations of state and political subdivisions are based on the first optional call date for securities with a fair value above par and contractual maturity for securities with a fair value equal to or below par*

(d) *The weighted-average maturity of the available-for-sale investment securities was 4 1 years at December 31, 2012, with a corresponding weighted-average yield of 2 93 percent. The weighted-average maturity of the held-to-maturity investment securities was 3 3 years at December 31, 2012, with a corresponding weighted-average yield of 1 94 percent The increases in the weighted-average maturities from December 31, 2012 to September 30, 2013 related to the impact of higher interest rates on anticipated prepayments on mortgage-backed securities*

(e) *Average yields are presented on a fully-taxable equivalent basis under a tax rate of 35 percent Yields on available-for-sale and held-to-maturity investment securities are computed based on amortized cost balances, excluding any premiums or discounts recorded related to the transfer of investment securities at fair value from available-for-sale to held-to-maturity Average yield and maturity calculations exclude equity securities that have no stated yield or maturity*

(Dollars in Millions)	September 30, 2013 Amortized Cost	September 30, 2013 Percent of Total	December 31, 2012 Amortized Cost	December 31, 2012 Percent of Total
U.S. Treasury and agencies	$ 4,935	6.5%	$ 4,365	5.9%
Mortgage-backed securities	63,501	83.4	61,019	83.1
Asset-backed securities	636	.8	637	.9
Obligations of state and political subdivisions	5,749	7.6	6,079	8.3
Other debt securities and investments	1,323	1.7	1,329	1.8
Total investment securities	$76,144	100.0%	$73,429	100.0%

Deposits Total deposits were $261.7 billion at September 30, 2013, compared with $249.2 billion December 31, 2012, the result of increases in time deposits greater than $100,000, money market deposits and savings deposits, partially offset by decreases in time certificates less than $100,000, noninterest bearing deposits and interest checking balances. Time deposits greater than $100,000 increased $7.5 billion (25.8 percent) at September 30, 2013, compared with December 31, 2012. Time deposits greater than $100,000 are managed as an alternative to other funding sources such as wholesale borrowing, based largely on relative pricing. Money market balances increased $8.1 billion (15.9 percent) primarily due to higher Wholesale Banking and Commercial Real Estate and Wealth Management and Securities Services balances. Savings account balances increased $1.3 billion (4.1 percent), primarily due to continued strong participation in a savings product offered by Consumer and Small Business Banking. Time certificates less than $100,000 decreased $1.6 billion (11.4 percent) at September 30, 2013, compared with December 31, 2012, primarily due to maturities. Noninterest-bearing deposits decreased $1.8 billion (2.5 percent), primarily due to a decrease in Wealth Management and Securities Services balances, partially offset by higher Wholesale Banking and Commercial Real Estate and Consumer and Small Business Banking balances. Interest checking balances decreased $927 million (1.8 percent) primarily due to lower broker-dealer balances, partially offset by higher Wholesale Banking and Commercial Real Estate and corporate trust balances.

Borrowings The Company utilizes both short-term and long-term borrowings as part of its asset/liability management and funding strategies. Short-term borrowings, which include federal funds purchased, commercial paper, repurchase agreements, borrowings secured by high-grade assets and other short-term borrowings, were $26.1 billion at September 30, 2013, compared with $26.3 billion at December 31, 2012. The $.2 billion (.7 percent) decrease in short-term borrowings was primarily due to lower repurchase agreement and federal funds purchased balances, partially offset by an increase in commercial paper and other short-term borrowings. Long-term debt was $18.8 billion at September 30, 2013, compared with $25.5 billion at December 31, 2012. The $6.7 billion (26.5 percent) decrease was primarily due to a $4.5 billion decrease in long-term debt related to the deconsolidation of certain consolidated VIEs and $2.4 billion of medium-term note maturities. Refer to the "Liquidity Risk Management" section for discussion of liquidity management of the Company.

CORPORATE RISK PROFILE

Overview Managing risks is an essential part of successfully operating a financial services company. The Company's most prominent risk exposures are credit, residual value, operational, interest rate, market, liquidity and reputation risk. Credit risk is the risk of not collecting the interest and/or the principal balance of a loan, investment or derivative contract when it is due. Residual value risk is the potential reduction in the end-of-term value of leased assets. Operational risk includes risks related to fraud, processing errors, technology, breaches of internal controls and in data security, and business continuation and disaster recovery. Operational risk also includes legal and compliance risks, including risks arising from the failure to adhere to laws, rules, regulations and internal policies and procedures. Interest rate risk is the potential reduction of net interest income as a result of changes in interest rates, which can affect the repricing of assets and liabilities differently. Market risk arises from fluctuations in interest rates, foreign exchange rates, and security prices that may result in changes in the values of financial instruments, such as trading and available-for-sale securities, certain mortgage loans held for sale, MSRs and derivatives that are accounted for on a fair value basis. Liquidity risk is the possible inability to fund obligations to depositors, investors or borrowers. Further, corporate strategic decisions, as well as the risks described above, could give rise to reputation risk. Reputation risk is the risk that negative publicity or press, whether true or not, could result in costly litigation or cause a decline in the Company's stock value, customer base, funding sources or revenue. In addition to the risks identified above, other risk factors exist that may impact the Company. Refer to "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, for a detailed discussion of these factors.

Credit Risk Management The Company's strategy for credit risk management includes well-defined, centralized credit policies, uniform underwriting criteria, and ongoing risk monitoring and review processes for all commercial and consumer credit exposures. In evaluating its credit risk, the Company considers changes, if any, in underwriting activities, the loan portfolio composition (including product mix and geographic, industry or customer-specific concentrations), trends in loan performance, the level of allowance coverage relative to similar banking institutions and macroeconomic factors, such as changes in unemployment rates, gross domestic product and consumer bankruptcy filings. The Risk Management Committee of the Company's Board of Directors oversees the Company's credit risk management process.

In addition, credit quality ratings, as defined by the Company, are an important part of the Company's overall credit risk management and evaluation of its allowance for credit losses. Loans with a pass rating represent those not classified on the Company's rating scale for problem credits, as minimal risk has been identified. Loans with a special mention or classified rating, including all of the Company's loans that are 90 days or more past due and still accruing, nonaccrual loans, those considered troubled debt restructurings ("TDRs"), and loans in a junior lien position that are current but are behind a modified or delinquent loan in a first lien position, encompass all loans held by the Company that it considers to have a potential or well-defined weakness that may put full collection of contractual cash flows at risk. The Company's internal credit quality ratings for consumer loans are primarily based on delinquency and nonperforming status, except for a limited population of larger loans within those portfolios that are individually evaluated. For this limited population, the determination of the internal credit quality rating may also consider collateral value and customer cash flows. The Company obtains recent collateral value estimates for the majority of its residential mortgage and home equity and second mortgage portfolios, which allows the Company to compute estimated loan-to-value ("LTV") ratios reflecting current market conditions. These individual refreshed LTV ratios are considered in the determination of the appropriate allowance for credit losses. However, the underwriting criteria the Company employs consider the relevant income and credit characteristics of the borrower, such that the collateral is not considered the primary source of repayment. Refer to Note 3 in the Notes to Consolidated Financial Statements for further discussion of the Company's loan portfolios including internal credit quality ratings. In addition, refer to "Management's Discussion and Analysis — Credit Risk Management" in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, for a more detailed discussion on credit risk management processes.

The Company manages its credit risk, in part, through diversification of its loan portfolio and limit setting by product type criteria and concentrations. As part of its normal business activities, the Company offers a broad array of lending products. The Company categorizes its loan portfolio into three segments, which is the level at which it develops and documents a systematic methodology to determine the allowance for credit losses. The Company's three loan portfolio segments are commercial lending, consumer lending and covered loans. The commercial lending segment includes loans and leases made to small business, middle market, large corporate, commercial real estate, financial institution, non-profit and public sector customers. Key risk characteristics relevant to commercial lending segment loans include the industry and geography of the borrower's business, purpose of the loan, repayment source, borrower's debt capacity and financial flexibility, loan covenants, and nature of pledged collateral, if any. These risk characteristics, among others, are considered in determining estimates about the likelihood of default by the borrowers and the severity of loss in the event of default. The Company considers these risk characteristics in assigning internal risk ratings to, or forecasting losses on, these loans which are the significant factors in determining the allowance for credit losses for loans in the commercial lending segment.

The consumer lending segment represents loans and leases made to consumer customers including residential mortgages, credit card loans, and other retail loans such as revolving consumer lines, auto loans and leases, student loans, and home equity loans and lines. Home equity or second mortgage loans are junior lien closed-end accounts fully disbursed at origination. These loans typically are fixed rate loans, secured by residential real estate, with a 10 or 15 year fixed payment amortization schedule. Home equity lines are revolving accounts giving the borrower the ability to draw and repay balances repeatedly, up to a maximum commitment, and are secured by residential real estate. These include accounts in either a first or junior lien position. Typical terms on home equity lines are variable rates benchmarked to the prime rate, with a 15-year draw period during which a minimum payment is equivalent to the monthly interest, followed by a 10-year amortization period. At September 30, 2013, substantially all of the Company's home equity lines were in the draw period. Key risk characteristics relevant to consumer lending segment loans primarily relate to the borrowers' capacity and willingness to repay and include unemployment rates and other economic factors, customer payment history and in some cases, updated LTV information on real estate based loans. These risk characteristics, among others, are reflected in forecasts of delinquency levels, bankruptcies and losses which are the primary factors in determining the allowance for credit losses for the consumer lending segment.

The covered loan segment represents loans acquired in FDIC-assisted transactions that are covered by loss sharing agreements with the FDIC that greatly reduce the risk of future credit losses to the Company. Key risk characteristics for covered segment loans are consistent with the segment they would otherwise be included in had the loss share coverage not been in place, but consider the indemnification provided by the FDIC.

The Company further disaggregates its loan portfolio segments into various classes based on their underlying risk characteristics. The two classes within the commercial lending segment are commercial loans and commercial real estate loans. The three classes within the consumer lending segment are residential mortgages, credit card loans and other retail loans. The covered loan segment consists of only one class.

The Company's consumer lending segment utilizes several distinct business processes and channels to originate consumer credit, including traditional branch lending, indirect lending, portfolio acquisitions, correspondent banks and loan brokers. Each distinct underwriting and origination activity manages unique credit risk characteristics and the Company prices its loan production commensurate with the differing risk profiles.

Residential mortgages are originated through the Company's branches, loan production offices and a wholesale network of originators. The Company may retain residential mortgage loans it originates on its balance sheet or sell the loans into the secondary market while retaining the servicing rights and customer relationships. Utilizing the secondary markets enables the Company to effectively reduce its credit and other asset/liability risks. For residential mortgages that are retained in the Company's portfolio and for home equity and second mortgages, credit risk is also diversified by geography and managed by adherence to LTV and borrower credit criteria during the underwriting process.

The Company estimates updated LTV information quarterly, based on a method that combines automated valuation model updates and relevant home price indices. LTV is the ratio of the loan's outstanding principal balance to the current estimate of property value. For home equity and second mortgages, combined loan-to-value ("CLTV") is the combination of the first mortgage original principal balance and the second lien outstanding principal balance, relative to the current estimate of property value. Certain loans do not have a LTV or CLTV, primarily due to lack of availability of relevant automated valuation model and/or home price indices values, or lack of necessary valuation data on acquired loans.

The following tables provide summary information for the LTVs of residential mortgages and home equity and second mortgages by borrower type at September 30, 2013:

Residential mortgages (Dollars in Millions)	Interest Only	Amortizing	Total	Percent of Total
Prime Borrowers				
Less than or equal to 80%	$2,157	$34,410	$36,567	86.6%
Over 80% through 90%	384	2,356	2,740	6.5
Over 90% through 100%	329	994	1,323	3.1
Over 100%	511	984	1,495	3 6
No LTV available	–	84	84	.2
Total	$3,381	$38,828	$42,209	100.0%
Sub-Prime Borrowers				
Less than or equal to 80%	$ 2	$ 637	$ 639	44.6%
Over 80% through 90%	2	234	236	16.5
Over 90% through 100%	3	213	216	15.1
Over 100%	5	337	342	23.8
No LTV available	–	–	–	–
Total	$ 12	$ 1,421	$ 1,433	100.0%
Other Borrowers				
Less than or equal to 80%	$ 11	$ 425	$ 436	48.1%
Over 80% through 90%	2	206	208	22.9
Over 90% through 100%	1	78	79	8.7
Over 100%	2	182	184	20.3
No LTV available	–	–	–	–
Total	$ 16	$ 891	$ 907	100.0%
Loans Purchased From GNMA Mortgage Pools (a)	$ –	$ 5,621	$ 5,621	100 0%
Total				
Less than or equal to 80%	$2,170	$35,472	$37,642	75.0%
Over 80% through 90%	388	2,796	3,184	6.4
Over 90% through 100%	333	1,285	1,618	3.2
Over 100%	518	1,503	2,021	4.0
No LTV available	–	84	84	.2
Loans purchased from GNMA mortgage pools (a)	–	5,621	5,621	11.2
Total	$3,409	$46,761	$50,170	100.0%

(a) *Represents loans purchased from Government National Mortgage Association ("GNMA") mortgage pools whose payments are primarily insured by the Federal Housing Administration or guaranteed by the Department of Veterans Affairs.*

Home equity and second mortgages (Dollars in Millions)	Lines	Loans	Total	Percent of Total
Prime Borrowers				
Less than or equal to 80%	$ 8,857	$ 567	$ 9,424	63.8%
Over 80% through 90%	2,070	253	2,323	15.7
Over 90% through 100%	1,069	151	1,220	8.3
Over 100%	1,291	267	1,558	10.5
No LTV/CLTV available	237	16	253	1.7
Total	$13,524	$1,254	$14,778	100.0%
Sub-Prime Borrowers				
Less than or equal to 80%	$ 44	$ 30	$ 74	24.2%
Over 80% through 90%	16	26	42	13.7
Over 90% through 100%	13	38	51	16.7
Over 100%	28	111	139	45.4
No LTV/CLTV available	–	–	–	–
Total	$ 101	$ 205	$ 306	100.0%
Other Borrowers				
Less than or equal to 80%	$ 346	$ 8	$ 354	77.0%
Over 80% through 90%	62	5	67	14.6
Over 90% through 100%	16	2	18	3.9
Over 100%	15	4	19	4.1
No LTV/CLTV available	2	–	2	.4
Total	$ 441	$ 19	$ 460	100.0%
Total				
Less than or equal to 80%	$ 9,247	$ 605	$ 9,852	63.4%
Over 80% through 90%	2,148	284	2,432	15.7
Over 90% through 100%	1,098	191	1,289	8.3
Over 100%	1,334	382	1,716	11.0
No LTV/CLTV available	239	16	255	1.6
Total	$14,066	$1,478	$15,544	100.0%

At September 30, 2013, approximately $1.4 billion of residential mortgages were to customers that may be defined as sub-prime borrowers based on credit scores from independent agencies at loan origination, compared with $1.6 billion at December 31, 2012. In addition to residential mortgages, at September 30, 2013, $.3 billion of home equity and second mortgage loans were to customers that may be defined as sub-prime borrowers, compared with $.4 billion at December 31, 2012. The total amount of consumer lending segment residential mortgage, home equity and second mortgage loans to customers that may be defined as sub-prime borrowers represented only .5 percent of total assets at September 30, 2013, compared with .6 percent at December 31, 2012. The Company considers sub-prime loans to be those made to borrowers with a risk of default significantly higher than those approved for prime lending programs, as reflected in credit scores obtained from independent agencies at loan origination, in addition to other credit underwriting criteria. Sub-prime portfolios include only loans originated according to the Company's underwriting programs specifically designed to serve customers with weakened credit histories. The sub-prime designation indicators have been and will continue to be subject to re-evaluation over time as borrower characteristics, payment performance and economic conditions change. The sub-prime loans originated during periods from June 2009 and after are with borrowers who met the Company's program guidelines and have a credit score that generally is at or below a threshold of 620 to 650 at loan origination depending on the program. Sub-prime loans originated during periods prior to June 2009 were based upon program level guidelines without regard to credit score.

Covered loans included $1.0 billion in loans with negative-amortization payment options at September 30, 2013, compared with $1.3 billion at December 31, 2012. Other than covered loans, the Company does not have any residential mortgages with payment schedules that would cause balances to increase over time.

Home equity and second mortgages were $15.5 billion at September 30, 2013, compared with $16.7 billion at December 31, 2012, and included $4.8 billion of home equity lines in a first lien position and $10.7 billion of home equity and second mortgage loans and lines in a junior lien position. Loans and lines in a junior lien position at September 30, 2013, included approximately $3.8 billion of loans and lines for which the Company also serviced the related first lien loan, and approximately $6.9 billion where the Company did not service the related first lien loan. The Company was able

Table 5 Delinquent Loan Ratios as a Percent of Ending Loan Balances

90 days or more past due **excluding** nonperforming loans	September 30, 2013	December 31, 2012
Commercial		
Commercial	.08%	.10%
Lease financing	–	–
Total commercial	.07	.09
Commercial Real Estate		
Commercial mortgages	.02	.02
Construction and development	.03	.02
Total commercial real estate	.02	.02
Residential Mortgages (a)	.53	.64
Credit Card	1.11	1.27
Other Retail		
Retail leasing	.02	.02
Other	.18	.22
Total other retail (b)	.16	.20
Total loans, excluding covered loans	.27	.31
Covered Loans	5.47	5.86
Total loans	.48%	.59%

90 days or more past due **including** nonperforming loans	September 30, 2013	December 31, 2012
Commercial	.24%	.27%
Commercial real estate	.94	1.50
Residential mortgages (a)	1.99	2.14
Credit card	1.66	2.12
Other retail (b)	.60	.66
Total loans, excluding covered loans	.94	1.11
Covered loans	7.13	9.28
Total loans	1.20%	1.52%

(a) *Delinquent loan ratios exclude $3 5 billion at September 30, 2013, and $3 2 billion at December 31, 2012, of loans purchased from GNMA mortgage pools whose repayments are primarily insured by the Federal Housing Administration or guaranteed by the Department of Veterans Affairs Including these loans, the ratio of residential mortgages 90 days or more past due including all nonperforming loans was 9.05 percent at September 30, 2013, and 9 45 percent at December 31, 2012*

(b) *Delinquent loan ratios exclude student loans that are guaranteed by the federal government. Including these loans, the ratio of total other retail loans 90 days or more past due including all nonperforming loans was .96 percent at September 30, 2013, and 1.08 percent at December 31, 2012*

to determine the status of the related first liens using information the Company has as the servicer of the first lien or information reported on customer credit bureau files. The Company also evaluates other indicators of credit risk for these junior lien loans and lines including delinquency, estimated average CLTV ratios and updated weighted-average credit scores in making its assessment of credit risk, related loss estimates and determining the allowance for credit losses.

The following table provides a summary of delinquency statistics and other credit quality indicators for the Company's junior lien positions at September 30, 2013:

	Junior Liens Behind		
(Dollars in Millions)	Company Owned or Serviced First Lien	Third Party First Lien	Total
Total	$3,804	$6,884	$10,688
Percent 30–89 days past due	.51%	.76%	.67%
Percent 90 days or more past due	.13%	.15%	.14%
Weighted-average CLTV	79%	77%	77%
Weighted-average credit score	747	741	743

See the Analysis and Determination of the Allowance for Credit Losses section for additional information on how the Company determines the allowance for credit losses for loans in a junior lien position.

Loan Delinquencies Trends in delinquency ratios are an indicator, among other considerations, of credit risk within the Company's loan portfolios. The Company measures delinquencies, both including and excluding nonperforming loans, to enable comparability with other companies. Accruing loans 90 days or more past due totaled $1.1 billion ($591 million excluding covered loans) at September 30, 2013, compared with $1.3 billion ($660 million excluding covered loans) at December 31, 2012. The $69 million (10.5 percent) decrease, excluding covered loans, reflected improvement in residential mortgages, credit card and other retail loan portfolios during the first nine months of 2013. These balances exclude loans purchased from Government National Mortgage Association ("GNMA") mortgage pools whose repayments are primarily insured by the Federal Housing Administration or guaranteed by the Department of Veterans Affairs. Accruing loans 90 days or more past due are not included in nonperforming assets and continue to accrue interest because they are adequately secured by collateral, are in the process of collection and are reasonably expected to result in repayment or restoration to current status, or are managed in homogeneous portfolios with specified charge-off timeframes adhering to regulatory guidelines. The ratio of accruing loans 90 days or more past due to total loans was .48 percent (.27 percent excluding covered loans) at September 30, 2013, compared with .59 percent (.31 percent excluding covered loans) at December 31, 2012.

The following table provides summary delinquency information for residential mortgages, credit card and other retail loans included in the consumer lending segment:

	Amount		As a Percent of Ending Loan Balances	
(Dollars in Millions)	September 30, 2013	December 31, 2012	September 30, 2013	December 31, 2012
Residential Mortgages (a)				
30-89 days	$ 350	$ 348	.70%	.79%
90 days or more	268	281	.53	.64
Nonperforming	732	661	1.46	1.50
Total	$1,350	$1,290	2.69%	2.93%
Credit Card				
30-89 days	$ 212	$ 227	1.25%	1.33%
90 days or more	190	217	1.11	1.27
Nonperforming	94	146	.55	.85
Total	$ 496	$ 590	2.91%	3.45%
Other Retail				
Retail Leasing				
30-89 days	$ 9	$ 12	.15%	.22%
90 days or more	1	1	.02	.02
Nonperforming	1	1	.02	.02
Total	$ 11	$ 14	.19%	.26%
Home Equity and Second Mortgages				
30-89 days	$ 101	$ 126	.65%	.76%
90 days or more	39	51	.25	.30
Nonperforming	179	189	1.15	1.13
Total	$ 319	$ 366	2.05%	2.19%
Other (b)				
30-89 days	$ 124	$ 152	.48%	.59%
90 days or more	36	44	.14	.17
Nonperforming	26	27	.10	.11
Total	$ 186	$ 223	.72%	.87%

(a) Excludes $399 million of loans 30-89 days past due and $3.5 billion of loans 90 days or more past due at September 30, 2013, purchased from GNMA mortgage pools that continue to accrue interest, compared with $441 million and $3.2 billion at December 31, 2012, respectively

(b) Includes revolving credit, installment, automobile and student loans

The following tables provide further information on residential mortgages and home equity and second mortgages as a percent of ending loan balances by borrower type:

Residential mortgages (a)	September 30, 2013	December 31, 2012
Prime Borrowers		
30-89 days	.56%	.65%
90 days or more	.46	.58
Nonperforming	1.30	1.36
Total	2.32%	2.59%
Sub-Prime Borrowers		
30-89 days	6.91%	6.41%
90 days or more	4.47	3.89
Nonperforming	11.72	9.60
Total	23.10%	19.90%
Other Borrowers		
30-89 days	1.43%	.97%
90 days or more	1.21	.97
Nonperforming	1.77	1.83
Total	4.41%	3.77%

(a) *Excludes delinquent and nonperforming information on loans purchased from GNMA mortgage pools as their repayments are primarily insured by the Federal Housing Administration or guaranteed by the Department of Veterans Affairs.*

Home equity and second mortgages	September 30, 2013	December 31, 2012
Prime Borrowers		
30-89 days	.56%	.64%
90 days or more	.24	.28
Nonperforming	1.04	1.03
Total	1.84%	1.95%
Sub-Prime Borrowers		
30-89 days	3.92%	4.92%
90 days or more	.65	1.36
Nonperforming	5.23	4.10
Total	9.80%	10.38%
Other Borrowers		
30-89 days	1.52%	1.41%
90 days or more	.22	.47
Nonperforming	1.96	2.35
Total	3.70%	4.23%

The following table provides summary delinquency information for covered loans:

	Amount		As a Percent of Ending Loan Balances	
(Dollars in Millions)	September 30, 2013	December 31, 2012	September 30, 2013	December 31, 2012
30-89 days	$142	$ 359	1.51%	3.18%
90 days or more	514	663	5.47	5.86
Nonperforming	156	386	1.66	3.41
Total	$812	$1,408	8.64%	12.45%

Restructured Loans In certain circumstances, the Company may modify the terms of a loan to maximize the collection of amounts due when a borrower is experiencing financial difficulties or is expected to experience difficulties in the near-term. In most cases the modification is either a concessionary reduction in interest rate, extension of the maturity date or reduction in the principal balance that would otherwise not be considered.

Troubled Debt Restructurings Concessionary modifications are classified as TDRs unless the modification results in only an insignificant delay in the payments to be received. TDRs accrue interest if the borrower complies with the revised terms and conditions and has demonstrated repayment performance at a level commensurate with the modified terms over several payment cycles. Loans classified as TDRs are considered impaired loans for reporting and measurement purposes.

The Company continues to work with customers to modify loans for borrowers who are experiencing financial difficulties, including those acquired through FDIC-assisted acquisitions. Many of the Company's TDRs are determined on a case-by-case basis in connection with ongoing loan collection processes. The modifications vary within each of the Company's loan classes. Commercial lending segment TDRs generally include extensions of the maturity date and may be accompanied by an increase or decrease to the interest rate. The Company may also work with the borrower to make other changes to the loan to mitigate losses, such as obtaining additional collateral and/or guarantees to support the loan.

The Company has also implemented certain residential mortgage loan restructuring programs that may result in TDRs. The Company participates in the U.S. Department of the Treasury Home Affordable Modification Program ("HAMP"). HAMP gives qualifying homeowners an opportunity to permanently modify their loan and achieve more affordable monthly payments, with the U.S. Department of the Treasury compensating the Company for a portion of the reduction in monthly amounts due from borrowers participating in this program. The Company also modifies residential mortgage loans under Federal Housing Administration, Department of Veterans Affairs, and its own internal programs. Under these programs, the Company provides concessions to qualifying borrowers experiencing financial difficulties. The concessions may include adjustments to interest rates, conversion of adjustable rates to fixed rates, extensions of maturity dates or deferrals of payments, capitalization of accrued interest and/or outstanding advances, or in limited situations, partial forgiveness of loan principal. In most instances, participation in residential mortgage loan restructuring programs requires the customer to complete a short-term trial period. A permanent loan modification is contingent on the customer successfully completing the trial period arrangement and the loan documents are not modified until that time. The Company reports loans in a trial period arrangement as TDRs.

Credit card and other retail loan modifications are generally part of distinct restructuring programs. The Company offers a workout program providing customers modification solutions over a specified time period, generally up to 60 months. The Company also provides modification programs to qualifying customers experiencing a temporary financial hardship in which reductions are made to monthly required minimum payments for up to 12 months.

In accordance with regulatory guidance, the Company considers secured consumer loans that have had debt discharged through bankruptcy where the borrower has not reaffirmed the debt to be TDRs. If the loan amount exceeds the collateral value, the loan is charged down to collateral value and the remaining amount is reported as nonperforming.

Modifications to loans in the covered segment are similar in nature to that described above for non-covered loans, and the evaluation and determination of TDR status is similar, except that acquired loans restructured after acquisition are not considered TDRs for purposes of the Company's accounting and disclosure if the loans evidenced credit deterioration as of the acquisition date and are accounted for in pools. Losses associated with modifications on covered loans, including the economic impact of interest rate reductions, are generally eligible for reimbursement under the loss sharing agreements.

The following table provides a summary of TDRs by loan class, including the delinquency status for TDRs that continue to accrue interest and TDRs included in nonperforming assets:

At September 30, 2013 (Dollars in Millions)	Performing TDRs	As a Percent of Performing TDRs: 30-89 Days Past Due	As a Percent of Performing TDRs: 90 Days or More Past Due	Nonperforming TDRs	Total TDRs
Commercial	$ 259	2.2%	1.2%	$ 71(a)	$ 330
Commercial real estate	365	3.0	–	173(b)	538
Residential mortgages	2,030	6.6	5.8	412	2,442(d)
Credit card	241	8.5	5.6	94(c)	335
Other retail	202	6.7	2.4	79(c)	281(e)
TDRs, excluding GNMA and covered loans	3,097	5.9	4.5	829	3,926
Loans purchased from GNMA mortgage pools	1,915	7.0	57.7	–	1,915(f)
Covered loans	347	.7	9.7	66	413
Total	$5,359	6.0%	23.9%	$895	$6,254

(a) Primarily represents loans less than six months from the modification date that have not met the performance period required to return to accrual status (generally six months) and small business credit cards with a modified rate equal to 0 percent.
(b) Primarily represents loans less than six months from the modification date that have not met the performance period required to return to accrual status (generally six months)
(c) Primarily represents loans with a modified rate equal to 0 percent
(d) Includes $280 million of residential mortgage loans to borrowers that have had debt discharged through bankruptcy and $92 million in trial period arrangements
(e) Includes $152 million of other retail loans to borrowers that have had debt discharged through bankruptcy and $2 million in trial period arrangements
(f) Includes $376 million of Federal Housing Administration and Department of Veterans Affairs residential mortgage loans to borrowers that have had debt discharged through bankruptcy and $494 million in trial period arrangements.

Short-term Modifications The Company makes short-term modifications that it does not consider to be TDRs, in limited circumstances, to assist borrowers experiencing temporary hardships. Consumer lending programs include payment reductions, deferrals of up to three past due payments, and the ability to return to current status if the borrower makes the required payments. The Company may also make short-term modifications to commercial lending loans, with the most common modification being an extension of the maturity date of three months or less. Such extensions generally are used when the maturity date is imminent and the borrower is experiencing some level of financial stress, but the Company believes the borrower will pay all contractual amounts owed. Short-term modifications were not material at September 30, 2013.

Table 6 Nonperforming Assets (a)

(Dollars in Millions)	September 30, 2013	December 31, 2012
Commercial		
Commercial	$ 104	$ 107
Lease financing	12	16
Total commercial	116	123
Commercial Real Estate		
Commercial mortgages	210	308
Construction and development	146	238
Total commercial real estate	356	546
Residential Mortgages (b)	732	661
Credit Card	94	146
Other Retail		
Retail leasing	1	1
Other	205	216
Total other retail	206	217
Total nonperforming loans, excluding covered loans	1,504	1,693
Covered Loans	156	386
Total nonperforming loans	1,660	2,079
Other Real Estate (c)(d)	366	381
Covered Other Real Estate (d)	176	197
Other Assets	10	14
Total nonperforming assets	$2,212	$2,671
Total nonperforming assets, excluding covered assets	$1,880	$2,088
Excluding covered assets		
Accruing loans 90 days or more past due (b)	$ 591	$ 660
Nonperforming loans to total loans	.68%	.80%
Nonperforming assets to total loans plus other real estate (c)	.85%	.98%
Including covered assets		
Accruing loans 90 days or more past due (b)	$1,105	$1,323
Nonperforming loans to total loans	.72%	.93%
Nonperforming assets to total loans plus other real estate (c)	.95%	1.19%

Changes in Nonperforming Assets

(Dollars in Millions)	Commercial and Commercial Real Estate	Credit Card, Other Retail and Residential Mortgages	Covered Assets	Total
Balance December 31, 2012	$ 780	$1,308	$ 583	$ 2,671
Additions to nonperforming assets				
New nonaccrual loans and foreclosed properties	303	813	122	1,238
Advances on loans	28	–	–	28
Total additions	331	813	122	1,266
Reductions in nonperforming assets				
Paydowns, payoffs	(194)	(231)	(200)	(625)
Net sales	(156)	(121)	(166)	(443)
Return to performing status	(21)	(136)	(7)	(164)
Charge-offs (e)	(191)	(302)	–	(493)
Total reductions	(562)	(790)	(373)	(1,725)
Net additions to (reductions in) nonperforming assets	(231)	23	(251)	(459)
Balance September 30, 2013	$ 549	$1,331	$ 332	$ 2,212

(a) *Throughout this document, nonperforming assets and related ratios do not include accruing loans 90 days or more past due*
(b) *Excludes $3.5 billion and $3.2 billion at September 30, 2013, and December 31, 2012, respectively, of loans purchased from GNMA mortgage pools that are 90 days or more past due that continue to accrue interest, as their repayments are primarily insured by the Federal Housing Administration or guaranteed by the Department of Veterans Affairs.*
(c) *Foreclosed GNMA loans of $487 million and $548 million at September 30, 2013, and December 31, 2012, respectively, continue to accrue interest and are recorded as other assets and excluded from nonperforming assets because they are insured by the Federal Housing Administration or guaranteed by the Department of Veterans Affairs*
(d) *Includes equity investments in entities whose principal assets are other real estate owned.*
(e) *Charge-offs exclude actions for certain card products and loan sales that were not classified as nonperforming at the time the charge-off occurred.*

Nonperforming Assets The level of nonperforming assets represents another indicator of the potential for future credit losses. Nonperforming assets include nonaccrual loans, restructured loans not performing in accordance with modified terms and not accruing interest, restructured loans that have not met the performance period required to return to accrual status, other real estate owned and other nonperforming assets owned by the Company. Interest payments collected from assets on nonaccrual status are typically applied against the principal balance and not recorded as income. However, interest income may be recognized for interest payments if the remaining carrying amount of the loan is believed to be collectible.

At September 30, 2013, total nonperforming assets were $2.2 billion, compared with $2.7 billion at December 31, 2012. Excluding covered assets, nonperforming assets were $1.9 billion at September 30, 2013, compared with $2.1 billion at December 31, 2012. The $208 million (10.0 percent) decrease in nonperforming assets, excluding covered assets, was primarily driven by reductions in the commercial mortgage and construction and development portfolios, as well as credit card loans. Nonperforming covered assets at September 30, 2013, were $332 million, compared with $583 million at December 31, 2012. These assets are covered by loss sharing agreements with the FDIC that substantially reduce the risk of credit losses to the Company. The ratio of total nonperforming assets to total loans and other real estate was .95 percent (.85 percent excluding covered assets) at September 30, 2013, compared with 1.19 percent (.98 percent excluding covered assets) at December 31, 2012. The Company expects total nonperforming assets to remain relatively stable in the fourth quarter of 2013.

Other real estate owned, excluding covered assets, was $366 million at September 30, 2013, compared with $381 million at December 31, 2012, and was related to foreclosed properties that previously secured loan balances. Other real estate owned includes properties vacated by the borrower and maintained by the Company, regardless of whether title in the property has been transferred to the Company. These balances exclude foreclosed GNMA loans whose repayments are primarily insured by the Federal Housing Administration or guaranteed by the Department of Veterans Affairs.

The following table provides an analysis of other real estate owned, excluding covered assets, as a percent of their related loan balances, including geographical location detail for residential (residential mortgage, home equity and second mortgage) and commercial (commercial and commercial real estate) loan balances:

	Amount		As a Percent of Ending Loan Balances	
(Dollars in Millions)	September 30, 2013	December 31, 2012	September 30, 2013	December 31, 2012
Residential				
Florida	$ 19	$ 14	1.17%	1.55%
Washington	17	14	.43	.38
Minnesota	17	20	.27	.34
California	17	16	.15	.18
Ohio	15	13	.46	.51
All other states	199	191	.51	.49
Total residential	284	268	.43	.44
Commercial				
Missouri	14	17	.29	.37
Wisconsin	11	3	.22	.06
Arizona	9	10	.60	.83
California	8	8	.05	.05
Washington	6	7	.09	.11
All other states	34	68	.05	.10
Total commercial	82	113	.08	.11
Total	$366	$381	.16%	.18%

Analysis of Loan Net Charge-Offs Total loan net charge-offs were $328 million for the third quarter and $1.2 billion for the first nine months of 2013, compared with $538 million and $1.6 billion for the same periods of 2012. The ratio of total loan net charge-offs to average loans outstanding on an annualized basis for the third quarter and first nine months of 2013 was .57 percent and .68 percent, respectively, compared with .99 percent and 1.02 percent for the same periods of 2012. The year-over-year decreases in total net charge-offs primarily reflected improvement in the commercial, commercial real estate, residential mortgages and home equity and second mortgages portfolios, as economic conditions continue to slowly improve. Given current economic conditions, the Company expects the level of net charge-offs to be relatively stable in the fourth quarter of 2013.

Commercial and commercial real estate loan net charge-offs for the third quarter of 2013 were $5 million (.02 percent of average loans outstanding on an annualized basis), compared with $91 million (.37 percent of average loans outstanding on an annualized basis) for the third quarter of 2012.

Table 7 Net Charge-offs as a Percent of Average Loans Outstanding

	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Commercial				
Commercial	.11%	.41%	.18%	.48%
Lease financing	(.53)	.50	–	.71
Total commercial	.06	.42	.17	.50
Commercial Real Estate				
Commercial mortgages	.03	.26	.11	.45
Construction and development	(.46)	.33	(.59)	1.05
Total commercial real estate	(.06)	.27	(.01)	.55
Residential Mortgages	.46	1.17	.63	1.16
Credit Card (a)	3.75	4.01	3.96	4.05
Other Retail				
Retail leasing	.07	–	.02	.03
Home equity and second mortgages	1.09	2.04	1.45	1.71
Other	.83	1.06	.81	.95
Total other retail	.83	1.30	.94	1.13
Total loans, excluding covered loans	.58	1.04	.70	1.09
Covered Loans	.33	.06	.36	.03
Total loans	.57%	.99%	.68%	1.02%

(a) Net charge-off as a percent of average loans outstanding, excluding portfolio purchases where the acquired loans were recorded at fair value at the purchase date, were 3 75 percent and 4 17 percent for the three months ended September 30, 2013 and 2012, respectively, and 3.99 percent and 4.21 percent for the nine months ended September 30, 2013 and 2012, respectively.

Commercial and commercial real estate loan net charge-offs for the first nine months of 2013 were $80 million (.10 percent of average loans outstanding on an annualized basis), compared with $372 million (.52 percent of average loans outstanding on an annualized basis) for the first nine months of 2012. The decreases reflected the impact of more stable economic conditions and a higher level of recoveries.

Residential mortgage loan net charge-offs for the third quarter of 2013 were $57 million (.46 percent of average loans outstanding on an annualized basis), compared with $121 million (1.17 percent of average loans outstanding on an annualized basis) for the third quarter of 2012. Residential mortgage loan net charge-offs for the first nine months of 2013 were $223 million (.63 percent of average loans outstanding on an annualized basis), compared with $342 million (1.16 percent of average loans outstanding on an annualized basis) for the first nine months of 2012. Credit card loan net charge-offs for the third quarter of 2013 were $160 million (3.75 percent of average loans outstanding on an annualized basis), compared with $167 million (4.01 percent of average loans outstanding on an annualized basis) for the third quarter of 2012. Credit card loan net charge-offs for the first nine months of 2013 were $493 million (3.96 percent of average loans outstanding on an annualized basis), compared with $506 million (4.05 percent of average loans outstanding on an annualized basis) for the first nine months of 2012. Other retail loan net charge-offs for the third quarter of 2013 were $98 million (.83 percent of average loans outstanding on an annualized basis), compared with $157 million (1.30 percent of average loans outstanding on an annualized basis) for the third quarter of 2012. Other retail loan net charge-offs for the first nine months of 2013 were $329 million (.94 percent of average loans outstanding on an annualized basis), compared with $406 million (1.13 percent of average loans outstanding on an annualized basis) for the first nine months of 2012. The year-over-year decreases in total residential mortgage, credit card and other retail loan net charge-offs reflected the impact of more stable economic conditions.

The following table provides an analysis of net charge-offs as a percent of average loans outstanding for residential mortgages and home equity and second mortgages by borrower type:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	Average Loans		Percent of Average Loans		Average Loans		Percent of Average Loans	
(Dollars in Millions)	2013	2012	2013	2012	2013	2012	2013	2012
Residential Mortgages								
Prime borrowers	$41,224	$33,501	.40%	.99%	$39,187	$31,894	.55%	1.02%
Sub-prime borrowers	1,450	1,699	3.28	7.49	1,500	1,757	4.90	6.61
Other borrowers	903	765	.88	2.60	875	724	1.07	2.03
Loans purchased from GNMA mortgage pools (a)	5,562	5,004	.07	.08	5,493	4,953	.02	.03
Total	$49,139	$40,969	.46%	1.17%	$47,055	$39,328	.63%	1.16%
Home Equity and Second Mortgages								
Prime borrowers	$14,885	$16,507	.99%	1.83%	$15,248	$16,780	1.29%	1.52%
Sub-prime borrowers	312	398	6.36	11.00	333	417	8.03	8.65
Other borrowers	451	424	.88	1.88	440	422	2.13	2.54
Total	$15,648	$17,329	1.09%	2.04%	$16,021	$17,619	1.45%	1.71%

(a) *Represents loans purchased from GNMA mortgage pools whose payments are primarily insured by the Federal Housing Administration or guaranteed by the Department of Veterans Affairs*

Analysis and Determination of the Allowance for Credit Losses The allowance for credit losses reserves for probable and estimable losses incurred in the Company's loan and lease portfolio and includes certain amounts that do not represent loss exposure to the Company because those losses are recoverable under loss sharing agreements with the FDIC. The allowance for credit losses is increased through provisions charged to operating earnings and reduced by net charge-offs. Management evaluates the allowance each quarter to ensure it appropriately reserves for incurred losses.

The allowance recorded for loans in the commercial lending segment is based on reviews of individual credit relationships and considers the migration analysis of commercial lending segment loans and actual loss experience. In the migration analysis applied to risk rated loan portfolios, the Company currently uses a 12-year period of historical losses in considering actual loss experience, because it believes that period best reflects the losses incurred in the portfolio. This timeframe and the results of the analysis are evaluated quarterly to determine if they are appropriate. The allowance recorded for impaired loans greater than $5 million in the commercial lending segment is based on an individual loan analysis utilizing expected cash flows discounted using the original effective interest rate, the observable market price of the loan, or the fair value of the collateral for collateral-dependent loans, rather than the migration analysis. The allowance recorded for all other commercial lending segment loans is determined on a homogenous pool basis and includes consideration of product mix, risk characteristics of the portfolio, bankruptcy experience, portfolio growth and historical losses, adjusted for current trends.

The allowance recorded for TDR loans and purchased impaired loans in the consumer lending segment is determined on a homogenous pool basis utilizing expected cash flows discounted using the original effective interest rate of the pool, or the prior quarter effective rate, respectively. The allowance for collateral-dependent loans in the consumer lending segment is determined based on the fair value of the collateral less costs to sell. The allowance recorded for all other consumer lending segment loans is determined on a homogenous pool basis and includes consideration of product mix, risk characteristics of the portfolio, bankruptcy experience, delinquency status, refreshed LTV ratios when possible, portfolio growth and historical losses, adjusted for current trends. Credit card and other retail loans 90 days or more past due are generally not placed on nonaccrual status because of the relatively short period of time to charge-off and, therefore, are excluded from nonperforming loans and measures that include nonperforming loans as part of the calculation.

When evaluating the appropriateness of the allowance for credit losses for any loans and lines in a junior lien position, the Company considers the delinquency and modification status of the first lien. At September 30, 2013, the Company serviced the first lien on 36 percent of the home equity loans and lines in a junior lien position. The Company also considers information received from its primary regulator on the status of the first liens that are serviced by other large servicers in the industry and the status of first lien mortgage accounts reported on customer credit bureau files. Regardless of whether or not the Company services the first lien, an assessment is made of economic conditions, problem loans, recent loss experience and other factors in determining the allowance for credit losses. Based on the available information, the Company estimated $434 million or 2.8 percent of the total home equity portfolio at September 30, 2013, represented junior liens where the first lien was delinquent or modified.

The Company uses historical loss experience on the loans and lines in a junior lien position where the first lien is serviced by the Company or can be identified in credit bureau data to establish loss estimates for junior lien loans and lines the Company services when they are current, but the first lien is delinquent or modified. Historically, the number of junior lien defaults in any period has been a small percentage of the total portfolio (for example, only 1.5 percent for the 12 months ended September 30, 2013), and the long-term average loss rate on the small percentage of loans that default has been approximately 80 percent. In addition, the Company obtains updated credit scores on its home equity portfolio each quarter and in some cases more frequently, and uses this information to qualitatively supplement its loss estimation methods. Credit score distributions for the portfolio are monitored monthly and any changes in the distribution are one of the factors considered in assessing the Company's loss estimates.

The allowance for the covered loan segment is evaluated each quarter in a manner similar to that described for non-covered loans, and represents any decreases in expected cash flows on those loans after the acquisition date. The provision for credit losses for covered loans considers the indemnification provided by the FDIC.

In addition, the evaluation of the appropriate allowance for credit losses for purchased non-impaired loans acquired after January 1, 2009, in the various loan segments considers credit discounts recorded as a part of the initial determination of the fair value of the loans. For these loans, no allowance for credit losses is recorded at the purchase date. Credit discounts representing the principal losses expected over the life of the loans are a component of the initial fair value. Subsequent to the purchase date, the methods utilized to estimate the required allowance for credit losses for these loans is similar to originated loans; however, the Company records a provision for credit losses only when the required allowance, net of any expected reimbursement under any loss sharing agreements with the FDIC, exceeds any remaining credit discounts.

The evaluation of the appropriate allowance for credit losses for purchased impaired loans in the various loan segments considers the expected cash flows to be collected from the borrower. These loans are initially recorded at fair value and therefore no allowance for credit losses is recorded at the purchase date.

Subsequent to the purchase date, the expected cash flows of purchased loans are subject to evaluation. Decreases in the present value of expected cash flows are recognized by recording an allowance for credit losses with the related provision for credit losses reduced for the amount reimbursable by the FDIC, where applicable. If the expected cash flows on the purchased loans increase such that a previously recorded impairment allowance can be reversed, the Company records a reduction in the allowance with a related reduction in losses reimbursable by the FDIC, where applicable. Increases in expected cash flows of purchased loans, when there are no reversals of previous impairment allowances, are recognized over the remaining life of the loans and resulting decreases in expected cash flows of the FDIC indemnification assets are amortized over the shorter of the remaining contractual term of the indemnification agreements or the remaining life of the loans. Refer to Note 3 of the Notes to Consolidated Financial Statements, for more information.

The Company's methodology for determining the appropriate allowance for credit losses for all the loan segments also considers the imprecision inherent in the methodologies used. As a result, in addition to the amounts determined under the methodologies described above, management also considers the potential impact of other qualitative factors which include, but are not limited to, economic factors; geographic and other concentration risks; delinquency and nonaccrual trends; current business conditions; changes in lending policy, underwriting standards, internal review and other relevant business practices; and the regulatory environment. The consideration of these items results in adjustments to allowance amounts included in the Company's allowance for credit losses for each of the above loan segments.

Refer to "Management's Discussion and Analysis — Analysis and Determination of the Allowance for Credit Losses" in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, for further discussion on the analysis and determination of the allowance for credit losses.

At September 30, 2013, the allowance for credit losses was $4.6 billion (1.98 percent of total loans and 1.99 percent of loans excluding covered loans), compared with an allowance of $4.7 billion (2.12 percent of total loans and 2.15 percent of loans excluding covered loans) at December 31, 2012. The decrease reflected continued overall improvement in economic conditions affecting incurred losses, partially offset by growth in the loan portfolios. The ratio of the allowance for credit losses to nonperforming loans was 276 percent (294 percent excluding covered loans) at September 30, 2013, compared with 228 percent (269 percent excluding covered loans) at December 31, 2012, due to the

Table 8 Summary of Allowance for Credit Losses

(Dollars in Millions)	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Balance at beginning of period	$4,612	$4,864	$4,733	$5,014
Charge-Offs				
Commercial				
Commercial	57	75	157	243
Lease financing	8	15	27	53
Total commercial	65	90	184	296
Commercial real estate				
Commercial mortgages	14	33	57	123
Construction and development	3	14	19	83
Total commercial real estate	17	47	76	206
Residential mortgages	62	127	243	357
Credit card	175	186	559	585
Other retail				
Retail leasing	1	3	4	7
Home equity and second mortgages	51	96	195	245
Other	70	88	213	251
Total other retail	122	187	412	503
Covered loans (a)	9	2	31	4
Total charge-offs	450	639	1,505	1,951
Recoveries				
Commercial				
Commercial	39	16	73	50
Lease financing	15	8	27	23
Total commercial	54	24	100	73
Commercial real estate				
Commercial mortgages	12	13	32	21
Construction and development	11	9	48	36
Total commercial real estate	23	22	80	57
Residential mortgages	5	6	20	15
Credit card	15	19	66	79
Other retail				
Retail leasing	–	3	3	6
Home equity and second mortgages	8	7	21	19
Other	16	20	59	72
Total other retail	24	30	83	97
Covered loans (a)	1	–	3	1
Total recoveries	122	101	352	322
Net Charge-Offs				
Commercial				
Commercial	18	59	84	193
Lease financing	(7)	7	–	30
Total commercial	11	66	84	223
Commercial real estate				
Commercial mortgages	2	20	25	102
Construction and development	(8)	5	(29)	47
Total commercial real estate	(6)	25	(4)	149
Residential mortgages	57	121	223	342
Credit card	160	167	493	506
Other retail				
Retail leasing	1	–	1	1
Home equity and second mortgages	43	89	174	226
Other	54	68	154	179
Total other retail	98	157	329	406
Covered loans (a)	8	2	28	3
Total net charge-offs	328	538	1,153	1,629
Provision for credit losses	298	488	1,063	1,439
Other changes (b)	(4)	(43)	(65)	(53)
Balance at end of period (c)	$4,578	$4,771	$4,578	$4,771
Components				
Allowance for loan losses	$4,258	$4,481		
Liability for unfunded credit commitments	320	290		
Total allowance for credit losses	$4,578	$4,771		
Allowance for Credit Losses as a Percentage of				
Period-end loans, excluding covered loans	1.99%	2.26%		
Nonperforming loans, excluding covered loans	294	244		
Nonperforming and accruing loans 90 days or more past due, excluding covered loans	211	182		
Nonperforming assets, excluding covered assets	235	213		
Annualized net charge-offs, excluding covered loans	348	219		
Period-end loans	1.98%	2.19%		
Nonperforming loans	276	202		
Nonperforming and accruing loans 90 days or more past due	166	129		
Nonperforming assets	207	168		
Annualized net charge-offs	352	223		

(a) Relates to covered loan charge-offs and recoveries not reimbursable by the FDIC
(b) Includes net changes in credit losses to be reimbursed by the FDIC and for the three and nine months ended September 30, 2013, reductions in the allowance for covered loans where the reversal of a previously recorded allowance was offset by an associated decrease in the indemnification asset.
(c) At September 30, 2013 and 2012, $1.7 billion and $1.8 billion, respectively, of the total allowance for credit losses related to incurred losses on credit card and other retail loans

continued improvement in the commercial, commercial real estate and credit card portfolios. The ratio of the allowance for credit losses to annualized loan net charge-offs was 352 percent at September 30, 2013, compared with 226 percent of full year 2012 net charge-offs at December 31, 2012, as net charge-offs continue to decline due to stabilizing economic conditions.

Residual Value Risk Management The Company manages its risk to changes in the residual value of leased assets through disciplined residual valuation setting at the inception of a lease, diversification of its leased assets, regular residual asset valuation reviews and monitoring of residual value gains or losses upon the disposition of assets. As of September 30, 2013, no significant change in the amount of residual values or concentration of the portfolios had occurred since December 31, 2012. Refer to "Management's Discussion and Analysis — Residual Value Risk Management" in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, for further discussion on residual value risk management.

Operational Risk Management The Company manages operational risk through a risk management framework and its internal control processes. Within this framework, the Risk Management Committee of the Company's Board of Directors provides oversight and assesses the most significant operational risks facing the Company within its business lines. Under the guidance of the Risk Management Committee, enterprise risk management personnel establish policies and interact with business lines to monitor significant operating risks on a regular basis. Business lines have direct and primary responsibility and accountability for identifying, controlling, and monitoring operational risks embedded in their business activities. In addition, enterprise risk management is responsible for establishing a culture of compliance and compliance program standards and policies, and performing risk assessments on the business lines' adherence to laws, rules, regulations and internal policies and procedures. Refer to "Management's Discussion and Analysis — Operational Risk Management" in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, for further discussion on operational risk management.

Interest Rate Risk Management In the banking industry, changes in interest rates are a significant risk that can impact earnings, market valuations and the safety and soundness of an entity. To minimize the volatility of net interest income and the market value of assets and liabilities, the Company manages its exposure to changes in interest rates through asset and liability management activities within guidelines established by its Asset Liability Committee ("ALCO") and approved by the Board of Directors. The ALCO has the responsibility for approving and ensuring compliance with the ALCO management policies, including interest rate risk exposure. The Company uses net interest income simulation analysis and market value of equity modeling for measuring and analyzing consolidated interest rate risk.

Net Interest Income Simulation Analysis Management estimates the impact on net interest income of changes in market interest rates under a number of scenarios, including gradual shifts, immediate and sustained parallel shifts, and flattening or steepening of the yield curve. The table below summarizes the projected impact to net interest income over the next 12 months of various potential interest rate changes. The ALCO policy limits the estimated change in net interest income in a gradual 200 basis point ("bps") rate change scenario to a 4.0 percent decline of forecasted net interest income over the next 12 months. At September 30, 2013 and December 31, 2012, the Company was within policy. Refer to "Management's Discussion and Analysis — Net Interest Income Simulation Analysis" in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, for further discussion on net interest income simulation analysis.

Market Value of Equity Modeling The Company also manages interest rate sensitivity by utilizing market value of equity modeling, which measures the degree to which the market values of the Company's assets and liabilities and off-balance sheet instruments will change given a change in interest rates. Management measures the impact of changes in market interest rates under a number of scenarios, including immediate and sustained parallel shifts, and flattening or steepening of the yield curve. The ALCO policy limits the change in market value of equity in a 200 bps parallel rate shock to a 15.0 percent decline. A 200 bps increase would have resulted in a 4.5 percent decrease in the market value of equity at September 30, 2013, compared with a 2.5 percent decrease at December 31, 2012. A

Sensitivity of Net Interest Income

	September 30, 2013				December 31, 2012			
	Down 50 bps Immediate	Up 50 bps Immediate	Down 200 bps Gradual	Up 200 bps Gradual	Down 50 bps Immediate	Up 50 bps Immediate	Down 200 bps Gradual	Up 200 bps Gradual
Net interest income	*	1.12%	*	1.45%	*	1.42%	*	1.90%

* *Given the current level of interest rates, a downward rate scenario can not be computed.*

200 bps decrease, where possible given current rates, would have resulted in a 2.2 percent decrease in the market value of equity at September 30, 2013, compared with a 5.3 percent decrease at December 31, 2012. Refer to "Management's Discussion and Analysis — Market Value of Equity Modeling" in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, for further discussion on market value of equity modeling.

Use of Derivatives to Manage Interest Rate and Other Risks To reduce the sensitivity of earnings to interest rate, prepayment, credit, price and foreign currency fluctuations (asset and liability management positions), the Company enters into derivative transactions. The Company uses derivatives for asset and liability management purposes primarily in the following ways:

- To convert fixed-rate debt from fixed-rate payments to floating-rate payments;
- To convert the cash flows associated with floating-rate loans and debt from floating-rate payments to fixed-rate payments;
- To mitigate changes in value of the Company's mortgage origination pipeline, funded mortgage loans held for sale and MSRs;
- To mitigate remeasurement volatility of foreign currency denominated balances; and
- To mitigate the volatility of the Company's investment in foreign operations driven by fluctuations in foreign currency exchange rates.

To manage these risks, the Company may enter into exchange-traded, centrally cleared and over-the-counter derivative contracts, including interest rate swaps, swaptions, futures, forwards and options. In addition, the Company enters into interest rate and foreign exchange derivative contracts to support the business requirements of its customers (customer-related positions). The Company minimizes the market and liquidity risks of customer-related positions by entering into similar offsetting positions with broker-dealers. The Company does not utilize derivatives for speculative purposes.

The Company does not designate all of the derivatives that it enters into for risk management purposes as accounting hedges because of the inefficiency of applying the accounting requirements and may instead elect fair value accounting for the related hedged items. In particular, the Company enters into interest rate swaps, forward commitments to buy to-be-announced securities ("TBAs"), U.S. Treasury futures and options on U.S. Treasury futures to mitigate fluctuations in the value of its MSRs, but does not designate those derivatives as accounting hedges.

Additionally, the Company uses forward commitments to sell TBAs and other commitments to sell residential mortgage loans at specified prices to economically hedge the interest rate risk in its residential mortgage loan production activities. At September 30, 2013, the Company had $6.2 billion of forward commitments to sell, hedging $3.1 billion of mortgage loans held for sale and $4.2 billion of unfunded mortgage loan commitments. The forward commitments to sell and the unfunded mortgage loan commitments on loans intended to be sold are considered derivatives under the accounting guidance related to accounting for derivative instruments and hedging activities. The Company has elected the fair value option for the mortgage loans held for sale.

Derivatives are subject to credit risk associated with counterparties to the contracts. Credit risk associated with derivatives is measured by the Company based on the probability of counterparty default. The Company manages the credit risk of its derivative positions by diversifying its positions among various counterparties, by entering into master netting arrangements, and, where possible by requiring collateral arrangements. The Company may also transfer counterparty credit risk related to interest rate swaps to third parties through the use of risk participation agreements. In addition, effective in 2013, certain interest rate swaps and credit contracts are required to be centrally cleared through clearing houses to further mitigate counterparty credit risk.

For additional information on derivatives and hedging activities, refer to Notes 11 and 12 in the Notes to Consolidated Financial Statements.

Market Risk Management In addition to interest rate risk, the Company is exposed to other forms of market risk, principally related to trading activities which support customers' strategies to manage their own foreign currency, interest rate risk and funding activities. The Company's Market Risk Committee ("MRC"), within the framework of the ALCO, oversees market risk management. The MRC monitors and reviews the Company's trading positions and establishes policies for market risk management, including exposure limits for each portfolio. The Company uses a Value at Risk ("VaR") approach to measure general market risk. Theoretically, VaR represents the statistical risk of loss the Company has to adverse market movements over a one-day time horizon. The Company uses the Historical Simulation method to calculate VaR for its trading businesses measured at the ninety-ninth percentile using a one-year look-back period for distributions derived from past market data. The market factors used in the calculations include those pertinent to market risks inherent in the underlying trading portfolios, principally those that affect its investment grade bond trading business, foreign currency transaction business, client derivatives business, loan trading business and municipal securities business. On average, the Company expects the one-day VaR to be exceeded by actual losses two to three times per year for its trading businesses. The Company monitors the effectiveness of its risk programs by back-testing the performance of its VaR models, regularly updating the historical data used by the VaR models and stress testing. If the Company were to experience market losses in excess of the estimated VaR more often than expected, the VaR models and associated assumptions would be analyzed and adjusted.

The average, high, low and period-end VaR amounts for the Company's trading positions were as follows:

Nine Months Ended September 30 (Dollars in Millions)	2013	2012
Average	$1	$2
High	3	3
Low	1	1
Period-end	2	1

The Company did not experience any actual trading losses for its combined trading businesses that exceeded VaR by more than a negligible amount during the first nine months of 2013. The Company stress tests its market risk measurements to provide management with perspectives on market events that may not be captured by its VaR models, including worst case historical market movement combinations that have not necessarily occurred on the same date.

The Company calculates Stressed VaR using the same underlying methodology and model as VaR, except that a historical continuous one-year look-back period is utilized that reflects a period of significant financial stress appropriate to the Company's trading portfolio. The period selected by the Company includes the significant market volatility of the last four months of 2008. The average, high, low and period-end Stressed VaR amounts for the Company's trading positions for the nine months ended September 30, 2013 were $4 million, $8 million, $2 million, and $4 million, respectively.

The Company also measures the market risk of its hedging activities related to MSRs and residential mortgage loans held for sale using the Historical Simulation method. The VaRs are measured at the ninety-ninth percentile and employ factors pertinent to the market risks inherent in the valuation of the assets and hedges. A three-year look-back period is used to obtain past market data. The Company monitors the effectiveness of the models through back-testing, updating the data and regular validations. The average, high and low VaR amounts for the MSRs and related hedges for the nine months ended September 30, 2013, were $3 million, $6 million and $1 million, respectively, compared with $4 million, $8 million and $2 million, respectively, for the nine months ended September 30, 2012. The average, high and low VaR amounts for residential mortgage loans held for sale and related hedges for the nine months ended September 30, 2013, were $2 million, $4 million and less than $1 million, respectively, compared with $2 million, $7 million and $1 million, respectively, for the nine months ended September 30, 2012.

Liquidity Risk Management The Company's liquidity risk management process is designed to identify, measure, and manage the Company's funding and liquidity risk to meet its daily funding needs and to address expected and unexpected changes in its funding requirements. The Company engages in various activities to manage its liquidity risk. These activities include diversifying its funding sources, stress testing, and holding readily-marketable assets which can be used as a source of liquidity if needed. In addition, the Company's profitable operations, sound credit quality and strong capital position have enabled it to develop a large and reliable base of core deposit funding within its market areas and in domestic and global capital markets.

The Risk Management Committee of the Company's Board of Directors oversees the Company's liquidity risk management process, approves the Company's liquidity policy and reviews the contingency funding plan. The ALCO reviews and approves the Company's liquidity policy and guidelines, and regularly assesses the Company's ability to meet funding requirements arising from adverse company-specific or market events.

The Company regularly projects its funding needs under various stress scenarios and maintains contingency plans consistent with the Company's access to diversified sources of contingent funding. The Company maintains a substantial level of total available liquidity in the form of on-balance sheet and off-balance sheet funding sources. These include cash at the Federal Reserve Bank, unencumbered liquid assets, and capacity to borrow at the Federal Home Loan Bank ("FHLB") and the Federal Reserve Bank's Discount Window. At September 30, 2013, the fair value of unencumbered available-for-sale and held-to-maturity investment securities totaled $60.0 billion, compared with $54.1 billion at December 31, 2012. Refer to Table 4 and "Balance Sheet Analysis" for further information on investment securities maturities and trends. Asset liquidity is further enhanced by the Company's ability to pledge loans to access secured borrowing facilities through the FHLB and Federal Reserve Bank. At

September 30, 2013, the Company could have borrowed an additional $67.2 billion at the FHLB and Federal Reserve Bank based on collateral available for additional borrowings.

The Company's diversified deposit base provides a sizeable source of relatively stable and low-cost funding, while reducing the Company's reliance on the wholesale markets. Total deposits were $261.7 billion at September 30, 2013, compared with $249.2 billion at December 31, 2012. Refer to "Balance Sheet Analysis" for further information on the Company's deposits.

Additional funding is provided by long-term debt and short-term borrowings. Long-term debt was $18.8 billion at September 30, 2013, and is an important funding source because of its multi-year borrowing structure. Short-term borrowings were $26.1 billion at September 30, 2013, and supplement the Company's other funding sources. Refer to "Balance Sheet Analysis" for further information on the Company's long-term debt and short-term borrowings.

In addition to assessing liquidity risk on a consolidated basis, the Company monitors the parent company's liquidity and maintains sufficient funding to meet expected parent company obligations, without access to the wholesale funding markets or dividends from subsidiaries, for 12 months when forecasted payments of common stock dividends are included and 24 months assuming dividends were reduced to zero. The parent company currently has available funds considerably greater than the amounts required to satisfy these conditions.

Refer to "Management's Discussion and Analysis — Liquidity Risk Management" in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, for further discussion on liquidity risk management.

At September 30, 2013, parent company long-term debt outstanding was $10.4 billion, compared with $12.8 billion at December 31, 2012. The $2.4 billion decrease was due to medium-term note maturities during the first nine months of 2013. As of September 30, 2013, there was $500 million of parent company debt scheduled to mature in the remainder of 2013.

Federal banking laws regulate the amount of dividends that may be paid by banking subsidiaries without prior approval. The amount of dividends available to the parent company from its banking subsidiary after meeting the regulatory capital requirements for well-capitalized banks was approximately $7.2 billion at September 30, 2013.

European Exposures Certain European countries have experienced severe credit deterioration. The Company does not hold sovereign debt of any European country, but may have indirect exposure to sovereign debt through its investments in, and transactions with, European banks. At September 30, 2013, the Company had investments in perpetual preferred stock issued by European banks with an amortized cost totaling $70 million and unrealized losses totaling $10 million, unchanged from December 31, 2012. The Company also transacts with various European banks as counterparties to interest rate, mortgage-related and foreign currency derivatives for its hedging and customer-related activities; however, none of these banks are domiciled in the countries experiencing the most significant credit deterioration. These derivatives are subject to master netting arrangements. In addition, interest rate and foreign currency derivative transactions are subject to collateral arrangements which significantly limit the Company's exposure to loss as they generally require daily posting of collateral. At September 30, 2013, the Company was in a net payable position to each of these European banks.

Table 9 Regulatory Capital Ratios

(Dollars in Millions)	September 30, 2013	December 31, 2012
Tier 1 capital	$32,707	$31,203
As a percent of risk-weighted assets	11.2%	10.8%
As a percent of adjusted quarterly average assets (leverage ratio)	9.6%	9.2%
Total risk-based capital	$38,873	$37,780
As a percent of risk-weighted assets	13.3%	13.1%

The Company has not bought or sold credit protection on the debt of any European country or any company domiciled in Europe, nor does it provide retail lending services in Europe. While the Company does not offer commercial lending services in Europe, it does provide financing to domestic multinational corporations that generate revenue from customers in European countries and provides a limited number of corporate credit cards to their European subsidiaries. While an economic downturn in Europe could have a negative impact on these customers' revenues, it is unlikely that any effect on the overall credit worthiness of these multinational corporations would be material to the Company.

The Company provides merchant processing and corporate trust services in Europe either directly or through banking affiliations in Europe. Operating cash for these businesses is deposited on a short-term basis with certain European banks. However, exposure is mitigated by the Company placing deposits at multiple banks and managing the amounts on deposit at any bank based on institution-specific deposit limits. At September 30, 2013, the Company had an aggregate amount on deposit with European banks of $347 million.

The money market funds managed by a subsidiary of the Company do not have any investments in European sovereign debt. Other than investments in banks in the countries of the Netherlands, France and Germany, those funds do not have any unsecured investments in banks domiciled in the Eurozone.

Off-Balance Sheet Arrangements Off-balance sheet arrangements include any contractual arrangements to which an unconsolidated entity is a party, under which the Company has an obligation to provide credit or liquidity enhancements or market risk support. In the ordinary course of business, the Company enters into an array of commitments to extend credit, letters of credit and various forms of guarantees that may be considered off-balance sheet arrangements. Refer to Note 14 of the Notes to Consolidated Financial Statements for further information on these arrangements. The Company has not utilized private label asset securitizations as a source of funding. Off-balance sheet arrangements also include any obligation related to a variable interest held in an unconsolidated entity that provides financing, liquidity, credit enhancement or market risk support. Refer to Note 4 of the Notes to Consolidated Financial Statements for further information related to the Company's interests in VIEs.

Capital Management The Company is committed to managing capital to maintain strong protection for depositors and creditors and for maximum shareholder benefit. The Company also manages its capital to exceed regulatory capital requirements for well-capitalized bank holding companies. These requirements follow the Capital Accord of the Basel Committee on Banking Supervision ("Basel I"). Table 9 provides a summary of regulatory capital ratios defined by banking regulators under the FDIC Improvement Act prompt corrective action provisions applicable to all banks, in effect at September 30, 2013 and December 31, 2012. All regulatory ratios exceeded regulatory "well-capitalized" requirements. In 2010, the Basel Committee on Banking Supervision issued Basel III, a global regulatory framework, proposed to enhance international capital standards. In June 2012, U.S. banking regulators proposed regulatory enhancements to the regulatory capital requirements for U.S. banks, which implement aspects of Basel III and the Dodd-Frank Act, such as redefining the regulatory capital elements and minimum capital ratios, introducing regulatory capital buffers above those minimums, revising the rules for calculating risk-weighted assets and introducing a new Tier 1 common equity ratio. In July 2013, certain U.S. banking regulators approved final regulatory capital rule enhancements, effective for the Company beginning January 1, 2014, that are largely consistent with the June 2012 proposals. The Company continues to evaluate these rules, but does not expect their impact to be material to the financial statements.

Total U.S. Bancorp shareholders' equity was $40.1 billion at September 30, 2013, compared with $39.0 billion at December 31, 2012. The increase was primarily the result of corporate earnings, partially offset by dividends, common share repurchases and changes in unrealized gains and losses on available-for-sale investment securities included in other comprehensive income. Refer to "Management's Discussion and Analysis — Capital Management" in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, for further discussion on capital management.

The Company believes certain capital ratios in addition to regulatory capital ratios defined by banking regulators under the FDIC Improvement Act prompt corrective action provisions are useful in evaluating its capital adequacy. The Company's Tier 1 common equity (using Basel I definition) and tangible common equity, as a percent of risk-weighted assets, were 9.3 percent and 8.9 percent, respectively, at September 30, 2013, compared with 9.0 percent and 8.6 percent, respectively, at December 31, 2012. The Company's tangible common equity divided by tangible assets was 7.4 percent at September 30, 2013, compared with 7.2 percent at December 31, 2012. The Company's estimated common equity tier 1 to risk-weighted assets ratio using the Basel III capital regulations released by the Federal Reserve Board in July 2013, was 8.6 percent at September 30, 2013. Refer to "Non-GAAP Financial Measures" for further information regarding the calculation of these ratios.

On March 14, 2013, the Company announced its Board of Directors had approved a one-year authorization to repurchase up to $2.25 billion of its common stock, from April 1, 2013 through March 31, 2014.

The following table provides a detailed analysis of all shares purchased by the Company or any affiliated purchaser during the third quarter of 2013:

Period (Dollars in Millions)	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Program (a)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program
July	8,880,368	$37.23	8,880,368	$1,309
August	5,939,665	37.03	5,939,665	1,089
September	2,935,731	36.91	2,935,731	981
Total	17,755,764	$37.11	17,755,764	$ 981

(a) *All shares were purchased under the stock repurchase program announced on March 14, 2013.*

On June 18, 2013, the Company announced its Board of Directors had approved an 18 percent increase in the Company's dividend rate per common share, from $.195 per quarter to $.23 per quarter.

LINE OF BUSINESS FINANCIAL REVIEW

The Company's major lines of business are Wholesale Banking and Commercial Real Estate, Consumer and Small Business Banking, Wealth Management and Securities Services, Payment Services, and Treasury and Corporate Support. These operating segments are components of the Company about which financial information is prepared and is evaluated regularly by management in deciding how to allocate resources and assess performance.

Basis for Financial Presentation Business line results are derived from the Company's business unit profitability reporting systems by specifically attributing managed balance sheet assets, deposits and other liabilities and their related income or expense. The allowance for credit losses and related provision expense are allocated to the lines of business based on the related loan balances managed. Refer to "Management's Discussion and Analysis — Line of Business Financial Review" in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, for further discussion on the business lines' basis for financial presentation.

Designations, assignments and allocations change from time to time as management systems are enhanced, methods of evaluating performance or product lines change or business segments are realigned to better respond to the Company's diverse customer base. During 2013, certain organization and methodology changes were made and, accordingly, 2012 results were restated and presented on a comparable basis.

Wholesale Banking and Commercial Real Estate Wholesale Banking and Commercial Real Estate offers lending, equipment finance and small-ticket leasing, depository services, treasury management, capital markets, international trade services and other financial services to middle market, large corporate, commercial real estate, financial institution, non-profit and public sector clients. Wholesale Banking and Commercial Real Estate contributed $333 million of the Company's net income in the third quarter and $991 million in the first nine months of 2013, or increases of $7 million (2.1 percent) and $6 million (.6 percent), respectively, compared with the same periods of 2012. The increases were driven by a lower provision for credit losses and a decrease in noninterest expense, partially offset by lower net revenue.

Net revenue decreased $34 million (4.1 percent) in the third quarter and $138 million (5.5 percent) in the first nine months of 2013, compared with the same periods of 2012. Net interest income, on a taxable-equivalent basis, decreased $2 million (.4 percent) in the third quarter and $27 million (1.7 percent) in the first nine months of 2013, compared with the same periods of 2012. The decreases were primarily driven by lower rates on loans and the impact of lower rates on the margin benefit from deposits, partially offset by higher average loan and deposit balances and higher loan fees. Noninterest income decreased $32 million (10.7 percent) in the third quarter and $111 million (11.9 percent) in the first nine months of 2013, compared with the same periods of 2012, driven by lower commercial products revenue, primarily due to lower standby letters of credit and other loan-related fees and capital markets revenue.

Noninterest expense decreased $7 million (2.2 percent) in the third quarter and $24 million (2.5 percent) in the first nine months of 2013, compared with the same periods of 2012, primarily due to lower compensation and employee benefits costs, driven by a reduction in incentives expense. In addition, noninterest expense for the first nine months of 2013 was lower than the same period of the prior year due to lower costs related to other real estate owned and FDIC insurance expense. The provision for credit losses decreased $38 million in the third quarter and $123 million in the first nine months of 2013, compared with the same periods of 2012, due to lower net charge-offs, partially offset by lower reserve releases. Nonperforming assets were $351 million at September 30, 2013, $406 million at June 30, 2013, and $600 million at September 30, 2012. Nonperforming assets as a percentage of period-end loans were .48 percent at September 30, 2013, .56 percent at June 30, 2013, and .90 percent at September 30, 2012. Refer to the "Corporate Risk Profile" section for further information on factors impacting the credit quality of the loan portfolios.

Consumer and Small Business Banking Consumer and Small Business Banking delivers products and services through banking offices, telephone servicing and sales, on-line services, direct mail, ATM processing and over mobile devices, such as mobile phones and tablet computers. It encompasses community banking, metropolitan banking, in-store banking, small business banking, consumer lending, mortgage banking, workplace banking, student banking and 24-hour banking. Consumer and Small Business Banking contributed $343 million of the Company's net income in the third quarter and $1.0 billion in the first nine months of 2013, or an increase of $9 million (2.7 percent) and a decrease of $89 million (8.1 percent), respectively, compared with the same periods of 2012, reflecting the net impact of lower net revenue, offset by decreases in the provision for credit losses and noninterest expense.

Within Consumer and Small Business Banking, the retail banking division contributed $190 million of the total net income in the third quarter and $459 million in the first nine months of 2013, or increases of $104 million and $54 million (13.3 percent), respectively, from the same periods of 2012. Mortgage banking contributed $153 million and $546 million of Consumer and Small Business Banking's net income in the third quarter and first nine months of 2013, respectively, or decreases of $95 million (38.3 percent) and $143 million (20.8 percent), respectively, from the same periods of 2012.

Net revenue decreased $263 million (12.4 percent) and $552 million (8.8 percent) in the third quarter and first nine months of 2013, respectively, compared with the same periods of 2012. Net interest income, on a taxable-equivalent basis, decreased $52 million (4.4 percent) in the third quarter and $128 million (3.6 percent) in the first nine months of 2013, compared with the same periods of 2012. The decreases in net interest income were primarily due to lower loan rates, the impact of lower rates on the margin benefit from deposits and lower average loans held-for-sale balances, partially offset by higher average loan and deposit balances. Noninterest income decreased $211 million (22.7 percent) in the third quarter and $424 million (15.7 percent) in the first nine months of 2013, compared with the same periods of 2012, primarily the result of lower mortgage origination and sales revenue and retail lease revenue, partially offset by higher servicing income and favorable changes in the valuation of MSRs, net of hedging activities.

Table 10 Line of Business Financial Performance

Three Months Ended September 30 (Dollars in Millions)	Wholesale Banking and Commercial Real Estate 2013	2012	Percent Change	Consumer and Small Business Banking 2013	2012	Percent Change
Condensed Income Statement						
Net interest income (taxable-equivalent basis)	$ 526	$ 528	(.4)%	$ 1,141	$ 1,193	(4.4)%
Noninterest income	267	299	(10.7)	719	930	(22.7)
Securities gains (losses), net	–	–	–	–	–	–
Total net revenue	793	827	(4.1)	1,860	2,123	(12.4)
Noninterest expense	305	310	(1.6)	1,150	1,236	(7.0)
Other intangibles	2	4	(50 0)	10	13	(23.1)
Total noninterest expense	307	314	(2.2)	1,160	1,249	(7.1)
Income before provision and income taxes	486	513	(5 3)	700	874	(19.9)
Provision for credit losses	(38)	–	*	160	349	(54 2)
Income before income taxes	524	513	2.1	540	525	2.9
Income taxes and taxable-equivalent adjustment	191	187	2.1	197	191	3.1
Net income	333	326	2.1	343	334	2.7
Net (income) loss attributable to noncontrolling interests	–	–	–	–	–	–
Net income attributable to U S. Bancorp	$ 333	$ 326	2.1	$ 343	$ 334	2.7
Average Balance Sheet						
Commercial	$51,409	$46,131	11.4%	$ 8,475	$ 8,423	.6%
Commercial real estate	20,663	19,661	5.1	17,084	16,203	5.4
Residential mortgages	24	54	(55.6)	48,131	40,530	18 8
Credit card	–	–	–	–	–	–
Other retail	6	7	(14.3)	44,728	45,653	(2.0)
Total loans, excluding covered loans	72,102	65,853	9 5	118,418	110,809	6.9
Covered loans	340	813	(58 2)	6,434	7,384	(12.9)
Total loans	72,442	66,666	8.7	124,852	118,193	5.6
Goodwill	1,604	1,604	–	3,515	3,515	–
Other intangible assets	24	34	(29.4)	2,650	1,764	50.2
Assets	78,785	72,579	8.6	139,539	135,715	2 8
Noninterest-bearing deposits	30,925	31,167	(.8)	22,460	20,981	7.0
Interest checking	10,038	7,897	27.1	32,971	30,020	9 8
Savings products	15,103	10,358	45 8	46,483	43,647	6.5
Time deposits	22,376	21,247	5 3	20,716	23,624	(12 3)
Total deposits	78,442	70,669	11 0	122,630	118,272	3 7
Total U.S Bancorp shareholders' equity	7,434	6,378	16.6	12,154	11,551	5.2

Nine Months Ended September 30 (Dollars in Millions)	Wholesale Banking and Commercial Real Estate 2013	2012	Percent Change	Consumer and Small Business Banking 2013	2012	Percent Change
Condensed Income Statement						
Net interest income (taxable-equivalent basis)	$ 1,557	$ 1,584	(1.7)%	$ 3,427	$ 3,555	(3.6)%
Noninterest income	819	930	(11.9)	2,276	2,700	(15.7)
Securities gains (losses), net	–	–	–	–	–	–
Total net revenue	2,376	2,514	(5.5)	5,703	6,255	(8.8)
Noninterest expense	932	950	(1.9)	3,514	3,618	(2.9)
Other intangibles	6	12	(50.0)	30	39	(23 1)
Total noninterest expense	938	962	(2.5)	3,544	3,657	(3.1)
Income before provision and income taxes	1,438	1,552	(7.3)	2,159	2,598	(16 9)
Provision for credit losses	(120)	3	*	578	878	(34.2)
Income before income taxes	1,558	1,549	.6	1,581	1,720	(8 1)
Income taxes and taxable-equivalent adjustment	567	564	.5	576	626	(8 0)
Net income	991	985	.6	1,005	1,094	(8.1)
Net (income) loss attributable to noncontrolling interests	–	–	–	–	–	–
Net income attributable to U.S. Bancorp	$ 991	$ 985	.6	$ 1,005	$ 1,094	(8.1)
Average Balance Sheet						
Commercial	$50,331	$44,296	13 6%	$ 8,468	$ 8,123	4 2%
Commercial real estate	20,305	19,594	3 6	16,806	16,065	4 6
Residential mortgages	28	61	(54 1)	46,251	38,884	18 9
Credit card	–	–	–	–	–	–
Other retail	9	5	80.0	44,737	45,602	(1.9)
Total loans, excluding covered loans	70,673	63,956	10.5	116,262	108,674	7.0
Covered loans	394	1,010	(61.0)	6,690	7,629	(12.3)
Total loans	71,067	64,966	9.4	122,952	116,303	5.7
Goodwill	1,604	1,604	–	3,515	3,515	–
Other intangible assets	26	38	(31 6)	2,293	1,784	28 5
Assets	77,479	70,806	9.4	139,027	132,973	4.6
Noninterest-bearing deposits	30,407	30,762	(1.2)	21,843	19,638	11.2
Interest checking	10,385	10,621	(2.2)	32,801	29,621	10 7
Savings products	13,354	8,962	49.0	46,061	43,022	7.1
Time deposits	18,459	17,255	7.0	21,590	24,047	(10.2)
Total deposits	72,605	67,600	7.4	122,295	116,328	5.1
Total U.S Bancorp shareholders' equity	7,331	6,325	15.9	12,062	11,135	8.3

* *Not meaningful*

Wealth Management and Securities Services			Payment Services			Treasury and Corporate Support			Consolidated Company		
2013	2012	Percent Change	2013	2012	Percent Change	2013	2012	Percent Change	2013	2012	Percent Change
$ 85	$ 87	(2.3)%	$ 393	$ 382	2.9%	$ 569	$ 593	(4.0)%	$ 2,714	$ 2,783	(2 5)%
305	282	8 2	822	854	(3.7)	67	30	*	2,180	2,395	(9 0)
–	–	–	–	–	–	(3)	1	*	(3)	1	*
390	369	5 7	1,215	1,236	(1.7)	633	624	1.4	4,891	5,179	(5 6)
322	288	11 8	493	452	9.1	240	256	(6 3)	2,510	2,542	(1.3)
9	10	(10 0)	34	40	(15.0)	–	–	–	55	67	(17.9)
331	298	11.1	527	492	7.1	240	256	(6.3)	2,565	2,609	(1 7)
59	71	(16.9)	688	744	(7.5)	393	368	6.8	2,326	2,570	(9.5)
6	4	50.0	172	135	27.4	(2)	–	*	298	488	(38.9)
53	67	(20 9)	516	609	(15.3)	395	368	7.3	2,028	2,082	(2.6)
19	24	(20.8)	188	222	(15.3)	3	26	(88 5)	598	650	(8 0)
34	43	(20 9)	328	387	(15.2)	392	342	14.6	1,430	1,432	(.1)
–	–	–	(10)	(10)	–	48	52	(7.7)	38	42	(9 5)
$ 34	$ 43	(20.9)	$ 318	$ 377	(15 6)	$ 440	$ 394	11.7	$ 1,468	$ 1,474	(.4)
$ 1,774	$ 1,361	30 3%	$ 6,191	$ 6,062	2.1%	$ 215	$ 215	–%	$ 68,064	$ 62,192	9 4%
653	624	4.6	–	–	–	101	142	(28 9)	38,501	36,630	5.1
983	384	*	–	–	–	1	1	–	49,139	40,969	19.9
–	–	–	16,931	16,551	2.3	–	–	–	16,931	16,551	2.3
1,531	1,529	.1	729	802	(9.1)	–	–	–	46,994	47,991	(2.1)
4,941	3,898	26.8	23,851	23,415	1 9	317	358	(11.5)	219,629	204,333	7.5
17	11	54.5	5	5	–	2,937	4,382	(33.0)	9,733	12,595	(22.7)
4,958	3,909	26 8	23,856	23,420	1.9	3,254	4,740	(31.4)	229,362	216,928	5.7
1,533	1,469	4.4	2,509	2,346	6.9	–	–	–	9,161	8,934	2.5
166	165	.6	557	646	(13.8)	2	4	(50.0)	3,399	2,613	30.1
7,749	6,688	15.9	30,123	29,517	2.1	95,965	101,154	(5.1)	352,161	345,653	1.9
13,510	14,862	(9 1)	714	623	14.6	655	494	32.6	68,264	68,127	.2
4,770	3,943	21.0	455	1,346	(66 2)	1	1	–	48,235	43,207	11.6
26,339	23,089	14.1	60	40	50 0	80	139	(42 4)	88,065	77,273	14.0
4,170	5,463	(23 7)	–	–	–	542	340	59.4	47,804	50,674	(5 7)
48,789	47,357	3.0	1,229	2,009	(38.8)	1,278	974	31.2	252,368	239,281	5.5
2,398	2,240	7.1	6,102	5,667	7 7	11,848	12,783	(7.3)	39,936	38,619	3 4

Wealth Management and Securities Services			Payment Services			Treasury and Corporate Support			Consolidated Company		
2013	2012	Percent Change	2013	2012	Percent Change	2013	2012	Percent Change	2013	2012	Percent Change
$ 267	$ 264	1.1%	$ 1,168	$ 1,154	1.2%	$ 1,676	$ 1,629	2.9%	$ 8,095	$ 8,186	(1.1)%
910	827	10.0	2,397	2,402	(2)	208	149	39.6	6,610	7,008	(5.7)
–	–	–	–	–	–	8	(18)	*	8	(18)	*
1,177	1,091	7.9	3,565	3,556	.3	1,892	1,760	7.5	14,713	15,176	(3.1)
962	854	12 6	1,454	1,344	8.2	563	796	(29 3)	7,425	7,562	(1.8)
27	30	(10 0)	104	127	(18.1)	–	–	–	167	208	(19.7)
989	884	11.9	1,558	1,471	5.9	563	796	(29.3)	7,592	7,770	(2.3)
188	207	(9.2)	2,007	2,085	(3.7)	1,329	964	37.9	7,121	7,406	(3.8)
7	5	40.0	553	548	.9	45	5	*	1,063	1,439	(26.1)
181	202	(10.4)	1,454	1,537	(5 4)	1,284	959	33.9	6,058	5,967	1.5
65	73	(11.0)	529	560	(5.5)	60	29	*	1,797	1,852	(3.0)
116	129	(10.1)	925	977	(5 3)	1,224	930	31.6	4,261	4,115	3.5
–	–	–	(29)	(30)	3.3	148	142	4.2	119	112	6.3
$ 116	$ 129	(10.1)	$ 896	$ 947	(5 4)	$ 1,372	$ 1,072	28 0	$ 4,380	$ 4,227	3.6
$ 1,687	$ 1,264	33.5%	$ 6,030	$ 5,904	2 1%	$ 203	$ 203	–%	$ 66,719	$ 59,790	11.6%
654	607	7.7	–	–	–	107	123	(13.0)	37,872	36,389	4.1
775	379	*	–	–	–	1	4	(75.0)	47,055	39,328	19 6
–	–	–	16,627	16,675	(.3)	–	–	–	16,627	16,675	(.3)
1,544	1,516	1.8	744	817	(8.9)	–	–	–	47,034	47,940	(1.9)
4,660	3,766	23.7	23,401	23,396	–	311	330	(5.8)	215,307	200,122	7.6
14	12	16.7	5	5	–	3,272	4,953	(33.9)	10,375	13,609	(23 8)
4,674	3,778	23.7	23,406	23,401	–	3,583	5,283	(32.2)	225,682	213,731	5.6
1,529	1,468	4 2	2,509	2,349	6.8	–	–	–	9,157	8,936	2.5
174	172	1.2	584	717	(18 5)	2	4	(50.0)	3,079	2,715	13.4
7,513	6,477	16.0	29,659	29,684	(.1)	97,370	100,867	(3 5)	351,048	340,807	3 0
13,807	13,904	(.7)	694	638	8.8	432	481	(10.2)	67,183	65,423	2.7
4,716	3,950	19.4	444	1,329	(66 6)	1	1	–	48,347	45,522	6 2
27,081	23,203	16 7	54	37	45.9	85	136	(37.5)	86,635	75,360	15.0
5,228	4,892	6 9	–	–	–	842	479	75 8	46,119	46,673	(1.2)
50,832	45,949	10.6	1,192	2,004	(40 5)	1,360	1,097	24.0	248,284	232,978	6.6
2,375	2,223	6.8	6,033	5,698	5.9	11,874	11,724	1.3	39,675	37,105	6.9

Noninterest expense decreased $89 million (7.1 percent) in the third quarter and $113 million (3.1 percent) in the first nine months of 2013, compared with the same periods of 2012. The decreases reflected reductions in mortgage servicing review-related costs, compensation and employee benefits expense, costs related to other intangibles expense and other real estate owned, partially offset by higher net shared services costs.

The provision for credit losses decreased $189 million (54.2 percent) in the third quarter and $300 million (34.2 percent) in the first nine months of 2013, compared with the same periods of 2012, due to lower net charge-offs and a favorable change in the reserve allocation. As a percentage of average loans outstanding on an annualized basis, net charge-offs decreased to .52 percent in the third quarter of 2013, compared with .99 percent in the third quarter of 2012. Nonperforming assets were $1.4 billion at September 30, 2013, June 30, 2013 and September 30, 2012. Nonperforming assets as a percentage of period-end loans were 1.14 percent at September 30, 2013, 1.13 percent at June 30, 2013, and 1.16 percent at September 30, 2012. Refer to the "Corporate Risk Profile" section for further information on factors impacting the credit quality of the loan portfolios.

Wealth Management and Securities Services Wealth Management and Securities Services provides private banking, financial advisory services, investment management, retail brokerage services, insurance, trust, custody and fund servicing through five businesses: Wealth Management, Corporate Trust Services, U.S. Bancorp Asset Management, Institutional Trust & Custody and Fund Services. Wealth Management and Securities Services contributed $34 million of the Company's net income in the third quarter and $116 million in the first nine months of 2013, or decreases of $9 million (20.9 percent) and $13 million (10.1 percent), respectively, compared with the same periods of 2012, reflecting the impact of higher noninterest expense, partially offset by higher net revenue.

Net revenue increased $21 million (5.7 percent) in the third quarter and $86 million (7.9 percent) in the first nine months of 2013, compared with the same periods of 2012. Net interest income, on a taxable-equivalent basis, decreased $2 million (2.3 percent) in the third quarter and increased $3 million (1.1 percent) in the first nine months of 2013, compared with the same periods of 2012, reflecting the net impact of higher average loan and deposit balances, offset by lower rates on the margin benefit of deposits. Noninterest income increased $23 million (8.2 percent) in the third quarter and $83 million (10.0 percent) in the first nine months of 2013, compared with the same periods of 2012, due to the impact of improved market conditions, business expansion and higher investment products fees. Noninterest expense increased $33 million (11.1 percent) in the third quarter and $105 million (11.9 percent) in the first nine months of 2013, compared with the same periods of 2012. The increases in noninterest expense were primarily due to higher total compensation and employee benefits expense, and an increase in net shared services costs, including the impact of business expansion and higher litigation-related costs.

Payment Services Payment Services includes consumer and business credit cards, stored-value cards, debit cards, corporate and purchasing card services, consumer lines of credit and merchant processing. Payment Services contributed $318 million and $896 million of the Company's net income in the third quarter and first nine months of 2013, respectively, or decreases of $59 million (15.6 percent) and $51 million (5.4 percent), respectively, compared with the same periods of 2012. The decrease in the third quarter of 2013 from the third quarter of 2012 was driven by higher noninterest expense and provision for credit losses and lower net revenue. The decrease for the first nine months of 2013 from the same period of 2012 was driven by higher noninterest expense and provision for credit losses, partially offset by higher net revenue.

Net revenue decreased $21 million (1.7 percent) in the third quarter and increased $9 million (.3 percent) in the first nine months of 2013, compared with the same periods of 2012. Net interest income, on a taxable-equivalent basis, increased $11 million (2.9 percent) in the third quarter and $14 million (1.2 percent) in the first nine months of 2013, compared with the same periods of 2012, primarily due to higher average loan balances, improved loan rates and lower rebate costs on the Company's government card program. Noninterest income decreased $32 million (3.7 percent) in the third quarter and $5 million (.2 percent) in the first nine months of 2013, compared with the same periods of 2012, due to the impact of the gain on a credit card portfolio sale in the third quarter of 2012 and lower corporate payment products revenue due to a reduction in government-related transactions, partially offset by higher credit and debit card revenue, primarily due to higher volumes and business expansion. Merchant processing services revenue was also higher over the prior year due to higher volumes and fee-based product revenue.

Noninterest expense increased $35 million (7.1 percent) in the third quarter and $87 million (5.9 percent) in the first nine months of 2013, compared with the same periods of 2012, primarily due to higher total compensation and employee benefits expense, technology and communications expense and net shared services expense, including the impact of business expansion, partially offset by reductions in other intangibles expense. The provision for credit losses increased $37 million (27.4 percent) in the third quarter and $5 million (.9 percent) in the first nine months of 2013, compared with the same periods of 2012, principally due to lower reserve releases, partially offset by lower net charge-offs. As a percentage of average loans outstanding, net charge-offs were 3.16 percent in the third quarter of 2013, compared with 3.43 percent in the third quarter of 2012.

Treasury and Corporate Support Treasury and Corporate Support includes the Company's investment portfolios, most covered commercial and commercial real estate loans and related other real estate owned, funding, capital management, interest rate risk management, the net effect of transfer pricing related to average balances, income taxes not allocated to business lines, including most tax-advantaged investments, and the residual aggregate of those expenses associated with corporate activities that are managed on a consolidated basis. Treasury and Corporate Support recorded net income of $440 million in the third quarter and $1.4 billion in the first nine months of 2013, compared with $394 million and $1.1 billion in the same periods of 2012, respectively.

Net revenue increased $9 million (1.4 percent) in the third quarter and $132 million (7.5 percent) in the first nine months of 2013, compared with the same periods of 2012. Net interest income, on a taxable-equivalent basis, decreased $24 million (4.0 percent) in the third quarter and increased $47 million (2.9 percent) in the first nine months of 2013, compared with the same periods of 2012, reflecting the net impact of lower rates on loans and investment securities, offset by lower long-term funding costs. Noninterest income increased $33 million in the third quarter and $85 million (64.9 percent) in the first nine months of 2013, compared with the same periods of 2012, primarily due to higher commercial products revenue. In addition, noninterest income for the third quarter of 2013 was higher than the third quarter of 2012 due to increased equity investment revenue. Noninterest income for the first nine months of 2013 was also higher than the same period of the prior year due to a favorable change in net securities gains (losses) as the Company recognized impairments on a number of securities in the second quarter of 2012.

Noninterest expense decreased $16 million (6.3 percent) in the third quarter and $233 million (29.3 percent) in the first nine months of 2013, compared with the same periods of 2012, principally reflecting a reduction in litigation-related costs and net shared services expense. These decreases were partially offset by increases in total compensation and employee benefits expense and higher costs related to investments in affordable housing and other tax-advantaged projects. In addition, noninterest expense for the first nine months of 2013 was lower than the same period of the prior year due to the prior year Visa accrual and lower insurance-related costs.

Income taxes are assessed to each line of business at a managerial tax rate of 36.4 percent with the residual tax expense or benefit to arrive at the consolidated effective tax rate included in Treasury and Corporate Support.

NON-GAAP FINANCIAL MEASURES

In addition to capital ratios defined by banking regulators under the FDIC Improvement Act prompt corrective action provisions that are currently effective, the Company considers various other measures when evaluating capital utilization and adequacy, including:

- Tangible common equity to tangible assets,
- Tangible common equity to risk-weighted assets using Basel I definition,
- Tier 1 common equity to risk-weighted assets using Basel I definition,
- Common equity tier 1 to risk-weighted assets estimated using the Basel III capital regulations released by the Federal Reserve Board in July 2013, and for additional information,
- Common equity tier 1 to risk-weighted assets approximated using proposed rules for the Basel III standardized approach released June 2012.

These measures are viewed by management as useful additional methods of reflecting the level of capital available to withstand unexpected market or economic conditions. Additionally, presentation of these measures allows investors, analysts and banking regulators to assess the Company's capital position relative to other financial services companies. These measures differ from the currently effective capital ratios defined by banking regulations principally in that the numerator excludes trust preferred securities and preferred stock, the nature and extent of which varies among different financial services companies. These measures are not defined in generally accepted accounting principles ("GAAP"), or are not currently effective or defined in federal banking regulations. As a result, these measures disclosed by the Company may be considered non-GAAP financial measures.

There may be limits in the usefulness of these measures to investors. As a result, the Company encourages readers to consider the consolidated financial statements and other financial information contained in this report in their entirety, and not to rely on any single financial measure.

The following table shows the Company's calculation of these Non-GAAP financial measures:

(Dollars in Millions)	September 30, 2013	December 31, 2012
Total equity	$ 41,552	$ 40,267
Preferred stock	(4,756)	(4,769)
Noncontrolling interests	(1,420)	(1,269)
Goodwill (net of deferred tax liability)	(8,319)	(8,351)
Intangible assets, other than mortgage servicing rights	(878)	(1,006)
Tangible common equity (a)	26,179	24,872
Tier 1 capital, determined in accordance with prescribed regulatory requirements using Basel I definition	32,707	31,203
Preferred stock	(4,756)	(4,769)
Noncontrolling interests, less preferred stock not eligible for Tier 1 capital	(686)	(685)
Tier 1 common equity using Basel I definition (b)	27,265	25,749
Tangible common equity (as calculated above)	26,179	
Adjustments (1)	258	
Common equity tier 1 estimated using the Basel III capital regulations released by the Federal Reserve Board in July 2013 (c)	26,437	
Tangible common equity (as calculated above)		24,872
Adjustments (2)		126
Common equity tier 1 approximated using proposed rules for the Basel III standardized approach released June 2012 (d)		24,998
Total assets	360,681	353,855
Goodwill (net of deferred tax liability)	(8,319)	(8,351)
Intangible assets, other than mortgage servicing rights	(878)	(1,006)
Tangible assets (e)	351,484	344,498
Risk-weighted assets, determined in accordance with prescribed regulatory requirements using Basel I definition (f)	293,155	
Adjustments (3)	13,473	
Risk-weighted assets estimated using the Basel III capital regulations released by the Federal Reserve Board in July 2013 (g)	306,628	
Risk-weighted assets, determined in accordance with prescribed regulatory requirements using Basel I definition (f)		287,611
Adjustments (4)		21,233
Risk-weighted assets approximated using proposed rules for the Basel III standardized approach released June 2012 (h)		308,844
Ratios		
Tangible common equity to tangible assets (a)/(e)	7.4%	7.2%
Tangible common equity to risk-weighted assets using Basel I definition (a)/(f)	8.9	8.6
Tier 1 common equity to risk-weighted assets using Basel I definition (b)/(f)	9.3	9.0
Common equity tier 1 to risk-weighted assets estimated using the Basel III capital regulations released by the Federal Reserve Board in July 2013 (c)/(g)	8.6	–
Common equity tier 1 to risk-weighted assets approximated using proposed rules for the Basel III standardized approach released June 2012 (d)/(h)	–	8.1

(1) *Includes net losses on cash flow hedges included in accumulated other comprehensive income and unrealized losses on securities transferred from available-for-sale to held-to-maturity included in accumulated other comprehensive income*

(2) *Includes net losses on cash flow hedges included in accumulated other comprehensive income, unrealized losses on securities transferred from available-for-sale to held-to-maturity included in accumulated other comprehensive income and disallowed mortgage servicing rights*

(3) *Includes higher risk-weighting for unfunded loan commitments, investment securities and mortgage servicing rights, and other adjustments.*

(4) *Includes higher risk-weighting for residential mortgages, unfunded loan commitments, investment securities and mortgage servicing rights, and other adjustments*

CRITICAL ACCOUNTING POLICIES

The accounting and reporting policies of the Company comply with accounting principles generally accepted in the United States and conform to general practices within the banking industry. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions. The Company's financial position and results of operations can be affected by these estimates and assumptions, which are integral to understanding the Company's financial statements. Critical accounting policies are those policies management believes are the most important to the portrayal of the Company's financial condition and results, and require management to make estimates that are difficult, subjective or complex. Most accounting policies are not considered by management to be critical accounting policies. Those policies considered to be critical accounting policies relate to the allowance for credit losses, fair value estimates, purchased loans and related indemnification assets, MSRs, goodwill and other intangibles and income taxes. Management has discussed the development and the selection of critical accounting policies with the Company's Audit Committee. These accounting policies are discussed in detail in "Management's Discussion and Analysis — Critical Accounting Policies" and the Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

CONTROLS AND PROCEDURES

Under the supervision and with the participation of the Company's management, including its principal executive officer and principal financial officer, the Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")). Based upon this evaluation, the principal executive officer and principal financial officer have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective.

During the most recently completed fiscal quarter, there was no change made in the Company's internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

U.S. Bancorp

Consolidated Balance Sheet

(Dollars in Millions)	September 30, 2013	December 31, 2012
	(Unaudited)	
Assets		
Cash and due from banks	$ 11,615	$ 8,252
Investment securities		
Held-to-maturity (fair value $36,632 and $34,952, respectively; including $937 and $1,482 at fair value pledged as collateral, respectively) (a)	36,904	34,389
Available-for-sale ($1,105 and $2,042 pledged as collateral, respectively) (a)	39,307	40,139
Loans held for sale (including $3,844 and $7,957 of mortgage loans carried at fair value, respectively)	3,858	7,976
Loans		
Commercial	68,958	66,223
Commercial real estate	38,678	36,953
Residential mortgages	50,170	44,018
Credit card	17,063	17,115
Other retail	47,114	47,712
Total loans, excluding covered loans	221,983	212,021
Covered loans	9,396	11,308
Total loans	231,379	223,329
Less allowance for loan losses	(4,258)	(4,424)
Net loans	227,121	218,905
Premises and equipment	2,608	2,670
Goodwill	9,173	9,143
Other intangible assets	3,455	2,706
Other assets (including $168 and $47 of trading securities at fair value pledged as collateral, respectively) (a)	26,640	29,675
Total assets	$360,681	$353,855
Liabilities and Shareholders' Equity		
Deposits		
Noninterest-bearing	$ 72,333	$ 74,172
Interest-bearing	152,861	145,972
Time deposits greater than $100,000	36,522	29,039
Total deposits	261,716	249,183
Short-term borrowings	26,128	26,302
Long-term debt	18,750	25,516
Other liabilities	12,535	12,587
Total liabilities	319,129	313,588
Shareholders' equity		
Preferred stock	4,756	4,769
Common stock, par value $0.01 a share—authorized: 4,000,000,000 shares; issued: 9/30/13 and 12/31/12 — 2,125,725,742 shares	21	21
Capital surplus	8,188	8,201
Retained earnings	37,692	34,720
Less cost of common stock in treasury: 9/30/13—294,069,246 shares; 12/31/12 —256,294,227 shares	(9,174)	(7,790)
Accumulated other comprehensive income (loss)	(1,351)	(923)
Total U.S. Bancorp shareholders' equity	40,132	38,998
Noncontrolling interests	1,420	1,269
Total equity	41,552	40,267
Total liabilities and equity	$360,681	$353,855

(a) *Includes only collateral pledged by the Company where counterparties have the right to sell or pledge the collateral.*

See Notes to Consolidated Financial Statements

U.S. Bancorp

Consolidated Statement of Income

(Dollars and Shares in Millions, Except Per Share Data) (Unaudited)	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Interest Income				
Loans	$2,568	$2,650	$7,682	$7,919
Loans held for sale	46	76	172	208
Investment securities	420	438	1,222	1,376
Other interest income	34	63	141	184
Total interest income	3,068	3,227	9,217	9,687
Interest Expense				
Deposits	134	172	433	530
Short-term borrowings	98	103	270	353
Long-term debt	178	226	587	786
Total interest expense	410	501	1,290	1,669
Net interest income	2,658	2,726	7,927	8,018
Provision for credit losses	298	488	1,063	1,439
Net interest income after provision for credit losses	2,360	2,238	6,864	6,579
Noninterest Income				
Credit and debit card revenue	244	213	702	650
Corporate payment products revenue	192	201	540	566
Merchant processing services	371	345	1,091	1,041
ATM processing services	83	87	248	263
Trust and investment management fees	280	265	842	779
Deposit service charges	180	174	493	483
Treasury management fees	134	135	408	411
Commercial products revenue	207	225	616	652
Mortgage banking revenue	328	519	1,125	1,461
Investment products fees	46	38	133	111
Securities gains (losses), net				
Realized gains (losses), net	–	16	21	46
Total other-than-temporary impairment	(2)	(13)	(5)	(61)
Portion of other-than-temporary impairment recognized in other comprehensive income	(1)	(2)	(8)	(3)
Total securities gains (losses), net	(3)	1	8	(18)
Other	115	193	412	591
Total noninterest income	2,177	2,396	6,618	6,990
Noninterest Expense				
Compensation	1,088	1,109	3,268	3,237
Employee benefits	278	225	865	714
Net occupancy and equipment	240	233	709	683
Professional services	94	144	263	364
Marketing and business development	85	96	254	285
Technology and communications	214	205	639	607
Postage, printing and supplies	76	75	230	226
Other intangibles	55	67	167	208
Other	435	455	1,197	1,446
Total noninterest expense	2,565	2,609	7,592	7,770
Income before income taxes	1,972	2,025	5,890	5,799
Applicable income taxes	542	593	1,629	1,684
Net income	1,430	1,432	4,261	4,115
Net (income) loss attributable to noncontrolling interests	38	42	119	112
Net income attributable to U.S. Bancorp	$1,468	$1,474	$4,380	$4,227
Net income applicable to U.S. Bancorp common shareholders	$1,400	$1,404	$4,163	$4,034
Earnings per common share	$ .76	$ .74	$ 2.26	$ 2.13
Diluted earnings per common share	$ .76	$ .74	$ 2.25	$ 2.12
Dividends declared per common share	$ .230	$ .195	$ .655	$ .585
Average common shares outstanding	1,832	1,886	1,844	1,892
Average diluted common shares outstanding	1,843	1,897	1,854	1,901

See Notes to Consolidated Financial Statements

U.S. Bancorp

Consolidated Statement of Comprehensive Income

(Dollars in Millions) (Unaudited)	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Net income	$1,430	$1,432	$4,261	$4,115
Other Comprehensive Income (Loss)				
Changes in unrealized gains and losses on securities available-for-sale	(237)	300	(1,032)	738
Other-than-temporary impairment not recognized in earnings on securities available-for-sale	1	2	8	3
Changes in unrealized gains and losses on derivative hedges	(17)	(30)	33	(68)
Foreign currency translation	13	26	(20)	34
Changes in unrealized gains and losses on retirement plans	38	–	37	–
Reclassification to earnings of realized gains and losses	99	69	270	260
Income taxes related to other comprehensive income	40	(140)	276	(370)
Total other comprehensive income (loss)	(63)	227	(428)	597
Comprehensive income	1,367	1,659	3,833	4,712
Comprehensive (income) loss attributable to noncontrolling interests	38	42	119	112
Comprehensive income attributable to U.S. Bancorp	$1,405	$1,701	$3,952	$4,824

See Notes to Consolidated Financial Statements

U.S. Bancorp

Consolidated Statement of Shareholders' Equity

(Dollars and Shares in Millions) (Unaudited)	U S Bancorp Shareholders									
	Common Shares Outstanding	Preferred Stock	Common Stock	Capital Surplus	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total U S Bancorp Shareholders' Equity	Noncontrolling Interests	Total Equity
Balance December 31, 2011	1,910	$2,606	$21	$8,238	$30,785	$(6,472)	$(1,200)	$33,978	$ 993	$34,971
Net income (loss)					4,227			4,227	(112)	4,115
Other comprehensive income (loss)							597	597		597
Preferred stock dividends					(174)			(174)		(174)
Common stock dividends					(1,108)			(1,108)		(1,108)
Issuance of preferred stock		2,163						2,163		2,163
Issuance of common and treasury stock	16			(111)		495		384		384
Purchase of treasury stock	(46)					(1,465)		(1,465)		(1,465)
Distributions to noncontrolling interests								–	(60)	(60)
Net other changes in noncontrolling interests								–	343	343
Stock option and restricted stock grants				59				59		59
Balance September 30, 2012	1,880	$4,769	$21	$8,186	$33,730	$(7,442)	$ (603)	$38,661	$1,164	$39,825
Balance December 31, 2012	1,869	$4,769	$21	$8,201	$34,720	$(7,790)	$ (923)	$38,998	$1,269	$40,267
Net income (loss)					4,380			4,380	(119)	4,261
Other comprehensive income (loss)							(428)	(428)		(428)
Redemption of preferred stock		(500)		8	(8)			(500)		(500)
Preferred stock dividends					(189)			(189)		(189)
Common stock dividends					(1,211)			(1,211)		(1,211)
Issuance of preferred stock		487						487		487
Issuance of common and treasury stock	15			(114)		459		345		345
Purchase of treasury stock	(52)					(1,843)		(1,843)		(1,843)
Distributions to noncontrolling interests								–	(45)	(45)
Net other changes in noncontrolling interests								–	315	315
Stock option and restricted stock grants				93				93		93
Balance September 30, 2013	1,832	$4,756	$21	$8,188	$37,692	$(9,174)	$(1,351)	$40,132	$1,420	$41,552

See Notes to Consolidated Financial Statements.

U.S. Bancorp

Consolidated Statement of Cash Flows

(Dollars in Millions) (Unaudited)	Nine Months Ended September 30, 2013	2012
Operating Activities		
Net income attributable to U.S. Bancorp	$ 4,380	$ 4,227
Adjustments to reconcile net income to net cash provided by operating activities		
Provision for credit losses	1,063	1,439
Depreciation and amortization of premises and equipment	222	212
Amortization of intangibles	167	208
Provision for deferred income taxes	(38)	29
(Gain) loss on sale of loans held for sale	(864)	(1,982)
(Gain) loss on sale of securities and other assets	(42)	(198)
Loans originated for sale in the secondary market, net of repayments	(49,411)	(60,331)
Proceeds from sales of loans held for sale	53,845	59,052
Other, net	(665)	1,219
Net cash provided by operating activities	8,657	3,875
Investing Activities		
Proceeds from sales of available-for-sale investment securities	766	1,753
Proceeds from maturities of held-to-maturity investment securities	6,854	4,005
Proceeds from maturities of available-for-sale investment securities	8,395	11,664
Purchases of held-to-maturity investment securities	(9,439)	(8,003)
Purchases of available-for-sale investment securities	(9,381)	(12,065)
Net increase in loans outstanding	(8,495)	(9,518)
Proceeds from sales of loans	620	1,614
Purchases of loans	(1,883)	(2,139)
Acquisitions, net of cash acquired	–	94
Other, net	(100)	(668)
Net cash used in investing activities	(12,663)	(13,263)
Financing Activities		
Net increase in deposits	12,533	13,099
Net decrease in short-term borrowings	(174)	(2,616)
Proceeds from issuance of long-term debt	198	4,553
Principal payments or redemption of long-term debt	(2,380)	(10,271)
Proceeds from issuance of preferred stock	487	2,163
Proceeds from issuance of common stock	331	342
Redemption of preferred stock	(500)	–
Repurchase of common stock	(1,779)	(1,343)
Cash dividends paid on preferred stock	(193)	(139)
Cash dividends paid on common stock	(1,154)	(980)
Net cash provided by financing activities	7,369	4,808
Change in cash and due from banks	3,363	(4,580)
Cash and due from banks at beginning of period	8,252	13,962
Cash and due from banks at end of period	$ 11,615	$ 9,382

See Notes to Consolidated Financial Statements

Notes to Consolidated Financial Statements
(Unaudited)

Note 1 Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and, therefore, do not include all information and notes necessary for a complete presentation of financial position, results of operations and cash flow activity required in accordance with accounting principles generally accepted in the United States. In the opinion of management of U.S. Bancorp (the "Company"), all adjustments (consisting only of normal recurring adjustments) necessary for a fair statement of results for the interim periods have been made. These financial statements and notes should be read in conjunction with the consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012. Certain amounts in prior periods have been reclassified to conform to the current presentation.

Accounting policies for the lines of business are generally the same as those used in preparation of the consolidated financial statements with respect to activities specifically attributable to each business line. However, the preparation of business line results requires management to establish methodologies to allocate funding costs, expenses and other financial elements to each line of business. Table 10 "Line of Business Financial Performance" included in Management's Discussion and Analysis provides details of segment results. This information is incorporated by reference into these Notes to Consolidated Financial Statements.

Note 2 Investment Securities

The amortized cost, other-than-temporary impairment recorded in other comprehensive income (loss), gross unrealized holding gains and losses, and fair value of held-to-maturity and available-for-sale investment securities were as follows:

	September 30, 2013					December 31, 2012				
			Unrealized Losses					Unrealized Losses		
(Dollars in Millions)	Amortized Cost	Unrealized Gains	Other-than-Temporary (e)	Other (f)	Fair Value	Amortized Cost	Unrealized Gains	Other-than-Temporary (e)	Other (f)	Fair Value
Held-to-maturity (a)										
U.S. Treasury and agencies	$ 3,368	$ 9	$ –	$ (60)	$ 3,317	$ 3,154	$ 27	$ –	$ –	$ 3,181
Mortgage-backed securities										
Residential										
Agency	33,378	234	–	(454)	33,158	31,064	545	–	(6)	31,603
Non-agency non-prime (d)	1	–	–	–	1	1	–	–	–	1
Commercial non-agency	1	–	–	–	1	2	–	–	–	2
Asset-backed securities										
Collateralized debt obligations/										
Collateralized loan obligations	2	9	–	–	11	7	15	–	–	22
Other	16	4	(1)	(1)	18	19	2	(3)	(1)	17
Obligations of state and political subdivisions	17	–	–	–	17	20	1	–	–	21
Obligations of foreign governments	7	–	–	–	7	7	–	–	–	7
Other debt securities	114	–	–	(12)	102	115	–	–	(17)	98
Total held-to-maturity	$36,904	$256	$ (1)	$(527)	$36,632	$34,389	$ 590	$ (3)	$ (24)	$34,952
Available-for-sale (b)										
U.S. Treasury and agencies	$ 1,567	$ 5	$ –	$ (51)	$ 1,521	$ 1,211	$ 16	$ –	$ (1)	$ 1,226
Mortgage-backed securities										
Residential										
Agency	29,136	476	–	(392)	29,220	28,754	746	–	(5)	29,495
Non-agency										
Prime (c)	513	2	(10)	(5)	500	641	3	(16)	(4)	624
Non-prime (d)	307	3	(6)	(1)	303	372	4	(20)	(1)	355
Commercial agency	165	4	–	–	169	185	8	–	–	193
Asset-backed securities										
Collateralized debt obligations/										
Collateralized loan obligations	20	5	–	–	25	32	10	–	–	42
Other	598	13	–	(1)	610	579	14	–	(1)	592
Obligations of state and political subdivisions	5,732	134	–	(46)	5,820	6,059	396	–	–	6,455
Obligations of foreign governments	6	–	–	–	6	6	–	–	–	6
Corporate debt securities	734	–	–	(92)	642	814	2	–	(85)	731
Perpetual preferred securities	205	24	–	(20)	209	205	27	–	(14)	218
Other investments	257	25	–	–	282	182	20	–	–	202
Total available-for-sale	$39,240	$691	$(16)	$(608)	$39,307	$39,040	$1,246	$(36)	$(111)	$40,139

(a) Held-to-maturity investment securities are carried at historical cost or at fair value at the time of transfer from the available-for-sale to held-to-maturity category, adjusted for amortization of premiums and accretion of discounts and credit-related other-than-temporary impairment.
(b) Available-for-sale investment securities are carried at fair value with unrealized net gains or losses reported within accumulated other comprehensive income (loss) in shareholders' equity.
(c) Prime securities are those designated as such by the issuer at origination. When an issuer designation is unavailable, the Company determines at acquisition date the categorization based on asset pool characteristics (such as weighted-average credit score, loan-to-value, loan type, prevalence of low documentation loans) and deal performance (such as pool delinquencies and security market spreads). When the Company determines the designation, prime securities typically have a weighted average credit score of 725 or higher and a loan-to-value of 80 percent or lower; however, other pool characteristics may result in designations that deviate from these credit score and loan-to-value thresholds.
(d) Includes all securities not meeting the conditions to be designated as prime.
(e) Represents impairment not related to credit for those investment securities that have been determined to be other-than-temporarily impaired.
(f) Represents unrealized losses on investment securities that have not been determined to be other-than-temporarily impaired.

The weighted-average maturity of the available-for-sale investment securities was 5.5 years at September 30, 2013, compared with 4.1 years at December 31, 2012. The corresponding weighted-average yields were 2.70 percent and 2.93 percent, respectively. The weighted-average maturity of the held-to-maturity investment securities was 4.2 years at September 30, 2013, and 3.3 years at December 31, 2012. The corresponding weighted-average yields were 1.97 percent and 1.94 percent, respectively.

For amortized cost, fair value and yield by maturity date of held-to-maturity and available-for-sale investment securities outstanding at September 30, 2013, refer to Table 4 included in Management's Discussion and Analysis which is incorporated by reference into these Notes to Consolidated Financial Statements.

Investment securities with a fair value of $15.5 billion at September 30, 2013, and $20.1 billion at December 31, 2012, were pledged to secure public, private and trust deposits, repurchase agreements and for other purposes required by contractual obligation or law. Included in these amounts were securities where the Company and certain counterparties have agreements granting the counterparties the right to sell or pledge the securities. Investment securities delivered under these types of arrangements had a fair value of $2.0 billion at September 30, 2013, and $3.5 billion at December 31, 2012.

The following table provides information about the amount of interest income from taxable and non-taxable investment securities:

(Dollars in Millions)	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Taxable	$357	$369	$1,029	$1,166
Non-taxable	63	69	193	210
Total interest income from investment securities	$420	$438	$1,222	$1,376

The following table provides information about the amount of gross gains and losses realized through the sales of available-for-sale investment securities:

(Dollars in Millions)	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Realized gains	$–	$115	$21	$145
Realized losses	–	(99)	–	(99)
Net realized gains (losses)	$–	$ 16	$21	$ 46
Income tax (benefit) on net realized gains (losses)	$–	$ 7	$ 8	$ 18

The Company conducts a regular assessment of its investment securities with unrealized losses to determine whether investment securities are other-than-temporarily impaired considering, among other factors, the nature of the investment securities, credit ratings or financial condition of the issuer, the extent and duration of the unrealized loss, expected cash flows of underlying collateral, the existence of any government or agency guarantees, market conditions and whether the Company intends to sell or it is more likely than not the Company will be required to sell the investment securities.

The following tables summarize other-than-temporary impairment by investment category:

Three Months Ended September 30 (Dollars in Millions)	2013 Losses Recorded in Earnings	2013 Other Gains (Losses) (c)	2013 Total	2012 Losses Recorded in Earnings	2012 Other Gains (Losses) (c)	2012 Total
Available-for-sale						
Mortgage-backed securities						
Non-agency residential						
Prime (a)	$(1)	$–	$(1)	$ (5)	$(3)	$ (8)
Non-prime (b)	(2)	1	(1)	(10)	5	(5)
Total available-for-sale	$(3)	$1	$(2)	$(15)	$ 2	$(13)

(a) *Prime securities are those designated as such by the issuer at origination. When an issuer designation is unavailable, the Company determines at acquisition date the categorization based on asset pool characteristics (such as weighted-average credit score, loan-to-value, loan type, prevalence of low documentation loans) and deal performance (such as pool delinquencies and security market spreads).*
(b) *Includes all securities not meeting the conditions to be designated as prime*
(c) *Losses represent the non-credit portion of other-than-temporary impairment recorded in other comprehensive income (loss) for investment securities determined to be other-than-temporarily impaired during the period. Gains represent recoveries in the fair value of securities that had non-credit other-than-temporary impairment during the period*

Nine Months Ended September 30 (Dollars in Millions)	2013 Losses Recorded in Earnings	2013 Other Gains (Losses) (c)	2013 Total	2012 Losses Recorded in Earnings	2012 Other Gains (Losses) (c)	2012 Total
Available-for-sale						
Mortgage-backed securities						
Non-agency residential						
Prime (a)	$ (5)	$2	$(3)	$ (8)	$(12)	$(20)
Non-prime (b)	(8)	6	(2)	(27)	15	(12)
Commercial non-agency	–	–	–	(1)	(1)	(2)
Other asset-backed securities	–	–	–	(1)	1	–
Perpetual preferred securities	–	–	–	(27)	–	(27)
Total available-for-sale	$(13)	$8	$(5)	$(64)	$ 3	$(61)

(a) *Prime securities are those designated as such by the issuer at origination When an issuer designation is unavailable, the Company determines at acquisition date the categorization based on asset pool characteristics (such as weighted-average credit score, loan-to-value, loan type, prevalence of low documentation loans) and deal performance (such as pool delinquencies and security market spreads)*
(b) *Includes all securities not meeting the conditions to be designated as prime.*
(c) *Losses represent the non-credit portion of other-than-temporary impairment recorded in other comprehensive income (loss) for investment securities determined to be other-than-temporarily impaired during the period. Gains represent recoveries in the fair value of securities that had non-credit other-than-temporary impairment during the period*

The Company determined the other-than-temporary impairment recorded in earnings for debt securities not intended to be sold by estimating the future cash flows of each individual investment security, using market information where available, and discounting the cash flows at the original effective rate of the investment security. Other-than-temporary impairment recorded in other comprehensive income (loss) was measured as the difference between that discounted amount and the fair value of each investment security. For perpetual preferred securities determined to be other-than-temporarily impaired, the Company recorded a loss in earnings for the entire difference between the securities' fair value and their amortized cost.

The following table includes the ranges for principal assumptions used for those available-for-sale non-agency mortgage-backed securities determined to be other-than-temporarily impaired:

	Prime (a)			Non-Prime (b)		
	Minimum	Maximum	Average	Minimum	Maximum	Average
September 30, 2013						
Estimated lifetime prepayment rates	12%	18%	13%	4%	10%	6%
Lifetime probability of default rates	3	5	4	5	10	7
Lifetime loss severity rates	25	50	48	15	60	51
December 31, 2012						
Estimated lifetime prepayment rates	6%	22%	14%	3%	10%	6%
Lifetime probability of default rates	3	6	4	3	10	7
Lifetime loss severity rates	40	50	47	45	65	56

(a) Prime securities are those designated as such by the issuer at origination When an issuer designation is unavailable, the Company determines at acquisition date the categorization based on asset pool characteristics (such as weighted-average credit score, loan-to-value, loan type, prevalence of low documentation loans) and deal performance (such as pool delinquencies and security market spreads).

(b) Includes all securities not meeting the conditions to be designated as prime.

Changes in the credit losses on debt securities (excluding perpetual preferred securities) are summarized as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in Millions)	2013	2012	2013	2012
Balance at beginning of period	$124	$ 277	$134	$ 298
Additions to Credit Losses Due to Other-than-temporary Impairments				
Credit losses on securities not previously considered other-than-temporarily impaired	–	2	–	5
Decreases in expected cash flows on securities for which other-than-temporary impairment was previously recognized	3	13	13	32
Total other-than-temporary impairment on debt securities	3	15	13	37
Other Changes in Credit Losses				
Increases in expected cash flows	(1)	–	(2)	(14)
Realized losses (a)	(4)	(4)	(18)	(33)
Credit losses on security sales and securities expected to be sold	–	(142)	(5)	(142)
Balance at end of period	$122	$ 146	$122	$ 146

(a) Primarily represents principal losses allocated to mortgage and asset-backed securities in the Company's portfolio under the terms of the securitization transaction documents

At September 30, 2013, certain investment securities had a fair value below amortized cost. The following table shows the gross unrealized losses and fair value of the Company's investment securities with unrealized losses, aggregated by investment category and length of time the individual investment securities have been in continuous unrealized loss positions, at September 30, 2013:

	Less Than 12 Months		12 Months or Greater		Total	
(Dollars in Millions)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Held-to-maturity						
U.S. Treasury and agencies	$ 1,056	$ (60)	$ –	$ –	$ 1,056	$ (60)
Mortgage-backed securities						
Residential agency	20,034	(452)	85	(2)	20,119	(454)
Commercial non-agency	1	–	–	–	1	–
Other asset-backed securities	–	–	10	(2)	10	(2)
Obligations of state and political subdivisions	8	–	–	–	8	–
Other debt securities	–	–	13	(12)	13	(12)
Total held-to-maturity	$21,099	$(512)	$ 108	$ (16)	$21,207	$(528)
Available-for-sale						
U.S. Treasury and agencies	$ 853	$ (51)	$ –	$ –	$ 853	$ (51)
Mortgage-backed securities						
Residential						
Agency	13,540	(389)	343	(3)	13,883	(392)
Non-agency (a)						
Prime (b)	137	(2)	206	(13)	343	(15)
Non-prime (c)	128	(2)	81	(5)	209	(7)
Commercial agency	61	–	–	–	61	–
Other asset-backed securities	25	(1)	3	–	28	(1)
Obligations of state and political subdivisions	1,382	(46)	10	–	1,392	(46)
Corporate debt securities	214	(5)	420	(87)	634	(92)
Perpetual preferred securities	–	–	112	(20)	112	(20)
Total available-for-sale	$16,340	$(496)	$1,175	$(128)	$17,515	$(624)

(a) *The Company has $22 million of unrealized losses on residential non-agency mortgage-backed securities Credit-related other-than-temporary impairment on these securities may occur if there is further deterioration in the underlying collateral pool performance Borrower defaults may increase if economic conditions worsen Additionally, deterioration in home prices may increase the severity of projected losses*

(b) *Prime securities are those designated as such by the issuer at origination When an issuer designation is unavailable, the Company determines at acquisition date the categorization based on asset pool characteristics (such as weighted-average credit score, loan to-value, loan type, prevalence of low documentation loans) and deal performance (such as pool delinquencies and security market spreads)*

(c) *Includes all securities not meeting the conditions to be designated as prime*

The Company does not consider these unrealized losses to be credit-related. These unrealized losses primarily relate to changes in interest rates and market spreads subsequent to purchase. A substantial portion of investment securities that have unrealized losses are either corporate debt issued with high investment grade credit ratings or agency mortgage-backed securities. In general, the issuers of the investment securities are contractually prohibited from prepayment at less than par, and the Company did not pay significant purchase premiums for these investment securities. At September 30, 2013, the Company had no plans to sell investment securities with unrealized losses, and believes it is more likely than not it would not be required to sell such investment securities before recovery of their amortized cost.

Note 3 Loans and Allowance for Credit Losses

The composition of the loan portfolio, disaggregated by class and underlying specific portfolio type, was as follows:

(Dollars in Millions)	September 30, 2013 Amount	September 30, 2013 Percent of Total	December 31, 2012 Amount	December 31, 2012 Percent of Total
Commercial				
Commercial	$ 63,696	27.5%	$ 60,742	27.2%
Lease financing	5,262	2.3	5,481	2.5
Total commercial	68,958	29.8	66,223	29.7
Commercial Real Estate				
Commercial mortgages	31,467	13.6	31,005	13.9
Construction and development	7,211	3.1	5,948	2.6
Total commercial real estate	38,678	16.7	36,953	16.5
Residential Mortgages				
Residential mortgages	36,484	15.8	32,648	14.6
Home equity loans, first liens	13,686	5.9	11,370	5.1
Total residential mortgages	50,170	21.7	44,018	19.7
Credit Card	17,063	7.4	17,115	7.7
Other Retail				
Retail leasing	5,761	2.5	5,419	2.4
Home equity and second mortgages	15,544	6.7	16,726	7.5
Revolving credit	3,289	1.4	3,332	1.5
Installment	5,717	2.4	5,463	2.4
Automobile	13,130	5.7	12,593	5.6
Student	3,673	1.6	4,179	1.9
Total other retail	47,114	20.3	47,712	21.3
Total loans, excluding covered loans	221,983	95.9	212,021	94.9
Covered Loans	9,396	4.1	11,308	5.1
Total loans	$231,379	100.0%	$223,329	100.0%

The Company had loans of $75.3 billion at September 30, 2013, and $74.1 billion at December 31, 2012, pledged at the Federal Home Loan Bank ("FHLB"), and loans of $51.6 billion at September 30, 2013, and $48.6 billion at December 31, 2012, pledged at the Federal Reserve Bank.

Originated loans are reported at the principal amount outstanding, net of unearned interest and deferred fees and costs. Net unearned interest and deferred fees and costs amounted to $539 million at September 30, 2013, and $753 million at December 31, 2012. All purchased loans and related indemnification assets are recorded at fair value at the date of purchase. The Company evaluates purchased loans for impairment at the date of purchase in accordance with applicable authoritative accounting guidance. Purchased loans with evidence of credit deterioration since origination for which it is probable that all contractually required payments will not be collected are considered "purchased impaired loans." All other purchased loans are considered "purchased nonimpaired loans."

Changes in the accretable balance for purchased impaired loans were as follows:

(Dollars in Millions)	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Balance at beginning of period	$1,802	$2,431	$1,709	$2,619
Purchases	–	–	–	13
Accretion	(119)	(109)	(380)	(337)
Disposals	(51)	(37)	(120)	(135)
Reclassifications (to)/from nonaccretable difference (a)	119	58	177	191
Other (b)	–	(14)	365	(22)
Balance at end of period	$1,751	$2,329	$1,751	$2,329

(a) *Primarily relates to changes in expected credit performance*

(b) *The amount for the nine months ended September 30, 2013, primarily represents the reclassification of unamortized decreases in the FDIC asset (which are now presented as a separate component within the covered assets table on page 55), partially offset by the impact of changes in expectations about retaining covered single-family loans beyond the term of the indemnification agreements.*

Allowance for Credit Losses The allowance for credit losses reserves for probable and estimable losses incurred in the Company's loan and lease portfolio and includes certain amounts that do not represent loss exposure to the Company because those losses are recoverable under loss sharing agreements with the Federal Deposit Insurance Corporation ("FDIC"). The allowance for credit losses is increased through provisions charged to operating earnings and reduced by net charge-offs. Management evaluates the allowance each quarter to ensure it appropriately reserves for incurred losses.

The allowance recorded for loans in the commercial lending segment is based on reviews of individual credit relationships and considers the migration analysis of commercial lending segment loans and actual loss experience. In the migration analysis applied to risk rated loan portfolios, the Company currently uses a 12-year period of historical losses in considering actual loss experience, because it believes that period best reflects the losses incurred in the portfolio. This timeframe and the results of the analysis are evaluated quarterly to determine if they are appropriate. The allowance recorded for impaired loans greater than $5 million in the commercial lending segment is based on an individual loan analysis utilizing expected cash flows discounted using the original effective interest rate, the observable market price of the loan, or the fair value of the collateral for collateral-dependent loans, rather than the migration analysis. The allowance recorded for all other commercial lending segment loans is determined on a homogenous pool basis and includes consideration of product mix, risk characteristics of the portfolio, bankruptcy experience, portfolio growth and historical losses, adjusted for current trends. The Company also considers the impacts of any loan modifications made to commercial lending segment loans and any subsequent payment defaults to its expectations of cash flows, principal balance, and current expectations about the borrower's ability to pay in determining the allowance for credit losses.

The allowance recorded for Troubled Debt Restructuring ("TDR") loans and purchased impaired loans in the consumer lending segment is determined on a homogenous pool basis utilizing expected cash flows discounted using the original effective interest rate of the pool, or the prior quarter effective rate, respectively. The allowance for collateral-dependent loans in the consumer lending segment is determined based on the fair value of the collateral less costs to sell. The allowance recorded for all other consumer lending segment loans is determined on a homogenous pool basis and includes consideration of product mix, risk characteristics of the portfolio, bankruptcy experience, delinquency status, refreshed loan-to-value ratios when possible, portfolio growth and historical losses, adjusted for current trends. The Company also considers any modifications made to consumer lending segment loans including the impacts of any subsequent payment defaults since modification in determining the allowance for credit losses, such as the borrower's ability to pay under the restructured terms, and the timing and amount of payments.

The allowance for the covered loan segment is evaluated each quarter in a manner similar to that described for non-covered loans and represents any decreases in expected cash flows of those loans after the acquisition date. The provision for credit losses for covered loans considers the indemnification provided by the FDIC.

In addition, subsequent payment defaults on loan modifications considered TDRs are considered in the underlying factors used in the determination of the appropriateness of the allowance for credit losses. For each loan segment, the Company estimates future loan charge-offs through a variety of analysis, trends and underlying assumptions. With respect to the commercial lending segment, TDRs may be collectively evaluated for impairment where observed performance history, including defaults, is a primary driver of the loss allocation. For commercial TDRs individually evaluated for impairment, attributes of the borrower are the primary factors in determining the allowance for credit losses. However, incorporation of loss history is factored into the allowance methodology applied to this category of loans. With respect to the consumer lending segment, performance of the portfolio, including defaults on TDRs, is considered when estimating future cash flows.

The Company's methodology for determining the appropriate allowance for credit losses for all the loan segments also considers the imprecision inherent in the methodologies used. As a result, in addition to the amounts determined under the methodologies described above, management also considers the potential impact of other qualitative factors which include, but are not limited to, economic factors; geographic and other concentration risks; delinquency and nonaccrual trends; current business conditions; changes in lending policy, underwriting standards, internal review and other relevant business practices; and the regulatory environment. The consideration of these items results in adjustments to allowance amounts included in the Company's allowance for credit losses for each of the above loan segments.

The Company also assesses the credit risk associated with off-balance sheet loan commitments, letters of credit, and derivatives. Credit risk associated with derivatives is reflected in the fair values recorded for those positions. The liability for off-balance sheet credit exposure related to loan commitments and other credit guarantees is included in other liabilities. Because business processes and credit risks associated with unfunded credit commitments are essentially the same as for loans, the Company utilizes similar processes to estimate its liability for unfunded credit commitments.

Activity in the allowance for credit losses by portfolio class was as follows:

Three Months Ended September 30 (Dollars in Millions)	Commercial	Commercial Real Estate	Residential Mortgages	Credit Card	Other Retail	Total Loans, Excluding Covered Loans	Covered Loans	Total Loans
2013								
Balance at beginning of period	$1,023	$777	$921	$874	$838	$4,433	$179	$4,612
Add								
Provision for credit losses	19	(22)	70	151	84	302	(4)	298
Deduct								
Loans charged off	65	17	62	175	122	441	9	450
Less recoveries of loans charged off	(54)	(23)	(5)	(15)	(24)	(121)	(1)	(122)
Net loans charged off	11	(6)	57	160	98	320	8	328
Other changes (a)	–	–	–	–	–	–	(4)	(4)
Balance at end of period	$1,031	$761	$934	$865	$824	$4,415	$163	$4,578
2012								
Balance at beginning of period	$1,037	$941	$939	$996	$828	$4,741	$123	$4,864
Add								
Provision for credit losses	63	(22)	143	119	185	488	–	488
Deduct								
Loans charged off	90	47	127	186	187	637	2	639
Less recoveries of loans charged off	(24)	(22)	(6)	(19)	(30)	(101)	–	(101)
Net loans charged off	66	25	121	167	157	536	2	538
Other changes (a)	–	–	–	(33)	–	(33)	(10)	(43)
Balance at end of period	$1,034	$894	$961	$915	$856	$4,660	$111	$4,771

(a) *Includes net changes in credit losses to be reimbursed by the FDIC and for the three months ended September 30, 2013, reductions in the allowance for covered loans where the reversal of a previously recorded allowance was offset by an associated decrease in the indemnification asset.*

Nine Months Ended September 30 (Dollars in Millions)	Commercial	Commercial Real Estate	Residential Mortgages	Credit Card	Other Retail	Total Loans, Excluding Covered Loans	Covered Loans	Total Loans
2013								
Balance at beginning of period	$1,051	$ 857	$935	$863	$848	$4,554	$179	$4,733
Add								
Provision for credit losses	64	(100)	222	495	305	986	77	1,063
Deduct								
Loans charged off	184	76	243	559	412	1,474	31	1,505
Less recoveries of loans charged off	(100)	(80)	(20)	(66)	(83)	(349)	(3)	(352)
Net loans charged off	84	(4)	223	493	329	1,125	28	1,153
Other changes (a)	–	–	–	–	–	–	(65)	(65)
Balance at end of period	$1,031	$ 761	$934	$865	$824	$4,415	$163	$4,578
2012								
Balance at beginning of period	$1,010	$1,154	$927	$992	$831	$4,914	$100	$5,014
Add								
Provision for credit losses	247	(111)	376	462	431	1,405	34	1,439
Deduct								
Loans charged off	296	206	357	585	503	1,947	4	1,951
Less recoveries of loans charged off	(73)	(57)	(15)	(79)	(97)	(321)	(1)	(322)
Net loans charged off	223	149	342	506	406	1,626	3	1,629
Other changes (a)	–	–	–	(33)	–	(33)	(20)	(53)
Balance at end of period	$1,034	$ 894	$961	$915	$856	$4,660	$111	$4,771

(a) *Includes net changes in credit losses to be reimbursed by the FDIC and for the nine months ended September 30, 2013, reductions in the allowance for covered loans where the reversal of a previously recorded allowance was offset by an associated decrease in the indemnification asset.*

Additional detail of the allowance for credit losses by portfolio class was as follows:

(Dollars in Millions)	Commercial	Commercial Real Estate	Residential Mortgages	Credit Card	Other Retail	Total Loans, Excluding Covered Loans	Covered Loans	Total Loans
Allowance Balance at September 30, 2013 Related to								
Loans individually evaluated for impairment (a)	$ 9	$ 7	$ –	$ –	$ –	$ 16	$ –	$ 16
TDRs collectively evaluated for impairment	21	21	341	101	83	567	5	572
Other loans collectively evaluated for impairment	1,001	719	593	764	741	3,818	10	3,828
Loans acquired with deteriorated credit quality	–	14	–	–	–	14	148	162
Total allowance for credit losses	$1,031	$761	$934	$865	$824	$4,415	$163	$4,578
Allowance Balance at December 31, 2012 Related to								
Loans individually evaluated for impairment (a)	$ 10	$ 30	$ –	$ –	$ –	$ 40	$ –	$ 40
TDRs collectively evaluated for impairment	28	29	446	153	97	753	1	754
Other loans collectively evaluated for impairment	1,013	791	489	710	751	3,754	17	3,771
Loans acquired with deteriorated credit quality	–	7	–	–	–	7	161	168
Total allowance for credit losses	$1,051	$857	$935	$863	$848	$4,554	$179	$4,733

(a) *Represents the allowance for credit losses related to loans greater than $5 million classified as nonperforming or TDRs*

Additional detail of loan balances by portfolio class was as follows:

(Dollars in Millions)	Commercial	Commercial Real Estate	Residential Mortgages	Credit Card	Other Retail	Total Loans, Excluding Covered Loans	Covered Loans (b)	Total Loans
September 30, 2013								
Loans individually evaluated for impairment (a)	$ 171	$ 253	$ –	$ –	$ –	$ 424	$ 48	$ 472
TDRs collectively evaluated for impairment	171	360	4,357	335	281	5,504	100	5,604
Other loans collectively evaluated for impairment	68,615	37,979	45,812	16,728	46,833	215,967	5,172	221,139
Loans acquired with deteriorated credit quality	1	86	1	–	–	88	4,076	4,164
Total loans	$68,958	$38,678	$50,170	$17,063	$47,114	$221,983	$ 9,396	$231,379
December 31, 2012								
Loans individually evaluated for impairment (a)	$ 171	$ 510	$ –	$ –	$ –	$ 681	$ 48	$ 729
TDRs collectively evaluated for impairment	185	391	4,199	442	313	5,530	145	5,675
Other loans collectively evaluated for impairment	65,863	35,952	39,813	16,673	47,399	205,700	5,814	211,514
Loans acquired with deteriorated credit quality	4	100	6	–	–	110	5,301	5,411
Total loans	$66,223	$36,953	$44,018	$17,115	$47,712	$212,021	$11,308	$223,329

(a) *Represents loans greater than $5 million classified as nonperforming or TDRs*
(b) *Includes expected reimbursements from the FDIC under loss sharing agreements*

Credit Quality The quality of the Company's loan portfolios is assessed as a function of net credit losses, levels of nonperforming assets and delinquencies, and credit quality ratings as defined by the Company.

For all loan classes, loans are considered past due based on the number of days delinquent except for monthly amortizing loans which are classified delinquent based upon the number of contractually required payments not made (for example, two missed payments is considered 30 days delinquent). When a loan is placed on nonaccrual status, unpaid accrued interest is reversed.

Commercial lending segment loans are generally placed on nonaccrual status when the collection of principal and interest has become 90 days past due or is otherwise considered doubtful. Commercial lending segment loans are generally fully or partially charged down to the fair value of the collateral securing the loan, less costs to sell, when the loan is considered uncollectible.

Consumer lending segment loans are generally charged-off at a specific number of days or payments past due. Residential mortgages and other retail loans secured by 1-4 family properties are generally charged down to the fair value of the collateral securing the loan, less costs to sell, at 180 days past due, and placed on nonaccrual status in instances where a partial charge-off occurs unless the loan is well secured and in the process of collection. Loans and lines in a junior lien position secured by 1-4 family properties are placed on nonaccrual status at 120 days past due or when behind a first lien that has become 180 days or greater past due or placed on nonaccrual status. Any secured consumer lending segment loan whose borrower has had debt discharged through bankruptcy, for which the loan amount exceeds the fair value of the collateral, is charged down to the fair value of the related collateral and the remaining balance is placed on nonaccrual status. Credit card loans continue to accrue interest until the account is charged off. Credit cards are charged off at 180 days past due. Other retail loans not secured by 1-4 family properties are charged-off at 120 days past due; and revolving consumer lines are charged off at 180 days past due. Similar to credit cards, other retail loans are generally not placed on nonaccrual status because of the relative short period of time to charge-off. Certain retail customers having financial difficulties may have the terms of their credit card and other loan agreements modified to require only principal payments and, as such, are reported as nonaccrual.

For all loan classes, interest payments received on nonaccrual loans are generally recorded as a reduction to the loan carrying amount. Interest payments are generally recorded as reductions to a loan's carrying amount while a loan is on nonaccrual and are recognized as interest income upon payoff of the loan. Interest income may be recognized for interest payments if the remaining carrying amount of the loan is believed to be collectible. In certain circumstances, loans in any class may be restored to accrual status, such as when a loan has demonstrated sustained repayment performance or no amounts are past due and prospects for future payment are no longer in doubt; or the loan becomes well secured and is in the process of collection. Loans where there has been a partial charge-off may be returned to accrual status if all principal and interest (including amounts previously charged-off) is expected to be collected and the loan is current.

Covered loans not considered to be purchased impaired are evaluated for delinquency, nonaccrual status and charge-off consistent with the class of loan they would be included in had the loss share coverage not been in place. Generally, purchased impaired loans are considered accruing loans. However, the timing and amount of future cash flows for some loans is not reasonably estimable. Those loans are classified as nonaccrual loans and interest income is not recognized until the timing and amount of the future cash flows can be reasonably estimated.

The following table provides a summary of loans by portfolio class, including the delinquency status of those that continue to accrue interest, and those that are nonperforming:

(Dollars in Millions)	Current	Accruing 30-89 Days Past Due	Accruing 90 Days or More Past Due	Nonperforming	Total
September 30, 2013					
Commercial	$ 68,573	$ 219	$ 50	$ 116	$ 68,958
Commercial real estate	38,253	62	7	356	38,678
Residential mortgages (a)	48,820	350	268	732	50,170
Credit card	16,567	212	190	94	17,063
Other retail	46,598	234	76	206	47,114
Total loans, excluding covered loans	218,811	1,077	591	1,504	221,983
Covered loans	8,584	142	514	156	9,396
Total loans	$227,395	$1,219	$1,105	$1,660	$231,379
December 31, 2012					
Commercial	$ 65,701	$ 341	$ 58	$ 123	$ 66,223
Commercial real estate	36,241	158	8	546	36,953
Residential mortgages (a)	42,728	348	281	661	44,018
Credit card	16,525	227	217	146	17,115
Other retail	47,109	290	96	217	47,712
Total loans, excluding covered loans	208,304	1,364	660	1,693	212,021
Covered loans	9,900	359	663	386	11,308
Total loans	$218,204	$1,723	$1,323	$2,079	$223,329

(a) *At September 30, 2013, $399 million of loans 30-89 days past due and $3.5 billion of loans 90 days or more past due purchased from Government National Mortgage Association ("GNMA") mortgage pools whose repayments are insured by the Federal Housing Administration or guaranteed by the Department of Veterans Affairs, were classified as current, compared with $441 million and $3.2 billion at December 31, 2012, respectively.*

The Company classifies its loan portfolios using internal credit quality ratings on a quarterly basis. These ratings include: pass, special mention and classified, and are an important part of the Company's overall credit risk management process and evaluation of the allowance for credit losses. Loans with a pass rating represent those not classified on the Company's rating scale for problem credits, as minimal credit risk has been identified. Special mention loans are those that have a potential weakness deserving management's close attention. Classified loans are those where a well-defined weakness has been identified that may put full collection of contractual cash flows at risk. It is possible that others, given the same information, may reach different reasonable conclusions regarding the credit quality rating classification of specific loans.

The following table provides a summary of loans by portfolio class and the Company's internal credit quality rating:

(Dollars in Millions)	Pass	Criticized: Special Mention	Criticized: Classified (a)	Criticized: Total Criticized	Total
September 30, 2013					
Commercial	$ 66,791	$1,103	$1,064	$2,167	$ 68,958
Commercial real estate	36,796	578	1,304	1,882	38,678
Residential mortgages (b)	49,052	6	1,112	1,118	50,170
Credit card	16,779	–	284	284	17,063
Other retail	46,744	34	336	370	47,114
Total loans, excluding covered loans	216,162	1,721	4,100	5,821	221,983
Covered loans	9,061	39	296	335	9,396
Total loans	$225,223	$1,760	$4,396	$6,156	$231,379
Total outstanding commitments	$460,484	$3,124	$5,055	$8,179	$468,663
December 31, 2012					
Commercial	$ 63,906	$1,114	$1,203	$2,317	$ 66,223
Commercial real estate	34,096	621	2,236	2,857	36,953
Residential mortgages (b)	42,897	18	1,103	1,121	44,018
Credit card	16,752	–	363	363	17,115
Other retail	47,294	36	382	418	47,712
Total loans, excluding covered loans	204,945	1,789	5,287	7,076	212,021
Covered loans	10,786	61	461	522	11,308
Total loans	$215,731	$1,850	$5,748	$7,598	$223,329
Total outstanding commitments	$442,047	$3,231	$6,563	$9,794	$451,841

(a) *Classified rating on consumer loans primarily based on delinquency status.*
(b) *At September 30, 2013, $3.5 billion of GNMA loans 90 days or more past due and $1.9 billion of restructured GNMA loans whose repayments are insured by the Federal Housing Administration or guaranteed by the Department of Veterans Affairs were classified with a pass rating, compared with $3.2 billion and $2.4 billion at December 31, 2012, respectively.*

For all loan classes, a loan is considered to be impaired when, based on current events or information, it is probable the Company will be unable to collect all amounts due per the contractual terms of the loan agreement. Impaired loans include all nonaccrual and TDR loans. For all loan classes, interest income on TDR loans is recognized under the modified terms and conditions if the borrower has demonstrated repayment performance at a level commensurate with the modified terms over several payment cycles. Interest income is generally not recognized on other impaired loans until the loan is paid off. However, interest income may be recognized for interest payments if the remaining carrying amount of the loan is believed to be collectible.

Factors used by the Company in determining whether all principal and interest payments due on commercial and commercial real estate loans will be collected and therefore whether those loans are impaired include, but are not limited to, the financial condition of the borrower, collateral and/or guarantees on the loan, and the borrower's estimated future ability to pay based on industry, geographic location and certain financial ratios. The evaluation of impairment on residential mortgages, credit card loans and other retail loans is primarily driven by delinquency status of individual loans or whether a loan has been modified, and considers any government guarantee where applicable. Individual covered loans, whose future losses are covered by loss sharing agreements with the FDIC that substantially reduce the risk of credit losses to the Company, are evaluated for impairment and accounted for in a manner consistent with the class of loan they would have been included in had the loss sharing coverage not been in place.

A summary of impaired loans by portfolio class was as follows:

(Dollars in Millions)	Period-end Recorded Investment (a)	Unpaid Principal Balance	Valuation Allowance	Commitments to Lend Additional Funds
September 30, 2013				
Commercial	$ 375	$ 857	$ 38	$25
Commercial real estate	721	1,570	36	14
Residential mortgages	2,762	3,404	323	2
Credit card	335	335	101	–
Other retail	408	609	86	3
Total impaired loans, excluding GNMA and covered loans	4,601	6,775	584	44
Loans purchased from GNMA mortgage pools	1,915	1,915	29	–
Covered loans	503	1,186	34	7
Total	$7,019	$ 9,876	$647	$51
December 31, 2012				
Commercial	$ 404	$ 1,200	$ 40	$39
Commercial real estate	1,077	2,251	70	4
Residential mortgages	2,748	3,341	415	–
Credit card	442	442	153	–
Other retail	443	486	101	3
Total impaired loans, excluding GNMA and covered loans	5,114	7,720	779	46
Loans purchased from GNMA mortgage pools	1,778	1,778	39	–
Covered loans	767	1,584	20	12
Total	$7,659	$11,082	$838	$58

(a) Substantially all loans classified as impaired at September 30, 2013 and December 31, 2012, had an associated allowance for credit losses

Additional information on impaired loans follows:

(Dollars in Millions)	2013 Average Recorded Investment	2013 Interest Income Recognized	2012 Average Recorded Investment	2012 Interest Income Recognized
Three Months Ended September 30				
Commercial	$ 380	$ 5	$ 413	$ 6
Commercial real estate	819	6	1,250	12
Residential mortgages	2,765	32	2,752	31
Credit card	347	3	495	6
Other retail	417	7	354	3
Total impaired loans, excluding GNMA and covered loans	4,728	53	5,264	58
Loans purchased from GNMA mortgage pools	1,883	22	1,492	20
Covered loans	519	6	883	7
Total	$7,130	$ 81	$7,639	$ 85
Nine Months Ended September 30				
Commercial	$ 384	$ 24	$ 496	$ 11
Commercial real estate	950	27	1,371	29
Residential mortgages	2,744	99	2,692	87
Credit card	380	12	529	22
Other retail	431	19	259	7
Total impaired loans, excluding GNMA and covered loans	4,889	181	5,347	156
Loans purchased from GNMA mortgage pools	1,869	68	1,363	51
Covered loans	588	21	1,042	20
Total	$7,346	$270	$7,752	$227

Troubled Debt Restructurings In certain circumstances, the Company may modify the terms of a loan to maximize the collection of amounts due when a borrower is experiencing financial difficulties or is expected to experience difficulties in the near-term. Concessionary modifications are classified as TDRs unless the modification results in only an insignificant delay in payments to be received. The Company recognizes interest on TDRs if the borrower complies with the revised terms and conditions as agreed upon with the Company and has demonstrated repayment performance at a level commensurate with the modified terms over several payment cycles. To the extent a previous restructuring was insignificant, the Company considers the cumulative effect of past restructurings related to the receivable when determining whether a current restructuring is a TDR. Loans classified as TDRs are considered impaired loans for reporting and measurement purposes.

The following table provides a summary of loans modified as TDRs by portfolio class:

(Dollars in Millions)	2013 Number of Loans	2013 Pre-Modification Outstanding Loan Balance	2013 Post-Modification Outstanding Loan Balance	2012 Number of Loans	2012 Pre-Modification Outstanding Loan Balance	2012 Post-Modification Outstanding Loan Balance
Three Months Ended September 30						
Commercial	551	$ 62	$ 60	1,754	$ 54	$ 58
Commercial real estate	48	76	73	63	91	80
Residential mortgages	338	42	42	2,717	344	336
Credit card	6,447	39	38	14,137	52	67
Other retail	847	21	21	6,231	159	156
Total loans, excluding GNMA and covered loans	8,231	240	234	24,902	700	697
Loans purchased from GNMA mortgage pools	2,315	300	284	4,859	660	589
Covered loans	38	19	11	73	49	46
Total loans	10,584	$ 559	$ 529	29,834	$1,409	$1,332
Nine Months Ended September 30						
Commercial	1,962	$ 150	$ 140	4,081	$ 215	$ 195
Commercial real estate	147	193	186	245	416	390
Residential mortgages	1,575	214	210	3,788	529	517
Credit card	20,147	122	122	39,040	189	203
Other retail	3,519	86	85	8,028	194	191
Total loans, excluding GNMA and covered loans	27,350	765	743	55,182	1,543	1,496
Loans purchased from GNMA mortgage pools	6,450	822	782	8,436	1,116	1,087
Covered loans	109	85	64	166	246	234
Total loans	33,909	$1,672	$1,589	63,784	$2,905	$2,817

Residential mortgages, home equity and second mortgages, and loans purchased from Government National Mortgage Association ("GNMA") mortgage pools in the table above include trial period arrangements offered to customers during the periods presented. The post-modification balances for these loans reflect the current outstanding balance until a permanent modification is made. In addition, the post-modification balances typically include capitalization of unpaid accrued interest and/or fees under the various modification programs. For those loans modified as TDRs during the third quarter of 2013, at September 30, 2013, 142 residential mortgages, 5 home equity and second mortgage loans and 1,905 loans purchased from GNMA mortgage pools with outstanding balances of $18 million, less than $1 million and $247 million, respectively, were in a trial period and have estimated post-modification balances of $16 million, less than $1 million and $231 million, respectively, assuming permanent modification occurs at the end of the trial period.

The Company has implemented certain restructuring programs that may result in TDRs. However, many of the Company's TDRs are also determined on a case-by-case basis in connection with ongoing loan collection processes.

For the commercial lending segment, modifications generally result in the Company working with borrowers on a case-by-case basis. Commercial and commercial real estate modifications generally include extensions of the maturity date and may be accompanied by an increase or decrease to the interest rate, which may not be deemed a market rate of interest. In addition, the Company may work with the borrower in identifying other changes that mitigate loss to the Company, which may include additional collateral or guarantees to support the loan. To a lesser extent, the Company may waive contractual principal. The Company classifies these concessions as TDRs to the extent the Company determines that the borrower is experiencing financial difficulty.

Modifications for the consumer lending segment are generally part of programs the Company has initiated. The Company participates in the U.S. Department of Treasury Home Affordable Modification Program ("HAMP"). HAMP gives qualifying homeowners an opportunity to permanently modify residential mortgage loans and achieve more affordable monthly payments, with the U.S. Department of Treasury compensating the Company for a portion of the reduction in monthly amounts due from borrowers participating in this program. The Company also modifies residential mortgage loans under Federal Housing Administration, Department of Veterans Affairs, or its own internal programs. Under these programs, the Company provides concessions to qualifying borrowers experiencing financial difficulties. The concessions may include adjustments to interest rates, conversion of adjustable rates to fixed rates, extension of maturity dates or deferrals of payments, capitalization of accrued interest and/or outstanding advances, or in limited situations, partial forgiveness of loan principal. In most instances, participation in residential mortgage loan restructuring programs requires the customer to complete a short-term trial period. A permanent loan modification is contingent on the customer successfully completing the trial period arrangement and the loan documents are not modified until that time. The Company reports loans in a trial period arrangement as TDRs.

Credit card and other retail loan modifications are generally part of two distinct restructuring programs. The Company offers workout programs providing customers experiencing financial difficulty with modifications whereby balances may be amortized up to 60 months, and generally include waiver of fees and reduced interest rates. The Company also provides modification programs to qualifying customers experiencing a temporary financial hardship in which reductions are made to monthly required minimum payments for up to 12 months. Balances related to these programs are generally frozen; however, accounts may be reopened upon successful exit of the program, in which account privileges may be restored.

In addition, the Company considers secured loans to consumer borrowers that have debt discharged through bankruptcy where the borrower has not reaffirmed the debt to be TDRs.

Modifications to loans in the covered segment are similar in nature to that described above for non-covered loans, and the evaluation and determination of TDR status is similar, except that acquired loans restructured after acquisition are not considered TDRs for purposes of the Company's accounting and disclosure if the loans evidenced credit deterioration as of the acquisition date and are accounted for in pools. Losses associated with the modification on covered loans, including the economic impact of interest rate reductions, are generally eligible for reimbursement under loss sharing agreements with the FDIC.

The following table provides a summary of TDR loans that defaulted (fully or partially charged-off or became 90 days or more past due) during the periods presented that were modified as TDRs within 12 months previous to default:

	2013		2012	
(Dollars in Millions)	Number of Loans	Amount Defaulted	Number of Loans	Amount Defaulted
Three Months Ended September 30				
Commercial	143	$ 37	195	$ 2
Commercial real estate	30	18	13	12
Residential mortgages	303	41	116	30
Credit card	1,485	8	2,536	14
Other retail	278	10	189	4
Total loans, excluding GNMA and covered loans	2,239	114	3,049	62
Loans purchased from GNMA mortgage pools	492	69	248	34
Covered loans	24	25	8	3
Total loans	2,755	$208	3,305	$ 99
Nine Months Ended September 30				
Commercial	483	$ 42	652	$ 33
Commercial real estate	72	90	96	176
Residential mortgages	673	100	427	64
Credit card	5,109	29	7,452	42
Other retail	1,164	53	531	8
Total loans, excluding GNMA and covered loans	7,501	314	9,158	323
Loans purchased from GNMA mortgage pools	4,795	615	731	106
Covered loans	49	37	49	90
Total loans	12,345	$966	9,938	$519

In addition to the defaults in the table above, during the three and nine months ended September 30, 2013, the Company had a total of 135 and 441 of residential mortgage loans, home equity and second mortgage loans and loans purchased from GNMA mortgage pools with aggregate outstanding balances of $18 million and $59 million, respectively, where borrowers did not successfully complete the trial period arrangement and therefore are no longer eligible for a permanent modification under the applicable modification program.

Covered Assets Covered assets represent loans and other assets acquired from the FDIC, subject to loss sharing agreements, and include expected reimbursements from the FDIC. The carrying amount of the covered assets consisted of purchased impaired loans, purchased nonimpaired loans and other assets as shown in the following table:

	September 30, 2013				December 31, 2012			
(Dollars in Millions)	Purchased Impaired Loans	Purchased Nonimpaired Loans	Other Assets	Total	Purchased Impaired Loans	Purchased Nonimpaired Loans	Other Assets	Total
Commercial loans	$ –	$ 109	$ –	$ 109	$ –	$ 143	$ –	$ 143
Commercial real estate loans	973	1,803	–	2,776	1,323	2,695	–	4,018
Residential mortgage loans	3,103	935	–	4,038	3,978	1,109	–	5,087
Credit card loans	–	5	–	5	–	5	–	5
Other retail loans	–	683	–	683	–	775	–	775
Losses reimbursable by the FDIC (a)	–	–	820	820	–	–	1,280	1,280
Unamortized changes in FDIC asset (b)	–	–	965	965	–	–	–	–
Covered loans	4,076	3,535	1,785	9,396	5,301	4,727	1,280	11,308
Foreclosed real estate	–	–	176	176	–	–	197	197
Total covered assets	$4,076	$3,535	$1,961	$9,572	$5,301	$4,727	$1,477	$11,505

(a) Relates to loss sharing agreements with remaining terms up to six years.
(b) Represents decreases in expected reimbursements by the FDIC as a result of decreases in expected losses on the covered loans. These amounts are amortized as a reduction in interest income on covered loans over the shorter of the expected life of the respective covered loans or the remaining contractual term of the indemnification agreements. These amounts were presented within the separate loan categories prior to January 1, 2013.

The Company adopted new indemnification asset accounting guidance effective January 1, 2013 applicable to FDIC loss-sharing agreements. The guidance requires any reduction in expected cash flows from the FDIC resulting from increases in expected cash flows from the covered assets (when there are no previous valuation allowances to reverse) to be amortized over the shorter of the remaining contractual term of the indemnification agreements or the remaining life of the covered assets. Prior to adoption of this guidance, such increases in expected cash flows of purchased loans and decreases in expected cash flows of the FDIC indemnification assets were considered together and recognized over the remaining life of the loans. The adoption of this guidance did not materially affect the Company's financial statements.

At September 30, 2013, $9 million of the purchased impaired loans included in covered loans were classified as nonperforming assets, compared with $82 million at December 31, 2012, because the expected cash flows are primarily based on the liquidation of underlying collateral and the timing and amount of the cash flows could not be reasonably estimated. Interest income is recognized on other purchased impaired loans through accretion of the difference between the carrying amount of those loans and their expected cash flows. The initial determination of the fair value of the purchased loans includes the impact of expected credit losses and, therefore, no allowance for credit losses is recorded at the purchase date. To the extent credit deterioration occurs after the date of acquisition, the Company records an allowance for credit losses.

Note 4 Accounting for Transfers and Servicing of Financial Assets and Variable Interest Entities

The Company sells financial assets in the normal course of business. The majority of the Company's financial asset sales are residential mortgage loan sales primarily to government-sponsored enterprises ("GSEs") through established programs, the sale or syndication of tax-advantaged investments, commercial loan sales through participation agreements, and other individual or portfolio loan and securities sales. In accordance with the accounting guidance for asset transfers, the Company considers any ongoing involvement with transferred assets in determining whether the assets can be derecognized from the balance sheet. For loans sold under participation agreements, the Company also considers the terms of the loan participation agreement and whether they meet the definition of a participating interest and thus qualify for derecognition. With the exception of servicing and certain performance-based guarantees, the Company's continuing involvement with financial assets sold is minimal and generally limited to market customary representation and warranty clauses. The guarantees provided to certain third-parties in connection with the sale or syndication of certain assets, primarily loan portfolios and tax-advantaged investments, are further discussed in Note 14. When the Company sells financial assets, it may retain servicing rights and/or other interests in the transferred financial assets. The gain or loss on sale depends on the previous carrying amount of the transferred financial assets and the consideration received and any liabilities incurred in exchange for the transferred assets. Upon transfer, any servicing assets and other interests that continue to be held by the Company are initially recognized at fair value. For further information on mortgage servicing rights ("MSRs"), refer to Note 5. On a limited basis, the Company may acquire and package high-grade corporate bonds for select corporate customers, in which the Company generally has no continuing involvement with these transactions. Additionally, the Company is an authorized GNMA issuer and issues GNMA securities on a regular basis. The Company has no other asset securitizations or similar asset-backed financing arrangements that are off-balance sheet.

The Company is involved in various entities that are considered to be variable interest entities ("VIEs"). The Company's investments in VIEs primarily represent private investment funds or partnerships that make equity investments or provide debt financing promoting the development of affordable housing, community development and renewable energy sources. Some of these investments support the Company's regulatory compliance with the Community Reinvestment Act. In addition, the Company sponsors entities to which it transfers tax-advantaged investments. The Company's investments in these entities are designed to generate a return primarily through the realization of federal and state income tax credits over specified time periods. The Company realized federal and state income tax credits related to these investments of $441 million and $227 million for the three months ended September 30, 2013, and 2012, respectively, and $981 million and $581 million for the nine months ended September 30, 2013 and 2012, respectively. These tax credits are recognized as a reduction of tax expense or, for certain investments, as a reduction to the related investment asset. The Company also recognized, in its Consolidated Statement of Income, $292 million and $263 million of costs related to these investments for the three months ended September 30, 2013 and 2012, respectively, of which $132 million and $123 million, respectively, was included in tax expense and the remainder was included in noninterest expense. The Company recognized $931 million and $677 million of costs related to these investments for the nine months ended September 30, 2013 and 2012, respectively, of which $512 million and $316 million, respectively, was included in tax expense and the remainder was included in noninterest expense.

During 2013, the Company transferred its control over the most significant activities of certain consolidated community development and tax-advantaged investment VIEs to a third party manager. The third party manager also has provided a guarantee to these VIEs related to the occurrence of certain tax credit recapture events and, therefore, has an obligation to absorb certain losses that could potentially be significant to the VIEs. Previously, the Company consolidated these VIEs because it had a controlling financial interest in the entities. After the transfer of control to the third party manager, the Company no longer had a controlling financial interest and deconsolidated the VIEs. The deconsolidation resulted in a decrease in both assets and liabilities, primarily other assets and long-term debt, respectively, of approximately $4.6 billion. The deconsolidation and remeasurement of the Company's investment in these unconsolidated VIEs to fair value did not materially impact the Company's Consolidated Statement of Income. The total amount of the Company's investment in the VIEs was $1.0 billion at September 30, 2013 and is reported in other assets.

At September 30, 2013, approximately $1.8 billion of the Company's assets and $434 million of its liabilities included on the Consolidated Balance Sheet were related to community development and tax-advantaged investment VIEs which the Company has consolidated, compared with $7.1 billion and $5.2 billion, respectively, at December 31, 2012. The majority of the assets of these consolidated VIEs are reported in other assets, and the liabilities are reported in long-term debt. The assets of a particular VIE are the primary source of funds to settle its obligations. The creditors of the VIEs do not have recourse to the general credit of the Company. The Company's exposure to the consolidated VIEs is generally limited to the carrying value of its variable interests plus any related tax credits previously recognized or sold to others with a guarantee.

In addition, the Company sponsors a conduit to which it previously transferred high-grade investment securities. The Company consolidates the conduit because of its ability to manage the activities of the conduit. At September 30, 2013, $134 million of the held-to-maturity investment securities on the Company's Consolidated Balance Sheet are related to the conduit, compared with $144 million at December 31, 2012.

The Company also sponsors a municipal bond securities tender option bond program. The Company controls the activities of the program's entities, is entitled to the residual returns and provides credit, liquidity and remarketing arrangements to the program. As a result, the Company has consolidated the program's entities. At September 30, 2013, $4.8 billion of available-for-sale securities and $4.7 billion of short-term borrowings on the Consolidated Balance Sheet were related to the tender option bond program, compared with $5.3 billion of available-for-sale securities and $5.0 billion of short-term borrowings at December 31, 2012.

The Company is not required to consolidate VIEs in which it has concluded it does not have a controlling financial interest, and thus is not the primary beneficiary. In such cases, the Company does not have both the power to direct the entities' most significant activities and the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIEs. The Company's investments in these unconsolidated VIEs generally are carried in other assets on the Consolidated Balance Sheet. The Company's investments in unconsolidated VIEs at September 30, 2013 ranged from less than $1 million to $40 million, with an aggregate amount of $2.7 billion, net of $1.9 billion of liabilities recorded primarily for unfunded capital commitments of the Company to specific project sponsors. The Company's investments in unconsolidated VIEs at December 31, 2012, ranged from less than $1 million to $58 million, with an aggregate amount of $1.9 billion, net of liabilities of $1.3 billion recorded primarily for unfunded capital commitments. While the Company believes potential losses from these investments are remote, the Company's maximum exposure to loss from these unconsolidated VIEs was $7.2 billion at September 30, 2013 and $5.2 billion at December 31, 2012. The maximum exposure to loss was primarily related to community development tax-advantaged investments and included $2.6 billion at September 30, 2013 and $1.8 billion at December 31, 2012, on the Company's Consolidated Balance Sheet, and $4.5 billion at September 30, 2013 and $3.3 billion at December 31, 2012, of previously recorded tax credits which remain subject to recapture by taxing authorities based on compliance features required to be met at the project level. The remaining amounts related to investments in private investment funds and partnerships for which the maximum exposure to loss included amounts recorded on the Consolidated Balance Sheet and any unfunded commitments. The maximum exposure was determined by assuming a scenario where the separate investments within the individual private funds become worthless, and the community-based business and housing projects and related tax credits completely fail and do not meet certain government compliance requirements.

Note 5 Mortgage Servicing Rights

The Company serviced $226.7 billion of residential mortgage loans for others at September 30, 2013, and $215.6 billion at December 31, 2012. The net impact included in mortgage banking revenue of fair value changes of MSRs and derivatives used to economically hedge MSRs were net gains of $108 million and $10 million for the three months ended September 30, 2013 and 2012, respectively, and net gains of $163 million and $72 million for the nine months ended September 30, 2013 and 2012, respectively. Loan servicing fees, not including valuation changes, included in mortgage banking revenue, were $192 million and $181 million for the three months ended September 30, 2013 and 2012, respectively, and $566 million and $526 million for the nine months ended September 30, 2013 and 2012, respectively.

Changes in fair value of capitalized MSRs are summarized as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in Millions)	2013	2012	2013	2012
Balance at beginning of period	$2,377	$1,594	$1,700	$1,519
Rights purchased	2	10	7	39
Rights capitalized	187	224	674	700
Changes in fair value of MSRs				
Due to fluctuations in market interest rates (a)	71	(123)	503	(298)
Due to revised assumptions or models (b)	42	(2)	33	(19)
Other changes in fair value (c)	(102)	(150)	(340)	(388)
Balance at end of period	$2,577	$1,553	$2,577	$1,553

(a) Includes changes in MSR value associated with changes in market interest rates, including estimated prepayment rates and anticipated earnings on escrow deposits
(b) Includes changes in MSR value not caused by changes in market interest rates, such as changes in cost to service, ancillary income, and discount rate, as well as the impact of any model changes
(c) Primarily represents changes due to realization of expected cash flows over time (decay).

The estimated sensitivity to changes in interest rates of the fair value of the MSRs portfolio and the related derivative instruments was as follows:

	September 30, 2013						December 31, 2012					
(Dollars in Millions)	Down 100 bps	Down 50 bps	Down 25 bps	Up 25 bps	Up 50 bps	Up 100 bps	Down 100 bps	Down 50 bps	Down 25 bps	Up 25 bps	Up 50 bps	Up 100 bps
MSR portfolio	$(494)	$(223)	$(107)	$ 92	$ 173	$ 324	$(370)	$(217)	$(118)	$ 126	$ 249	$ 480
Derivative instrument hedges	427	211	102	(93)	(174)	(317)	473	249	124	(121)	(243)	(486)
Net sensitivity	$ (67)	$ (12)	$ (5)	$ (1)	$ (1)	$ 7	$ 103	$ 32	$ 6	$ 5	$ 6	$ (6)

The fair value of MSRs and their sensitivity to changes in interest rates is influenced by the mix of the servicing portfolio and characteristics of each segment of the portfolio. The Company's servicing portfolio consists of the distinct portfolios of government-insured mortgages, conventional mortgages and Mortgage Revenue Bond Programs ("MRBP"). The servicing portfolios are predominantly comprised of fixed-rate agency loans with limited adjustable-rate or jumbo mortgage loans. The MRBP division specializes in servicing loans made under state and local housing authority programs. These programs provide mortgages to low-income and moderate-income borrowers and are generally government-insured programs with a favorable rate subsidy, down payment and/or closing cost assistance.

A summary of the Company's MSRs and related characteristics by portfolio was as follows:

	September 30, 2013				December 31, 2012			
(Dollars in Millions)	MRBP	Government	Conventional (b)	Total	MRBP	Government	Conventional (b)	Total
Servicing portfolio	$15,088	$41,192	$170,447	$226,727	$14,143	$39,048	$162,446	$215,637
Fair value	$ 171	$ 474	$ 1,932	$ 2,577	$ 154	$ 314	$ 1,232	$ 1,700
Value (bps) (a)	113	115	113	114	109	80	76	79
Weighted-average servicing fees (bps)	39	32	29	30	40	33	30	31
Multiple (value/servicing fees)	2.90	3.59	3.90	3.80	2.73	2.42	2.53	2.55
Weighted-average note rate	4.76%	4.26%	4.19%	4.24%	5.13%	4.57%	4.48%	4.54%
Weighted-average age (in years)	4.0	2.5	2.4	2.5	4.2	2.4	2.5	2.6
Weighted-average expected prepayment (constant prepayment rate)	13.1%	12.6%	12.2%	12.3%	13.2%	21.2%	20.4%	20.1%
Weighted-average expected life (in years)	6.3	6.5	6.8	6.7	6.1	4.2	4.1	4.2
Weighted-average discount rate	12.0%	11.2%	9.8%	10.2%	12.1%	11.4%	10.0%	10.4%

(a) *Value is calculated as fair value divided by the servicing portfolio*
(b) *Represents loans sold primarily to GSEs*

Note 6 Preferred Stock

At September 30, 2013 and December 31, 2012, the Company had authority to issue 50 million shares of preferred stock. The number of shares issued and outstanding and the carrying amount of each outstanding series of the Company's preferred stock was as follows:

	September 30, 2013				December 31, 2012			
(Dollars in Millions)	Shares Issued and Outstanding	Liquidation Preference	Discount	Carrying Amount	Shares Issued and Outstanding	Liquidation Preference	Discount	Carrying Amount
Series A	12,510	$1,251	$145	$1,106	12,510	$1,251	$145	$1,106
Series B	40,000	1,000	–	1,000	40,000	1,000	–	1,000
Series D	–	–	–	–	20,000	500	–	500
Series F	44,000	1,100	12	1,088	44,000	1,100	12	1,088
Series G	43,400	1,085	10	1,075	43,400	1,085	10	1,075
Series H	20,000	500	13	487	–	–	–	–
Total preferred stock (a)	159,910	$4,936	$180	$4,756	159,910	$4,936	$167	$4,769

(a) *The par value of all shares issued and outstanding at September 30, 2013 and December 31, 2012, was $1.00 per share.*

On May 2, 2013, the Company issued depositary shares representing an ownership interest in 20,000 shares of Series H Non-Cumulative Perpetual Preferred Stock with a liquidation preference of $25,000 per share (the "Series H Preferred Stock"). The Series H Preferred Stock has no stated maturity and will not be subject to any sinking fund or other obligation of the Company. Dividends, if declared, will accrue and be payable quarterly, in arrears, at a rate per annum equal to 5.15 percent. The Series H Preferred Stock is redeemable at the Company's option, in whole or in part, on or after July 15, 2018. The Series H Preferred stock is redeemable at the Company's option, in whole, but not in part, prior to July 15, 2018 within 90 days following an official administrative or judicial decision, amendment to, or change in the laws or regulations that would not allow the Company to treat the full liquidation value of the Series H Preferred Stock as Tier 1 capital for purposes of the capital adequacy guidelines of the Federal Reserve. In conjunction with the issuance of the Series H Preferred Stock, the Company redeemed at par value all shares of its Series D Non-Cumulative Perpetual Preferred Stock on June 3, 2013. The Company included an $8 million loss in its computation of earnings per diluted common share for the first nine months of 2013, which represents the stock issuance costs recorded in capital surplus upon the issuance of the Series D Non-Cumulative Perpetual Preferred Stock that were reclassified to retained earnings on the redemption date.

For further information on preferred stock, refer to Note 14 in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

Note 7 Accumulated Other Comprehensive Income (Loss)

Shareholders' equity is affected by transactions and valuations of asset and liability positions that require adjustments to accumulated other comprehensive income (loss). The reconciliation of the transactions affecting accumulated other comprehensive income (loss) included in shareholders' equity is as follows:

Three Months Ended September 30 (Dollars in Millions)	Unrealized Gains (Losses) on Securities Available-For-Sale	Unrealized Gains (Losses) on Securities Transferred From Available-For-Sale to Held-To-Maturity	Unrealized Gains (Losses) on Derivative Hedges	Unrealized Gains (Losses) on Retirement Plans	Foreign Currency Translation	Total
2013						
Balance at beginning of period	$ 185	$ 84	$(313)	$(1,184)	$(60)	$(1,288)
Changes in unrealized gains and losses	(237)	–	(17)	38	–	(216)
Other-than-temporary impairment not recognized in earnings on securities available-for-sale	1	–	–	–	–	1
Foreign currency translation adjustment	–	–	–	–	13	13
Reclassification to earnings of realized gains and losses	3	(13)	47	62	–	99
Applicable income taxes	89	5	(11)	(38)	(5)	40
Balance at end of period	$ 41	$ 76	$(294)	$(1,122)	$(52)	$(1,351)
2012						
Balance at beginning of period	$ 504	$134	$(447)	$ (977)	$(44)	$ (830)
Changes in unrealized gains and losses	300	–	(30)	–	–	270
Other-than-temporary impairment not recognized in earnings on securities available-for-sale	2	–	–	–	–	2
Foreign currency translation adjustment	–	–	–	–	26	26
Reclassification to earnings of realized gains and losses	(1)	(21)	53	38	–	69
Applicable income taxes	(115)	8	(9)	(14)	(10)	(140)
Balance at end of period	$ 690	$121	$(433)	$ (953)	$(28)	$ (603)

Nine Months Ended September 30 (Dollars in Millions)	Unrealized Gains (Losses) on Securities Available-For-Sale	Unrealized Gains (Losses) on Securities Transferred From Available-For-Sale to Held-To-Maturity	Unrealized Gains (Losses) on Derivative Hedges	Unrealized Gains (Losses) on Retirement Plans	Foreign Currency Translation	Total
2013						
Balance at beginning of period	$ 679	$107	$(404)	$(1,265)	$(40)	$ (923)
Changes in unrealized gains and losses	(1,032)	–	33	37	–	(962)
Other-than-temporary impairment not recognized in earnings on securities available-for-sale	8	–	–	–	–	8
Foreign currency translation adjustment	–	–	–	–	(20)	(20)
Reclassification to earnings of realized gains and losses	(8)	(50)	142	186	–	270
Applicable income taxes	394	19	(65)	(80)	8	276
Balance at end of period	$ 41	$ 76	$(294)	$(1,122)	$(52)	$(1,351)
2012						
Balance at beginning of period	$ 360	$ –	$(489)	$(1,022)	$(49)	$(1,200)
Changes in unrealized gains and losses	738	–	(68)	–	–	670
Other-than-temporary impairment not recognized in earnings on securities available-for-sale	3	–	–	–	–	3
Transfer of securities from available-for-sale to held-to-maturity	(224)	224	–	–	–	–
Foreign currency translation adjustment	–	–	–	–	34	34
Reclassification to earnings of realized gains and losses	18	(28)	158	112	–	260
Applicable income taxes	(205)	(75)	(34)	(43)	(13)	(370)
Balance at end of period	$ 690	$121	$(433)	$ (953)	$(28)	$ (603)

Additional detail about the impact to net income for items reclassified out of accumulated other comprehensive income and into earnings for the periods presented, is as follows:

(Dollars in Millions)	Impact to Net Income: Three Months Ended September 30, 2013	Impact to Net Income: Nine Months Ended September 30, 2013	Affected Line Item in the Consolidated Statement of Income
Unrealized gains (losses) on securities available-for-sale			
Realized gains (losses) on sale of securities	$ –	$ 21	Total securities gains (losses), net
Other-than-temporary impairment recognized in earnings	(3)	(13)	
	(3)	8	Total before tax
	1	(3)	Applicable income taxes
	(2)	5	Net-of-tax
Unrealized gains (losses) on securities transferred from available-for-sale to held-to-maturity			
Amortization of unrealized gains	13	50	Interest income
	(5)	(19)	Applicable income taxes
	8	31	Net-of-tax
Unrealized gains (losses) on derivative hedges			
Realized gains (losses) on derivative hedges	(47)	(142)	Net interest income
	18	55	Applicable income taxes
	(29)	(87)	Net-of-tax
Unrealized gains (losses) on retirement plans			
Actuarial gains (losses), prior service cost (credit) and transition obligation (asset) amortization	(62)	(186)	Employee benefits expense
	24	72	Applicable income taxes
	(38)	(114)	Net-of-tax
Total impact to net income	$(61)	$(165)	

Note 8 Earnings Per Share

The components of earnings per share were:

(Dollars and Shares in Millions, Except Per Share Data)	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Net income attributable to U.S. Bancorp	$1,468	$1,474	$4,380	$4,227
Preferred dividends	(61)	(64)	(189)	(174)
Impact of preferred stock redemption (a)	–	–	(8)	–
Earnings allocated to participating stock awards	(7)	(6)	(20)	(19)
Net income applicable to U.S. Bancorp common shareholders	$1,400	$1,404	$4,163	$4,034
Average common shares outstanding	1,832	1,886	1,844	1,892
Net effect of the exercise and assumed purchase of stock awards	11	11	10	9
Average diluted common shares outstanding	1,843	1,897	1,854	1,901
Earnings per common share	$ .76	$ .74	$ 2.26	$ 2.13
Diluted earnings per common share	$ .76	$ .74	$ 2.25	$ 2.12

(a) Represents stock issuance costs originally recorded in capital surplus upon the issuance of the Company's Series D Non-Cumulative Perpetual Preferred Stock that were reclassified to retained earnings on the redemption date.

Options outstanding at September 30, 2013, to purchase 9 million common shares for the nine months ended September 30, 2013, and outstanding at September 30, 2012, to purchase 10 million and 22 million common shares for the three months and nine months ended September 30, 2012, respectively, were not included in the computation of diluted earnings per share because they were antidilutive. Convertible senior debentures outstanding at September 30, 2012, that could potentially be converted into shares of the Company's common stock pursuant to specified formulas, were not included in the computation of dilutive earnings per share for both the three months and nine months ended September 30, 2012, because they were antidilutive.

Note 9 Employee Benefits

The components of net periodic benefit cost for the Company's retirement plans were:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	Pension Plans		Postretirement Welfare Plan		Pension Plans		Postretirement Welfare Plan	
(Dollars in Millions)	2013	2012	2013	2012	2013	2012	2013	2012
Service cost	$ 42	$33	$1	$2	$126	$ 97	$3	$4
Interest cost	43	42	1	1	128	126	3	5
Expected return on plan assets	(44)	(48)	–	(1)	(132)	(143)	(1)	(2)
Prior service cost (credit) and transition obligation (asset) amortization	(1)	(2)	–	–	(4)	(4)	–	–
Actuarial loss (gain) amortization	66	41	(3)	(1)	198	121	(8)	(5)
Net periodic benefit cost	$106	$66	$(1)	$1	$316	$197	$(3)	$2

Note 10 Income Taxes

The components of income tax expense were:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in Millions)	2013	2012	2013	2012
Federal				
Current	$390	$461	$1,506	$1,416
Deferred	57	50	(35)	26
Federal income tax	447	511	1,471	1,442
State				
Current	84	77	161	239
Deferred	11	5	(3)	3
State income tax	95	82	158	242
Total income tax provision	$542	$593	$1,629	$1,684

A reconciliation of expected income tax expense at the federal statutory rate of 35 percent to the Company's applicable income tax expense follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in Millions)	2013	2012	2013	2012
Tax at statutory rate	$690	$709	$2,061	$2,030
State income tax, at statutory rates, net of federal tax benefit	62	53	102	157
Tax effect of				
Tax credits, net of related expenses (a)	(176)	(120)	(394)	(322)
Tax-exempt income	(52)	(55)	(159)	(165)
Noncontrolling interests	13	15	42	39
Other items	5	(9)	(23)	(55)
Applicable income taxes	$542	$593	$1,629	$1,684

(a) *Excludes tax credits of $209 million for the three and nine months ended September 30, 2013 which were recognized as a reduction to the related investment asset*

The Company's income tax returns are subject to review and examination by federal, state, local and foreign government authorities. On an ongoing basis, numerous federal, state, local and foreign examinations are in progress and cover multiple tax years. As of September 30, 2013, the federal taxing authority has completed its examination of the Company through the fiscal year ended December 31, 2010. The years open to examination by foreign, state and local government authorities vary by jurisdiction.

The Company's net deferred tax liability was $1.2 billion at September 30, 2013, and $1.3 billion at December 31, 2012.

Note 11 *Derivative Instruments*

In the ordinary course of business, the Company enters into derivative transactions to manage various risks and to accommodate the business requirements of its customers. The Company recognizes all derivatives on the Consolidated Balance Sheet at fair value in other assets or in other liabilities. On the date the Company enters into a derivative contract, the derivative is designated as either a hedge of the fair value of a recognized asset or liability ("fair value hedge"); a hedge of a forecasted transaction or the variability of cash flows to be received or paid related to a recognized asset or liability ("cash flow hedge"); a hedge of the volatility of an investment in foreign operations driven by changes in foreign currency exchange rates ("net investment hedge"); or a designation is not made as it is a customer-related transaction, an economic hedge for asset/liability risk management purposes or another stand-alone derivative created through the Company's operations ("free-standing derivative"). When a derivative is designated as a fair value, cash flow or net investment hedge, the Company performs an assessment, at inception and, at a minimum, quarterly thereafter, to determine the effectiveness of the derivative in offsetting changes in the value or cash flows of the hedged item(s).

Fair Value Hedges These derivatives are interest rate swaps the Company uses to hedge the change in fair value related to interest rate changes of its underlying fixed-rate debt. Changes in the fair value of derivatives designated as fair value hedges, and changes in the fair value of the hedged items, are recorded in earnings. All fair value hedges were highly effective for the nine months ended September 30, 2013, and the change in fair value attributed to hedge ineffectiveness was not material.

Cash Flow Hedges These derivatives are interest rate swaps the Company uses to hedge the forecasted cash flows from its underlying variable-rate loans and debt. Changes in the fair value of derivatives designated as cash flow hedges are recorded in other comprehensive income (loss) until the cash flows of the hedged items are realized. If a derivative designated as a cash flow hedge is terminated or ceases to be highly effective, the gain or loss in other comprehensive income (loss) is amortized to earnings over the period the forecasted hedged transactions impact earnings. If a hedged forecasted transaction is no longer probable, hedge accounting is ceased and any gain or loss included in other comprehensive income (loss) is reported in earnings immediately, unless the forecasted transaction is at least reasonably possible of occurring, whereby the amounts remain within other comprehensive income (loss). At September 30, 2013, the Company had $294 million (net-of-tax) of realized and unrealized losses on derivatives classified as cash flow hedges recorded in other comprehensive income (loss), compared with $404 million (net-of-tax) at December 31, 2012. The estimated amount to be reclassified from other comprehensive income (loss) into earnings during the remainder of 2013 and the next 12 months are losses of $30 million (net-of-tax) and $116 million (net-of-tax), respectively. This amount includes gains and losses related to hedges that were terminated early for which the forecasted transactions are still probable. All cash flow hedges were highly effective for the nine months ended September 30, 2013, and the change in fair value attributed to hedge ineffectiveness was not material.

Net Investment Hedges The Company uses forward commitments to sell specified amounts of certain foreign currencies, and occasionally non-derivative debt instruments, to hedge the volatility of its investment in foreign operations driven by fluctuations in foreign currency exchange rates. The ineffectiveness on all net investment hedges was not material for the nine months ended September 30, 2013. There were no non-derivative debt instruments designated as net investment hedges at September 30, 2013 or December 31, 2012.

Other Derivative Positions The Company enters into free-standing derivatives to mitigate interest rate risk and for other risk management purposes. These derivatives include forward commitments to sell to-be-announced securities ("TBAs") and other commitments to sell residential mortgage loans, which are used to economically hedge the interest rate risk related to residential mortgage loans held for sale ("MLHFS") and unfunded mortgage loan commitments. The Company also enters into interest rate swaps, forward commitments to buy TBAs, U.S. Treasury futures and options on U.S. Treasury futures to economically hedge the change in the fair value of the Company's MSRs. The Company also enters into foreign currency forwards to economically hedge remeasurement gains and losses the Company recognizes on foreign currency denominated assets and liabilities. In addition, the Company acts as a seller and buyer of interest rate derivatives and foreign exchange contracts for its customers. To mitigate the market and liquidity risk associated with these customer derivatives, the Company enters into similar offsetting positions with broker-dealers. The Company also has derivative contracts that are created through its operations, including commitments to originate MLHFS and certain derivative financial guarantee contracts.

For additional information on the Company's purpose for entering into derivative transactions and its overall risk management strategies, refer to "Management Discussion and Analysis —Use of Derivatives to Manage Interest Rate and Other Risks" which is incorporated by reference into these Notes to Consolidated Financial Statements.

The following table summarizes the asset and liability management derivative positions of the Company:

(Dollars in Millions)	Asset Derivatives Notional Value	Asset Derivatives Fair Value	Asset Derivatives Weighted-Average Remaining Maturity In Years	Liability Derivatives Notional Value	Liability Derivatives Fair Value	Liability Derivatives Weighted-Average Remaining Maturity In Years
September 30, 2013						
Fair value hedges						
Interest rate contracts						
Receive fixed/pay floating swaps	$ 500	$ 21	2.34	$ –	$ –	–
Cash flow hedges						
Interest rate contracts						
Pay fixed/receive floating swaps	272	17	9.02	4,288	548	2.71
Receive fixed/pay floating swaps	7,000	31	1.10	–	–	–
Net investment hedges						
Foreign exchange forward contracts	–	–	–	925	11	.05
Other economic hedges						
Interest rate contracts						
Futures and forwards						
Buy	4,418	88	.09	34	8	.08
Sell	41	2	.20	6,203	122	.09
Options						
Purchased	2,325	–	.07	–	–	–
Written	1,800	34	.09	9	–	.02
Receive fixed/pay floating swaps	3,220	83	10.23	–	–	–
Foreign exchange forward contracts	1,980	4	.02	2,695	6	.02
Equity contracts	8	–	1.72	66	–	1.89
Credit contracts	1,177	4	4.12	2,495	11	4.91
Total	$22,741	$284		$16,715	$706	
December 31, 2012						
Fair value hedges						
Interest rate contracts						
Receive fixed/pay floating swaps	$ 500	$ 30	3.09	$ –	$ –	–
Cash flow hedges						
Interest rate contracts						
Pay fixed/receive floating swaps	32	–	9.88	4,528	718	3.79
Receive fixed/pay floating swaps	7,000	45	1.84	–	–	–
Net investment hedges						
Foreign exchange forward contracts	758	1	.07	–	–	–
Other economic hedges						
Interest rate contracts						
Futures and forwards						
Buy	11,164	138	.07	2,921	13	.04
Sell	6,299	18	.11	12,223	57	.09
Options						
Purchased	2,435	–	.07	–	–	–
Written	4,991	123	.12	4	–	.06
Receive fixed/pay floating swaps	350	1	10.21	3,775	14	10.21
Foreign exchange forward contracts	618	4	.03	1,383	6	.01
Equity contracts	31	–	2.80	27	–	2.46
Credit contracts	1,056	3	4.56	1,947	10	3.11
Total	$35,234	$363		$26,808	$818	

The following table summarizes the customer-related derivative positions of the Company:

(Dollars in Millions)	Asset Derivatives Notional Value	Asset Derivatives Fair Value	Asset Derivatives Weighted-Average Remaining Maturity In Years	Liability Derivatives Notional Value	Liability Derivatives Fair Value	Liability Derivatives Weighted-Average Remaining Maturity In Years
September 30, 2013						
Interest rate contracts						
Receive fixed/pay floating swaps	$13,562	$ 736	5.30	$ 5,138	$ 70	4.98
Pay fixed/receive floating swaps	4,700	76	5.15	14,089	691	5.26
Options						
Purchased	3,681	28	4.46	107	1	1.12
Written	107	1	1.12	3,681	28	4.46
Foreign exchange rate contracts						
Forwards, spots and swaps	10,392	411	.71	9,688	375	.68
Options						
Purchased	367	9	.64	–	–	–
Written	–	–	–	367	9	.64
Total	$32,809	$1,261		$33,070	$1,174	
December 31, 2012						
Interest rate contracts						
Receive fixed/pay floating swaps	$16,671	$1,085	4.78	$ 1,090	$ 15	9.30
Pay fixed/receive floating swaps	928	14	11.12	16,923	1,042	4.74
Options						
Purchased	3,046	16	5.24	28	–	4.42
Written	286	–	.75	2,788	16	5.68
Foreign exchange rate contracts						
Forwards, spots and swaps	12,186	322	.43	11,861	286	.44
Options						
Purchased	323	6	.55	–	–	–
Written	–	–	–	323	6	.55
Total	$33,440	$1,443		$33,013	$1,365	

The table below shows the effective portion of the gains (losses) recognized in other comprehensive income (loss) and the gains (losses) reclassified from other comprehensive income (loss) into earnings (net-of-tax):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	Gains (Losses) Recognized in Other Comprehensive Income (Loss)		Gains (Losses) Reclassified from Other Comprehensive Income (Loss) into Earnings		Gains (Losses) Recognized in Other Comprehensive Income (Loss)		Gains (Losses) Reclassified from Other Comprehensive Income (Loss) into Earnings	
(Dollars in Millions)	2013	2012	2013	2012	2013	2012	2013	2012
Asset and Liability Management Positions								
Cash flow hedges								
Interest rate contracts (a)	$(11)	$(19)	$(30)	$(33)	$ 22	$(42)	$(88)	$(98)
Net investment hedges								
Foreign exchange forward contracts	(29)	–	–	–	(23)	(6)	–	–
Non-derivative debt instruments	–	(11)	–	–	–	26	–	–

Note Ineffectiveness on cash flow and net investment hedges was not material for the three and nine months ended September 30, 2013 and 2012

(a) Gains (Losses) reclassified from other comprehensive income (loss) into interest income on loans and interest expense on long-term debt.

The table below shows the gains (losses) recognized in earnings for fair value hedges, other economic hedges and the customer-related positions:

(Dollars in Millions)	Location of Gains (Losses) Recognized in Earnings	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Asset and Liability Management Positions					
Fair value hedges (a)					
Interest rate contracts	Other noninterest income	$ –	$ 2	$ (7)	$ 5
Foreign exchange cross-currency swaps	Other noninterest income	–	–	–	42
Other economic hedges					
Interest rate contracts					
Futures and forwards	Mortgage banking revenue	33	(44)	569	67
Purchased and written options	Mortgage banking revenue	54	290	200	689
Receive fixed/pay floating swaps	Mortgage banking revenue	(5)	48	(264)	186
Foreign exchange forward contracts	Commercial products revenue	(16)	(25)	18	(62)
Equity contracts	Compensation expense	–	1	1	2
Credit contracts	Other noninterest income/expense	2	(2)	1	(8)
Customer-Related Positions					
Interest rate contracts					
Receive fixed/pay floating swaps	Other noninterest income	13	(16)	(288)	(10)
Pay fixed/receive floating swaps	Other noninterest income	(10)	19	298	15
Foreign exchange rate contracts					
Forwards, spots and swaps	Commercial products revenue	15	13	36	36

(a) *Gains (Losses) on items hedged by interest rate contracts and foreign exchange forward contracts, included in noninterest income (expense), were both zero for the three months ended September 30, 2013, and $(2) million and zero for the three months ended September 30, 2012, respectively. Gains (Losses) on items hedged by interest rate contracts and foreign exchange forward contracts, included in noninterest income (expense), were $7 million and zero for the nine months ended September 30, 2013, respectively, and $(5) million and $(44) million for the nine months ended September 30, 2012, respectively. The ineffective portion was immaterial for the three and nine months ended September 30, 2013 and 2012.*

Derivatives are subject to credit risk associated with counterparties to the derivative contracts. The Company measures that credit risk using a credit valuation adjustment and includes it within the fair value of the derivative. The Company manages counterparty credit risk through diversification of its derivative positions among various counterparties, by entering into master netting arrangements and, where possible, by requiring collateral arrangements. A master netting arrangement allows two counterparties, who have multiple derivative contracts with each other, the ability to net settle amounts under all contracts, including any related collateral, through a single payment and in a single currency. Collateral arrangements require the counterparty to deliver, on a daily basis, collateral (typically cash or U.S. Treasury and agency securities) equal to the Company's net derivative receivable. For highly-rated counterparties, the collateral arrangements may include minimum dollar thresholds, but allow for the Company to call for immediate, full collateral coverage when credit-rating thresholds are triggered by counterparties.

The Company's collateral arrangements are predominately bilateral and, therefore, contain provisions that require collateralization of the Company's net liability derivative positions. Required collateral coverage is based on certain net liability thresholds and contingent upon the Company's credit rating from two of the nationally recognized statistical rating organizations. If the Company's credit rating were to fall below credit ratings thresholds established in the collateral arrangements, the counterparties to the derivatives could request immediate full collateral coverage for derivatives in net liability positions. The aggregate fair value of all derivatives under collateral arrangements that were in a net liability position at September 30, 2013, was $1.1 billion. At September 30, 2013, the Company had $862 million of cash posted as collateral against this net liability position.

Note 12 Netting Arrangements for Certain Financial Instruments

The majority of the Company's derivative portfolio consists of bilateral over-the-counter trades. However, due to legislative changes effective during the first nine months of 2013, certain interest rate swaps and credit contracts need to be centrally cleared through clearinghouses. In addition, a small portion of the Company's derivative positions are exchange-traded. These are predominately U.S. Treasury futures or options on U.S. Treasury futures. Of the Company's $105.3 billion of total notional amount of derivative positions at September 30, 2013, $6.7 billion related to those centrally cleared through clearinghouses and $3.3 billion related to those that were exchange-traded. Irrespective of how derivatives are traded, the Company's derivative contracts include offsetting rights (referred to as netting arrangements), and depending on expected volume, credit risk, and counterparty preference, collateral maintenance may be required. For all derivatives, fair value is determined daily and, depending on the collateral maintenance requirements, the

Company and a counterparty may receive or deliver collateral, based upon the net fair value of all derivative positions between the Company and the counterparty. Collateral is typically cash, but securities may be allowed under collateral arrangements with certain counterparties. Receivables and payables related to cash collateral are included in other assets and other liabilities on the Consolidated Balance Sheet, along with the related derivative asset and liability fair values. Any securities pledged to counterparties as collateral remain on the Consolidated Balance Sheet. Securities received from counterparties as collateral are not recognized on the Consolidated Balance Sheet, unless the counterparty defaults. Securities used as collateral can be sold, re-pledged or otherwise used by the party in possession. No restrictions exist on the use of cash collateral by either party. Refer to Note 11 for further discussion of the Company's derivatives, including collateral arrangements.

As part of the Company's treasury and broker-dealer operations, the Company executes transactions that are treated as securities sold under agreements to repurchase or securities purchased under agreements to resell, both of which are accounted for as collateralized financings. Securities sold under agreements to repurchase include repurchase agreements and securities loaned transactions. Securities purchased under agreements to resell include reverse repurchase agreements and securities borrowed transactions. For securities sold under agreements to repurchase, the Company records a liability for the cash received, which is included in short-term borrowings on the Consolidated Balance Sheet. For securities purchased under agreements to resell, the Company records a receivable for the cash paid, which is included in other assets on the Consolidated Balance Sheet.

Securities transferred to counterparties under repurchase agreements and securities loaned transactions continue to be recognized on the Consolidated Balance Sheet, are measured at fair value, and are included in investment securities or other assets. Securities received from counterparties under reverse repurchase agreements and securities borrowed transactions are not recognized on the Consolidated Balance Sheet unless the counterparty defaults. Under all transactions, the fair values of the securities are determined daily, and additional cash is obtained or refunded to counterparties where appropriate. The securities transferred under repurchase and reverse repurchase transactions typically are U.S. Treasury securities or agency mortgage-backed securities. The securities loaned or borrowed are typically high-grade corporate bonds traded by the Company's broker-dealer. The securities transferred can be sold, repledged or otherwise used by the party in possession. No restrictions exist on the use of cash collateral by either party.

The Company executes its derivative, repurchase/reverse repurchase and securities loaned/borrowed transactions under the respective industry standard agreements. These agreements include master netting arrangements that allow for multiple contracts executed with the same counterparty to be viewed as a single arrangement. This allows for net settlement of a single amount on a daily basis. In the event of default, the master netting arrangement provides for close-out netting, which allows all positions with the defaulting counterparty to be terminated and net settled with a single payment amount.

The Company has elected to offset the assets and liabilities under netting arrangements for the balance sheet presentation of the majority of its derivative counterparties, excluding centrally cleared derivative contracts due to current uncertainty about the legal enforceability of netting arrangements with the clearinghouses. The netting occurs at the counterparty level, and includes all assets and liabilities related to the derivative contracts, including those associated with cash collateral received or pledged. The Company has not elected to offset the assets and liabilities under netting arrangements for the balance sheet presentation of repurchase/reverse repurchase and securities loaned/borrowed transactions.

The following tables provide information on the Company's netting adjustments, and items not offset on the Consolidated Balance Sheet but available for offset in the event of default:

(Dollars in Millions)	Gross Recognized Assets	Gross Amounts Offset on the Consolidated Balance Sheet (a)	Net Amounts Presented on the Consolidated Balance Sheet	Gross Amounts Not Offset on the Consolidated Balance Sheet: Financial Instruments (b)	Gross Amounts Not Offset on the Consolidated Balance Sheet: Collateral Received (c)	Net Amount
September 30, 2013						
Derivative assets (d)	$1,362	$(572)	$ 790	$ (32)	$ –	$758
Reverse repurchase agreements	150	–	150	(35)	(115)	–
Securities borrowed	527	–	527	(1)	(510)	16
Total	$2,039	$(572)	$1,467	$ (68)	$(625)	$774
December 31, 2012						
Derivative assets (d)	$1,546	$(418)	$1,128	$(148)	$ –	$980
Reverse repurchase agreements	363	–	363	(44)	(319)	–
Securities borrowed	368	–	368	–	(356)	12
Total	$2,277	$(418)	$1,859	$(192)	$(675)	$992

(a) Includes $75 million and $79 million of cash collateral related payables that were netted against derivative assets at September 30, 2013 and December 31, 2012, respectively.
(b) For derivative assets this includes any derivative liability fair values that could be offset in the event of counterparty default, for reverse repurchase agreements this includes any repurchase agreement payables that could be offset in the event of counterparty default, for securities borrowed this includes any securities loaned payables that could be offset in the event of counterparty default.
(c) Includes the fair value of securities received by the Company from the counterparty These securities are not included on the Consolidated Balance Sheet unless the counterparty defaults
(d) Excludes $183 million and $260 million of derivative assets centrally cleared or otherwise not subject to netting arrangements at September 30, 2013 and December 31, 2012, respectively

(Dollars in Millions)	Gross Recognized Liabilities	Gross Amounts Offset on the Consolidated Balance Sheet (a)	Net Amounts Presented on the Consolidated Balance Sheet	Gross Amounts Not Offset on the Consolidated Balance Sheet: Financial Instruments (b)	Gross Amounts Not Offset on the Consolidated Balance Sheet: Collateral Pledged (c)	Net Amount
September 30, 2013						
Derivative liabilities (d)	$1,825	$(1,358)	$ 467	$ (32)	$ –	$435
Repurchase agreements	1,940	–	1,940	(35)	(1,905)	–
Securities loaned	134	–	134	(1)	(132)	1
Total	$3,899	$(1,358)	$2,541	$ (68)	$(2,037)	$436
December 31, 2012						
Derivative liabilities (d)	$2,178	$(1,549)	$ 629	$(148)	$ –	$481
Repurchase agreements	3,389	–	3,389	(44)	(3,345)	–
Securities loaned	–	–	–	–	–	–
Total	$5,567	$(1,549)	$4,018	$(192)	$(3,345)	$481

(a) Includes $862 million and $1 2 billion of cash collateral related receivables that were netted against derivative liabilities at September 30, 2013 and December 31, 2012, respectively
(b) For derivative liabilities this includes any derivative asset fair values that could be offset in the event of counterparty default, for repurchase agreements this includes any reverse repurchase agreement receivables that could be offset in the event of counterparty default; for securities loaned this includes any securities borrowed receivables that could be offset in the event of counterparty default.
(c) Includes the fair value of securities pledged by the Company to the counterparty These securities are included on the Consolidated Balance Sheet unless the Company defaults
(d) Excludes $55 million and $5 million of derivative liabilities centrally cleared or otherwise not subject to netting arrangements at September 30, 2013 and December 31, 2012, respectively

Note 13 Fair Values of Assets and Liabilities

The Company uses fair value measurements for the initial recording of certain assets and liabilities, periodic remeasurement of certain assets and liabilities, and disclosures. Derivatives, trading and available-for-sale investment securities, certain MLHFS and MSRs are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis, such as loans held for sale, loans held for investment and certain other assets. These nonrecurring fair value adjustments typically involve application of lower-of-cost-or-fair value accounting or impairment write-downs of individual assets.

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A fair value measurement reflects all of the assumptions that market participants would use in pricing the asset or liability, including assumptions about the risk inherent in a particular valuation technique, the effect of a restriction on the sale or use of an asset, and the risk of nonperformance.

The Company groups its assets and liabilities measured at fair value into a three-level hierarchy for valuation techniques used to measure financial assets and financial liabilities at fair value. This hierarchy is based on whether the valuation inputs are observable or unobservable. These levels are:

- Level 1 – Quoted prices in active markets for identical assets or liabilities. Level 1 includes U.S. Treasury and exchange-traded instruments.
- Level 2 – Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 includes debt securities that are traded less frequently than exchange-traded instruments and which are typically valued using third party pricing services; derivative contracts and other assets and liabilities, including securities, whose value is determined using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data; and MLHFS whose values are determined using quoted prices for similar assets or pricing models with inputs that are observable in the market or can be corroborated by observable market data.
- Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. This category includes MSRs, certain debt securities and certain derivative contracts.

When the Company changes its valuation inputs for measuring financial assets and financial liabilities at fair value, either due to changes in current market conditions or other factors, it may need to transfer those assets or liabilities to another level in the hierarchy based on the new inputs used. The Company recognizes these transfers at the end of the reporting period that the transfers occur. During the nine months ended September 30, 2013 and 2012, there were no transfers of financial assets or financial liabilities between the hierarchy levels.

The Company has processes and controls in place to increase the reliability of estimates it makes in determining fair value measurements. Items quoted on an exchange are verified to the quoted price. Items provided by a third party pricing service are subject to price verification procedures as discussed in more detail in the specific valuation discussions provided in the section that follows. For fair value measurements modeled internally, the Company's valuation models are subject to the Company's Model Risk Governance Policy and Program, as maintained by the Company's credit administration department. The purpose of model validation is to assess the accuracy of the models' input, processing, and reporting components. All models are required to be independently reviewed and approved prior to being placed in use, and are subject to formal change control procedures. Under the Company's Model Risk Governance Policy, models are required to be reviewed at least annually to ensure they are operating as intended. Inputs into the models are market observable inputs whenever available. When market observable inputs are not available, the inputs are developed based upon analysis of historical experience and evaluation of other relevant market data. Significant unobservable model inputs are subject to review by senior management in corporate functions, who are independent from the modeling. Significant unobservable model inputs are also compared to actual results, typically on a quarterly basis. Significant Level 3 fair value measurements are also subject to corporate-level review and are benchmarked to market transactions or other market data, when available. Additional discussion of processes and controls are provided in the valuation methodologies section that follows.

The following section describes the valuation methodologies used by the Company to measure financial assets and liabilities at fair value and for estimating fair value for financial instruments not recorded at fair value as required under disclosure guidance related to the fair value of financial instruments. In addition, the following section includes an indication of the level of the fair value hierarchy in which the assets or liabilities are classified. Where appropriate, the description includes information about the valuation models and key inputs to those models. During the nine months ended September 30, 2013 and 2012, there were no significant changes to the valuation techniques used by the Company to measure fair value.

Cash and Due From Banks The carrying value of cash and due from banks approximate fair value and are classified within Level 1. Fair value is provided for disclosure purposes only.

Federal Funds Sold and Securities Purchased Under Resale Agreements The carrying value of federal funds sold and securities purchased under resale agreements approximate fair value because of the relatively short time between the origination of the instrument and its expected realization and are classified within Level 2. Fair value is provided for disclosure purposes only.

Investment Securities When quoted market prices for identical securities are available in an active market, these prices are used to determine fair value and these securities are classified within Level 1 of the fair value hierarchy. Level 1 investment securities are predominantly U.S. Treasury securities.

For other securities, quoted market prices may not be readily available for the specific securities. When possible, the Company determines fair value based on market observable information, including quoted market prices for similar securities, inactive transaction prices, and broker quotes. These securities are classified within Level 2 of the fair value hierarchy. Level 2 valuations are generally provided by a third party pricing service. The Company reviews the valuation methodologies utilized by the pricing service and, on a quarterly basis, reviews the security level prices provided by the pricing service against management's expectation of fair value, based on changes in various benchmarks and market knowledge from recent trading activity. Additionally, each quarter, the Company validates the fair value provided by the pricing services by comparing them to recent observable market trades (where available), broker provided quotes, or other independent secondary pricing sources. Prices obtained from the pricing service are adjusted if they are found to be inconsistent with observable market data. Level 2 investment securities are predominantly agency mortgage-backed securities, certain other asset-backed securities, municipal securities, corporate debt securities, agency debt securities and perpetual preferred securities.

The fair value of securities for which there are no market trades, or where trading is inactive as compared to normal market activity, are classified within Level 3 of the fair value hierarchy. The Company determines the fair value of these securities using a discounted cash flow methodology and incorporating observable market information, where available. These valuations are modeled by a unit within the Company's treasury department. The valuations use assumptions regarding housing prices, interest rates and borrower performance. Inputs are refined and updated at least quarterly to reflect market developments and actual performance. The primary valuation drivers of these securities are the prepayment rates, default rates and default severities associated with the underlying collateral, as well as the discount rate used to calculate the present value of the projected cash flows. Level 3 fair values, including the assumptions used, are subject to review by senior management in corporate functions, who are independent from the modeling. The fair value measurements are also compared to fair values provided by third party pricing services, where available. Securities classified within Level 3 include non-agency mortgage-backed securities, non-agency commercial mortgage-backed securities, certain asset-backed securities, certain collateralized debt obligations and collateralized loan obligations and certain corporate debt securities.

Mortgage Loans Held For Sale MLHFS measured at fair value, for which an active secondary market and readily available market prices exist, are initially valued at the transaction price and are subsequently valued by comparison to instruments with similar collateral and risk profiles. MLHFS are classified within Level 2. Included in mortgage banking revenue was a $5 million net loss and a $241 million net gain for the three months ended September 30, 2013 and 2012, respectively, and a $326 million net loss and a $501 million net gain for the nine months ended September 30, 2013 and 2012, respectively, from the changes to fair value of these MLHFS under fair value option accounting guidance. Changes in fair value due to instrument specific credit risk were immaterial. Interest income for MLHFS is measured based on contractual interest rates and reported as interest income on the Consolidated Statement of Income. Electing to measure MLHFS at fair value reduces certain timing differences and better matches changes in fair value of these assets with changes in the value of the derivative instruments used to economically hedge them without the burden of complying with the requirements for hedge accounting.

Loans The loan portfolio includes adjustable and fixed-rate loans, the fair value of which was estimated using discounted cash flow analyses and other valuation techniques. The expected cash flows of loans considered historical prepayment experiences and estimated credit losses and were discounted using current rates offered to borrowers of similar credit characteristics. Generally, loan fair values reflect Level 3 information. Fair value is provided for disclosure purposes only, with the exception of impaired collateral-based loans that are measured at fair value on a non-recurring basis utilizing the underlying collateral fair value.

Mortgage Servicing Rights MSRs are valued using a discounted cash flow methodology. Accordingly, MSRs are classified within Level 3. The Company determines fair value by estimating the present value of the asset's future cash flows using prepayment rates, discount rates, and other assumptions. The MSR valuations, as well as the assumptions used, are developed by the mortgage banking division and are subject to review by senior management in corporate functions, who are independent from the modeling. The MSR valuations and assumptions are validated through comparison to trade information, publicly available data and industry surveys when available, and are also compared to independent third party valuations each quarter. Risks inherent in MSR valuation include higher than expected prepayment rates and/or delayed receipt of cash flows. There is minimal observable market activity for MSRs on comparable portfolios, and, therefore the determination of fair value requires significant management judgment. Refer to Note 5 for further information on MSR valuation assumptions.

Derivatives The majority of derivatives held by the Company are executed over-the-counter and are valued using standard cash flow, Black-Derman-Toy and Monte Carlo valuation techniques. The models incorporate inputs, depending on the type of derivative, including interest rate curves, foreign exchange rates and volatility. In addition, all derivative values incorporate an assessment of the risk of counterparty nonperformance, measured based on the Company's evaluation of credit risk as well as external assessments of credit risk, where available. The Company monitors and manages its nonperformance risk by considering its ability to net derivative positions under master netting arrangements, as well as collateral received or provided under collateral arrangements. Accordingly, the Company has elected to measure the fair value of derivatives, at a counterparty level, on a net basis. The majority of the derivatives are classified within Level 2 of the fair value hierarchy, as the significant inputs to the models, including nonperformance risk, are observable. However, certain derivative transactions are with counterparties where risk of nonperformance cannot be observed in the market, and therefore the credit valuation adjustments result in these derivatives being classified within Level 3 of the fair value hierarchy. The credit valuation adjustments for nonperformance risk are determined by the Company's treasury department using credit assumptions provided by credit administration. The credit assumptions are compared to actual results quarterly and are recalibrated as appropriate.

The Company also has commitments to purchase and originate mortgage loans that meet the accounting requirements of a derivative. These mortgage loan commitments are valued by pricing models that include market observable and unobservable inputs, which result in the commitments being classified within Level 3 of the fair value hierarchy. The unobservable inputs include assumptions about the percentage of commitments that actually become a closed loan and the MSR value that is inherent in the underlying loan value, both of which are developed by the Company's mortgage banking division. The closed loan percentages for the mortgage loan commitments are monitored on an on-going basis, as these percentages are also used for the Company's economic hedging activities. The inherent MSR value for the commitments are generated by the same models used for the Company's MSRs and thus are subject to the same processes and controls as described for the MSRs above.

Other Financial Instruments Other financial instruments include cost method equity investments and community development and tax-advantaged related assets and liabilities. The majority of the Company's cost method equity investments are in Federal Home Loan Bank and Federal Reserve Bank stock, whose carrying amounts approximate their fair value and are classified within Level 2. Investments in private equity and other limited partnership funds are estimated using fund provided net asset values. These equity investments are classified within Level 3. Fair value is provided for disclosure purposes only.

Community development and tax-advantaged investments generate a return primarily through the realization of federal and state income tax credits, with a duration typically equal to the period that the tax credits are realized. Asset balances primarily represent the assets of the underlying community development and tax-advantaged entities the Company consolidated per applicable authoritative accounting guidance. Liabilities of the underlying consolidated entities were included in long-term debt. The carrying value of the asset balances are a reasonable estimate of fair value and are classified within Level 3. Refer to Note 4 for further information on community development and tax-advantaged related assets and liabilities. Fair value is provided for disclosure purposes only.

Deposit Liabilities The fair value of demand deposits, savings accounts and certain money market deposits is equal to the amount payable on demand. The fair value of fixed-rate certificates of deposit was estimated by discounting the contractual cash flow using current market rates. Deposit liabilities are classified within Level 2. Fair value is provided for disclosure purposes only.

Short-term Borrowings Federal funds purchased, securities sold under agreements to repurchase, commercial paper and other short-term funds borrowed have floating rates or short-term maturities. The fair value of short-term borrowings was determined by discounting contractual cash flows using current market rates. Short-term borrowings are classified within Level 2. Included in short-term borrowings is the Company's obligation on securities sold short, which is required to be accounted for at fair value per applicable accounting guidance. Fair value for other short-term borrowings is provided for disclosure purposes only.

Long-term Debt The fair value for most long-term debt was determined by discounting contractual cash flows using current market rates. Junior subordinated debt instruments were valued using market quotes. Long-term debt is classified within Level 2. Fair value is provided for disclosure purposes only.

Loan Commitments, Letters of Credit and Guarantees The fair value of commitments, letters of credit and guarantees represents the estimated costs to terminate or otherwise settle the obligations with a third party. Other loan commitments, letters of credit and guarantees are not actively traded, and the Company estimates their fair value based on the related amount of unamortized deferred commitment fees adjusted for the probable losses for these arrangements. These arrangements are classified within Level 3. Fair value is provided for disclosure purposes only.

Significant Unobservable Inputs of Level 3 Assets and Liabilities

The following section provides information on the significant inputs used by the Company to determine the fair value measurements of Level 3 assets and liabilities recorded at fair value on the Consolidated Balance Sheet. In addition, the following section includes a discussion of the sensitivity of the fair value measurements to changes in the significant inputs and a description of any interrelationships between these inputs for Level 3 assets and liabilities recorded at fair value on a recurring basis. The discussion below excludes nonrecurring fair value measurements of collateral value used for impairment measures for loans and other real estate owned. These valuations utilize third party appraisal or broker price opinions, and are classified as Level 3 due to the significant judgment involved.

Available-For-Sale Investment Securities The significant unobservable inputs used in the fair value measurement of the Company's modeled Level 3 available-for-sale investment securities are prepayment rates, probability of default and loss severities associated with the underlying collateral, as well as the discount margin used to calculate the present value of the projected cash flows. Increases in prepayment rates for Level 3 securities will typically result in higher fair values, as increased prepayment rates accelerate the receipt of expected cash flows and reduce exposure to credit losses. Increases in the probability of default and loss severities will result in lower fair values, as these increases reduce expected cash flows. Discount margin is the Company's estimate of the current market spread above the respective benchmark rate. Higher discount margin will result in lower fair values, as it reduces the present value of the expected cash flows.

Prepayment rates generally move in the opposite direction of market interest rates. In the current environment, an increase in the probability of default will generally be accompanied with an increase in loss severity, as both are impacted by underlying collateral values. Discount margins are influenced by market expectations about the security's collateral performance, and therefore may directionally move with probability and severity of default; however, discount margins are also impacted by broader market forces, such as competing investment yields, sector liquidity, economic news, and other macroeconomic factors.

The following table shows the significant valuation assumption ranges for Level 3 available-for-sale investment securities at September 30, 2013:

	Minimum	Maximum	Average
Residential Prime Non-Agency Mortgage-Backed Securities (a)			
Estimated lifetime prepayment rates	6%	20%	13%
Lifetime probability of default rates	–	7	4
Lifetime loss severity rates	25	65	43
Discount margin	2	6	4
Residential Non-Prime Non-Agency Mortgage-Backed Securities (b)			
Estimated lifetime prepayment rates	2%	10%	6%
Lifetime probability of default rates	4	11	7
Lifetime loss severity rates	15	70	54
Discount margin	1	6	3
Other Asset-Backed Securities			
Estimated lifetime prepayment rates	6%	6%	6%
Lifetime probability of default rates	4	4	4
Lifetime loss severity rates	40	40	40
Discount margin	8	8	8

(a) *Prime securities are those designated as such by the issuer at origination. When an issuer designation is unavailable, the Company determines at acquisition date the categorization based on asset pool characteristics (such as weighted-average credit score, loan-to-value, loan type, prevalence of low documentation loans) and deal performance (such as pool delinquencies and security market spreads).*
(b) *Includes all securities not meeting the conditions to be designated as prime.*

Mortgage Servicing Rights The significant unobservable inputs used in the fair value measurement of the Company's MSRs are expected prepayments and the discount rate used to calculate the present value of the projected cash flows. Significant increases in either of these inputs in isolation would result in a significantly lower fair value measurement. Significant decreases in either of these inputs in isolation would result in a significantly higher fair value measurement. There is no direct interrelationship between prepayments and discount rate. Prepayment rates generally move in the opposite direction of market interest rates. Discount rates are generally impacted by changes in market return requirements.

The following table shows the significant valuation assumption ranges for MSRs at September 30, 2013:

	Minimum	Maximum	Average
Expected prepayment	10%	22%	12%
Discount rate	10	13	10

Derivatives The Company has two distinct Level 3 derivative portfolios: (i) the Company's commitments to sell, purchase and originate mortgage loans that meet the requirements of a derivative, and (ii) the Company's asset/liability and customer-related derivatives that are Level 3 due to unobservable inputs related to measurement of risk of nonperformance by the counterparty.

The significant unobservable inputs used in the fair value measurement of the Company's derivative commitments to sell, purchase and originate mortgage loans are the percentage of commitments that actually become a closed loan and the MSR value that is inherent in the underlying loan value. A significant increase in the rate of loans that close would result in a larger derivative asset or liability. A significant increase in the inherent MSR value would result in an increase in the derivative asset or a reduction in the derivative liability. Expected loan close rates and the inherent MSR values are directly impacted by changes in market rates and will generally move in the same direction as interest rates.

The following table shows the significant valuation assumption ranges for the Company's derivative commitments to sell, purchase and originate mortgage loans at September 30, 2013:

	Minimum	Maximum	Average
Expected loan close rate	32%	100%	76%
Inherent MSR value (basis points per loan)	46	219	108

The significant unobservable input used in the fair value measurement of certain of the Company's asset/liability and customer-related derivatives is the credit valuation adjustment related to the risk of counterparty nonperformance. A significant increase in the credit valuation adjustment would result in a lower fair value measurement. A significant decrease in the credit valuation adjustment would result in a higher fair value measurement. The credit valuation adjustment is impacted by changes in the Company's assessment of the counterparty's credit position. At September 30, 2013, the minimum, maximum and average credit valuation adjustment as a percentage of the derivative contract fair value prior to adjustment was 0 percent, 95 percent and 6 percent, respectively.

The following table summarizes the balances of assets and liabilities measured at fair value on a recurring basis:

(Dollars in Millions)	Level 1	Level 2	Level 3	Netting	Total
September 30, 2013					
Available-for-sale securities					
U.S. Treasury and agencies	$463	$ 1,058	$ –	$ –	$ 1,521
Mortgage-backed securities					
Residential					
Agency	–	29,220	–	–	29,220
Non-agency					
Prime (a)	–	–	500	–	500
Non-prime (b)	–	–	303	–	303
Commercial					
Agency	–	169	–	–	169
Asset-backed securities					
Collateralized debt obligations/Collateralized loan obligations	–	25	–	–	25
Other	–	570	40	–	610
Obligations of state and political subdivisions	–	5,820	–	–	5,820
Obligations of foreign governments	–	6	–	–	6
Corporate debt securities	–	633	9	–	642
Perpetual preferred securities	–	209	–	–	209
Other investments	265	17	–	–	282
Total available-for-sale	728	37,727	852	–	39,307
Mortgage loans held for sale	–	3,844	–	–	3,844
Mortgage servicing rights	–	–	2,577	–	2,577
Derivative assets	–	875	670	(572)	973
Other assets	85	922	–	–	1,007
Total	$813	$43,368	$4,099	$ (572)	$47,708
Derivative liabilities	$ –	$ 1,827	$ 53	$(1,358)	$ 522
Short-term borrowings (c)	231	533	–	–	764
Total	$231	$ 2,360	$ 53	$(1,358)	$ 1,286
December 31, 2012					
Available-for-sale securities					
U.S. Treasury and agencies	$491	$ 735	$ –	$ –	$ 1,226
Mortgage-backed securities					
Residential					
Agency	–	29,495	–	–	29,495
Non-agency					
Prime (a)	–	–	624	–	624
Non-prime (b)	–	–	355	–	355
Commercial					
Agency	–	193	–	–	193
Asset-backed securities					
Collateralized debt obligations/Collateralized loan obligations	–	42	–	–	42
Other	–	577	15	–	592
Obligations of state and political subdivisions	–	6,455	–	–	6,455
Obligations of foreign governments	–	6	–	–	6
Corporate debt securities	–	722	9	–	731
Perpetual preferred securities	–	218	–	–	218
Other investments	187	15	–	–	202
Total available-for-sale	678	38,458	1,003	–	40,139
Mortgage loans held for sale	–	7,957	–	–	7,957
Mortgage servicing rights	–	–	1,700	–	1,700
Derivative assets	–	572	1,234	(418)	1,388
Other assets	94	386	–	–	480
Total	$772	$47,373	$3,937	$ (418)	$51,664
Derivative liabilities	$ –	$ 2,128	$ 55	$(1,549)	$ 634
Short-term borrowings (c)	50	351	–	–	401
Total	$ 50	$ 2,479	$ 55	$(1,549)	$ 1,035

(a) Prime securities are those designated as such by the issuer at origination. When an issuer designation is unavailable, the Company determines at acquisition date the categorization based on asset pool characteristics (such as weighted-average credit score, loan-to-value, loan type, prevalence of low documentation loans) and deal performance (such as pool delinquencies and security market spreads)

(b) Includes all securities not meeting the conditions to be designated as prime.

(c) Represents the Company's obligation on securities sold short required to be accounted for at fair value per applicable accounting guidance

The following table presents the changes in fair value for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the three months ended September 30:

(Dollars in Millions)	Beginning of Period Balance	Net Gains (Losses) Included in Net Income	Net Gains (Losses) Included in Other Comprehensive Income (Loss)	Purchases	Sales	Principal Payments	Issuances	Settlements	End of Period Balance	Net Change in Unrealized Gains (Losses) Relating to Assets Still Held at End of Period
2013										
Available-for-sale securities										
Mortgage-backed securities										
Residential non-agency										
Prime (a)	$ 547	$ (2)	$ (4)	$ –	$ –	$(41)	$ –	$ –	$ 500	$ (4)
Non-prime (b)	319	(3)	(4)	–	–	(9)	–	–	303	(4)
Asset-backed securities										
Other	40	1	(2)	3	–	(2)	–	–	40	(2)
Corporate debt securities	9	–	–	–	–	–	–	–	9	–
Total available-for-sale	915	(4)(c)	(10)(f)	3	–	(52)	–	–	852	(10)
Mortgage servicing rights	2,377	11(d)	–	2	–	–	187(g)	–	2,577	11(d)
Net derivative assets and liabilities	423	182(e)	–	–	(2)	–	–	14	617	62(h)
2012										
Available-for-sale securities										
Mortgage-backed securities										
Residential non-agency										
Prime (a)	$ 713	$ (4)	$ 23	$ –	$ (61)	$(40)	$ –	$ –	$ 631	$ 26
Non-prime (b)	796	(8)	132	–	(562)	(18)	–	–	340	23
Commercial non-agency	37	–	2	–	(39)	–	–	–	–	–
Asset-backed securities										
Collateralized debt obligations/										
Collateralized loan obligations	102	2	(7)	–	(96)	(1)	–	–	–	–
Other	112	1	(4)	3	(93)	(3)	–	–	16	2
Corporate debt securities	9	–	–	–	–	–	–	–	9	–
Total available-for-sale	1,769	(9)(i)	146(f)	3	(851)	(62)	–	–	996	51
Mortgage servicing rights	1,594	(275)(d)	–	10	–	–	224(g)	–	1,553	(275)(d)
Net derivative assets and liabilities	1,360	843(j)	–	1	(1)	–	–	(713)	1,490	(557)(k)

(a) *Prime securities are those designated as such by the issuer at origination. When an issuer designation is unavailable, the Company determines at acquisition date the categorization based on asset pool characteristics (such as weighted-average credit score, loan-to-value, loan type, prevalence of low documentation loans) and deal performance (such as pool delinquencies and security market spreads)*
(b) *Includes all securities not meeting the conditions to be designated as prime*
(c) *Approximately $(3) million included in securities gains (losses) and $(1) million included in interest income*
(d) *Included in mortgage banking revenue*
(e) *Approximately $89 million included in other noninterest income and $93 million included in mortgage banking revenue*
(f) *Included in changes in unrealized gains and losses on securities available-for-sale*
(g) *Represents MSRs capitalized during the period*
(h) *Approximately $(28) million included in other noninterest income and $90 million included in mortgage banking revenue*
(i) *Approximately $(15) million included in securities gains (losses) and $6 million included in interest income*
(j) *Approximately $124 million included in other noninterest income and $719 million included in mortgage banking revenue*
(k) *Approximately $7 million included in other noninterest income and $(564) million included in mortgage banking revenue*

The following table presents the changes in fair value for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the nine months ended September 30:

(Dollars in Millions)	Beginning of Period Balance	Net Gains (Losses) Included in Net Income	Net Gains (Losses) Included in Other Comprehensive Income (Loss)	Purchases	Sales	Principal Payments	Issuances	Settlements	End of Period Balance	Net Change in Unrealized Gains (Losses) Relating to Assets Still Held at End of Period
2013										
Available-for-sale securities										
Mortgage-backed securities										
Residential non-agency										
Prime (a)	$ 624	$ (6)	$ 4	$ –	$ –	$(122)	$ –	$ –	$ 500	$ 4
Non-prime (b)	355	(11)	13	–	(20)	(34)	–	–	303	14
Asset-backed securities										
Other	15	2	(1)	28	–	(4)	–	–	40	(1)
Corporate debt securities	9	–	–	–	–	–	–	–	9	–
Total available-for-sale	1,003	(15)(c)	16(f)	28	(20)	(160)	–	–	852	17
Mortgage servicing rights	1,700	196(d)	–	7	–	–	674(g)	–	2,577	196(d)
Net derivative assets and liabilities	1,179	(34)(e)	–	1	(4)	–	–	(525)	617	(565)(h)
2012										
Available-for-sale securities										
Mortgage-backed securities										
Residential non-agency										
Prime (a)	$ 803	$ (5)	$ 60	$ –	$(109)	$(118)	$ –	$ –	$ 631	$ 58
Non-prime (b)	802	(18)	197	–	(562)	(79)	–	–	340	52
Commercial non-agency	42	1	–	–	(39)	(4)	–	–	–	–
Asset-backed securities										
Collateralized debt obligations/										
Collateralized loan obligations	120	12	(8)	–	(103)	(21)	–	–	–	–
Other	117	7	–	3	(93)	(18)	–	–	16	2
Corporate debt securities	9	–	–	–	–	–	–	–	9	–
Total available-for-sale	1,893	(3)(i)	249(f)	3	(906)	(240)	–	–	996	112
Mortgage servicing rights	1,519	(705)(d)	–	39	–	–	700(g)	–	1,553	(705)(d)
Net derivative assets and liabilities	1,228	2,050(j)	–	1	(3)	–	–	(1,786)	1,490	(1,407)(k)

(a) Prime securities are those designated as such by the issuer at origination. When an issuer designation is unavailable, the Company determines at acquisition date the categorization based on asset pool characteristics (such as weighted-average credit score, loan-to-value, loan type, prevalence of low documentation loans) and deal performance (such as pool delinquencies and security market spreads)
(b) Includes all securities not meeting the conditions to be designated as prime
(c) Approximately $(13) million included in securities gains (losses) and $(2) million included in interest income
(d) Included in mortgage banking revenue.
(e) Approximately $(122) million included in other noninterest income and $88 million included in mortgage banking revenue
(f) Included in changes in unrealized gains and losses on securities available-for-sale.
(g) Represents MSRs capitalized during the period
(h) Approximately $(301)million included in other noninterest income and $(264) million included in mortgage banking revenue
(i) Approximately $(37) million included in securities gains (losses) and $34 million included in interest income
(j) Approximately $344 million included in other noninterest income and $1 7 billion included in mortgage banking revenue
(k) Approximately $6 million included in other noninterest income and $1.4 billion included in mortgage banking revenue

The Company is also required periodically to measure certain other financial assets at fair value on a nonrecurring basis. These measurements of fair value usually result from the application of lower-of-cost-or-fair value accounting or write-downs of individual assets.

The following table summarizes the balances of assets measured at fair value on a nonrecurring basis:

	September 30, 2013				December 31, 2012			
(Dollars in Millions)	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Loans (a)	$–	$–	$ 94	$ 94	$–	$–	$140	$140
Other assets (b)	–	–	144	144	–	–	194	194

(a) Represents the carrying value of loans for which adjustments were based on the fair value of the collateral, excluding loans fully charged-off
(b) Primarily represents the fair value of foreclosed properties that were measured at fair value based on an appraisal or broker price opinion of the collateral subsequent to their initial acquisition.

The following table summarizes losses recognized related to nonrecurring fair value measurements of individual assets or portfolios:

(Dollars in Millions)	Three Months Ended September 30, 2013	2012	Nine Months Ended September 30, 2013	2012
Loans (a)	$22	$12	$55	$ 51
Other assets (b)	14	42	73	129

(a) Represents write-downs of loans which were based on the fair value of the collateral, excluding loans fully charged-off.
(b) Primarily represents related losses of foreclosed properties that were measured at fair value subsequent to their initial acquisition.

Fair Value Option

The following table summarizes the differences between the aggregate fair value carrying amount of MLHFS for which the fair value option has been elected and the aggregate unpaid principal amount that the Company is contractually obligated to receive at maturity:

	September 30, 2013			December 31, 2012		
(Dollars in Millions)	Fair Value Carrying Amount	Aggregate Unpaid Principal	Carrying Amount Over (Under) Unpaid Principal	Fair Value Carrying Amount	Aggregate Unpaid Principal	Carrying Amount Over (Under) Unpaid Principal
Total loans	$3,844	$3,693	$151	$7,957	$7,588	$369
Nonaccrual loans	10	15	(5)	8	13	(5)
Loans 90 days or more past due	1	1	–	2	3	(1)

Disclosures about Fair Value of Financial Instruments

The following table summarizes the estimated fair value for financial instruments as of September 30, 2013 and December 31, 2012, and includes financial instruments that are not accounted for at fair value. In accordance with disclosure guidance related to fair values of financial instruments, the Company did not include assets and liabilities that are not financial instruments, such as the value of goodwill, long-term relationships with deposit, credit card, merchant processing and trust customers, other purchased intangibles, premises and equipment, deferred taxes and other liabilities. Additionally, in accordance with the disclosure guidance, insurance contracts and investments accounted for under the equity method are excluded.

The estimated fair values of the Company's financial instruments are shown in the table below:

	September 30, 2013					December 31, 2012				
	Carrying	Fair Value				Carrying	Fair Value			
(Dollars in Millions)	Amount	Level 1	Level 2	Level 3	Total	Amount	Level 1	Level 2	Level 3	Total
Financial Assets										
Cash and due from banks	$ 11,615	$11,615	$ –	$ –	$ 11,615	$ 8,252	$8,252	$ –	$ –	$ 8,252
Federal funds sold and securities purchased under resale agreements	259	–	259	–	259	437	–	437	–	437
Investment securities held-to-maturity	36,904	2,912	33,611	109	36,632	34,389	2,984	31,845	123	34,952
Loans held for sale (a)	14	–	–	14	14	19	–	–	19	19
Loans (b)	227,027	–	–	228,087	228,087	218,765	–	–	220,354	220,354
Other financial instruments	2,149	–	1,166	1,000	2,166	7,367	–	1,228	6,157	7,385
Financial Liabilities										
Deposits	261,716	–	261,792	–	261,792	249,183	–	249,594	–	249,594
Short-term borrowings (c)	25,364	–	25,307	–	25,307	25,901	–	25,917	–	25,917
Long-term debt	18,750	–	19,216	–	19,216	25,516	–	26,205	–	26,205

(a) Excludes mortgages held for sale for which the fair value option under applicable accounting guidance was elected
(b) Excludes loans measured at fair value on a nonrecurring basis.
(c) Excludes the Company's obligation on securities sold short required to be accounted for at fair value per applicable accounting guidance

The fair value of unfunded commitments, standby letters of credit and other guarantees is approximately equal to their carrying value. The carrying value of unfunded commitments and standby letters of credit was $410 million and $415 million at September 30, 2013 and December 31, 2012, respectively. The carrying value of other guarantees was $368 million and $452 million at September 30, 2013 and December 31, 2012, respectively.

Note 14 Guarantees and Contingent Liabilities

Visa Restructuring and Card Association Litigation The Company's payment services business issues and acquires credit and debit card transactions through the Visa U.S.A. Inc. card association or its affiliates (collectively "Visa"). In 2007, Visa completed a restructuring and issued shares of Visa Inc. common stock to its financial institution members in contemplation of its initial public offering ("IPO") completed in the first quarter of 2008 (the "Visa Reorganization"). As a part of the Visa Reorganization, the Company received its proportionate number of shares of Visa Inc. common stock, which were subsequently converted to Class B shares of Visa Inc. ("Class B shares"). Visa U.S.A. Inc. ("Visa U.S.A.") and MasterCard International (collectively, the "Card Associations") are defendants in antitrust lawsuits challenging the practices of the Card Associations (the "Visa Litigation"). Visa U.S.A. member banks have a contingent obligation to indemnify Visa Inc. under the Visa U.S.A. bylaws (which were modified at the time of the restructuring in October 2007) for potential losses arising from the Visa Litigation. The indemnification by the Visa U.S.A. member banks has no specific maximum amount.

Using proceeds from its IPO and through reductions to the conversion ratio applicable to the Class B shares held by Visa U.S.A. member banks, Visa Inc. has funded an escrow account for the benefit of member financial institutions to fund their indemnification obligations associated with the Visa Litigation. The receivable related to the escrow account is classified in other liabilities as a direct offset to the related Visa Litigation contingent liability. On October 19, 2012, Visa signed a settlement agreement to resolve class action claims associated with the multi-district interchange litigation, the largest of the remaining Visa Litigation matters. The settlement has not yet been finally approved by the court, is not yet binding, and has been challenged by some class members. At September 30, 2013, the carrying amount of the Company's liability related to the Visa Litigation matters, net of its share of the escrow fundings, was $59 million and included the Company's estimate of its remaining share of the temporary reduction in interchange rates specified in the settlement agreement. The remaining Class B shares held by the Company will be eligible for conversion to Class A shares, and thereby become marketable, upon settlement of the Visa Litigation. These shares are excluded from the Company's financial instruments disclosures included in Note 13.

Other Guarantees and Contingent Liabilities

The following table is a summary of other guarantees and contingent liabilities of the Company at September 30, 2013:

(Dollars in Millions)	Collateral Held	Carrying Amount	Maximum Potential Future Payments
Standby letters of credit	$ –	$ 71	$17,339
Third-party borrowing arrangements	–	–	17
Securities lending indemnifications	5,494	–	5,326
Asset sales	–	267	3,250(a)
Merchant processing	840	69	86,584
Contingent consideration arrangements	–	14	17
Tender option bond program guarantee	4,762	–	4,711
Minimum revenue guarantees	–	12	12
Other	–	6	553

(a) *The maximum potential future payments do not include loan sales where the Company provides standard representation and warranties to the buyer against losses related to loan underwriting documentation defects that may have existed at the time of sale that generally are identified after the occurrence of a triggering event such as delinquency. For these types of loan sales, the maximum potential future payments is generally the unpaid principal balance of loans sold measured at the end of the current reporting period. Actual losses will be significantly less than the maximum exposure, as only a fraction of loans sold will have a representation and warranty breach, and any losses on repurchase would generally be mitigated by any collateral held against the loans.*

Merchant Processing The Company, through its subsidiaries, provides merchant processing services. Under the rules of credit card associations, a merchant processor retains a contingent liability for credit card transactions processed. This contingent liability arises in the event of a billing dispute between the merchant and a cardholder that is ultimately resolved in the cardholder's favor. In this situation, the transaction is "charged-back" to the merchant and the disputed amount is credited or otherwise refunded to the cardholder. If the Company is unable to collect this amount from the merchant, it bears the loss for the amount of the refund paid to the cardholder.

The Company currently processes card transactions in the United States, Canada, Europe, Mexico and Brazil through wholly-owned subsidiaries and joint ventures with other financial institutions. In the event a merchant was unable to fulfill product or services subject to delayed delivery, such as airline tickets, the Company could become financially liable for refunding tickets purchased through the credit card associations under the charge-back provisions. Charge-back risk related to these merchants is evaluated in a manner similar to credit risk assessments and, as such, merchant processing contracts contain various provisions to protect the Company in the event of default. At September 30, 2013, the value of airline tickets purchased to be delivered at a future date was $6.2 billion. The Company held collateral of $687 million in escrow deposits, letters of credit and indemnities from financial institutions, and liens on various assets.

Asset Sales The Company regularly sells loans to GSEs as part of its mortgage banking activities. The Company provides customary representation and warranties to the GSEs in conjunction with these sales. These representations and warranties generally require the Company to repurchase assets if it is subsequently determined that a loan did not meet specified criteria, such as a documentation deficiency or rescission of mortgage insurance. If the Company is unable to cure or refute a repurchase request, the Company is generally obligated to repurchase the loan or otherwise reimburse the counterparty for losses. At September 30, 2013, the Company had reserved $176 million for potential losses from representation and warranty obligations, compared with $240 million at December 31, 2012. The Company's reserve reflects management's best estimate of losses for representation and warranty obligations. The Company's reserving methodology uses current information about investor repurchase requests, and assumptions about defect rate, concur rate, repurchase mix, and loss severity, based upon the Company's most recent loss trends. The Company also considers qualitative factors that may result in anticipated losses differing from historical loss trends, such as loan vintage, underwriting characteristics and macroeconomic trends.

The following table is a rollforward of the Company's representation and warranty reserve:

(Dollars in Millions)	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Balance at beginning of period	$190	$216	$240	$160
Net realized losses	(13)	(32)	(52)	(88)
Change in reserve	(1)	36	(12)	148
Balance at end of period	$176	$220	$176	$220

As of September 30, 2013 and December 31, 2012, the Company had $114 million and $131 million, respectively, of unresolved representation and warranty claims from the GSEs. The Company does not have a significant amount of unresolved claims from investors other than the GSEs.

Litigation and Regulatory Matters The Company is subject to various litigation and regulatory matters that arise in the ordinary course of its business. The Company establishes reserves for such matters when potential losses become probable and can be reasonably estimated. The Company believes the ultimate resolution of existing legal and regulatory matters will not have a material adverse effect on the financial condition, results of operations or cash flows of the Company. However, changes in circumstances or additional information could result in additional accruals or resolution in excess of established accruals, which could adversely affect the Company's results from operations, potentially materially.

Certain federal and state governmental authorities reached settlement agreements in 2012 and 2013 with other major financial institutions regarding their mortgage origination, servicing, and foreclosure activities. Those governmental authorities have had settlement discussions with other financial institutions, including the Company. The Company has not agreed to any settlement; however, if a settlement were reached it would likely include an agreement to comply with specified servicing standards, and settlement payments to governmental authorities as well as a monetary commitment that could be satisfied under various loan modification programs (in addition to the programs the Company already has in place).

The Company is currently subject to other investigations and examinations by government agencies and bank regulators concerning mortgage-related practices, including those related to origination practices for Federal Housing Administration insured residential home loans, compliance with underwriting guidelines relating to residential home loans sold to GSEs, and various practices related to lender-placed insurance. The Company is cooperating fully with these examinations and investigations, any of which could lead to administrative or legal proceedings or settlements involving remedies including fines, penalties, restitution or alterations in the Company's business practices and in additional costs and expenses.

Due to their complex nature, it can be years before litigation and regulatory matters are resolved. For those litigation and regulatory matters where the Company has information to develop an estimate or range of loss, the Company believes the upper end of reasonably possible losses in aggregate, in excess of any reserves established for matters where a loss is considered probable, is approximately $200 million. This estimate is subject to significant judgment and uncertainties and the matters underlying the estimate will change from time to time. Actual results may vary significantly from the current estimates.

For additional information on the nature of the Company's guarantees and contingent liabilities, refer to Note 21 in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

Note 15 Subsequent Events

The Company has evaluated the impact of events that have occurred subsequent to September 30, 2013 through the date the consolidated financial statements were filed with the United States Securities and Exchange Commission. Based on this evaluation, the Company has determined none of these events were required to be recognized or disclosed in the consolidated financial statements and related notes.

U.S. Bancorp

Consolidated Daily Average Balance Sheet and Related Yields and Rates (a)

(Dollars in Millions) (Unaudited)	2013 Average Balances	2013 Interest	2013 Yields and Rates	2012 Average Balances	2012 Interest	2012 Yields and Rates	% Change Average Balances
	For the Three Months Ended September 30,						
Assets							
Investment securities	$ 74,988	$ 453	2.42%	$ 72,454	$ 475	2.62%	3.5%
Loans held for sale	4,965	46	3.77	8,432	76	3.59	(41.1)
Loans (b)							
Commercial	68,064	543	3.17	62,192	546	3.50	9.4
Commercial real estate	38,501	400	4.12	36,630	413	4.49	5.1
Residential mortgages	49,139	495	4.02	40,969	464	4.52	19.9
Credit card	16,931	429	10.06	16,551	425	10.22	2.3
Other retail	46,994	582	4.91	47,991	621	5.15	(2.1)
Total loans, excluding covered loans	219,629	2,449	4.43	204,333	2,469	4.81	7.5
Covered loans	9,733	143	5.84	12,595	201	6.36	(22.7)
Total loans	229,362	2,592	4.49	216,928	2,670	4.90	5.7
Other earning assets	5,745	34	2.38	11,145	63	2.24	(48.5)
Total earning assets	315,060	3,125	3.95	308,959	3,284	4.24	2.0
Allowance for loan losses	(4,322)			(4,584)			5.7
Unrealized gain (loss) on investment securities	221			1,184			(81.3)
Other assets	41,202			40,094			2.8
Total assets	$352,161			$345,653			1.9
Liabilities and Shareholders' Equity							
Noninterest-bearing deposits	$ 68,264			$ 68,127			.2%
Interest-bearing deposits							
Interest checking	48,235	7	.07	43,207	8	.07	11.6
Money market savings	55,982	19	.14	47,530	18	.15	17.8
Savings accounts	32,083	12	.14	29,743	17	.22	7.9
Time certificates of deposit less than $100,000	12,495	44	1.37	14,362	60	1.67	(13.0)
Time deposits greater than $100,000	35,309	52	.59	36,312	69	.76	(2.8)
Total interest-bearing deposits	184,104	134	.29	171,154	172	.40	7.6
Short-term borrowings	27,495	99	1.42	27,843	103	1.49	(1.2)
Long-term debt	19,226	178	3.69	27,112	226	3.33	(29.1)
Total interest-bearing liabilities	230,825	411	.71	226,109	501	.88	2 1
Other liabilities	11,740			11,624			1.0
Shareholders' equity							
Preferred equity	4,756			4,769			(3)
Common equity	35,180			33,850			3.9
Total U.S. Bancorp shareholders' equity	39,936			38,619			3.4
Noncontrolling interests	1,396			1,174			18.9
Total equity	41,332			39,793			3.9
Total liabilities and equity	$352,161			$345,653			1.9
Net interest income		$2,714			$2,783		
Gross interest margin			3.24%			3.36%	
Gross interest margin without taxable-equivalent increments			3.17%			3.29%	
Percent of Earning Assets							
Interest income			3.95%			4.24%	
Interest expense			.52			.65	
Net interest margin			3.43%			3.59%	
Net interest margin without taxable-equivalent increments			3.36%			3.52%	

(a) *Interest and rates are presented on a fully taxable-equivalent basis utilizing a tax rate of 35 percent*
(b) *Interest income and rates on loans include loan fees. Nonaccrual loans are included in average loan balances.*

Consolidated Daily Average Balance Sheet and Related Yields and Rates (a)

(Dollars in Millions) (Unaudited)	2013 Average Balances	2013 Interest	2013 Yields and Rates	2012 Average Balances	2012 Interest	2012 Yields and Rates	% Change Average Balances
	For the Nine Months Ended September 30,						
Assets							
Investment securities	$ 74,303	$1,325	2.38%	$ 72,371	$1,487	2.74%	2.7%
Loans held for sale	6,659	172	3.45	7,557	208	3.67	(11.9)
Loans (b)							
Commercial	66,719	1,626	3.26	59,790	1,620	3.62	11.6
Commercial real estate	37,872	1,188	4.19	36,389	1,228	4.51	4.1
Residential mortgages	47,055	1,452	4.12	39,328	1,357	4.60	19.6
Credit card	16,627	1,256	10.10	16,675	1,267	10.15	(.3)
Other retail	47,034	1,736	4.93	47,940	1,873	5.22	(1.9)
Total loans, excluding covered loans	215,307	7,258	4.50	200,122	7,345	4.90	7.6
Covered loans	10,375	492	6.33	13,609	633	6.21	(23.8)
Total loans	225,682	7,750	4.59	213,731	7,978	4.98	5.6
Other earning assets	7,019	141	2.70	10,610	185	2.32	(33.8)
Total earning assets	313,663	9,388	4.00	304,269	9,858	4.33	3.1
Allowance for loan losses	(4,403)			(4,677)			5.9
Unrealized gain (loss) on investment securities	785			1,000			(21.5)
Other assets	41,003			40,215			2.0
Total assets	$351,048			$340,807			3.0
Liabilities and Shareholders' Equity							
Noninterest-bearing deposits	$ 67,183			$ 65,423			2.7%
Interest-bearing deposits							
Interest checking	48,347	26	.07	45,522	37	.11	6.2
Money market savings	54,826	54	.13	45,977	44	.13	19.2
Savings accounts	31,809	38	.16	29,383	53	.24	8.3
Time certificates of deposit less than $100,000	13,082	147	1.50	14,695	191	1.73	(11.0)
Time deposits greater than $100,000	33,037	168	.68	31,978	205	.86	3.3
Total interest-bearing deposits	181,101	433	.32	167,555	530	.42	8.1
Short-term borrowings	27,736	273	1.32	28,942	356	1.65	(4.2)
Long-term debt	21,968	587	3.57	29,388	786	3.57	(25.2)
Total interest-bearing liabilities	230,805	1,293	.75	225,885	1,672	.99	2.2
Other liabilities	12,033			11,305			6.4
Shareholders' equity							
Preferred equity	4,820			4,250			13.4
Common equity	34,855			32,855			6.1
Total U.S. Bancorp shareholders' equity	39,675			37,105			6.9
Noncontrolling interests	1,352			1,089			24.2
Total equity	41,027			38,194			7.4
Total liabilities and equity	$351,048			$340,807			3.0
Net interest income		$8,095			$8,186		
Gross interest margin			3.25%			3.34%	
Gross interest margin without taxable-equivalent increments			3.18%			3.27%	
Percent of Earning Assets							
Interest income			4.00%			4.33%	
Interest expense			.55			.74	
Net interest margin			3.45%			3.59%	
Net interest margin without taxable-equivalent increments			3.38%			3.52%	

(a) Interest and rates are presented on a fully taxable-equivalent basis utilizing a tax rate of 35 percent.
(b) Interest income and rates on loans include loan fees. Nonaccrual loans are included in average loan balances.

Part II — Other Information

Item 1. Legal Proceedings — See the information set forth in Note 14 in the Notes to Consolidated Financial Statements under Part I, Item 1 of this Report, which is incorporated herein by reference.

Item 1A. Risk Factors — There are a number of factors that may adversely affect the Company's business, financial results or stock price. Refer to "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, for discussion of these risks.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds — Refer to the "Capital Management" section within Management's Discussion and Analysis in Part I for information regarding shares repurchased by the Company during the third quarter of 2013.

Item 6. Exhibits

12	Computation of Ratio of Earnings to Fixed Charges
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. section 1350 as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002
101	Financial statements from the Quarterly Report on Form 10-Q of the Company for the quarter ended September 30, 2013, formatted in Extensible Business Reporting Language: (i) the Consolidated Balance Sheet, (ii) the Consolidated Statement of Income, (iii) the Consolidated Statement of Comprehensive Income, (iv) the Consolidated Statement of Shareholders' Equity, (v) the Consolidated Statement of Cash Flows and (vi) the Notes to Consolidated Financial Statements.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

U.S. BANCORP

By: /s/ CRAIG E. GIFFORD

Craig E. Gifford
Controller
(Principal Accounting Officer and Duly Authorized Officer)

Dated: November 1, 2013

EXHIBIT 12

Computation of Ratio of Earnings to Fixed Charges

(Dollars in Millions)	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2013
Earnings		
1. Net income attributable to U.S. Bancorp	$1,468	$4,380
2. Applicable income taxes, including expense related to unrecognized tax positions	542	1,629
3. Net income attributable to U.S. Bancorp before income taxes (1 + 2)	$2,010	$6,009
4. Fixed charges:		
a. Interest expense excluding interest on deposits*	$ 276	$ 857
b. Portion of rents representative of interest and amortization of debt expense	27	81
c. Fixed charges excluding interest on deposits (4a + 4b)	$ 303	$ 938
d. Interest on deposits	134	433
e. Fixed charges including interest on deposits (4c + 4d)	$ 437	$1,371
5. Amortization of interest capitalized	$ –	$ –
6. Earnings excluding interest on deposits (3 + 4c + 5)	2,313	6,947
7. Earnings including interest on deposits (3 + 4e + 5)	2,447	7,380
8 Fixed charges excluding interest on deposits (4c)	303	938
9 Fixed charges including interest on deposits (4e)	437	1,371
Ratio of Earnings to Fixed Charges		
10. Excluding interest on deposits (line 6/line 8)	7.63	7.41
11. Including interest on deposits (line 7/line 9)	5.60	5.38

* *Excludes interest expense related to unrecognized tax positions*

EXHIBIT 31.1

CERTIFICATION PURSUANT TO
RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934

I, Richard K. Davis, certify that:

(1) I have reviewed this Quarterly Report on Form 10-Q of U.S. Bancorp;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ RICHARD K. DAVIS

Richard K. Davis
Chief Executive Officer

Dated: November 1, 2013

EXHIBIT 31.2

CERTIFICATION PURSUANT TO RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934

I, Andrew Cecere, certify that:

(1) I have reviewed this Quarterly Report on Form 10-Q of U.S. Bancorp;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ ANDREW CECERE

Andrew Cecere
Chief Financial Officer

Dated: November 1, 2013

EXHIBIT 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Chief Executive Officer and Chief Financial Officer of U.S. Bancorp, a Delaware corporation (the "Company"), do hereby certify that:

(1) The Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 (the "Form 10-Q") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ RICHARD K. DAVIS
Richard K. Davis
Chief Executive Officer

/s/ ANDREW CECERE
Andrew Cecere
Chief Financial Officer

Dated: November 1, 2013

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Corporate Information

Executive Offices

U.S. Bancorp
800 Nicollet Mall
Minneapolis, MN 55402

Common Stock Transfer Agent and Registrar

Computershare acts as our transfer agent and registrar, dividend paying agent and dividend reinvestment plan administrator, and maintains all shareholder records for the corporation. Inquiries related to shareholder records, stock transfers, changes of ownership, lost stock certificates, changes of address and dividend payment should be directed to the transfer agent at:

Computershare
P.O. Box 43006
Providence, RI 02940-3006
Phone: 888-778-1311 or 201-680-6578 (international calls)
Internet: www.computershare.com/investor

Registered or Certified Mail:
Computershare
250 Royall Street
Canton, MA 02021

Telephone representatives are available weekdays from 8:00 a.m. to 6:00 p.m. Central Standard Time, and automated support is available 24 hours a day, 7 days a week. Specific information about your account is available on Computershare's Investor Centre™ website.

Independent Auditor

Ernst & Young LLP serves as the independent auditor for U.S. Bancorp's financial statements.

Common Stock Listing and Trading

U.S. Bancorp common stock is listed and traded on the New York Stock Exchange under the ticker symbol USB.

Dividends and Reinvestment Plan

U.S. Bancorp currently pays quarterly dividends on our common stock on or about the 15th day of January, April, July and October, subject to approval by our Board of Directors. U.S. Bancorp shareholders can choose to participate in a plan that provides automatic reinvestment of dividends and/or optional cash purchase of additional shares of U.S. Bancorp common stock. For more information, please contact our transfer agent, Computershare.

Investor Relations Contact

Sean C. O'Connor, CFA
Senior Vice President, Investor Relations
sean.oconnor@usbank.com
Phone: 612-303-0788 or 866-775-9668

Financial Information

U.S. Bancorp news and financial results are available through our website and by mail.

Website For information about U.S. Bancorp, including news, financial results, annual reports and other documents filed with the Securities and Exchange Commission, access our home page on the internet at usbank.com, click on *About U.S. Bank*.

Mail At your request, we will mail to you our quarterly earnings, news releases, quarterly financial data reported on Form 10-Q, Form 10-K and additional copies of our annual reports. Please contact:

U.S. Bancorp Investor Relations
800 Nicollet Mall
Minneapolis, MN 55402
investorrelations@usbank.com
Phone: 866-775-9668

Media Requests

Thomas J. Joyce
Senior Vice President, Corporate Public Relations
thomas.joyce@usbank.com
Phone: 612-303-3167

Privacy

U.S. Bancorp is committed to respecting the privacy of our customers and safeguarding the financial and personal information provided to us. To learn more about the U.S. Bancorp commitment to protecting privacy, visit usbank.com and click on Privacy Pledge.

Code of Ethics

At U.S. Bancorp, we value high ethical standards above all else. Our ethical principles – integrity, respect, responsibility and good citizenship – guide everything we do. Demonstrating these principles through our words and actions is how we put the power of US to work for our employees, customers, shareholders and communities. Each year, every employee certifies compliance with the letter and spirit of our Code of Ethics and Business Conduct. For details about our Code of Ethics and Business Conduct, visit usbank.com and click on *About U.S. Bank* and *Working at U.S. Bank*.

Diversity and Inclusion

U.S. Bancorp and our subsidiaries are committed to developing and maintaining a workplace that reflects the diversity of the communities we serve. We value creating a culture of inclusion where individual differences are valued and respected which enables us to innovate and drive business success. We support a work environment where each individual who shares the fundamental values of the Company has an opportunity to contribute and grow based on merit.

Equal Opportunity and Affirmative Action

U.S. Bancorp and our subsidiaries are committed to providing Equal Employment Opportunity to all employees and applicants for employment. In keeping with this commitment, employment decisions are made based on abilities, not race, color, religion, national origin or ancestry, gender, age, disability, veteran status, sexual orientation, marital status, gender identity or expression, genetic information or any other factors protected by law. The corporation complies with municipal, state and federal fair employment laws, including regulations applying to federal contractors.

U.S. Bancorp, including each of our subsidiaries, is an Equal Opportunity Employer committed to creating a diverse workforce.

LENDER
U.S. Bancorp
Member FDIC

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RESIDENTIAL-BUSINESS PLANNED DEVELOPMENT NO. ____
PLANNED DEVELOPMENT STATEMENTS

1. The area delineated herein as Residential-Business Planned Development Number ____, ("Planned Development") consists of approximately 56,670 square feet of property which is depicted on the attached Planned Development Boundary and Property Line Map ("Property") and is owned or controlled by the Applicant, Ryan companies US, Inc.

2. The requirements, obligations and conditions contained within this Planned Development shall be binding upon the Applicant, its successors and assigns and, if different than the Applicant, the legal title holders and any ground lessors. All rights granted hereunder to the Applicant shall inure to the benefit of the Applicant's successors and assigns and, if different than the Applicant, the legal title holder and any ground lessors. Furthermore, pursuant to the requirements of Section 17-8-0400 of the Chicago Zoning Ordinance, the Property, at the time of application for amendments, modifications or changes (administrative, legislative or otherwise) to this Planned Development are made, shall be under single ownership or designated control. Single designated control is defined in Section 17-8-0400 of the Zoning Ordinance.

3. All applicable official reviews, approvals or permits are required to be obtained by the Applicant or its successors, assignees or grantees. Any dedication or vacation of streets or alleys or grants of easements or any adjustment of the right-of-way shall require a separate submittal to the Department of Transportation on behalf of the Applicant or its successors, assigns or grantees.

   Any requests for grants of privilege, or any items encroaching on the public way, shall be in compliance with the Plans.

   Ingress or egress shall be pursuant to the Plans and may be subject to the review and approval of the Departments of Housing and Economic Development and Transportation. Closure of all or any public street or alley during demolition or construction shall be subject to the review and approval of the Department of Transportation.

   All work proposed in the public way must be designed and constructed in accordance with the Department of Transportation Construction Standards for Work in the Public Way and in compliance with the Municipal Code of the City of Chicago. Prior to the issuance of any Part II approval, the submitted plans must be approved by the Department of Transportation.

4. This Plan of Development consists of 16 Statements: a Bulk Regulations Table; an Existing Zoning and Land Use Map; a Planned Development Boundary, Sub-Area and Property Line Map; Site/Landscape Plan; a Green Roof Plan; and Building Elevations (North, South, East and West) prepared by Antunovich Associates and Ryan A+E, Inc., dated April 30, 2104, submitted herein. Full-sized copies of the Site Plan, Landscape Plan and Building Elevations are on file with the Department of Housing and Economic Development. In any instance

where a provision of this Planned Development conflicts with the Chicago Building Code, the Building Code shall control. This Planned Development conforms to the intent and purpose of the Zoning Ordinance, and all requirements thereto, and satisfies the established criteria for approval as a Planned Development. In case of a conflict between the terms of this Planned Development Ordinance and the Zoning Ordinance, this Planned Development Ordinance shall control.

5. The following uses are permitted in the area delineated herein as a Residential-Business Planned Development: multi-family dwelling units, commercial, retail, office, bank drive through, accessory uses, and accessory parking.

6. On-Premise signs and temporary signs, such as construction and marketing signs, shall be permitted within the Planned Development, subject to the review and approval of the Department of Housing and Economic Development. Off-Premise signs are prohibited within the boundary of the Planned Development.

7. For purposes of height measurement, the definitions in the Zoning Ordinance shall apply. The height of any building shall also be subject to height limitations, if any, established by the Federal Aviation Administration.

8. The maximum permitted Floor Area Ratio ("FAR") for the site shall be in accordance with the attached Bulk Regulations Table. For the purposes of FAR calculations and measurements, the definitions in the Zoning Ordinance shall apply. The permitted FAR identified in the Bulk Regulations Table has been determined using a Net Site Area of 56,670 square feet.

9. Upon review and determination, "Part II Review", pursuant to Section 17-13-0610 of the Zoning Ordinance, a Part II Review Fee shall be assessed by the Department of Housing and Economic Development. The fee, as determined by staff at the time, is final and binding on the Applicant and must be paid to the Department of Revenue prior to the issuance of any Part II approval.

10. The Site and Landscape Plans shall be in substantial conformance with the Landscape Ordinance and any other corresponding regulations and guidelines. Final landscape plan review and approval will be by the Department of Housing and Economic Development. Any interim reviews associated with site plan review or Part II reviews, are conditional until final Part II approval.

11. The Applicant shall comply with Rules and Regulations for the Maintenance of Stockpiles promulgated by the Commissioners of the Departments of Streets and Sanitation, Fleet and Facility Management and Buildings, under Section 13-32-125 of the Municipal Code, or any other provision of that Code.

12. The terms and conditions of development under this Planned Development ordinance may be modified administratively, pursuant to section 17-13-0611-A of the Zoning Ordinance by the

Zoning Administrator upon the application for such a modification by the Applicant, its successors and assigns and, if different than the Applicant, the legal title holders and any ground lessors.

13. The Applicant acknowledges that it is in the public interest to design, construct and maintain the project in a manner which promotes, enables and maximizes universal access throughout the Property. Plans for all buildings and improvements on the Property shall be reviewed and approved by the Mayor's Office for People with Disabilities to ensure compliance with all applicable laws and regulations related to access for persons with disabilities and to promote the highest standard of accessibility.

14. The Applicant acknowledges that it is in the public interest to design, construct, renovate and maintain all buildings in a manner that provides healthier indoor environments, reduces operating costs and conserves energy and natural resources. At the time of a hearing before the Chicago Plan Commission, all developments must be in substantial compliance with the current City of Chicago Sustainable Development Policy set forth by the Housing and Economic Development.

15. Pursuant to the Chicago Zoning Ordinance (Sec. 17-8-0911), Planned Developments are to give priority to the preservation and adaptive reuse of Chicago Landmark buildings. The Planned Development includes the Cosmopolitan State Bank Building (Former), which is designated as a Chicago Landmark or within a district designated as a Chicago Landmark. Work to designated Chicago Landmarks is subject to the review and approval of the Commission on Chicago Landmarks pursuant to the Chicago Landmarks Ordinance, Section 2-120-740.

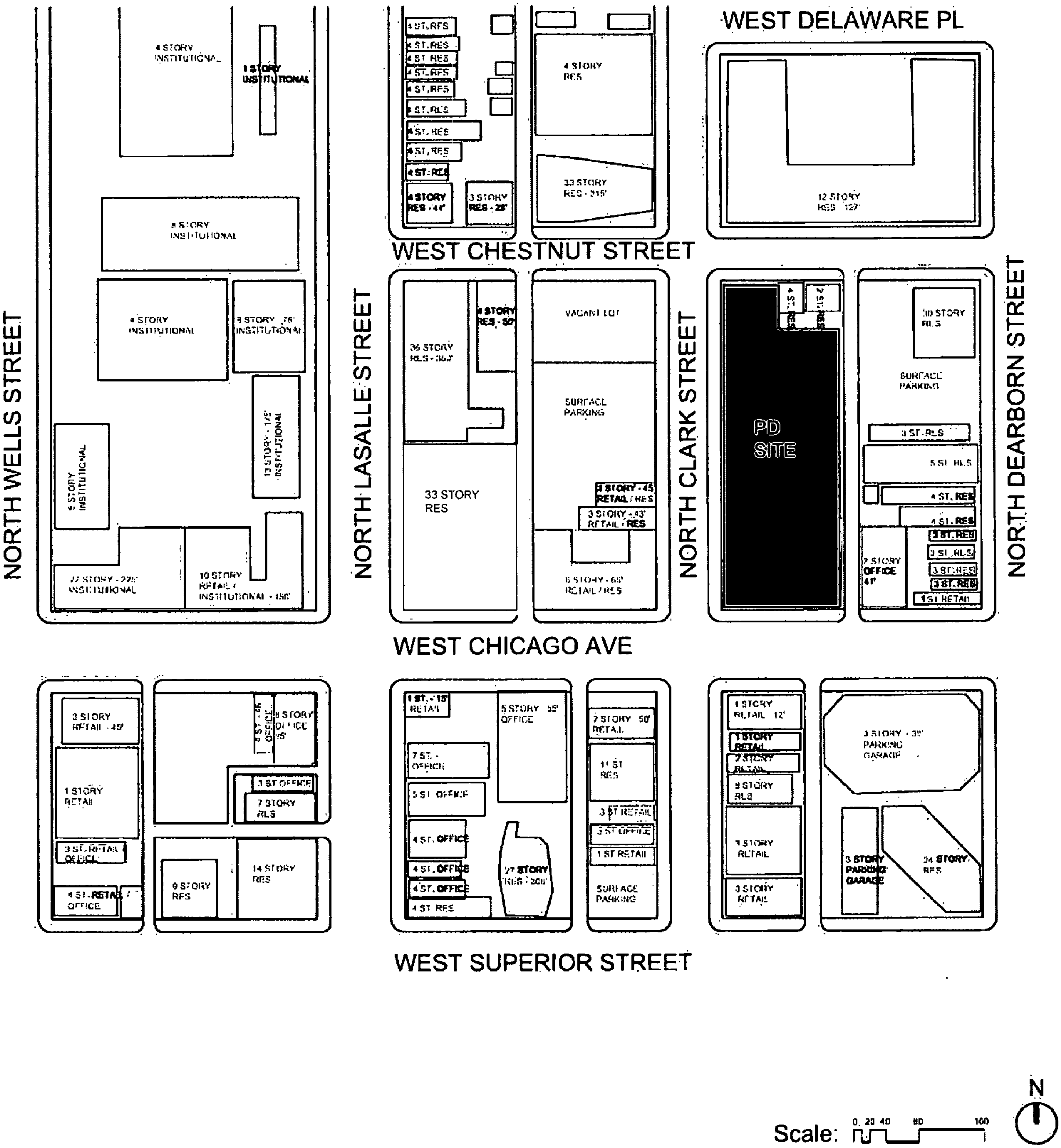
16. This Planned Development shall be governed by Section 17-13-0612 of the Zoning Ordinance. Should this Planned Development ordinance lapse, the Commissioner of the Department of Housing and Economic Development shall initiate a Zoning Map Amendment to rezone the property to DX-7 Downtown Mixed-Use District.

Planned Development Exhibits

A. BULK REGULATIONS TABLE
B. EXISTING LAND-USE MAP
C. EXISTING ZONING MAP
D. PLANNED DEVELOPMENT BOUNDARY, SUB AREA AND PROPERTY LINE MAP
E. SITE PLAN/ FIRST FLOOR / LANDSCAPE PLAN
F. GREEN ROOF DIAGRAM
G1. WEST ELEVATION ALONG CLARK STREET
G2. SOUTH ELEVATION
G3. EAST ELEVATION ALONG ALLEY
G4. NORTH ELEVATION ALONG CHESTNUT STREET

BULK REGULATIONS TABLE

GROSS SITE AREA (NET SITE AREA+ REMAINING IN PUBLIC RIGHT OF WAY)	56,670 Net sf + 33,784 sf = 90,454 gsf
NET SITE AREA	56,670 sf Sub Area A - 40,170 | Sub Area B - 16,500 sf
MAXIMUM ALLOWABLE FAR:	DX-7 FAR
AFFORDABLE HOUSING BONUS:	.3 BONUS FAR
TOTAL PROPOSED FAR:	7.3 FAR
MAXIMUM RESIDENTIAL UNITS:	392 Units
AREA OF RETAIL/ COMMERCIAL:	26,971 sf (Existing Bank)
MINIMUM ACCESSORY PARKING:	Sub Area A - 159 Spaces (3HC) Includes 12 spaces for Bank All Standard 8' x18' Sub Area B- 0 spaces
LOADING BERTHS:	Two 10' x 25'
MAXIMUM BUILDING HEIGHT:	Sub Area A - 380'-0" Sub Area B - 45'-0" (existing bank)
BIKE ROOM:	50 Bikes (MIN)

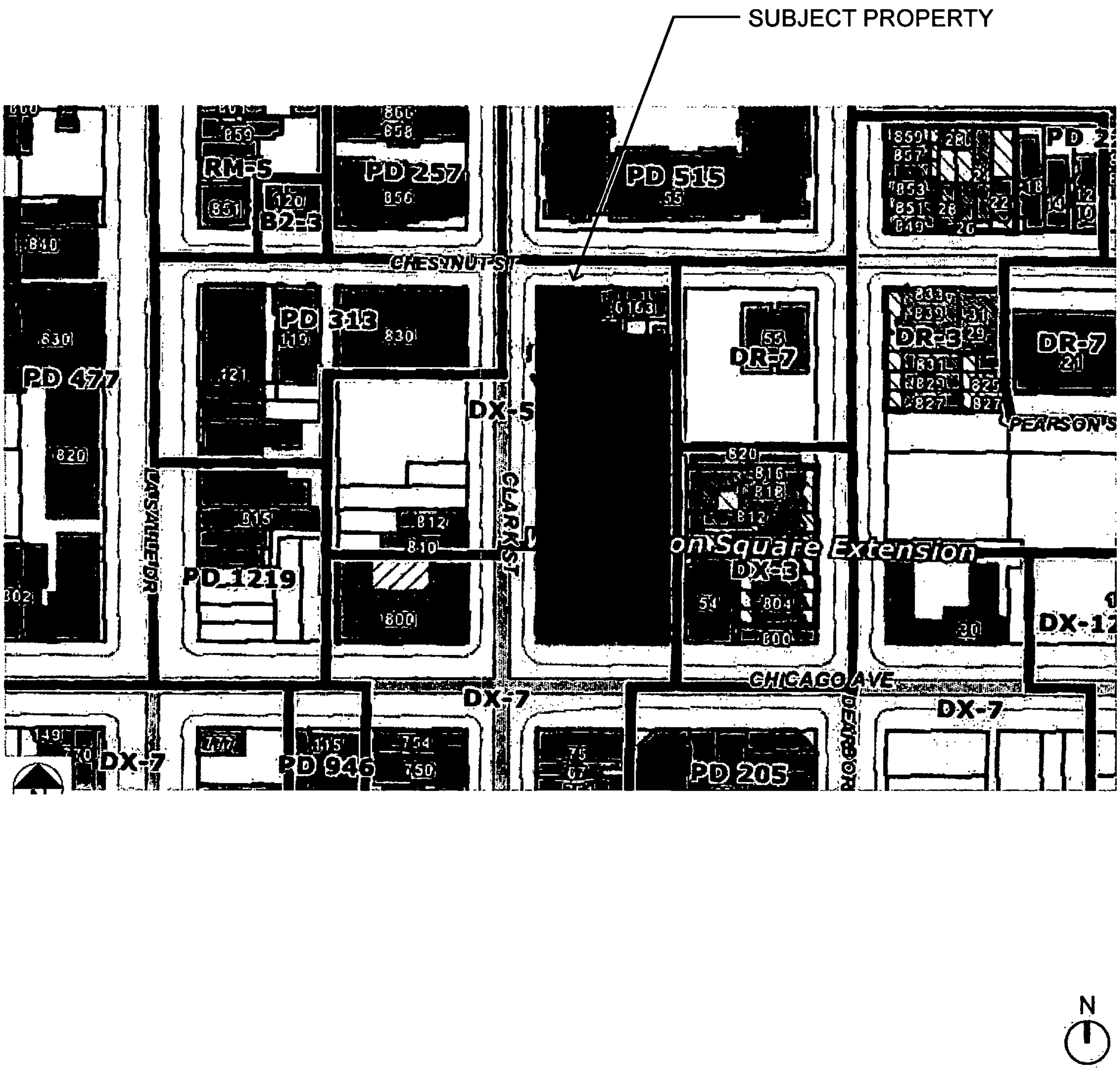


B. EXISTING LAND-USE MAP

833 CLARK STREET - Planned Development Exhibits

Applicant: Ryan Companies US, Inc.
Address: 801-833 North Clark Street/ 77 West Chestnut Street

City Council Introduction Date: April 30, 2014
Chicago Plan Commission Date:

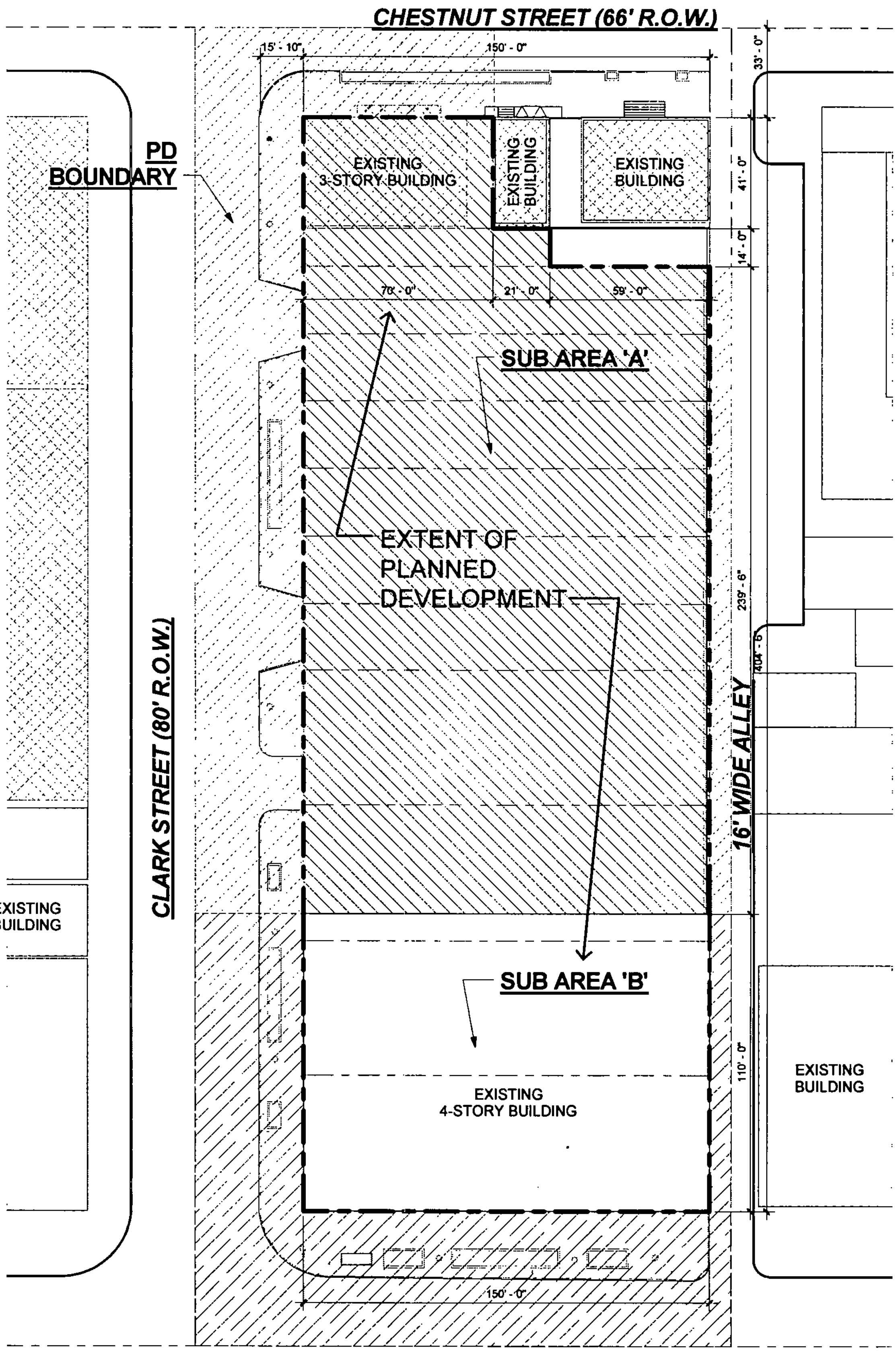


C. EXISTING ZONING MAP

833 CLARK STREET - Planned Development Exhibits

Applicant: Ryan Companies US, Inc.
Address: 801-833 North Clark Street/ 77 West Chestnut Street

City Council Introduction Date: April 30, 2014
Chicago Plan Commission Date:

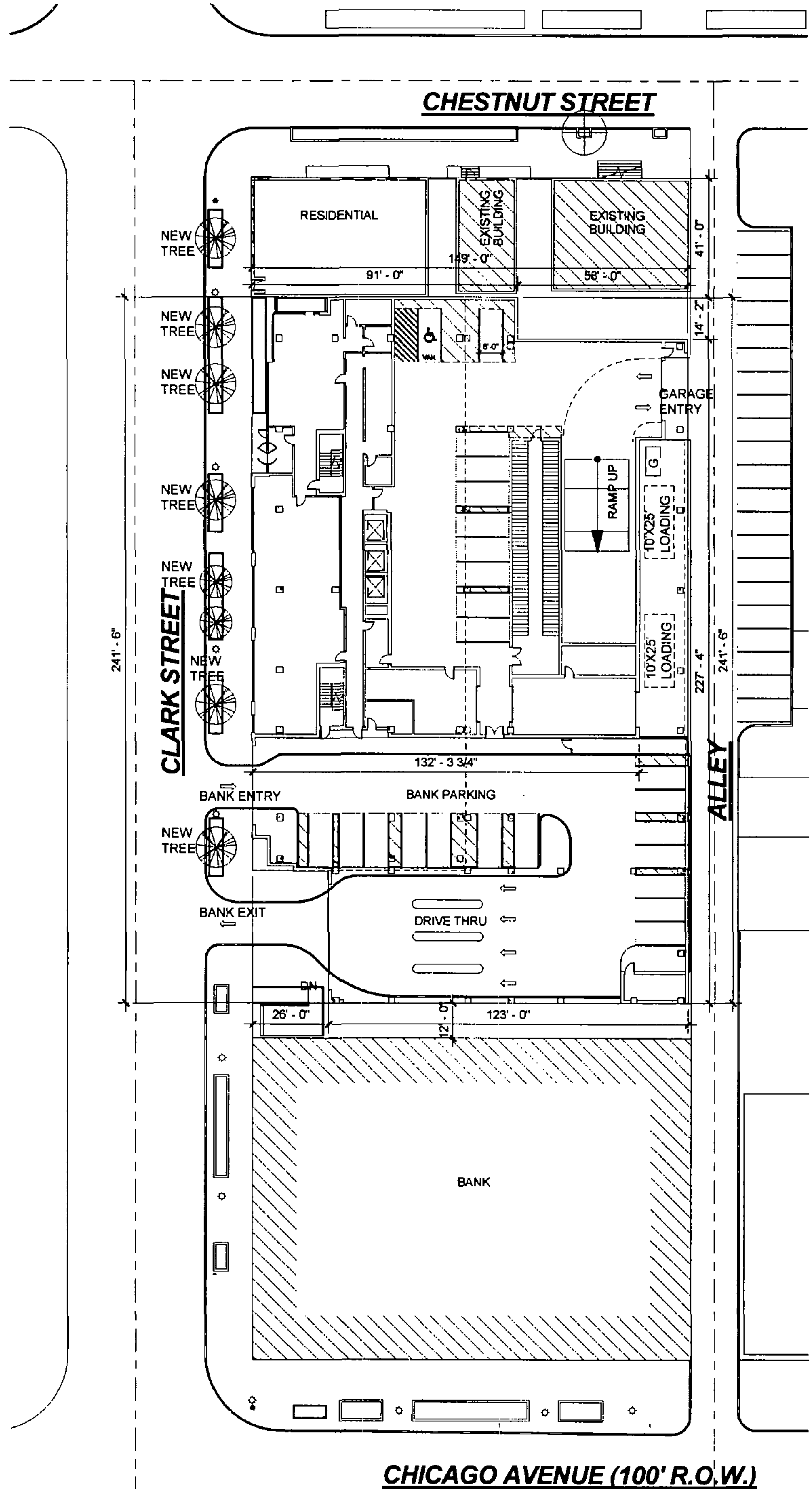


D. PLANNED DEVELOPMENT BOUNDARY, SUB AREA AND PROPERTY LINE MAP

833 CLARK STREET - Planned Development Exhibits

Applicant: Ryan Companies US, Inc.
Address: 801-833 North Clark Street/ 77 West Chestnut Street

City Council Introduction Date: April 30, 2014
Chicago Plan Commission Date:

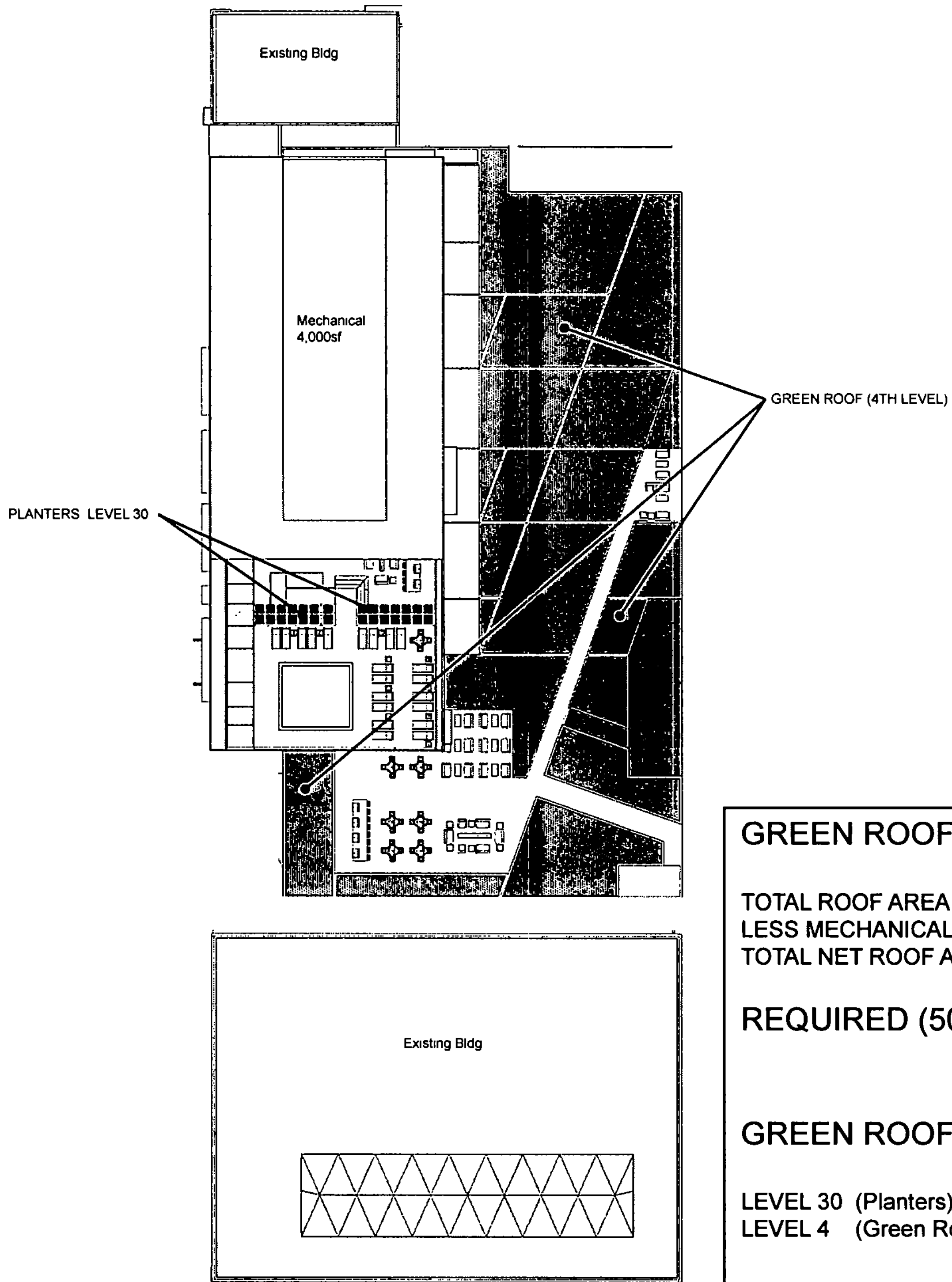


E. SITE PLAN / FIRST FLOOR / LANDSCAPE PLAN

833 CLARK STREET - Planned Development Exhibits

Applicant: Ryan Companies US, Inc.
Address: 801-833 North Clark Street/ 77 West Chestnut Street

City Council Introduction Date: April 30, 2014
Chicago Plan Commission Date:



GREEN ROOF CALCULATIONS

TOTAL ROOF AREA: 33,440 SF
LESS MECHANICAL AREA: 4,000 SF
TOTAL NET ROOF AREA: 29,440 SF

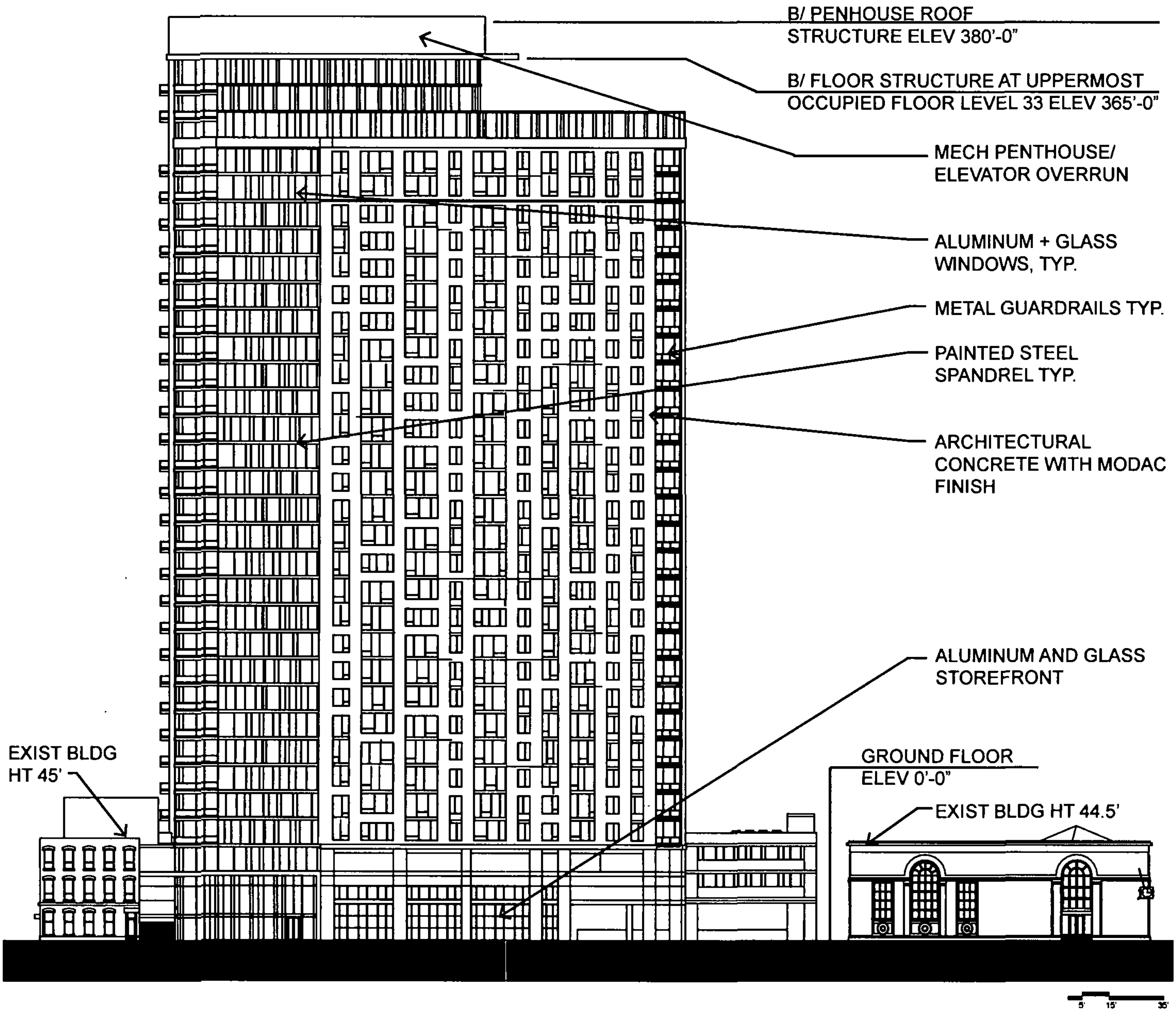
REQUIRED (50% NET): 14,720 SF

GREEN ROOF AREA PROPOSED

LEVEL 30 (Planters): 160 SF
LEVEL 4 (Green Roof): 14,600 SF

TOTAL GREEN ROOF PROPOSED: 14,760 SF

F. GREEN ROOF DIAGRAM

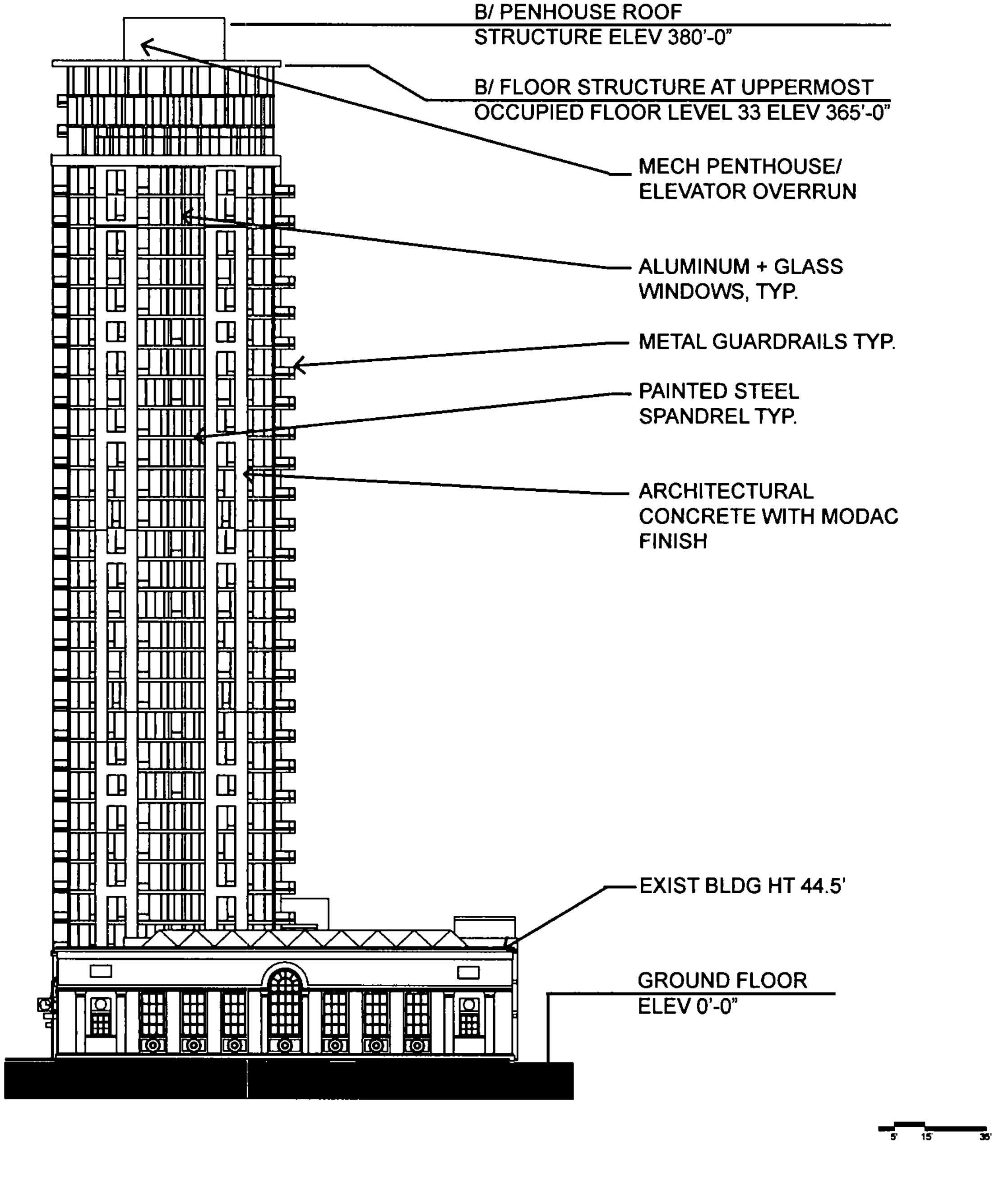


G1. WEST ELEVATION ALONG CLARK STREET

833 CLARK STREET - Planned Development Exhibits

Applicant: Ryan Companies US, Inc.
Address: 801-833 North Clark Street/ 77 West Chestnut Street

City Council Introduction Date: April 30, 2014
Chicago Plan Commission Date:

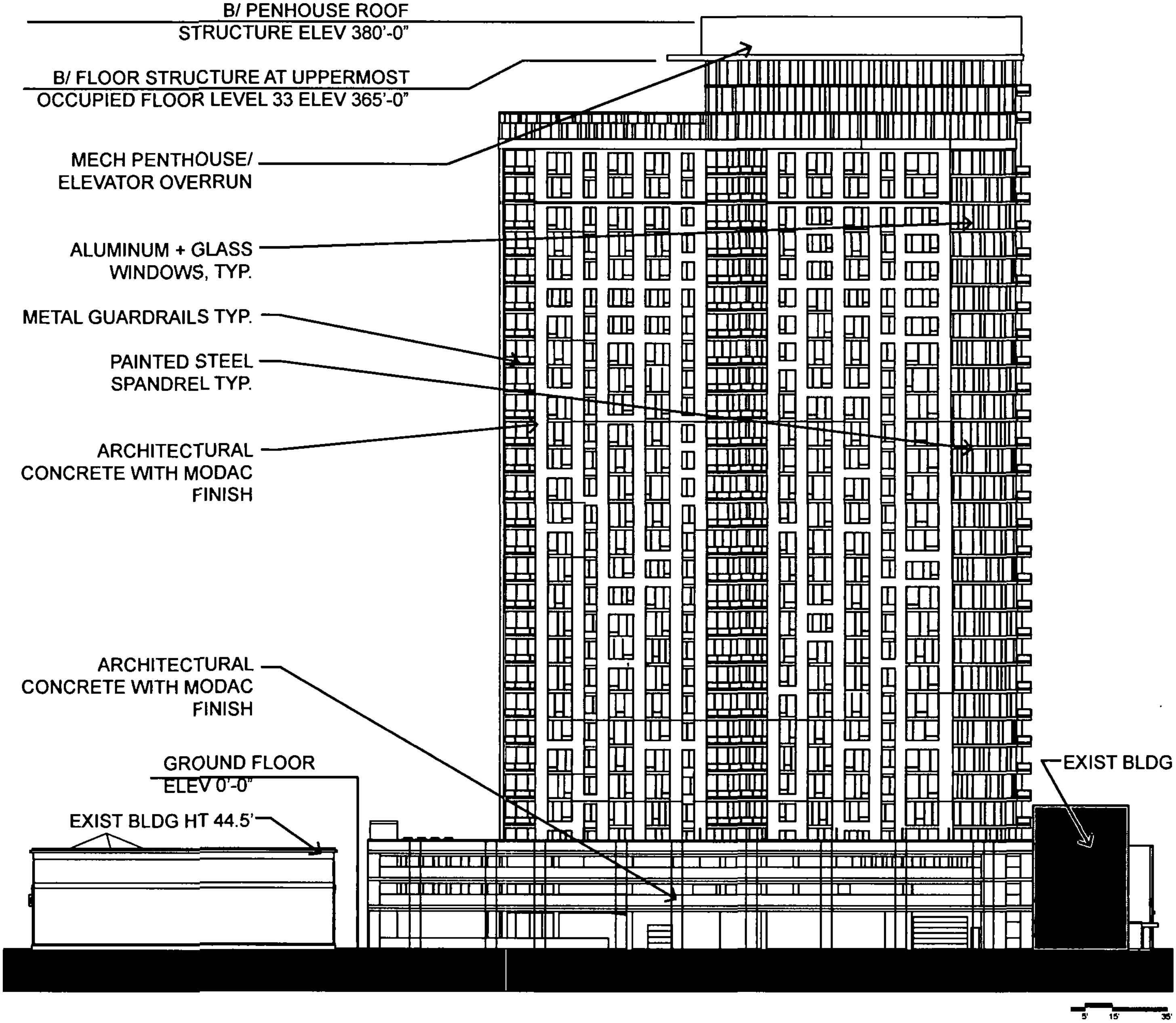


G2. SOUTH ELEVATION ALONG CHICAGO AVENUE

833 CLARK STREET - Planned Development Exhibits

Applicant: Ryan Companies US, Inc.
Address: 801-833 North Clark Street/ 77 West Chestnut Street

City Council Introduction Date: April 30, 2014
Chicago Plan Commission Date:

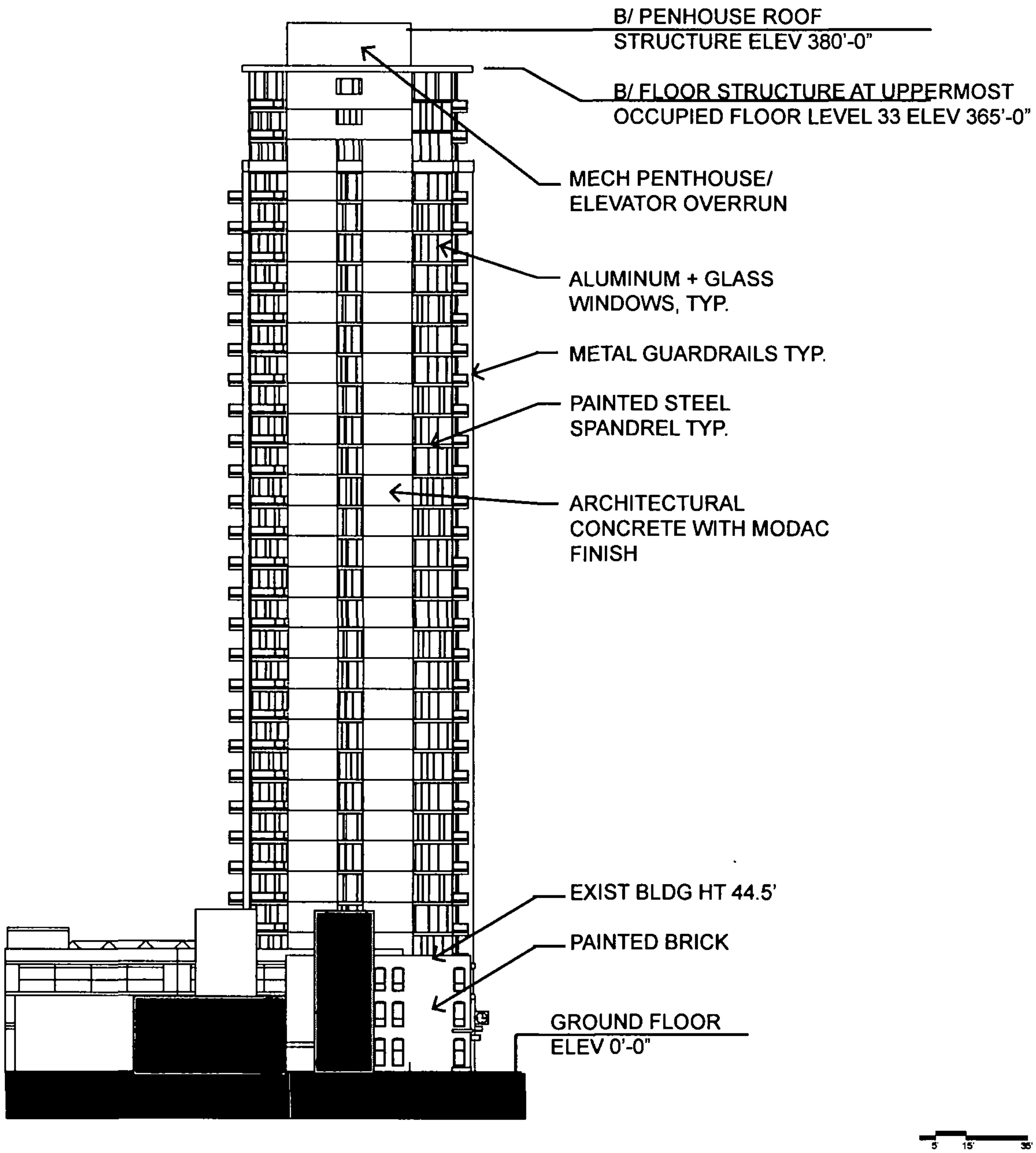


G3. EAST ELEVATION ALONG ALLEY

833 CLARK STREET - Planned Development Exhibits

Applicant: Ryan Companies US, Inc.
Address: 801-833 North Clark Street/ 77 West Chestnut Street

City Council Introduction Date: April 30, 2014
Chicago Plan Commission Date:



G4. NORTH ELEVATION ALONG CHESTNUT STREET

833 CLARK STREET - Planned Development Exhibits

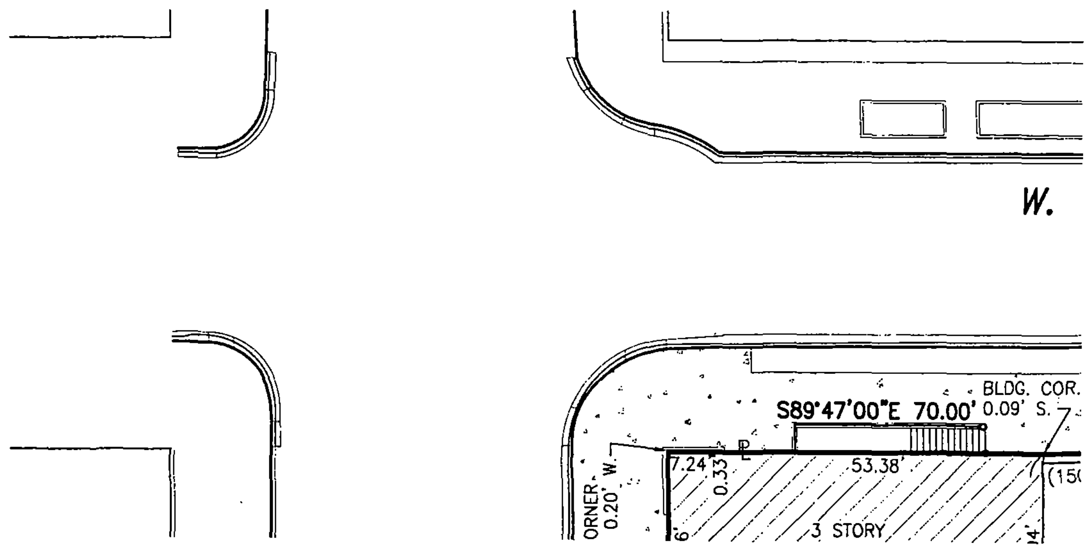
Applicant: Ryan Companies US, Inc.
Address: 801-833 North Clark Street/ 77 West Chestnut Street

City Council Introduction Date: April 30, 2014
Chicago Plan Commission Date:

ALTA/ACSM Lar

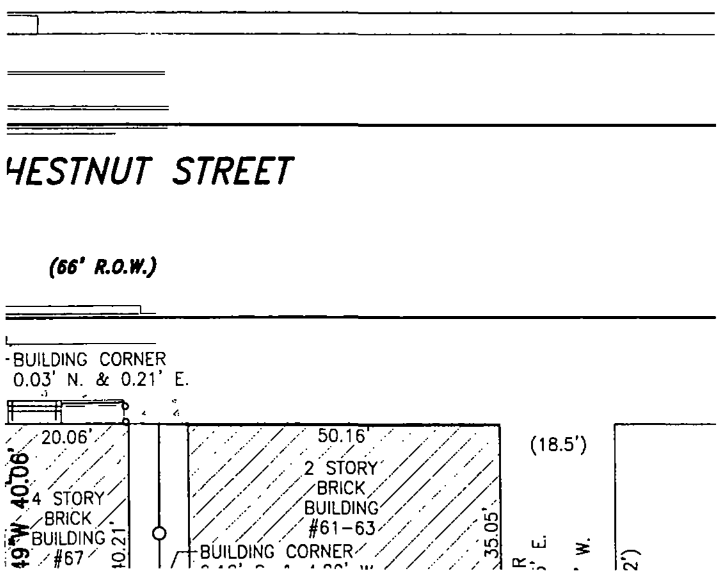
C

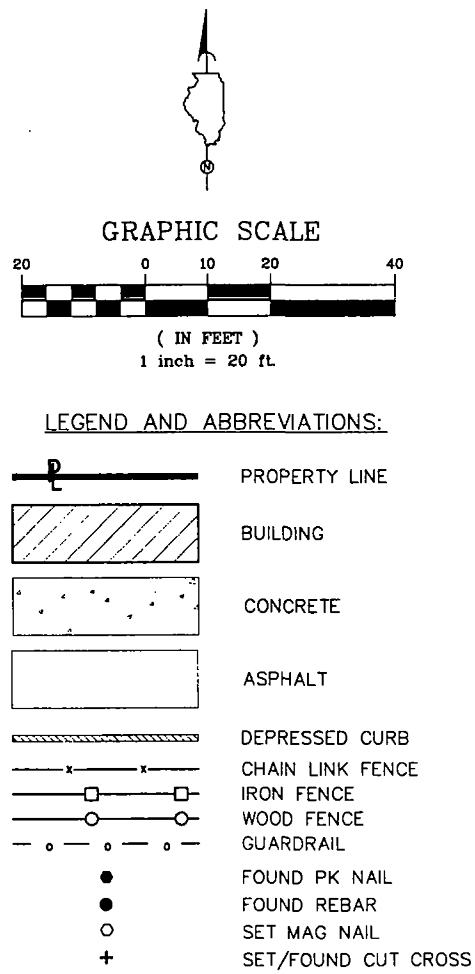
Part of the East Half ot
Section 4, Township 39 N
Third Principal Meridiar

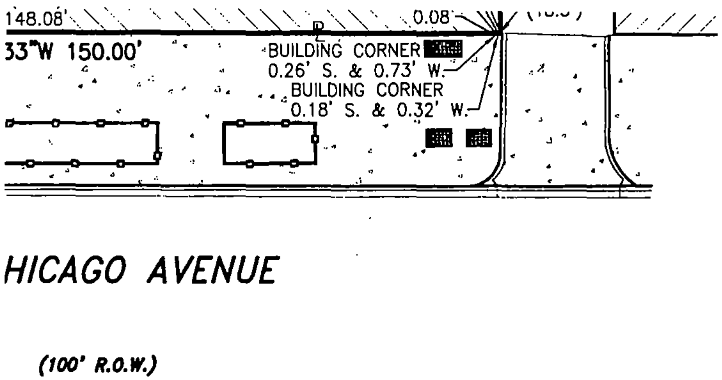


d Title Survey

the Southeast Quarter of
rth, Range 14 East of the
in Cook County, Illinois.







Date: April 22, 2014

THOMAS E. BAUMGARTNER, ILLINOIS LAND SURVEYOR NO. 3142
LICENSE EXPIRATION 11-30-2014.

PROFESSIONAL LAND SURVEYOR
THOMAS E. BAUMGARTNER
35-3142
CHICAGO
STATE OF ILLINOIS

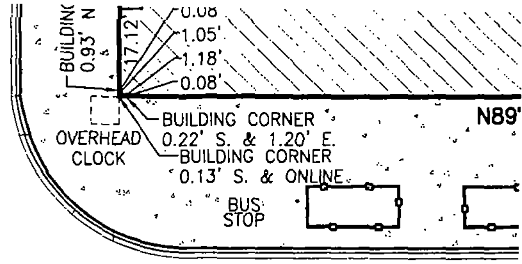
I FURTHER STATE that I have made no independent search of the records for easements, encumbrances, ownership, or any other facts which an accurate and current title search may disclose as a part of this survey, but have relied upon the information supplied to me by the owner's representative. I also state that a current Title Commitment was not furnished as a part of this survey.

TERRA ENGINEERING LTD.
225 W. Ohio Street
4th Floor
Chicago, IL 60654
TEL: (312) 467-0123
FAX: (312) 467-0220
www.terraengineering.com

Project Information

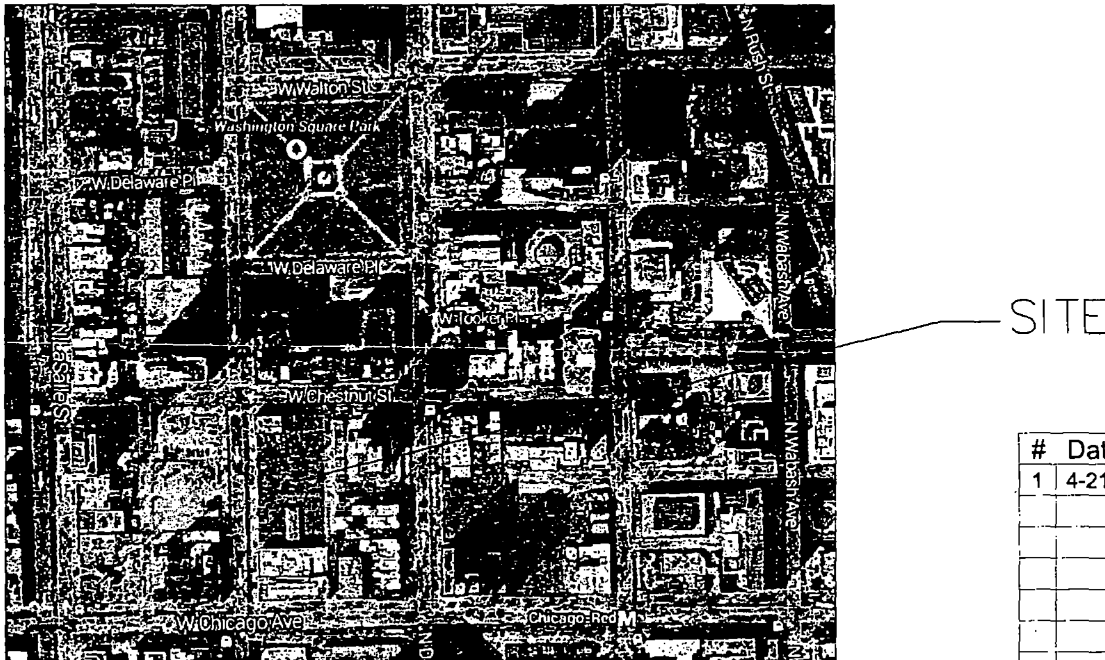
PROJECT #: 14-135
DRAWN BY: KR
DESIGN BY: TB
CHECKED BY: TB

CLARK & CHESTNUT
CHICAGO, IL

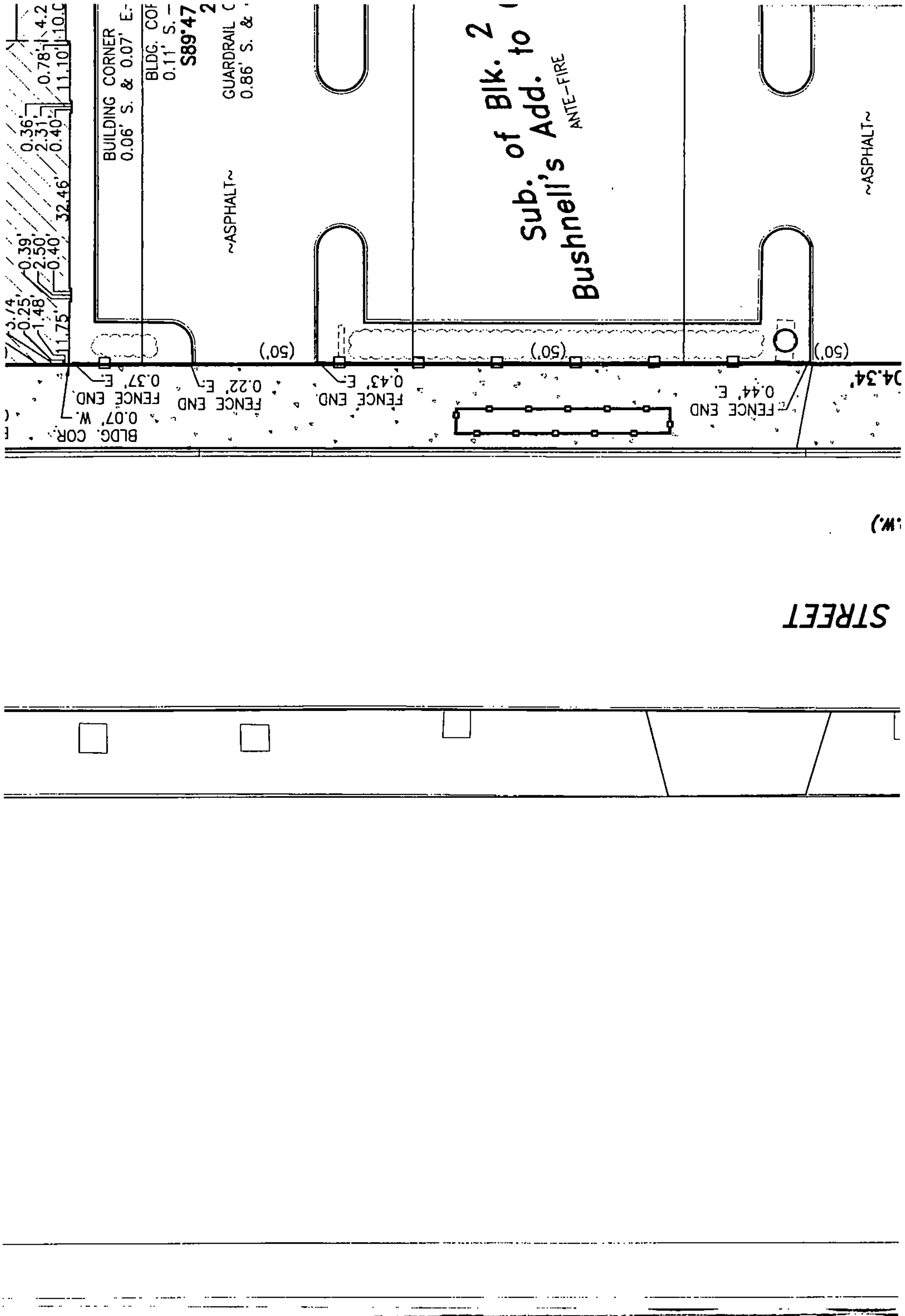


W.

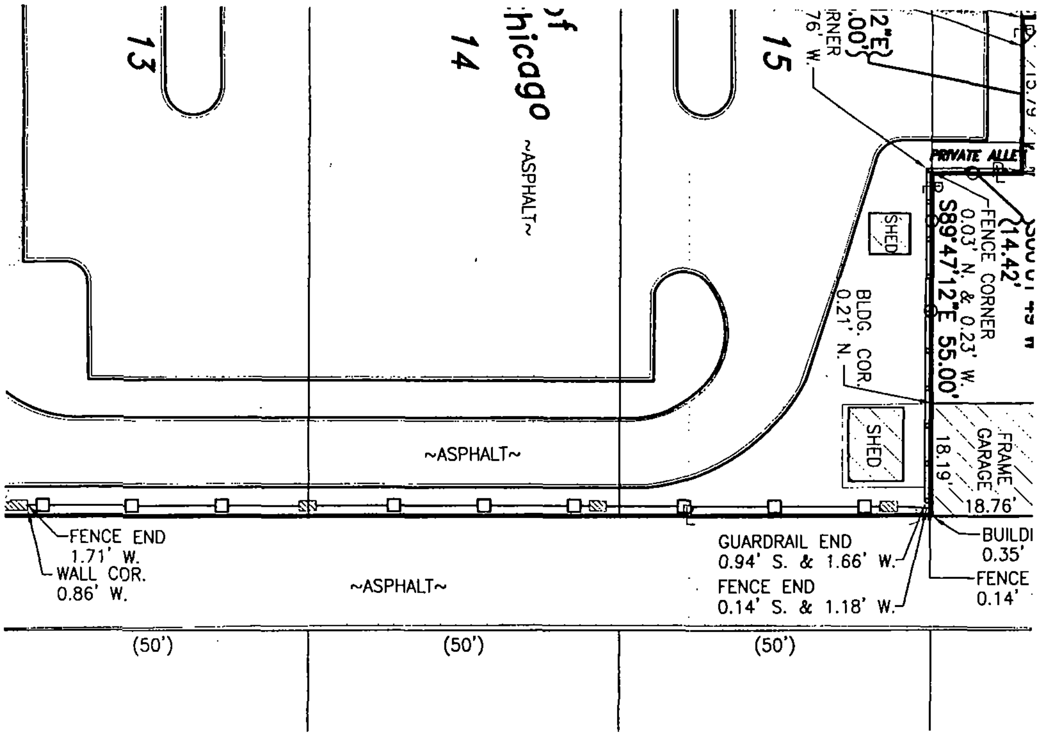
SITE MAP



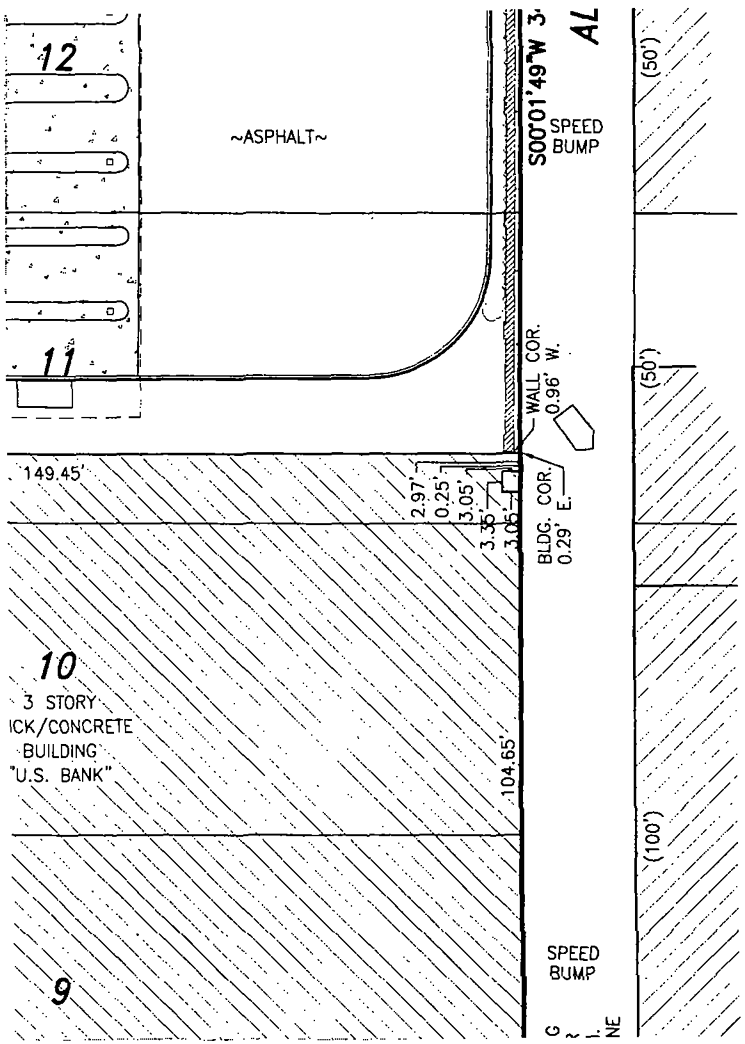
#	Date	Description
1	4-21-14	Issued



Sub. of Blk. 2
Bushnell's Add. to
ANTE-FIRE
~ASPHALT~
~ASPHALT~
BUILDING CORNER
0.06' S. & 0.07' E.
GUARDRAIL
0.86' S. &
(50')
(50')
(50')
FENCE END
0.37' E.
FENCE END
0.22' E.
FENCE END
0.43' E.
FENCE END
0.44' E.
BLDG. COR.
0.07' W.
STREET



13
14
15
hicago
~ASPHALT~
~ASPHALT~
~ASPHALT~
PRIVATE ALLEY
SHED
SHED
FRAME GARAGE
18.19'
18.76'
(14.42'
S89°47'12"E 55.00'
FENCE CORNER
0.03' N. & 0.23' W.
BLDG. COR.
0.21' N.
FENCE END
1.71' W.
WALL COR.
0.86' W.
GUARDRAIL END
0.94' S. & 1.66' W.
FENCE END
0.14' S. & 1.18' W.
BUILDI
0.35'
FENCE
0.14'
(50')
(50')
(50')



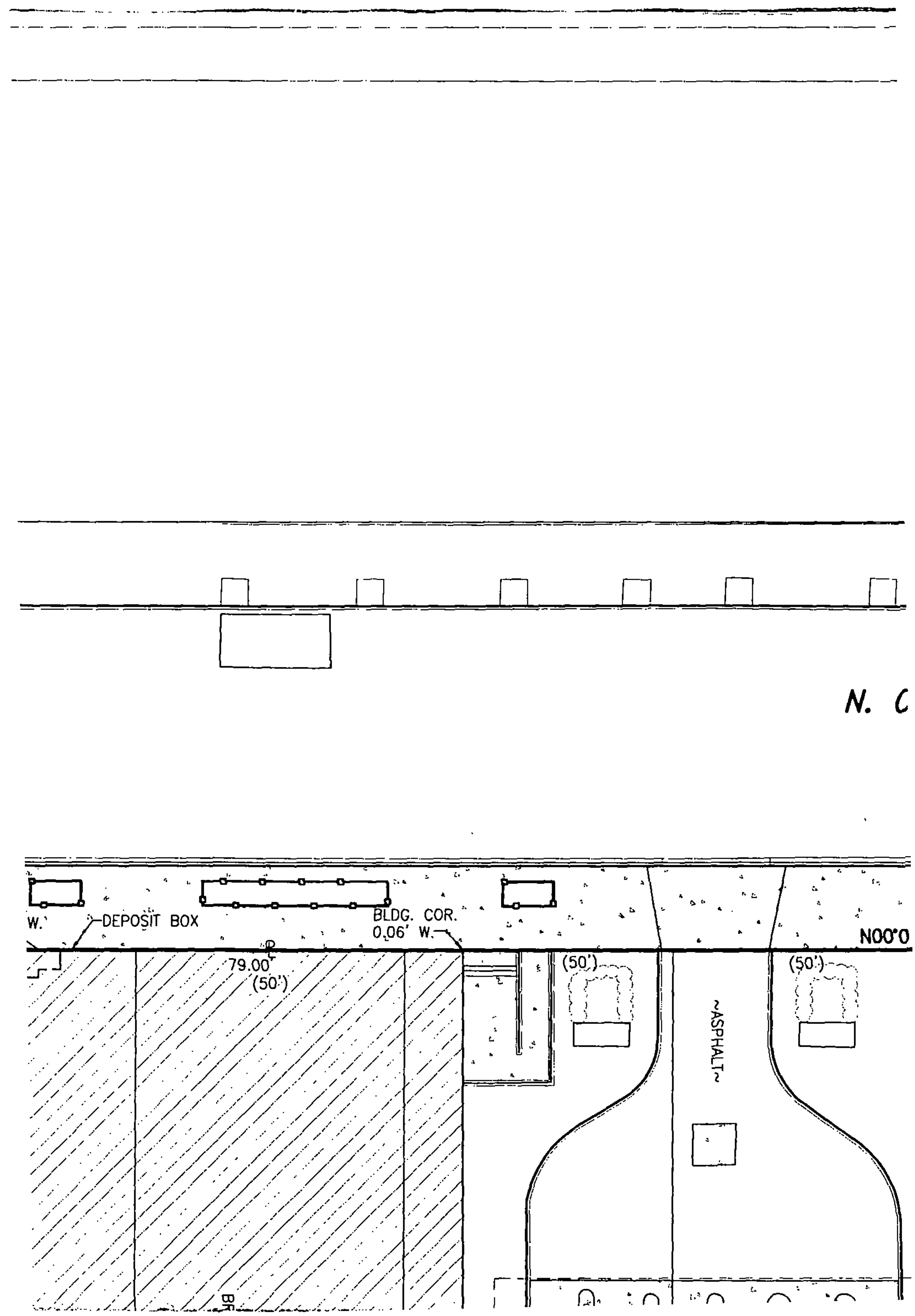
~ LEGAL DESCRIPTION ~

Lots 9 through 15, both included, and the West 70 feet of the North 40 feet of Lot 16, and also the South 14 feet 5 inches of the West 90 feet of said Lot 16, and also the Private Alley East of and adjoining the South 14 feet 5 inches of the West 90 feet of said Lot 16, being more particularly described as follows: Commencing at the Southwest corner of said Lot 16; thence North 90 degrees 00 minutes 00 seconds East on the South line of said Lot 16 a distance of 90.00 feet to the point of beginning of said parcel; thence North 00 degrees 00 minutes 00 seconds East a distance of 14.42 feet; thence North 90 degrees 00 minutes 00 seconds East a distance of 5.00 feet; thence South 00 degrees 00 minutes 00 seconds West a distance of 14.42 feet; thence South 90 degrees 00 minutes 00 seconds West a distance of 5.00 feet to the point of beginning, all in the Subdivision of Block 2 in Bushnell's Addition to Chicago in the East Half of the Southeast Quarter of Section 4, Township 39 North, Range 14 East of the Third Principal Meridian, in Cook County, Illinois.

Said parcel containing 1.300 acres (56,648 sq. ft.), more or less.

To Lincoln Property Company:

This is to certify that this map or plat and the survey on which it is based were made in accordance with the 2011 Minimum Standard Detail Requirements for ALTA/ACSM Land Title Surveys, jointly established and



N. C
W.
DEPOSIT BOX
BLDG. COR.
0.06' W.
N00°0
79.00
(50')
(50')
(50')
~ASPHALT~
BR