NORTHERN TRUST CORP
Form 10-Q
October 26, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended September 30, 2012

OR

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

For the transition period from to

Commission File No. 0-5965

NORTHERN TRUST CORPORATION

(Exact name of registrant as specified in its charter)

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer , accelerated filer , and small reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	x	Accelerated filer	¨
Non-accelerated filer	¨	Smaller reporting company	¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

239,799,129 Shares - $1.66 2/3 Par Value

(Shares of Common Stock Outstanding on September 30, 2012)

CONSOLIDATED FINANCIAL HIGHLIGHTS

(UNAUDITED)

FOR THE PERIOD ($ In Millions)	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011	% Change	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011	% Change
Noninterest Income						
Trust, Investment and Other Servicing Fees	**$ 601.9**	$ 555.3	8%	**$ 1,782.9**	$ 1,628.0	10%
Foreign Exchange Trading Income	**44.0**	87.2	(49)	**165.3**	252.8	(35)
Treasury Management Fees	**16.3**	17.8	9	**51.0**	55.1	(7)
Security Commissions and Trading Income	**17.9**	13.9	28	**53.6**	44.8	20
Other Operating Income	**46.6**	42.5	10	**119.2**	120.4	(1)
Investment Security Gains (Losses), net	**0.2**	(2.0)	N/M	**(1.7)**	(24.1)	(93)
Total Noninterest Income	**726.9**	714.7	2	**2,170.3**	2,077.0	4
Net Interest Income	**245.6**	256.8	(4)	**756.1**	737.3	3
Provision for Credit Losses	**10.0**	17.5	(43)	**20.0**	42.5	(53)
Net Interest Income after Provision for Credit Losses	**235.6**	239.3	(2)	**736.1**	694.8	6
Noninterest Expense						
Compensation	**315.7**	311.1	2	**951.1**	925.3	3
Employee Benefits	**61.3**	66.7	(8)	**194.3**	188.7	3
Outside Services	**126.6**	139.7	(9)	**388.5**	398.6	(3)
Equipment and Software	**86.0**	76.3	13	**276.2**	232.8	19
Occupancy	**43.8**	45.4	(4)	**128.2**	131.3	(2)
Visa Indemnification Benefit					(10.1)	N/M
Other Operating Expense	**63.0**	62.0	2	**199.0**	192.9	3
Total Noninterest Expense	**696.4**	701.2	(1)	**2,137.3**	2,059.5	4
Income before Income Taxes	**266.1**	252.8	5	**769.1**	712.3	8
Provision for Income Taxes	**87.3**	82.4	6	**249.5**	238.9	4
Net Income	**$ 178.8**	$ 170.4	5%	**$ 519.6**	$ 473.4	10%
Average Total Assets	**$ 92,709.9**	$ 94,029.7	(1)%	**$ 93,413.6**	$ 89,924.2	4%
PER COMMON SHARE						
Net Income Basic	**$ 0.73**	$ 0.70	4%	**$ 2.13**	$ 1.94	10%
Diluted	**0.73**	0.70	4	**2.12**	1.93	10
Cash Dividends Declared Per Common Share	**0.30**	0.28	7	**0.88**	0.84	5
Book Value End of Period (EOP)	**31.41**	29.68	6	**31.41**	29.68	6
Market Price EOP	**46.42**	34.98	33	**46.42**	34.98	33
RATIOS						
Return on Average Common Equity	**9.59%**	9.53%		**9.52%**	9.08%	
Return on Average Assets	**0.77**	0.72		**0.74**	0.70	
Dividend Payout Ratio	**41.1**	40.0		**41.5**	43.5	
Average Stockholders Equity to Average Assets	**8.0**	7.5		**7.8**	7.7	

PERIOD END ($ In Millions)	September 30, 2012	December 31, 2011	% Change
Assets	**$ 93,632.5**	$ 100,223.7	(7)%
Earning Assets	**85,376.6**	90,793.6	(6)
Deposits	**76,931.6**	82,677.5	(7)
Stockholders Equity	**7,532.2**	7,117.3	6
PERIOD END CLIENT ASSETS ($ In Billions)			
Assets Under Custody	**$ 4,761.4**	$ 4,262.8	12%
Assets Under Management	**749.7**	662.9	13
RATIOS			
Tier 1 Capital to Risk-Weighted Assets EOP	**12.8%**	12.5%	
Total Capital to Risk-Weighted Assets EOP	**14.3**	14.2	
Tier 1 Leverage Ratio	**8.1**	7.3	

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL

CONDITION AND RESULTS OF OPERATIONS

THIRD QUARTER CONSOLIDATED RESULTS OF OPERATIONS

General

Northern Trust Corporation (the Corporation), together with its subsidiaries, is a leading provider of asset servicing, fund administration, asset management, fiduciary and banking solutions for corporations, institutions, families, and individuals worldwide. Northern Trust focuses on servicing and managing client assets through its two primary business units, Personal Financial Services (PFS) and Corporate & Institutional Services (C&IS). Asset management and related services are provided to PFS and C&IS clients primarily by a third business unit, Northern Trust Global Investments (NTGI). Northern Trust emphasizes quality through a high level of service complemented by the effective use of technology, delivered by a fourth business unit, Operations & Technology (O&T). Except where the context otherwise requires, the term Northern Trust refers to Northern Trust Corporation and its subsidiaries on a consolidated basis.

The following should be read in conjunction with the consolidated financial statements and related footnotes included in this report. Investors should also read the section entitled Factors Affecting Future Results.

Overview

Net income per common share on a diluted basis in the third quarter of 2012 was $0.73 compared to $0.70 per common share in the third quarter of 2011. Net income for the current quarter was $178.8 million compared to $170.4 million in the prior year quarter.

The performance in the current quarter produced an annualized return on average common equity of 9.6% compared to 9.5% in the prior year quarter. The annualized return on average assets was 0.8% in the current quarter and 0.7% in the prior year quarter.

Consolidated revenue of $972.5 million in the current quarter was up slightly from $971.5 million in the prior year quarter. Noninterest income, which represented 75% of revenue, increased $12.2 million, or 2%, to $726.9 million from the prior year quarter s $714.7 million, primarily reflecting higher trust, investment and other servicing fees, partially offset by lower foreign exchange trading income.

Net interest income for the quarter decreased $11.2 million, or 4%, to $245.6 million compared to $256.8 million in the prior year quarter, due to a decline in the net interest margin.

Noninterest expense totaled $696.4 million in the current quarter compared to $701.2 million in the prior year quarter. The decrease of 1% primarily reflects a decrease in outside services, partially offset by an increase in equipment and software expense.

Noninterest Income

The components of noninterest income are provided below.

Noninterest Income ($ In Millions)	Three Months Ended September 30, 2012	2011	Change	
Trust, Investment and Other Servicing Fees	**$ 601.9**	$ 555.3	$ 46.6	8%
Foreign Exchange Trading Income	**44.0**	87.2	(43.2)	(49)
Treasury Management Fees	**16.3**	17.8	(1.5)	(9)
Security Commissions and Trading Income	**17.9**	13.9	4.0	28
Other Operating Income	**46.6**	42.5	4.1	10
Investment Security Gains (Losses), net	**0.2**	(2.0)	2.2	N/M
Total Noninterest Income	**$ 726.9**	$ 714.7	$ 12.2	2%

Trust, investment and other servicing fees are based generally on the market value of assets held in custody, managed and serviced; the volume of transactions; securities lending volume and spreads; and fees for other services rendered. Certain market value calculations on which fees are based are performed on a monthly or quarterly basis in arrears. Certain investment management fee arrangements also may provide for performance fees based on client portfolio returns that exceed predetermined levels. Based on an analysis of historical trends and current asset and product mix, management estimates that a 10% rise or fall in overall equity markets would cause a corresponding increase or decrease in Northern Trust s trust, investment and other servicing fees of approximately 3% and in total revenues of approximately 2%.

The following tables present Northern Trust s assets under custody and assets under management by business segment.

Assets Under Custody ($ In Billions)	September 30, 2012	June 30, 2012	September 30, 2011	Change Q3-12/ Q2-12	Change Q3-12/ Q3-11
Corporate and Institutional	**$ 4,331.9**	$ 4,152.7	$ 3,813.3	4%	14%
Personal	**429.5**	411.2	358.8	4	20
Total Assets Under Custody	**$ 4,761.4**	$ 4,563.9	$ 4,172.1	4%	14%

Assets Under Management ($ In Billions)	September 30, 2012	June 30, 2012	September 30, 2011	Change Q3-12/ Q2-12	Change Q3-12/ Q3-11
Corporate and Institutional	**$ 565.6**	$ 528.4	$ 481.0	7%	18%
Personal	**184.1**	175.9	163.2	5	13
Total Assets Under Management	**$ 749.7**	$ 704.3	$ 644.2	6%	16%

C&IS assets under custody totaled $4.3 trillion, up 14% from the prior year quarter, and included $2.7 trillion of global custody assets, 13% higher compared to the prior year quarter. C&IS assets under management included $97.9 billion of securities lending collateral, a 2% decrease from the prior year quarter. Changes in assets under custody and under management are in comparison to the twelve month increase in the S&P 500 index and EAFE index (USD) of 27% and 10%, respectively.

Noninterest Income (continued)

Custodied and managed assets at the current and prior year quarter ends were invested as follows:

	September 30, 2012			September 30, 2011		
Assets Under Custody	C&IS	PFS	Consolidated	C&IS	PFS	Consolidated
Equities	**44%**	**47%**	**44%**	43%	42%	43%
Fixed Income Securities	**36**	**25**	**36**	38	29	37
Cash and Other Assets	**20**	**28**	**20**	19	29	20

	September 30, 2012			September 30, 2011		
Assets Under Management	C&IS	PFS	Consolidated	C&IS	PFS	Consolidated
Equities	**50%**	**37%**	**47%**	45%	33%	42%
Fixed Income Securities	**16**	**32**	**20**	15	33	19
Cash and Other Assets	**34**	**31**	**33**	40	34	39

Trust, investment and other servicing fees in C&IS increased $23.5 million, or 8%, totaling $334.4 million compared to the prior year quarter s $310.9 million.

C&IS Trust, Investment and Other Servicing Fees	Three Months Ended September 30,			
($ In Millions)	2012	2011	Change	
Custody and Fund Administration	**$ 214.4**	$ 205.6	$ 8.8	4%
Investment Management	**73.2**	64.6	8.6	13
Securities Lending	**23.8**	20.7	3.1	15
Other	**23.0**	20.0	3.0	15
Total	**$ 334.4**	$ 310.9	$ 23.5	8%

Custody and fund administration fees, the largest component of C&IS fees, increased 4%, primarily reflecting new business. C&IS investment management fees increased 13%, reflecting new business and lower waived fees in money market mutual funds. Money market mutual fund fee waivers, attributable to persistent low short-term interest rates, totaled $6.5 million in C&IS in the current quarter, compared with waived fees of $10.1 million in the prior year quarter. Securities lending revenue increased 15%, primarily reflecting higher spreads in the current quarter.

Trust, investment and other servicing fees in PFS totaled $267.5 million in the current quarter, increasing $23.1 million, or 9%, from $244.4 million in the prior year quarter. The increase in the current quarter primarily reflects new business and lower waived fees in money market mutual funds. Money market mutual fund fee waivers in PFS totaled $10.3 million in the current quarter compared with $19.0 million in the prior year quarter.

Foreign exchange trading income totaled $44.0 million, down $43.2 million, or 49%, compared with $87.2 million in the prior year quarter. The current quarter decrease is attributable to reduced currency market volatility and client volumes.

Noninterest Income (continued)

The components of other operating income are provided below.

Other Operating Income ($ In Millions)	Three Months Ended September 30, 2012	2011	Change	
Loan Service Fees	**$ 16.7**	$ 16.5	$ 0.2	1%
Banking Service Fees	**13.8**	13.8		
Other Income	**16.1**	12.2	3.9	32
Total Other Operating Income	**$ 46.6**	$ 42.5	$ 4.1	10%

The other income component of other operating income in the current quarter includes a $5.3 million gain on foreign exchange contracts related to hedges of certain investments in foreign currency denominated subsidiaries.

Net Interest Income

Net interest income for the quarter stated on a fully taxable equivalent (FTE) basis totaled $256.9 million, down $9.7 million, or 4%, from $266.6 million reported in the prior year quarter. The decrease is attributable to the current quarter s lower net interest margin of 1.21%, down from 1.25% in the prior year quarter, partially offset by a $5.1 million adjustment in the current quarter relating to the amortization of premiums on certain investment securities. Excluding this adjustment, the net interest margin would have been 1.19%, primarily reflecting lower yields on earning assets, partially offset by a higher percentage of funding from noninterest-bearing sources. Average earning assets for the quarter were $84.5 billion compared to $84.4 billion in the prior year quarter. Net interest income is defined as the total of interest income and amortized fees on earning assets, less interest expense on deposits and borrowed funds, adjusted for the impact of interest-related hedging activity. Net interest income stated on an FTE basis is a non-GAAP financial measure that facilitates the analysis of asset yields. When adjusted to an FTE basis, yields on taxable, nontaxable, and partially taxable assets are comparable; however, the adjustment to an FTE basis has no impact on net income. A reconciliation of net interest income on a GAAP basis to net interest income on an FTE basis is provided on page 22.

Average Federal Reserve Deposits and Other Interest-Bearing assets totaled $6.1 billion for the current quarter compared to $10.8 billion for the prior year quarter, a decrease of $4.7 billion, or 43%.

Average investment securities, including Federal Reserve and Federal Home Loan Bank stock and certain affordable housing investments which are classified in other assets in the consolidated balance sheet, increased $2.3 billion, or 8%, to $29.9 billion in the current quarter, compared to $27.6 billion in the prior year quarter. Loans and leases averaged $29.0 billion, an increase of $576.9 million, or 2%, from $28.5 billion in the prior year quarter. The increase was primarily attributable to growth in commercial and institutional loans, partially offset by a decrease in residential real estate loans. Commercial and institutional loans averaged $7.4 billion in the current quarter, up $1.1 billion, or 17%, from the prior year quarter s average of $6.3 billion. Residential real estate loans averaged $10.4 billion in the current quarter, down $412.9 million, or 4%, from the prior year quarter s average of $10.9 billion.

Net Interest Income (continued)

Northern Trust utilizes a diverse mix of funding sources. Total interest-bearing deposits averaged $55.7 billion in the current quarter compared to $59.5 billion in the prior year quarter. The decrease of $3.8 billion, or 6%, was primarily within non-U.S. office interest-bearing deposits. Other interest-bearing funds averaged $6.4 billion in the quarter, a decrease of $1.1 billion, or 15%, as compared to $7.5 billion in the prior year quarter, primarily due to lower levels of short-term borrowings and of long-term debt. The balances within short-term borrowing classifications vary based on funding requirements and strategies, interest rate levels, changes in the volume of lower-cost deposit sources, and the availability of collateral to secure these borrowings. Average net noninterest-related funds utilized to fund earning assets increased $5.0 billion, or 28%, to $22.5 billion from $17.5 billion in the prior year quarter, resulting primarily from higher levels of U.S. office demand and other noninterest-bearing deposits.

For additional quantitative analysis of average balances and interest rate changes affecting net interest income, refer to the Average Consolidated Balance Sheet with Analysis of Net Interest Income and the Analysis of Net Interest Income Changes Due To Volume and Rate on pages 23 and 24.

Provision for Credit Losses

The provision for credit losses was $10.0 million in the current quarter and $17.5 million in the prior year quarter. Net charge-offs totaled $11.9 million for the current quarter resulting from $16.3 million of charge-offs and $4.4 million of recoveries, compared to $28.6 million of net charge-offs in the prior year quarter resulting from $34.9 million of charge-offs and $6.3 million of recoveries. Nonperforming loans and leases decreased $38.5 million, or 13%, from the prior year quarter. For additional discussion of the provision and allowance for credit losses, refer to the Asset Quality section below.

Noninterest Expense

The components of noninterest expense are provided below.

Noninterest Expense	Three Months Ended September 30,			
($ In Millions)	2012	2011	Change	
Compensation	**$ 315.7**	$ 311.1	$ 4.6	2%
Employee Benefits	**61.3**	66.7	(5.4)	(8)
Outside Services	**126.6**	139.7	(13.1)	(9)
Equipment and Software	**86.0**	76.3	9.7	13
Occupancy	**43.8**	45.4	(1.6)	(4)
Other Operating Expense	**63.0**	62.0	1.0	2
Total Noninterest Expense	**$ 696.4**	$ 701.2	$ (4.8)	(1)%

Noninterest expense decreased 1% in the current quarter, primarily reflecting a reduction in outside services, partially offset by higher equipment and software expense. The current quarter and prior year quarter include restructuring, acquisition, and integration related charges of $2.9 million and $4.2 million, respectively.

Noninterest Expense (continued)

Compensation expense, the largest component of noninterest expense, equaled $315.7 million, up 2% compared to $311.1 million in the prior year quarter, primarily reflecting higher performance-based compensation, as well as annual merit increases. Staff on a full-time equivalent basis at September 30, 2012 totaled approximately 14,200, up 1% from a year ago.

Employee benefit expense equaled $61.3 million, down $5.4 million, or 8%, compared to $66.7 million in the prior year quarter. The current quarter primarily reflects lower expense associated with retirement benefits.

Expense associated with outside services totaled $126.6 million, down $13.1 million, or 9%, from $139.7 million in the prior year quarter. The current quarter includes decreases within manager of manager advisory fees and sub-custodian expense, and within other categories of outside services expense.

Equipment and software expense totaled $86.0 million, an increase of $9.7 million, or 13%, from $76.3 million in the prior year quarter. The current quarter includes higher levels of software amortization and support costs associated with the continued investment in technology related assets.

The components of other operating expense are provided below.

Other Operating Expense	Three Months Ended September 30,			
($ In Millions)	2012	2011	Change	
Business Promotion	**$ 16.4**	$ 14.8	$ 1.6	11%
FDIC Insurance Premiums	**5.7**	8.8	(3.1)	(35)
Staff Related	**10.9**	9.1	1.8	20
Other Intangible Amortization	**5.5**	5.3	0.2	4
Other Expenses	**24.5**	24.0	0.5	2
Total Other Operating Expense	**$ 63.0**	$ 62.0	$ 1.0	2%

The change in FDIC insurance premium expense reflects a lower premium expense level as compared to the prior period as well as increased premium expense in the prior period in connection with a revised FDIC assessment methodology adopted in 2011.

Provision for Income Taxes

Income tax expense was $87.3 million in the current quarter, representing an effective tax rate of 32.8%, and $82.4 million in the prior year quarter, representing an effective tax rate of 32.6%.

BUSINESS UNIT REPORTING

The following tables reflect the earnings contributions and average assets of Northern Trust s business units for the three and nine month periods ended September 30, 2012 and 2011. Business unit financial information, presented on an internal management-reporting basis, is determined by accounting systems that are used to allocate revenue and expense related to each segment and incorporates processes for allocating assets, liabilities, and equity, and the applicable interest income and expense.

Three Months Ended

September 30,	Corporate and Institutional Services		Personal Financial Services		Treasury and Other		Total Consolidated	
($ In Millions)	2012	2011	2012	2011	2012	2011	2012	2011
Noninterest Income								
Trust, Investment and Other Servicing Fees	**$ 334.4**	$ 310.9	**$ 267.5**	$ 244.4	**$**	$	**$ 601.9**	$ 555.3
Other	**91.5**	125.0	**26.0**	30.7	**7.5**	3.7	**125.0**	159.4
Net Interest Income (FTE)*	**68.0**	71.2	**157.4**	157.1	**31.5**	38.3	**256.9**	266.6
Revenue*	**493.9**	507.1	**450.9**	432.2	**39.0**	42.0	**983.8**	981.3
Provision for Credit Losses	**(1.6)**	(1.9)	**11.6**	19.4			**10.0**	17.5
Noninterest Expense	**394.5**	375.8	**285.2**	300.6	**16.7**	24.8	**696.4**	701.2
Income before Income Taxes*	**101.0**	133.2	**154.1**	112.2	**22.3**	17.2	**277.4**	262.6
Provision for Income Taxes*	**32.7**	50.3	**58.1**	44.5	**7.8**	(2.6)	**98.6**	92.2
Net Income	**$ 68.3**	$ 82.9	**$ 96.0**	$ 67.7	**$ 14.5**	$ 19.8	**$ 178.8**	$ 170.4
Percentage of Consolidated Net Income	**38%**	49%	**54%**	40%	**8%**	11%	**100%**	100%
Average Assets	**$ 50,638.6**	$ 49,755.5	**$ 23,530.7**	$ 23,809.5	**$ 18,540.6**	$ 20,464.7	**$ 92,709.9**	$ 94,029.7

* Stated on a fully taxable equivalent basis (FTE). Total consolidated includes FTE adjustments of $11.3 million for 2012 and $9.8 million for 2011.

Nine Months Ended

September 30,	Corporate and Institutional Services		Personal Financial Services		Treasury and Other		Total Consolidated	
($ In Millions)	2012	2011	2012	2011	2012	2011	2012	2011
Noninterest Income								
Trust, Investment and Other Servicing Fees	**$ 989.8**	$ 890.7	**$ 793.1**	$ 737.3	**$**	$	**$ 1,782.9**	$ 1,628.0
Other	**301.2**	373.8	**80.1**	94.9	**6.1**	(19.7)	**387.4**	449.0
Net Interest Income (FTE)*	**217.0**	199.1	**476.9**	456.6	**93.6**	112.4	**787.5**	768.1
Revenue*	**1,508.0**	1,463.6	**1,350.1**	1,288.8	**99.7**	92.7	**2,957.8**	2,845.1
Provision for Credit Losses	**(1.6)**	(18.8)	**21.6**	61.3			**20.0**	42.5
Noninterest Expense	**1,190.0**	1,096.2	**878.4**	893.3	**68.9**	70.0	**2,137.3**	2,059.5
Income before Income Taxes*	**319.6**	386.2	**450.1**	334.2	**30.8**	22.7	**800.5**	743.1
Provision for Income Taxes*	**102.1**	147.4	**170.2**	132.7	**8.6**	(10.4)	**280.9**	269.7
Net Income	**$ 217.5**	$ 238.8	**$ 279.9**	$ 201.5	**$ 22.2**	$ 33.1	**$ 519.6**	$ 473.4
Percentage of Consolidated Net Income	**42%**	50%	**54%**	43%	**4%**	7%	**100%**	100%

Average Assets	**$ 49,642.8**	$ 47,079.8	**$ 23,527.6**	$ 23,696.1	**$ 20,243.2**	$ 19,148.3	**$ 93,413.6**	$ 89,924.2

* Stated on a fully taxable equivalent basis (FTE). Total consolidated includes FTE adjustments of $31.4 million for 2012 and $30.8 million for 2011.

Corporate and Institutional Services

C&IS net income for the quarter was $68.3 million, compared with $82.9 million in the prior year quarter, a decrease of $14.6 million, or 18%.

C&IS Trust, Investment and Other Servicing Fees	Three Months Ended September 30,			
($ In Millions)	2012	2011	Change	
Custody and Fund Administration	**$ 214.4**	$ 205.6	$ 8.8	4%
Investment Management	**73.2**	64.6	8.6	13
Securities Lending	**23.8**	20.7	3.1	15
Other	**23.0**	20.0	3.0	15
Total	**$ 334.4**	$ 310.9	$ 23.5	8%

Custody and fund administration fees, the largest component of C&IS fees, increased 4%, primarily reflecting new business. Investment management fees increased 13%, reflecting new business and lower waived fees in money market mutual funds. Money market mutual fund fee waivers in C&IS totaled $6.5 million in the current quarter compared with $10.1 million in the prior year quarter. Securities lending revenue increased 15%, primarily reflecting higher spreads in the current quarter.

Other noninterest income totaled $91.5 million in the current quarter, a decrease of $33.5 million, or 27%, from $125.0 million in the prior year quarter. The decrease primarily reflects lower foreign exchange trading income, attributable to reduced currency market volatility and client volumes.

Net interest income stated on an FTE basis was $68.0 million, down 4% from $71.2 million in the prior year quarter, primarily reflecting a decrease in the net interest margin. The net interest margin equaled 0.62% compared with 0.76% reported in the prior year quarter. The lower net interest margin is primarily due to lower yields on earning assets, partially offset by a reduction of borrowing rates as a result of the low interest rate environment. Earning assets averaged $43.9 billion for the quarter, an increase of $2.0 billion, or 5%, from $41.9 billion the prior year quarter. Earning assets were primarily comprised of interest-bearing deposits with banks and loans and leases. Funding sources were primarily comprised of non-U.S. custody related interest-bearing deposits.

A provision for credit losses of negative $1.6 million was recorded in the current quarter, compared with a provision of negative $1.9 million in the prior year quarter.

Total C&IS noninterest expense, which includes the direct expense of the business unit, indirect expense allocations from NTGI and O&T for product and operating support, and indirect expense allocations for certain corporate support services, totaled $394.5 million compared with $375.8 million for the prior year quarter, an increase of $18.7 million, or 5%. The increase primarily reflects higher indirect expense allocations in the current quarter, including a $6.1 million partial allocation of a software write-off initially recorded in the prior quarter in the Treasury and Other business unit, as well as higher full-time equivalent staff levels.

Personal Financial Services

PFS net income for the current quarter was $96.0 million compared to $67.7 million reported in the prior year quarter, an increase of $28.3 million, or 42%. Noninterest income was $293.5 million, up $18.4 million, or 7%, from $275.1 million in the prior year quarter. Trust, investment and other servicing fees totaled $267.5 million in the current quarter, increasing $23.1 million, or 9%, from $244.4 million in the prior year quarter. The increase in trust, investment and other servicing fees primarily reflects new business and lower waived fees in money market mutual funds. PFS waived fees in money market mutual funds, attributable to low short-term interest rates, totaled $10.3 million in the current quarter compared with $19.0 million in the prior year quarter. Other noninterest income totaled $26.0 million, down 15% from $30.7 million in the prior year quarter, reflecting lower banking and credit related service fees in the current quarter.

Net interest income stated on an FTE basis was $157.4 million in the current quarter, up slightly compared to $157.1 million in the prior year quarter. The net interest margin was 2.71% in the current quarter compared to 2.69% in the prior year quarter. The higher net interest margin is primarily due to higher internal yields received from the Treasury & Other business unit on certain deposit products, partially offset by lower yields on loans and leases.

A provision for credit losses of $11.6 million was recorded in the current quarter, compared to $19.4 million in the prior year quarter.

Total PFS noninterest expense, which includes the direct expense of the business unit, indirect expense allocations from NTGI and O&T for product and operating support, and indirect expense allocations for certain corporate support services, totaled $285.2 million compared with $300.6 million in the prior year quarter, a decrease of $15.4 million, or 5%. The decrease primarily reflects lower full-time equivalent staff levels, lower performance-based compensation, and reduced other miscellaneous expense, partially offset by a $3.5 million partial allocation of a software write-off initially recorded in the prior quarter in the Treasury and Other business unit.

Treasury and Other

Treasury and Other includes income and expense associated with the wholesale funding activities and the investment portfolios of the Corporation and its principal subsidiary, The Northern Trust Company (Bank), and certain corporate-based expense, executive level compensation, and nonrecurring items not allocated to the business units. Other noninterest income in the current quarter totaled $7.5 million, compared with $3.7 million in the prior year quarter. The current quarter includes the $5.3 million gain related to hedges of certain investments in foreign currency denominated subsidiaries. Net interest income in the current quarter was $31.5 million, compared to $38.3 million in the prior year quarter, a decrease of $6.8 million, or 18%. The decrease primarily reflects reductions of internal yields on funds provided to business units attributable to the low interest rate environment, partially offset by the $5.1 million adjustment in the current quarter relating to the amortization of premiums on certain investment securities. Average assets decreased $1.9 billion, or 9%, to $18.5 billion in the current quarter.

Treasury and Other (continued)

Noninterest expense for the quarter totaled $16.7 million compared with $24.8 million in the prior year quarter, a decrease of $8.1 million, or 33%, primarily reflecting a $9.6 million allocation during the current quarter of a $10.5 million prior quarter software write-off to C&IS and PFS.

NINE-MONTH CONSOLIDATED RESULTS OF OPERATIONS

Net income per common share of $2.12 was reported for the nine months ended September 30, 2012, compared with net income per common share of $1.93 reported in the comparable prior year period. The current period s net income of $519.6 million compares to $473.4 million in the prior year period. Net income in the current and prior year periods include restructuring, acquisition, and integration related charges totaling $10.4 million ($6.8 million after tax, or $0.03 per common share) and $30.6 million ($25.0 million after tax, or $0.10 per common share), respectively. Net income in the prior year period also included a benefit of $10.1 million ($6.4 million after tax, or $0.03 per common share) that was recorded in connection with the reduction of a liability related to potential losses from indemnified litigation involving Visa, Inc. (Visa).

The performance in the current period produced an annualized return on average common equity of 9.5% compared to 9.1% in the prior year period. The annualized return on average assets was 0.7% in the current and prior year period.

Revenue for the nine months ended September 30, 2012 totaled $2.93 billion, up $112.1 million, or 4%, from the prior year period s $2.81 billion. Trust, investment and other servicing fees were $1.78 billion for the period, an increase of $154.9 million, or 10%, as compared with $1.63 billion in the prior year period, partly due to acquisitions completed in June and July of 2011. Trust, investment and other servicing fees for the current period represented 61% of total revenue, and noninterest income in total represented 74% of total revenue.

Noninterest Income

The components of consolidated noninterest income are provided below.

Noninterest Income	Nine Months Ended September 30,			
($ In Millions)	2012	2011	Change	
Trust, Investment and Other Servicing Fees	**$ 1,782.9**	$ 1,628.0	$ 154.9	10%
Foreign Exchange Trading Income	**165.3**	252.8	(87.5)	(35)
Treasury Management Fees	**51.0**	55.1	(4.1)	(7)
Security Commissions and Trading Income	**53.6**	44.8	8.8	20
Other Operating Income	**119.2**	120.4	(1.2)	(1)
Investment Security Gains (Losses), net	**(1.7)**	(24.1)	22.4	(93)
Total Noninterest Income	**$ 2,170.3**	$ 2,077.0	$ 93.3	4%

Noninterest Income (continued)

Trust, investment and other servicing fees in C&IS increased $99.1 million, or 11%, and totaled $989.8 million compared to $890.7 million in the prior year period.

C&IS Trust, Investment and Other Servicing Fees	Nine Months Ended September 30,			
($ In Millions)	2012	2011	Change	
Custody and Fund Administration	**$ 639.2**	$ 564.5	$ 74.7	13%
Investment Management	**206.8**	201.6	5.2	3
Securities Lending	**76.0**	68.6	7.4	11
Other	**67.8**	56.0	11.8	21
Total	**$ 989.8**	$ 890.7	$ 99.1	11%

Custody and fund administration fees, the largest component of C&IS fees, increased 13% in the current period, primarily reflecting revenue attributable to the 2011 acquisitions and other new business, partially offset by the negative impact of equity markets on fees. C&IS investment management fees increased 3%, reflecting new business, partially offset by higher waived fees in money market mutual funds. Money market fee waivers, attributable to the low short-term interest rates, totaled $24.1 million for C&IS in the current period, compared with $22.0 million in the prior year period. Securities lending revenue increased 11%, reflecting higher spreads in the current year period. C&IS other trust, investment and servicing fees increased 21%, primarily reflecting higher income attributable to investment risk and analytical services.

Trust, investment and other servicing fees in PFS increased $55.8 million, or 8%, to $793.1 million compared with $737.3 million a year ago. The increase in PFS fees resulted primarily from new business and revised fee structures. Waived fees in money market mutual funds, attributable to the low short-term interest rates, totaled $35.1 million in the current period compared with $46.4 million in the prior year period.

Foreign exchange trading income decreased $87.5 million, or 35%, and totaled $165.3 million in the period compared with $252.8 million in the prior year period. The decrease reflects reduced currency market volatility and client volumes as compared with the prior year nine-month period.

The components of other operating income are presented below.

Other Operating Income	Nine Months Ended September 30,			
($ In Millions)	2012	2011	Change	
Loan Service Fees	**$ 48.3**	$ 48.8	$ (0.5)	(1)%
Banking Service Fees	**41.4**	41.9	(0.5)	(1)
Other Income	**29.5**	29.7	(0.2)	(1)
Total Other Operating Income	**$ 119.2**	$ 120.4	$ (1.2)	(1)%

The other component of other operating income in the current period includes the $5.3 million hedge related gain, while the prior year period included a gain on the sale of a leasing asset.

Noninterest Income (continued)

Net investment security losses in the current period totaled $1.7 million compared to $24.1 million in the prior year period. Net investment security losses in the current period include $3.3 million of credit-related other-than-temporary impairment of residential mortgage backed securities and auction rate securities. Net investment security losses in the prior year period included $23.3 million of credit-related other-than-temporary impairment of residential mortgage backed securities.

Net Interest Income

Net interest income, stated on an FTE basis, totaled $787.5 million, an increase of $19.4 million, or 3%, from $768.1 million reported in the prior year period. The increase primarily reflects higher average earning assets and lower rates paid on non-U.S. office interest-bearing deposits, as well as a lower percentage of funding from interest-bearing sources. The net interest margin on an FTE basis was 1.24% for the current period, down from 1.26% in the prior year period, primarily due to lower yields across categories of earning assets, partially offset by lower rates paid on interest-bearing deposits and the $5.1 million premium amortization adjustment in the current period. Total average earning assets of $84.6 billion were $3.4 billion, or 4%, higher than a year ago, chiefly due to increased demand deposits, which were invested primarily in investment securities and interest-bearing deposits with banks.

Provision for Credit Losses

The provision for credit losses was $20.0 million for the current nine-month period compared to $42.5 million in the comparable 2011 period. Net charge-offs totaled $20.9 million in the current year period resulting from charge-offs of $46.9 million and recoveries of $26.0 million, compared to net charge-offs of $65.2 million in the prior year period resulting from charge-offs of $87.5 million and recoveries of $22.3 million. For a fuller discussion of the consolidated allowance and provision for credit losses refer to the Asset Quality section below.

Noninterest Expense

Noninterest expense totaled $2.14 billion for the period, up $77.8 million, or 4%, from the prior year period s $2.06 billion. The current period and prior year period include pre-tax restructuring, acquisition, and integration related charges of $10.4 million and $30.6 million, respectively. The prior year period also includes the $10.1 million benefit from the reduction of a Visa related indemnification liability. Excluding these current and prior year period items, noninterest expense increased by $87.9 million, primarily reflecting higher equipment and software expense and the full period impact of operating costs attributable to the acquisitions completed in 2011.

Noninterest Expense (continued)

The components of noninterest expense are provided below.

Noninterest Expense ($ In Millions)	Nine Months Ended September 30, 2012	2011	Change	
Compensation	**$ 951.1**	$ 925.3	$ 25.8	3%
Employee Benefits	**194.3**	188.7	5.6	3
Outside Services	**388.5**	398.6	(10.1)	(3)
Equipment and Software	**276.2**	232.8	43.4	19
Occupancy	**128.2**	131.3	(3.1)	(2)
Visa Indemnification Benefit		(10.1)	10.1	N/M
Other Operating Expense	**199.0**	192.9	6.1	3
Total Noninterest Expense	**$ 2,137.3**	$ 2,059.5	$ 77.8	4%

Compensation expense in the prior year nine-month period included severance related restructuring charges of $21.6 million. Excluding the prior year severance related charges, compensation expense in the current period increased $47.4 million, or 5%, primarily reflecting higher full-time equivalent staff levels, the majority of which are attributable to the acquisitions completed in June and July of 2011, as well as annual merit increases and higher performance-based compensation.

The increase in employee benefit expense reflects the reversal in the prior year period of a $9.7 million employee benefit related accrual for which the 2010 goal was not met, partially offset by lower expense associated with retirement benefits in the current period.

Outside services expense decreased $10.1 million, or 3%, from the prior year period, primarily reflecting decreases within manager of manager advisory fees and consulting fees, partially offset by higher expense associated with technical services, including services attributable to the acquisitions completed in 2011.

Equipment and software expense in the current period includes software write-offs of $15.1 million and higher levels of software amortization and support costs from the continued investment in technology related assets.

The components of other operating expense are provided below.

Other Operating Expense ($ In Millions)	Nine Months Ended September 30, 2012	2011	Change	
Business Promotion	**$ 65.1**	$ 63.2	$ 1.9	3%
FDIC Insurance Premiums	**17.2**	22.5	(5.3)	(24)
Staff Related	**28.1**	26.6	1.5	6
Other Intangible Amortization	**15.8**	11.5	4.3	37
Other Expenses	**72.8**	69.1	3.7	5
Total Other Operating Expense	**$ 199.0**	$ 192.9	$ 6.1	3%

FDIC insurance premiums decreased 24%, primarily attributable to changes in the FDIC s assessment methodology in 2011 as well as a lower premium level in the current period. Other intangible amortization in the current year period increased 37% and includes expense associated with intangible assets acquired in 2011.

Provision for Income Taxes

Total income tax expense was $249.5 million for the nine months ended September 30, 2012, representing an effective tax rate of 32.4%. This compares with $238.9 million of income tax expense and an effective tax rate of 33.5% in the prior year period. The prior year period included increased deferred tax reserves as a result of an Illinois corporate income tax rate increase enacted in January 2011.

BALANCE SHEET

Total assets at September 30, 2012 were $93.6 billion and averaged $92.7 billion for the current quarter, compared with total assets of $96.1 billion at September 30, 2011 and average total assets of $94.0 billion in the prior year third quarter. Average balances are considered to be a better measure of balance sheet trends as period-end balances can be impacted on a short term basis by deposit and withdrawal activity involving large balances of short-term client funds. Loans and leases totaled $29.5 billion at September 30, 2012 and averaged $29.0 billion in the current quarter as compared to $28.7 billion at September 30, 2011 and a $28.5 billion average in the prior year quarter. Securities, including Federal Reserve and Federal Home Loan Bank stock and certain affordable housing investments which are classified in other assets in the consolidated balance sheet, totaled $29.7 billion at September 30, 2012 and averaged $29.9 billion for the quarter, up 1% and up 8%, respectively, compared with $29.5 billion at September 30, 2011 and $27.6 billion on average in the prior year quarter. Federal funds sold and securities purchased under agreements to resell, interest-bearing deposits with banks, and Federal Reserve Deposits and Other Interest-Bearing assets in aggregate totaled $26.1 billion at September 30, 2012 and averaged $25.6 billion in the current quarter, up 2% and down 10%, respectively, from the prior year quarter. Interest-bearing deposits at September 30, 2012 totaled $55.6 billion and averaged $55.7 billion, compared to $55.7 billion at September 30, 2011 and a $59.5 billion average in the prior year quarter. Noninterest-bearing deposits at September 30, 2012 totaled $21.4 billion and averaged $20.2 billion, compared to $22.9 billion at September 30, 2011 and a $16.9 billion average in the prior year quarter.

Total stockholders equity averaged $7.4 billion, up $327.4 million, or 5%, from the prior year quarter s average of $7.1 billion. The increase primarily reflects earnings, partially offset by dividend declarations and the repurchase of common stock pursuant to the Corporation s share buyback program. During the nine months ended September 30, 2012, the Corporation repurchased 2,196,327 shares at a cost of $100.0 million ($45.54 average price per share). Under the Corporation s capital plan, which was reviewed without objection by the Federal Reserve in March of 2012, the Corporation may repurchase up to $140 million of common stock after September 30, 2012 through March of 2013. The Corporation is authorized to purchase up to 8.1 million additional shares after September 30, 2012.

BALANCE SHEET (continued)

Northern Trust s risk-based capital ratios remained strong at September 30, 2012 and exceeded the minimum regulatory requirements established by U.S. banking regulators of 4% for tier 1 capital, 8% for total capital (risk-based), and 3% for leverage (tier 1 capital to period average assets). The Corporation and the Bank each had capital ratios at September 30, 2012 that were above the level required for classification as a well capitalized institution. Shown below are the capital ratios of the Corporation and the Bank as of September 30, 2012 and December 31, 2011.

	September 30, 2012			December 31, 2011		
	Tier 1 Capital	Total Capital	Leverage Ratio	Tier 1 Capital	Total Capital	Leverage Ratio
Northern Trust Corporation	**12.8%**	**14.3%**	**8.1%**	12.5%	14.2%	7.3%
The Northern Trust Company	**11.8%**	**13.8%**	**7.5%**	11.7%	13.8%	6.8%

The following table provides the Corporation s ratios of tier 1 capital and tier 1 common equity to risk-weighted assets, as well as a reconciliation of tier 1 capital calculated in accordance with applicable regulatory requirements and GAAP to tier 1 common equity.

($ In Millions)	September 30, 2012	December 31, 2011
Ratios		
Tier 1 Capital	**12.8%**	12.5%
Tier 1 Common Equity	**12.3%**	12.1%
Tier 1 Capital	**$ 7,425.5**	$ 7,104.6
Less: Floating Rate Capital Securities	**268.7**	268.6
Tier 1 Common Equity	**$ 7,156.8**	$ 6,836.0

Northern Trust is providing the tier 1 common equity ratio, a non-GAAP financial measure, in addition to its capital ratios prepared in accordance with regulatory requirements and GAAP as it is a measure that Northern Trust and investors use to assess capital adequacy.

ASSET QUALITY

Securities Portfolio

Northern Trust maintains a high quality securities portfolio, with 91% of the combined available for sale, held to maturity, and trading account portfolios at September 30, 2012 composed of U.S. Treasury and government sponsored agency securities and triple-A rated corporate notes, asset-backed securities, covered bonds, supranational bonds, auction rate securities and obligations of states and political subdivisions. The remaining 9% of the portfolio was composed of corporate notes, asset-backed securities, negotiable certificates of deposit, obligations of states and political subdivisions, supranational bonds, auction rate securities and other securities, of which as a percentage of the total securities portfolio, 4% was rated double-A, 1% was rated below double-A, and 4% was not rated by Standard and Poor s or Moody s Investors Service (primarily negotiable certificates of deposits of banks whose long term ratings are at least A).

ASSET QUALITY (continued)

Total gross unrealized losses within the investment securities portfolio at September 30, 2012 were $31.8 million as compared to $85.0 million at December 31, 2011. Of the total gross unrealized losses on securities at September 30, 2012, $13.3 million relate to non-agency residential mortgage-backed securities. Non-agency residential mortgage-backed securities rated below double-A at September 30, 2012 represented 94% of the total fair value of non-agency residential mortgage-backed securities, were comprised primarily of sub-prime and Alt-A securities, and had a total amortized cost and fair value of $120.7 million and $109.0 million, respectively.

Northern Trust has evaluated non-agency residential mortgage-backed securities, and all other securities with unrealized losses, for possible other-than-temporary impairment in accordance with GAAP and Northern Trust's security impairment review policy. Credit related losses recognized in earnings on other-than-temporarily impaired securities totaled $148.6 thousand and $3.3 million, respectively, for the three and nine months ended September 30, 2012, and $1.3 million and $23.3 million, respectively, for the three and nine months ended September 30, 2011.

Northern Trust is a participant in the repurchase agreement market. This market is one of several alternatives used by Northern Trust to obtain short-term funding. Securities purchased under agreements to resell and securities sold under agreements to repurchase are accounted for as collateralized financings and recorded at the amounts at which the securities were acquired or sold plus accrued interest. To minimize potential credit risk associated with these transactions, the fair value of the securities purchased or sold is monitored, limits are set on exposure with counterparties, and the financial condition of counterparties is regularly assessed. It is Northern Trust s policy to take possession of securities purchased under agreements to resell. Securities sold under agreements to repurchase are held by the counterparty until the repurchase.

Eurozone Exposure

Northern Trust continues to closely monitor developments related to the European debt crisis. Northern Trust considers Ireland, Portugal, Italy, Greece and Spain to be those eurozone countries experiencing significant economic, fiscal and/or political strains. As of September 30, 2012, Northern Trust s gross exposure to obligors in Ireland totaled approximately $474 million, less than 1% of Northern Trust s total consolidated assets, and there was no exposure to obligors in Portugal, Italy, Greece, or Spain. There was no exposure to sovereign debt securities as of September 30, 2012. Of the total exposure to obligors in Ireland, $5 million was to banks and $469 million was to commercial and other borrowers, primarily funds domiciled in Ireland whose assets and investment activities are broadly diversified by investment strategy, issuer type, country of risk, and/or instrument type. Exposures to these borrowers in Ireland may be secured or unsecured, committed or uncommitted, but are typically for short periods of a year or less for foreign exchange, overdraft accommodations, and loans. Exposure levels at September 30, 2012 reflect Northern Trust s risk management policies and practices, which operate to limit exposures to higher risk European financial and sovereign entities.

ASSET QUALITY (continued)

Nonperforming Loans and Other Real Estate Owned

Nonperforming assets consist of nonperforming loans and Other Real Estate Owned (OREO). OREO is comprised of commercial and residential properties acquired in partial or total satisfaction of loans.

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

($ In Millions)	September 30, 2012	June 30, 2012	December 31, 2011	September 30, 2011
Nonperforming Loans and Leases				
Commercial				
Commercial and Institutional	**$ 29.9**	$ 32.9	$ 31.3	$ 35.5
Commercial Real Estate	**59.7**	41.1	79.5	84.0
Total Commercial	**89.6**	74.0	110.8	119.5
Personal				
Residential Real Estate	**176.6**	163.1	177.6	181.9
Private Client	**2.8**	2.7	5.3	6.1
Total Personal	**179.4**	165.8	182.9	188.0
Total Nonperforming Loans and Leases	**269.0**	239.8	293.7	307.5
Other Real Estate Owned	**20.6**	25.3	21.2	30.4
Total Nonperforming Assets	**$ 289.6**	$ 265.1	$ 314.9	$ 337.9
90 Day Past Due Loans Still Accruing	**$ 32.2**	$ 31.6	$ 13.1	$ 12.4
Nonperforming Loans and Leases to Total Loans and Leases	**0.91%**	0.81%	1.01%	1.07%
Coverage of Loan and Lease Allowance to Nonperforming Loans and Leases	**1.1x**	1.3x	1.0x	1.0x

Maintaining a low level of nonperforming assets is important to the ongoing success of a financial institution. In addition to the negative impact on both net interest income and credit losses, nonperforming assets also increase operating costs due to the expense associated with collection efforts. The duration and severity of the economic downturn which began in 2008, together with its impact on equity and real estate values, had a negative effect on Northern Trust s credit portfolio and resulted in increases from prior historical levels of credits downgraded to nonperforming, primarily in the residential real estate and commercial real estate loan classes, and of OREO properties. The $24.5 million increase in nonperforming assets during the current quarter primarily reflects the addition of commercial real estate and residential real estate loans to nonperforming status.

Importantly, Northern Trust focuses its lending efforts on clients who are looking to utilize a full range of financial services with Northern Trust. Northern Trust s underwriting standards do not allow for the origination of loan types generally considered to be of high risk in nature, such as option ARM loans, subprime loans, loans with initial teaser rates, and loans with excessively high loan-to-value ratios. Residential real estate loans consist of conventional home mortgages and equity credit lines, which generally require a loan to collateral value of no more than 65% to 80% at inception. Revaluations of supporting

ASSET QUALITY (continued)

collateral are obtained upon refinancing or default or when otherwise considered warranted. Collateral revaluations for mortgages are performed by independent third parties. The commercial real estate portfolio consists of commercial mortgages and construction, acquisition and development loans extended primarily to highly experienced developers and/or investors well known to Northern Trust. Underwriting standards generally reflect conservative loan-to-value ratios and debt service coverage requirements. Recourse to borrowers through guarantees is also commonly required.

Provision and Allowance for Credit Losses

The provision for credit losses is the charge to current earnings that is determined by management, through a disciplined credit review process, to be the amount needed to maintain the allowance for credit losses at an appropriate level to absorb probable credit losses that have been identified with specific borrower relationships (specific loss component) and probable losses that are believed to be inherent in the loan and lease portfolios, unfunded commitments, and standby letters of credit (inherent loss component). Control processes and analyses employed to evaluate the appropriateness of the allowance for credit losses are reviewed on at least an annual basis and modified as considered necessary.

The amount of specific allowance is determined through an individual evaluation of loans and lending-related commitments considered impaired that is based on expected future cash flows, the value of collateral, and other factors that may impact the borrower s ability to pay. Changes in collateral values, delinquency ratios, portfolio volume and concentration, and other asset quality metrics, including management s subjective evaluation of economic and business conditions, result in adjustments of qualitative allowance factors that are applied in the determination of inherent allowance requirements.

A $10.0 million provision for credit losses was recorded in the current quarter and a $17.5 million provision was recorded in the prior year quarter. The current quarter provision reflects continued weakness within the residential real estate and commercial real estate loan classes. Net charge-offs totaled $11.9 million for the current quarter resulting from $16.3 million of charge-offs and $4.4 million of recoveries, compared to $28.6 million of net charge-offs in the prior year quarter resulting from $34.9 million of charge-offs and $6.3 million of recoveries. Nonperforming loans and leases decreased $38.5 million, or 13%, from the prior year quarter.

Note 6 to the consolidated financial statements includes a table that details the changes in the allowance for credit losses during the three and nine months ended September 30, 2012 and 2011 due to charge-offs, recoveries, and the provision for credit losses.

ASSET QUALITY (continued)

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

	September 30, 2012		June 30, 2012		December 31, 2011		September 30, 2011	
($ In Millions)	Allowance Amount	Percent of Loans to Total Loans	Allowance Amount	Percent of Loans to Total Loans	Allowance Amount	Percent of Loans to Total Loans	Allowance Amount	Percent of Loans to Total Loans
Specific Allowance	**$ 36.6**	**%**	$ 30.9	%	$ 47.3	%	$ 49.3	%
Allocated Inherent Allowance								
Commercial								
Commercial and Institutional	**80.8**	**25**	85.8	24	90.0	24	93.7	22
Commercial Real Estate	**83.6**	**10**	82.8	10	77.1	10	77.7	10
Lease Financing, net	**3.4**	**3**	3.4	3	1.8	3	1.3	4
Non-U.S.	**4.0**	**4**	4.1	4	4.7	4	4.7	5
Other		**2**		3		1		2
Total Commercial	**171.8**	**44**	176.1	44	173.6	42	177.4	43
Personal								
Residential Real Estate	**104.7**	**35**	107.1	36	92.0	37	92.6	37
Private Client	**14.9**	**20**	15.8	19	16.0	20	15.3	19
Other		**1**		1		1		1
Total Personal	**119.6**	**56**	122.9	56	108.0	58	107.9	57
Total Allocated Inherent Allowance	**$ 291.4**	**100%**	$ 299.0	100%	$ 281.6	100%	$ 285.3	100%
Total Allowance for Credit Losses	**328.0**		329.9		328.9		334.6	
Allowance Assigned to Loans and Leases	**$ 298.6**		$ 300.3		$ 294.8		$ 298.3	
Unfunded Commitments and Standby Letters of Credit	**29.4**		29.6		34.1		36.3	
Total Allowance for Credit Losses	**$ 328.0**		$ 329.9		$ 328.9		$ 334.6	
Allowance Assigned to Loans and Leases to Total Loans and Leases	**1.01%**		1.01%		1.01%		1.04%	

MARKET RISK MANAGEMENT

As described in the 2011 Annual Report to Shareholders, Northern Trust manages its interest rate risk through two primary measurement techniques: simulation of earnings and simulation of economic value of equity. Also, as part of its risk management activities, it regularly measures the risk of loss associated with foreign currency positions using a Value-at-Risk (VaR) model.

Based on this continuing evaluation process, Northern Trust s interest rate risk position, as measured by current market implied forward interest rates and sensitivity analyses, and the VaR associated with the foreign exchange trading portfolio, have not changed significantly since December 31, 2011.

RECONCILIATION OF REPORTED NET INTEREST INCOME TO FULLY TAXABLE EQUIVALENT

The tables below present a reconciliation of interest income and net interest income prepared in accordance with GAAP to interest income and net interest income on a fully taxable equivalent (FTE) basis, a non-GAAP financial measure. Management believes an FTE presentation provides a clearer indication of net interest margins for comparative purposes.

	Three Months Ended					
	September 30, 2012			September 30, 2011		
($ In Millions)	Reported	FTE Adj.	FTE	Reported	FTE Adj.	FTE
Interest Income	**$ 323.1**	**$ 11.3**	**$ 334.4**	$ 347.1	$ 9.8	$ 356.9
Interest Expense	**77.5**		**77.5**	90.3		90.3
Net Interest Income	**$ 245.6**	**$ 11.3**	**$ 256.9**	$ 256.8	$ 9.8	$ 266.6
Net Interest Margin	**1.16%**		**1.21%**	1.21%		1.25%

	Nine Months Ended					
	September 30, 2012			September 30, 2011		
($ In Millions)	Reported	FTE Adj.	FTE	Reported	FTE Adj.	FTE
Interest Income	**$ 985.6**	**$ 31.4**	**$ 1,017.0**	$ 1,053.8	$ 30.8	$ 1,084.6
Interest Expense	**229.5**		**229.5**	316.5		316.5
Net Interest Income	**$ 756.1**	**$ 31.4**	**$ 787.5**	$ 737.3	$ 30.8	$ 768.1
Net Interest Margin	**1.19%**		**1.24%**	1.21%		1.26%

The following schedule should be read in conjunction with the Net Interest Income section of Management s Discussion and Analysis of Financial Condition and Results of Operations.

AVERAGE CONSOLIDATED BALANCE SHEET WITH ANALYSIS OF NET INTEREST INCOME
(INTEREST AND RATE ON A FULLY TAXABLE

EQUIVALENT BASIS)

NORTHERN TRUST CORPORATION

	Third Quarter					
	2012			2011		
($ In Millions)	**Interest**	**Average Balance**	**Rate (3)**	Interest	Average Balance	Rate (3)
Average Earning Assets						
Federal Funds Sold and Securities Purchased under Agreements to Resell	$ 0.1	$ 285.6	0.19%	$ 0.1	$ 273.4	0.07%
Interest-Bearing Deposits with Banks	**44.8**	**19,215.4**	**0.93**	49.3	17,234.8	1.13
Federal Reserve Deposits and Other Interest-Bearing	**4.0**	**6,113.7**	**0.26**	7.1	10,808.5	0.26
Securities						
U.S. Government	**4.7**	**1,786.4**	**1.04**	6.3	1,747.7	1.44
Obligations of States and Political Subdivisions	**6.4**	**398.4**	**6.44**	9.9	588.8	6.70
Government Sponsored Agency	**34.7**	**18,694.1**	**0.74**	26.5	14,910.6	0.71
Other (1)	**31.3**	**8,986.2**	**1.38**	26.7	10,395.5	1.02
Total Securities	**77.1**	**29,865.1**	**1.03**	69.4	27,642.6	1.00
Loans and Leases (2)	**208.4**	**29,046.0**	**2.85**	231.0	28,469.1	3.22
Total Earning Assets	**334.4**	**84,525.8**	**1.57**	356.9	84,428.4	1.68
Allowance for Credit Losses Assigned to Loans and Leases		**(297.8)**			(300.9)	
Cash and Due from Banks		**3,446.6**			4,127.5	
Buildings and Equipment		**461.7**			498.6	
Client Security Settlement Receivables		**434.7**			406.7	
Goodwill		**534.8**			504.7	
Other Assets		**3,604.1**			4,364.7	
Total Assets	**$**	**$ 92,709.9**	**%**	$	$ 94,029.7	%
Average Source of Funds						
Deposits						
Savings and Money Market	**$ 4.5**	**$ 13,687.1**	**0.13%**	$ 5.5	$ 14,137.3	0.16%
Savings Certificates and Other Time	**5.2**	**3,083.6**	**0.67**	6.7	3,625.3	0.74
Non-U.S. Offices - Interest-Bearing	**34.1**	**38,896.8**	**0.35**	37.9	41,688.4	0.36
Total Interest-Bearing Deposits	**43.8**	**55,667.5**	**0.31**	50.1	59,451.0	0.33
Short-Term Borrowings	**1.4**	**2,200.7**	**0.26**	1.7	3,003.8	0.22
Senior Notes	**18.6**	**2,439.6**	**3.04**	16.3	2,015.3	3.21
Long-Term Debt	**13.0**	**1,452.9**	**3.55**	21.6	2,179.8	3.92
Floating Rate Capital Debt	**0.7**	**277.0**	**1.03**	0.6	276.9	0.83
Total Interest-Related Funds	**77.5**	**62,037.7**	**0.50**	90.3	66,926.8	0.54
Interest Rate Spread			**1.07**			1.14
Demand and Other Noninterest-Bearing Deposits		**20,235.8**			16,851.3	

Other Liabilities		**3,014.5**			3,157.1	
Stockholders Equity		**7,421.9**			7,094.5	
Total Liabilities and Stockholders Equity	**$**	**$ 92,709.9**	**%**	$	$ 94,029.7	%
Net Interest Income/Margin (FTE Adjusted)	**$ 256.9**	**$**	**1.21%**	$ 266.6	$	1.25%
Net Interest Income/Margin (Unadjusted)	**$ 245.6**	**$**	**1.16%**	$ 256.8	$	1.21%

ANALYSIS OF NET INTEREST INCOME CHANGES

DUE TO VOLUME AND RATE

	Three Months 2012/2011 Change Due To		
(In Millions)	**Average Balance**	**Rate**	**Total**
Earning Assets (FTE)	**$ 12.8**	**$ (35.3)**	**$ (22.5)**
Interest-Related Funds	**(7.3)**	**(5.5)**	**(12.8)**
Net Interest Income (FTE)	**$ 20.1**	**$ (29.8)**	**$ (9.7)**

(1) Other securities include Federal Reserve and Federal Home Loan Bank stock and certain affordable housing investments which are classified in other assets in the consolidated balance sheet as of September 30, 2012 and 2011.
(2) Average balances include nonaccrual loans. Lease financing receivable balances are reduced by deferred income.
(3) Rate calculations are based on actual balances rather than the rounded amounts presented in the Average Consolidated Balance Sheet with Analysis of Net Interest Income.

Notes: Net Interest Income (FTE Adjusted) includes adjustments to a fully taxable equivalent basis for loans and securities. Such adjustments are based on a blended federal and state tax rate of 37.7%. Total taxable equivalent interest adjustments amounted to $11.3 million and $9.8 million for the three months ended September 30, 2012 and 2011, respectively.

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

The following schedule should be read in conjunction with the Net Interest Income section of Management s

Discussion and Analysis of Financial Condition and Results of Operations.

AVERAGE CONSOLIDATED BALANCE SHEET
WITH ANALYSIS OF NET INTEREST INCOME
(INTEREST AND RATE ON A FULLY TAXABLE

EQUIVALENT BASIS)

NORTHERN TRUST CORPORATION

	Nine Months					
	2012			2011		
($ In Millions)	**Interest**	**Average Balance**	**Rate (3)**	Interest	Average Balance	Rate (3)
Average Earning Assets						
Federal Funds Sold and Securities Purchased under Agreements to Resell	$ 0.3	$ 264.3	0.16%	$ 0.2	$ 265.8	0.09%
Interest-Bearing Deposits with Banks	**138.8**	**18,751.9**	**0.99**	131.4	16,543.7	1.06
Federal Reserve Deposits and Other Interest-Bearing	**11.2**	**5,815.2**	**0.26**	23.1	11,526.2	0.27
Securities						
U.S. Government	**19.1**	**2,432.0**	**1.05**	15.4	1,243.7	1.65
Obligations of States and Political Subdivisions	**21.5**	**437.7**	**6.54**	31.0	621.9	6.65
Government Sponsored Agency	**93.0**	**18,159.9**	**0.68**	73.5	13,448.4	0.73
Other (1)	**98.6**	**9,831.3**	**1.34**	86.8	9,376.6	1.24
Total Securities	**232.2**	**30,860.9**	**1.00**	206.7	24,690.6	1.12
Loans and Leases (2)	**634.5**	**28,906.9**	**2.93**	723.2	28,200.8	3.43
Total Earning Assets	**1,017.0**	**84,599.2**	**1.61**	1,084.6	81,227.1	1.79
Allowance for Credit Losses Assigned to Loans and Leases		**(296.3)**			(309.4)	
Cash and Due from Banks		**3,768.8**			3,809.5	
Buildings and Equipment		**474.3**			500.9	
Client Security Settlement Receivables		**447.9**			415.1	
Goodwill		**534.6**			442.8	
Other Assets		**3,885.1**			3,838.2	
Total Assets	**$**	**$ 93,413.6**	**%**	$	$ 89,924.2	%
Average Source of Funds						
Deposits						
Savings and Money Market	**$ 14.7**	**$ 14,128.2**	**0.14%**	$ 20.9	$ 14,088.2	0.20%
Savings Certificates and Other Time	**15.5**	**3,084.4**	**0.67**	22.1	3,713.7	0.80
Non-U.S. Offices - Interest-Bearing	**92.7**	**38,105.9**	**0.32**	144.0	39,797.9	0.48
Total Interest-Bearing Deposits	**122.9**	**55,318.5**	**0.30**	187.0	57,599.8	0.43
Short-Term Borrowings	**4.7**	**3,526.6**	**0.18**	6.7	5,075.0	0.18
Senior Notes	**52.4**	**2,228.9**	**3.14**	47.7	1,933.9	3.30
Long-Term Debt	**47.3**	**1,704.8**	**3.71**	73.3	2,551.4	3.85
Floating Rate Capital Debt	**2.2**	**277.0**	**1.07**	1.8	276.9	0.85
Total Interest-Related Funds	**229.5**	**63,055.8**	**0.49**	316.5	67,437.0	0.63
Interest Rate Spread			**1.12**			1.16

Demand and Other Noninterest-Bearing Deposits		**19,809.2**			12,565.2		
Other Liabilities		**3,255.5**			2,953.1		
Stockholders Equity		**7,293.1**			6,968.9		
Total Liabilities and Stockholders Equity	**$**	**$ 93,413.6**	**%**	$	$ 89,924.2		%
Net Interest Income/Margin (FTE Adjusted)	**$ 787.5**	**$**	**1.24%**	$ 768.1	$		1.26%
Net Interest Income/Margin (Unadjusted)	**$ 756.1**	**$**	**1.19%**	$ 737.3	$		1.21%

ANALYSIS OF NET INTEREST INCOME CHANGES

DUE TO VOLUME AND RATE

	Nine Months 2012/2011 Change Due To		
(In Millions)	**Average Balance**	**Rate**	**Total**
Earning Assets (FTE)	**$ 75.8**	**$ (143.4)**	**$ (67.6)**
Interest-Related Funds	**(26.5)**	**(60.5)**	**(87.0)**
Net Interest Income (FTE)	**$ 102.3**	**$ (82.9)**	**$ 19.4**

(1) Other securities include Federal Reserve and Federal Home Loan Bank stock and certain affordable housing investments which are classified in other assets in the consolidated balance sheet as of September 30, 2012 and 2011.

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

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

Notes: Net Interest Income (FTE Adjusted) includes adjustments to a fully taxable equivalent basis for loans and securities. Such adjustments are based on a blended federal and state tax rate of 37.7%. Total taxable equivalent interest adjustments amounted to $31.4 million and $30.8 million for the nine months ended September 30, 2012 and 2011, respectively.

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

FACTORS AFFECTING FUTURE RESULTS

This report contains statements that may be considered forward-looking, such as the statements relating to Northern Trust s financial goals, capital adequacy, dividend policy, expansion and business development plans, risk management policies, anticipated expense levels and projected profit improvements, business prospects and positioning with respect to market, demographic and pricing trends, strategic initiatives, reengineering and outsourcing activities, new business results and outlook, changes in securities market prices, credit quality including allowance levels, planned capital expenditures and technology spending, anticipated tax benefits and expenses, and the effects of any extraordinary events and various other matters (including developments with respect to litigation, other contingent liabilities and obligations, and regulation involving Northern Trust and changes in accounting policies, standards and interpretations) on Northern Trust s business and results.

Forward-looking statements are typically identified by words or phrases such as believe , expect , anticipate , intend , estimate , may increase fluctuate , plan , goal , target , strategy , and similar expressions or future or conditional verbs such as may , will , should , would , and Forward-looking statements are Northern Trust s current estimates or expectations of future events or future results. Actual results could differ materially from the results indicated by these statements because the realization of those results is subject to many risks and uncertainties including: the health of the U.S. and international economies and particularly the continuing uncertainty in Europe; the recent downgrade of U.S. Government issued securities; the health and soundness of the financial institutions and other counterparties with which Northern Trust conducts business; changes in financial markets, including debt and equity markets, that impact the value, liquidity, or credit ratings of financial assets in general, or financial assets in particular investment funds, client portfolios, or securities lending collateral pools, including those funds, portfolios, collateral pools, and other financial assets with respect to which Northern Trust has taken, or may in the future take, actions to provide asset value stability or additional liquidity; the impact of the recent disruption and stress in the financial markets, the effectiveness of governmental actions taken in response, and the effect of such governmental actions on Northern Trust, its competitors and counterparties, financial markets generally and availability of credit specifically, and the U.S. and international economies, including special deposit assessments or potentially higher FDIC premiums; changes in foreign exchange trading client volumes, fluctuations and volatility in foreign currency exchange rates, and Northern Trust s success in assessing and mitigating the risks arising from such changes, fluctuations and volatility; decline in the value of securities held in Northern Trust s investment portfolio, particularly asset-backed securities, the liquidity and pricing of which may be negatively impacted by periods of economic turmoil and financial market disruptions; uncertainties inherent in the complex and subjective judgments required to assess credit risk and establish appropriate allowances therefor; difficulties in measuring, or determining whether there is other-than-temporary impairment in, the value of securities held in Northern Trust s investment portfolio; Northern Trust s success in managing various risks inherent in its business, including credit risk, operational risk, interest rate risk and liquidity risk, particularly during times of economic uncertainty and volatility in the credit and other markets; geopolitical risks and the risks of extraordinary events such as natural disasters, terrorist events, war and the U.S. and other governments responses to those events; the pace and extent of

FACTORS AFFECTING FUTURE RESULTS (continued)

continued globalization of investment activity and growth in worldwide financial assets; regulatory and monetary policy developments; failure to obtain regulatory approvals when required, including for the use and distribution of capital; changes in tax laws, accounting requirements or interpretations and other legislation in the U.S. or other countries that could affect Northern Trust or its clients, including changes in accounting rules for fair value measurements and recognizing impairments; changes in the nature and activities of Northern Trust s competition, including increased consolidation within the financial services industry; Northern Trust s success in maintaining existing business and continuing to generate new business in its existing markets; Northern Trust s success in identifying and penetrating targeted markets, through acquisition, strategic alliance or otherwise; Northern Trust s success in integrating acquisitions and strategic alliances; Northern Trust s success in addressing the complex needs of a global client base across multiple time zones and from multiple locations, and managing compliance with legal, tax, regulatory and other requirements in areas of faster growth in its businesses, especially in immature markets; Northern Trust s ability to maintain a product mix that achieves acceptable margins; Northern Trust s ability to continue to generate investment results that satisfy its clients and continue to develop its array of investment products; Northern Trust s success in generating revenues in its securities lending business for itself and its clients, especially in periods of economic and financial market uncertainty; Northern Trust s success in recruiting and retaining the necessary personnel to support business growth and expansion and maintain sufficient expertise to support increasingly complex products and services; Northern Trust s success in implementing its revenue enhancement and expense management initiatives; Northern Trust s ability, as products, methods of delivery, and client requirements change or become more complex, to continue to fund and accomplish innovation, improve risk management practices and controls, and address operating risks, including human errors or omissions, data security breach risks, pricing or valuation of securities, fraud, systems performance or defects, systems interruptions, and breakdowns in processes or internal controls; Northern Trust s success in controlling expenses, particularly in a difficult economic environment; uncertainties inherent in Northern Trust s assumptions concerning its pension plan, including discount rates and expected contributions, returns and payouts; increased costs of compliance and other risks associated with changes in regulation and the current regulatory environment, including the requirements of the Basel II capital regime and the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), areas of increased regulatory emphasis and oversight in the U.S. and other countries such as anti-money laundering, anti-bribery, and client privacy and the potential for substantial changes in the legal, regulatory and enforcement framework and oversight applicable to financial institutions in reaction to recent adverse financial market events, including changes pursuant to the Dodd-Frank Act that may, among other things, affect the leverage limits and risk-based capital and liquidity requirements for certain financial institutions, including Northern Trust, require those financial institutions to pay higher assessments, expose them to certain liabilities of their subsidiary depository institutions, and restrict or increase the regulation of certain activities, including foreign exchange, carried on by financial institutions, including Northern Trust; risks that evolving regulations, such as Basel II, and potential legislation and regulations, including Basel III and regulations that may be promulgated under the Dodd-Frank Act, could affect required

FACTORS AFFECTING FUTURE RESULTS (continued)

regulatory capital for financial institutions, including Northern Trust, potentially resulting in changes to the cost and composition of capital for Northern Trust; risks and uncertainties inherent in the litigation and regulatory process, including the adequacy of contingent liability, tax, and other accruals; and the risk of events that could harm Northern Trust s reputation and so undermine the confidence of clients, counterparties, rating agencies, and stockholders.

Some of these and other risks and uncertainties that may affect future results are discussed in more detail in the section of Management s Discussion and Analysis of Financial Condition and Results of Operations captioned Risk Management in the 2011 Annual Report to Shareholders (pages 49-61), in the section of the Notes to Consolidated Financial Statements in the 2011 Annual Report to Shareholders captioned Note 25 Contingent Liabilities (pages 111 and 112), in the sections of Item 1 Business of the 2011 Annual Report on Form 10-K captioned Government Monetary and Fiscal Policies, Competition and Regulation and Supervision (pages 3-14), and in Item 1A Risk Factors the 2011 Annual Report on Form 10-K (pages 28-37). All forward-looking statements included in this report are based upon information presently available, and Northern Trust assumes no obligation to update any forward-looking statements.

FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEET

NORTHERN TRUST CORPORATION

($ In Millions Except Share Information)	September 30, 2012	December 31, 2011
Assets	(Unaudited)	
Cash and Due from Banks	**$ 3,396.7**	$ 4,315.3
Federal Funds Sold and Securities Purchased under Agreements to Resell	**573.4**	121.3
Interest-Bearing Deposits with Banks	**19,347.8**	16,696.4
Federal Reserve Deposits and Other Interest-Bearing	**6,230.5**	13,448.6
Securities		
Available for Sale	**28,136.1**	30,192.5
Held to Maturity (Fair value of $1,064.2 and $817.1)	**1,048.0**	799.2
Trading Account	**5.2**	8.0
Total Securities	**29,189.3**	30,999.7
Loans and Leases		
Commercial	**12,999.6**	12,354.3
Personal	**16,543.1**	16,709.6
Total Loans and Leases (Net of unearned income of $302.2 and $374.1)	**29,542.7**	29,063.9
Allowance for Credit Losses Assigned to Loans and Leases	**(298.6)**	(294.8)
Buildings and Equipment	**453.7**	494.5
Client Security Settlement Receivables	**1,078.2**	778.3
Goodwill	**538.0**	532.0
Other Assets	**3,580.8**	4,068.5
Total Assets	**$ 93,632.5**	$ 100,223.7
Liabilities		
Deposits		
Demand and Other Noninterest-Bearing	**$ 18,226.5**	$ 22,792.0
Savings and Money Market	**13,481.6**	17,470.8
Savings Certificates and Other Time	**3,011.0**	3,058.3
Non U.S. Offices Noninterest-Bearing	**3,136.4**	3,488.4
Interest-Bearing	**39,076.1**	35,868.0
Total Deposits	**76,931.6**	82,677.5
Federal Funds Purchased	**573.7**	815.3
Securities Sold Under Agreements to Repurchase	**382.6**	1,198.8
Other Borrowings	**442.7**	931.5
Senior Notes	**2,610.3**	2,126.7
Long-Term Debt	**1,428.4**	2,133.3
Floating Rate Capital Debt	**277.0**	276.9
Other Liabilities	**3,454.0**	2,946.4
Total Liabilities	**86,100.3**	93,106.4
Stockholders Equity		
Common Stock, $1.66 2/3 Par Value; Authorized 560,000,000 shares; Outstanding shares of 239,799,129 and 241,008,509	**408.6**	408.6

Additional Paid-In Capital	**1,004.8**	977.5
Retained Earnings	**6,607.9**	6,302.3
Accumulated Other Comprehensive Loss	**(215.9)**	(345.6)
Treasury Stock (5,372,395 and 4,163,015 shares, at cost)	**(273.2)**	(225.5)
Total Stockholders Equity	**7,532.2**	7,117.3
Total Liabilities and Stockholders Equity	**$ 93,632.5**	$ 100,223.7

See accompanying notes to the consolidated financial statements.

CONSOLIDATED STATEMENT OF INCOME (UNAUDITED) **NORTHERN TRUST CORPORATION**

($ In Millions Except Per Common Share Information)		Three Months Ended September 30, 2012	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
Noninterest Income					
Trust, Investment and Other Servicing Fees		**$ 601.9**	$ 555.3	**$ 1,782.9**	$ 1,628.0
Foreign Exchange Trading Income		**44.0**	87.2	**165.3**	252.8
Treasury Management Fees		**16.3**	17.8	**51.0**	55.1
Security Commissions and Trading Income		**17.9**	13.9	**53.6**	44.8
Other Operating Income		**46.6**	42.5	**119.2**	120.4
Investment Security Gains (Losses), net (1)		**0.2**	(2.0)	**(1.7)**	(24.1)
Total Noninterest Income		**726.9**	714.7	**2,170.3**	2,077.0
Net Interest Income					
Interest Income		**323.1**	347.1	**985.6**	1,053.8
Interest Expense		**77.5**	90.3	**229.5**	316.5
Net Interest Income		**245.6**	256.8	**756.1**	737.3
Provision for Credit Losses		**10.0**	17.5	**20.0**	42.5
Net Interest Income after Provision for Credit Losses		**235.6**	239.3	**736.1**	694.8
Noninterest Expense					
Compensation		**315.7**	311.1	**951.1**	925.3
Employee Benefits		**61.3**	66.7	**194.3**	188.7
Outside Services		**126.6**	139.7	**388.5**	398.6
Equipment and Software		**86.0**	76.3	**276.2**	232.8
Occupancy		**43.8**	45.4	**128.2**	131.3
Visa Indemnification Benefit					(10.1)
Other Operating Expense		**63.0**	62.0	**199.0**	192.9
Total Noninterest Expense		**696.4**	701.2	**2,137.3**	2,059.5
Income before Income Taxes		**266.1**	252.8	**769.1**	712.3
Provision for Income Taxes		**87.3**	82.4	**249.5**	238.9
Net Income		**$ 178.8**	$ 170.4	**$ 519.6**	$ 473.4
Net Income Applicable to Common Stock		**$ 178.8**	$ 170.4	**$ 519.6**	$ 473.4
Per Common Share					
Net Income	Basic	**$ 0.73**	$ 0.70	**$ 2.13**	$ 1.94
	Diluted	**0.73**	0.70	**2.12**	1.93
Average Number of Common Shares Outstanding	Basic	**240,237,014**	240,991,491	**240,740,803**	241,529,793
	Diluted	**240,697,062**	241,193,993	**241,205,186**	242,018,750

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED) **NORTHERN TRUST CORPORATION**

(In Millions)	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
Net Income	**$ 178.8**	$ 170.4	**$ 519.6**	$ 473.4
Other Comprehensive Income (Net of Tax and Reclassifications)				
Net Unrealized Gains on Securities Available for Sale	**35.6**	21.4	**67.3**	55.2
Net Unrealized Gains (Losses) on Cash Flow Hedges	**3.1**	(16.6)	**5.5**	(9.6)
Foreign Currency Translation Adjustments	**14.2**	1.2	**24.1**	10.6
Pension and Other Postretirement Benefit Adjustments	**5.3**	4.8	**32.8**	16.6
Other Comprehensive Income	**58.2**	10.8	**129.7**	72.8
Comprehensive Income	**$ 237.0**	$ 181.2	**$ 649.3**	$ 546.2

(1) Changes in Other-Than-Temporary-Impairment (OTTI) Losses	**$ 0.4**	$ 0.5	**$ (2.7)**	$ (1.1)
Noncredit-related OTTI Losses Recorded in/(Reclassified from) OCI	**(0.6)**	(1.8)	**(0.6)**	(22.2)
Other Security Gains (Losses), net	**0.4**	(0.7)	**1.6**	(0.8)
Investment Security Gains (Losses), net	**$ 0.2**	$ (2.0)	**$ (1.7)**	$ (24.1)

See accompanying notes to the consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS EQUITY (UNAUDITED) **NORTHERN TRUST CORPORATION**

(In Millions)	Nine Months Ended September 30, 2012	2011
Common Stock		
Balance at January 1 and September 30	**$ 408.6**	$ 408.6
Additional Paid-in Capital		
Balance at January 1	**977.5**	920.0
Treasury Stock Transactions Stock Options and Awards	**(32.2)**	(11.9)
Stock Options and Awards Amortization	**58.2**	55.4
Stock Options and Awards Tax Benefits	**1.3**	(0.6)
Balance at September 30	**1,004.8**	962.9
Retained Earnings		
Balance at January 1	**6,302.3**	5,972.1
Net Income	**519.6**	473.4
Dividends Declared Common Stock	**(214.0)**	(205.2)
Balance at September 30	**6,607.9**	6,240.3
Accumulated Other Comprehensive Income (Loss)		
Balance at January 1	**(345.6)**	(305.3)
Net Unrealized Gains on Securities Available for Sale	**67.3**	55.2
Net Unrealized Gains (Losses) on Cash Flow Hedges	**5.5**	(9.6)
Foreign Currency Translation Adjustments	**24.1**	10.6
Pension and Other Postretirement Benefit Adjustments	**32.8**	16.6
Balance at September 30	**(215.9)**	(232.5)
Treasury Stock		
Balance at January 1	**(225.5)**	(165.1)
Stock Options and Awards	**52.3**	16.7
Stock Purchased	**(100.0)**	(78.1)
Balance at September 30	**(273.2)**	(226.5)
Total Stockholders Equity at September 30	**$ 7,532.2**	$ 7,152.8

See accompanying notes to the consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS **NORTHERN TRUST CORPORATION**

(UNAUDITED)

(In Millions)	Nine Months Ended September 30, 2012	2011
Cash Flows from Operating Activities:		
Net Income	**$ 519.6**	$ 473.4
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Investment Security (Gains) Losses, net	**1.7**	24.1
Amortization and Accretion of Securities and Unearned Income	**(37.7)**	(19.2)
Provision for Credit Losses	**20.0**	42.5
Depreciation on Buildings and Equipment	**66.2**	67.7
Amortization of Computer Software	**134.2**	117.4
Amortization of Intangibles	**15.0**	11.5
Qualified Pension Plan Contribution	**(12.3)**	(10.6)
Visa Indemnification Benefit		(10.1)
(Increase) Decrease in Receivables	**(35.6)**	104.5
Increase (Decrease) in Interest Payable	**1.2**	1.6
Net Change in Derivative Investments (Gains) Losses, net	**(85.4)**	(1,204.2)
Other Operating Activities, net	**204.3**	264.4
Net Cash Provided by (Used in) Operating Activities	**791.2**	(137.0)
Cash Flows from Investing Activities:		
Net Increase in Federal Funds Sold and Securities Purchased under Agreements to Resell	**(246.5)**	(61.6)
Net Increase in Interest-Bearing Deposits with Banks	**(2,651.4)**	(3,592.8)
Net Decrease in Federal Reserve Deposits and Other Interest-Bearing Assets	**7,218.1**	4,438.0
Purchases of Securities Held to Maturity	**(1,210.7)**	(101.5)
Proceeds from Maturity and Redemption of Securities Held to Maturity	**968.2**	195.9
Purchases of Securities Available for Sale	**(16,885.1)**	(24,888.1)
Proceeds from Sale, Maturity and Redemption of Securities Available for Sale	**19,155.8**	16,484.0
Net Increase in Loans and Leases	**(500.5)**	(634.9)
Purchases of Buildings and Equipment, net	**(27.9)**	(55.1)
Purchases and Development of Computer Software	**(149.4)**	(219.8)
Net Change in Client Settlement Receivables and Payables	**(299.9)**	(246.9)
Decrease in Cash Due to Acquisitions, net of Cash Acquired		(172.6)
Other Investing Activities, net	**(37.8)**	(60.9)
Net Cash Provided by (Used in) Investing Activities	**5,332.9**	(8,916.3)
Cash Flows from Financing Activities:		
Net Increase (Decrease) in Deposits	**(5,745.9)**	14,318.3
Net Decrease in Federal Funds Purchased	**(241.7)**	(2,953.9)
Net Decrease in Securities Sold under Agreements to Repurchase	**(816.2)**	(615.1)
Net Increase (Decrease) in Short-Term Other Borrowings	**(367.4)**	522.3
Proceeds from Term Federal Funds Purchased		7,959.9
Repayments of Term Federal Funds Purchased		(7,979.0)
Proceeds from Senior Notes and Long-Term Debt	**500.0**	500.0
Repayments of Senior Notes and Long-Term Debt	**(722.7)**	(879.8)
Treasury Stock Purchased	**(99.9)**	(77.7)
Net Proceeds from Stock Options	**78.3**	58.7
Cash Dividends Paid on Common Stock	**(209.5)**	(205.5)
Other Financing Activities, net	**573.5**	
Net Cash Provided by (Used in) Financing Activities	**(7,051.5)**	10,648.2

Effect of Foreign Currency Exchange Rates on Cash	**8.8**	(76.3)
Increase (Decrease) in Cash and Due from Banks	**(918.6)**	1,518.6
Cash and Due from Banks at Beginning of Year	**4,315.3**	2,818.0
Cash and Due from Banks at End of Period	**$ 3,396.7**	$ 4,336.6
Supplemental Disclosures of Cash Flow Information:		
Interest Paid	**$ 228.3**	$ 314.9
Income Taxes Paid	**164.4**	123.6
Transfers from Loans to OREO	**36.3**	57.5

See accompanying notes to the consolidated financial statements.

Notes to Consolidated Financial Statements

1. Basis of Presentation The consolidated financial statements include the accounts of Northern Trust Corporation (Corporation) and its subsidiaries (collectively, Northern Trust). Significant intercompany balances and transactions have been eliminated. The consolidated financial statements, as of and for the periods ended September 30, 2012 and 2011, have not been audited by the Corporation s independent registered public accounting firm. In the opinion of management, all accounting entries and adjustments, including normal recurring accruals, necessary for a fair presentation of the financial position and the results of operations for the interim periods have been made. For a description of Northern Trust s significant accounting policies, refer to Note 1 of the Notes to Consolidated Financial Statements in the 2011 Annual Report to Shareholders.

2. Recent Accounting Pronouncements There were no accounting pronouncements issued during the quarter ended September 30, 2012 but not yet adopted that are expected to impact Northern Trust s consolidated financial position or results of operations.

3. Fair Value Measurements **Fair Value Hierarchy.** The following describes the hierarchy of valuation inputs (Levels 1, 2, and 3) used to measure fair value and the primary valuation methodologies used by Northern Trust for financial instruments measured at fair value on a recurring basis. Observable inputs reflect market data obtained from sources independent of the reporting entity; unobservable inputs reflect the entity s own assumptions about how market participants would value an asset or liability based on the best information available. GAAP requires an entity measuring fair value to maximize the use of observable inputs and minimize the use of unobservable inputs and establishes a fair value hierarchy of inputs. Financial instruments are categorized within the hierarchy based on the lowest level input that is significant to their valuation. Northern Trust s policy is to recognize transfers into and transfers out of fair value levels as of the end of the reporting period in which the transfer occurred. No transfers between fair value levels occurred during the nine months ended September 30, 2012 or the year ended December 31, 2011.

Level 1 Quoted, active market prices for identical assets or liabilities.

Northern Trust s Level 1 assets are comprised of available for sale investments in U.S. treasury securities.

Level 2 Observable inputs other than Level 1 prices, such as quoted active market prices for similar assets or liabilities, quoted prices for identical or similar assets in inactive markets, and model-derived valuations in which all significant inputs are observable in active markets.

Northern Trust s Level 2 assets include available for sale and trading account securities, the fair values of which are determined by external pricing vendors, or in limited cases internally based on similar securities. Northern Trust reviews the valuation methodology used by external pricing vendors for suitability and performs additional reviews of their valuation techniques and assumptions used for selected securities. Northern Trust

Notes to Consolidated Financial Statements (continued)

also reviews the market values provided by external vendors through a comparison of assigned market values to other third party prices for reasonableness. A price obtained from a vendor may be adjusted if it is found to be sufficiently inconsistent with other market prices.

Level 2 assets and liabilities also include derivative contracts which are valued internally using widely accepted income-based models that incorporate inputs readily observable in actively quoted markets and reflect the contractual terms of the contracts. Observable inputs include foreign exchange rates and interest rates for foreign exchange contracts; credit spreads, default probabilities, and recovery rates for credit default swap contracts; interest rates for interest rate swap contracts and forward contracts; and interest rates and volatility inputs for interest rate option contracts. Northern Trust evaluates the impact of counterparty credit risk and its own credit risk on the valuation of its derivative instruments. Factors considered include the likelihood of default by Northern Trust and its counterparties, the remaining maturities of the instruments, net exposures after giving effect to master netting agreements, available collateral, and other credit enhancements in determining the appropriate fair value of derivative instruments. The resulting valuation adjustments have not been considered material.

Level 3 Valuation techniques in which one or more significant inputs are unobservable in the marketplace.

Northern Trust s Level 3 assets consist of auction rate securities purchased in 2008 from Northern Trust clients. To estimate the fair value of auction rate securities, for which trading is limited and market prices are generally unavailable, Northern Trust developed and maintains a pricing model that discounts estimated cash flows over their estimated remaining lives. Significant inputs to the model include the contractual terms of the securities, credit risk ratings, discount rates, forward interest rates, credit/liquidity spreads, and Northern Trust s own assumptions about the estimated remaining lives of the securities. The significant unobservable inputs used in the fair value measurement are Northern Trust s own assumptions about the estimated remaining lives of the securities and the applicable discount rates. Significant increases (decreases) in the estimated remaining lives or the discount rates in isolation would result in a significantly lower (higher) fair value measurement. Level 3 liabilities consist of acquisition related contingent consideration liabilities. The fair values of these contingent consideration liabilities have been determined using an income-based (discounted cash flow) model that incorporates Northern Trust s own assumptions about business growth rates and applicable discount rates, which represent unobservable inputs to the model. Significant increases (decreases) in projected growth rates in isolation would result in significantly higher (lower) fair value measurements, while significant increases (decreases) in the discount rate in isolation would result in significantly lower (higher) fair value measurements.

Northern Trust believes its valuation methods for its assets and liabilities carried at fair value are appropriate; however, the use of different methodologies or assumptions, particularly as applied to Level 3 assets and liabilities, could have a material effect on the computation of their estimated fair values.

Notes to Consolidated Financial Statements (continued)

Management of various businesses and departments of Northern Trust (including Treasury Risk Management, Credit Policy, Business Practice & Marketing, and Corporate Financial Management) determine the valuation policies and procedures for Level 3 assets and liabilities. Each business and department represents a component of Northern Trust s business units, and reports to management of their respective business units. Generally, valuation policies are reviewed by management of each business or department. Fair value measurements are performed upon acquisitions of an asset or liability. As necessary, the valuation models are reviewed by management of the appropriate business or department, and adjusted for changes in inputs. Management of each business or department reviews the inputs in order to substantiate the unobservable inputs used in each fair value measurement. When appropriate, management reviews forecasts used in the valuation process in light of other relevant financial projections to understand any variances between current and previous fair value measurements. In certain circumstances, third party information is used to support the fair value measurements. If certain third party information seems inconsistent with consensus views, a review of the information is performed by management of the respective business or department to conclude as to the appropriate fair value of the asset or liability.

The following presents the fair values of, and the valuation techniques, significant unobservable inputs, and quantitative information used to develop significant unobservable inputs for, Northern Trust s Level 3 assets and liabilities as of September 30, 2012.

Financial Instrument	**Fair Value**	**Valuation Technique**	**Unobservable Input**	**Range of Lives and Rates**
Auction Rate Securities	$99.5 million	Discounted Cash Flow	Remaining lives	2.4 8.6 years
			Discount rates	0.22 % 9 %
Contingent Consideration	$48.9 million	Discounted Cash Flow	Discount rates	10.5%
			Business growth rates	19% 35%

Notes to Consolidated Financial Statements (continued)

The following presents assets and liabilities measured at fair value on a recurring basis as of September 30, 2012 and December 31, 2011, segregated by fair value hierarchy level.

(In Millions)	Level 1	Level 2	Level 3	Netting *	Assets/Liabilities at Fair Value
September 30, 2012					
Securities					
Available for Sale					
U.S. Government	**$ 1,787.8**	**$**	**$**	**$**	**$ 1,787.8**
Obligations of States and Political Subdivisions		**14.3**			**14.3**
Government Sponsored Agency		**18,585.1**			**18,585.1**
Corporate Debt		**2,173.6**			**2,173.6**
Covered Bonds		**1,733.8**			**1,733.8**
Supranational Bonds		**1,046.6**			**1,046.6**
Residential Mortgage-Backed		**115.8**			**115.8**
Other Asset-Backed		**2,239.6**			**2,239.6**
Auction Rate			**99.5**		**99.5**
Other		**340.0**			**340.0**
Total Available for Sale	**1,787.8**	**26,248.8**	**99.5**		**28,136.1**
Trading Account		**5.2**			**5.2**
Total Available for Sale and Trading	**1,787.8**	**26,254.0**	**99.5**		**28,141.3**
Other Assets					
Derivatives					
Foreign Exchange Contracts		**2,121.2**			**2,121.2**
Interest Rate Swaps		**335.6**			**335.6**
Total Derivatives		**2,456.8**		**(1,558.6)**	**898.2**
Other Liabilities					
Derivatives					
Foreign Exchange Contracts		**2,077.1**			**2,077.1**
Interest Rate Swaps		**267.3**			**267.3**
Credit Default Swaps		**1.1**			**1.1**
Total Derivatives		**2,345.5**		**(1,747.2)**	**598.3**
Other					
Contingent Consideration			**48.9**		**48.9**
Total Other	**$**	**$**	**$ 48.9**	**$**	**$ 48.9**

* *Northern Trust has elected to net derivative assets and liabilities when legally enforceable master netting agreements exist between Northern Trust and the counterparty. As of September 30, 2012, derivative assets and liabilities shown above also include reductions of $541.8 million and $730.5 million, respectively, as a result of cash collateral received from and deposited with derivative counterparties.*

Notes to Consolidated Financial Statements (continued)

(In Millions)	Level 1	Level 2	Level 3	Netting *	Assets/Liabilities at Fair Value
December 31, 2011					
Securities					
Available for Sale					
U.S. Government	$ 4,029.4	$	$	$	$ 4,029.4
Obligations of States and Political Subdivisions		15.8			15.8
Government Sponsored Agency		16,771.4			16,771.4
Corporate Debt		2,676.7			2,676.7
Covered Bonds		754.9			754.9
Non-U.S. Government		173.7			173.7
Supranational Bonds		972.1			972.1
Residential Mortgage-Backed		163.8			163.8
Other Asset-Backed		1,604.8			1,604.8
Certificates of Deposit		2,418.1			2,418.1
Auction Rate			178.3		178.3
Other		433.5			433.5
Total Available for Sale	4,029.4	25,984.8	178.3		30,192.5
Trading Account		8.0			8.0
Total Available for Sale and Trading	4,029.4	25,992.8	178.3		30,200.5
Other Assets					
Derivatives					
Foreign Exchange Contracts		3,087.3			3,087.3
Interest Rate Swaps		338.3			338.3
Credit Default Swaps		0.7			0.7
Total Derivatives		3,426.3		(2,243.7)	1,182.6
Other Liabilities					
Derivatives					
Foreign Exchange Contracts		2,991.6			2,991.6
Interest Rate Swaps		231.9			231.9
Credit Default Swaps		0.1			0.1
Total Derivatives		3,223.6		(2,281.0)	942.6
Other					
Contingent Consideration			56.8		56.8
Total Other	$	$	$ 56.8	$	$ 56.8

* *Northern Trust has elected to net derivative assets and liabilities when legally enforceable master netting agreements exist between Northern Trust and the counterparty. As of December 31, 2011, derivative assets and liabilities shown above also include reductions of $220.1 million and $257.4 million, respectively, as a result of cash collateral received from and deposited with derivative counterparties.*

Notes to Consolidated Financial Statements (continued)

The following tables present the changes in Level 3 assets and liabilities for the three and nine months ended September 30, 2012 and 2011.

Level 3 Assets (In Millions)	Auction Rate Securities	
Three Months Ended September 30,	2012	2011
Fair Value at July 1	**$ 105.2**	$ 205.1
Total Gains (Losses) for the Period		
Included in Earnings*	**0.3**	0.6
Included in Other Comprehensive Income**	**(1.1)**	(5.2)
Purchases, Issues, Sales, and Settlements		
Sales	**(0.1)**	
Settlements	**(4.8)**	(10.9)
Fair Value at September 30	**$ 99.5**	$ 189.6

Nine Months Ended September 30,	2012	2011
Fair Value at January 1	**$ 178.3**	$ 367.8
Total Gains (Losses) for the Period		
Included in Earnings*	**(22.0)**	10.2
Included in Other Comprehensive Income**	**4.9**	(15.8)
Purchases, Issues, Sales, and Settlements		
Sales	**(54.7)**	(1.5)
Settlements	**(7.0)**	(171.1)
Fair Value at September 30	**$ 99.5**	$ 189.6

* *Realized gains for the three month period ended September 30, 2012 of $0.3 million represent gains from redemptions by issuers. Realized losses for the nine month period ended September 30, 2012 of $22.0 million include $20.8 million of losses from sales of securities and $1.6 million of impairment losses, partially offset by $0.4 million of gains from redemptions by issuers. Realized gains for the three month period ended September 30, 2011 of $0.6 million represent redemptions by issuers. Realized gains for the nine month period ended September 30, 2011 of $10.2 million include $10.1 million from redemptions by issuers and $0.1 million from sales of securities. Gains on redemptions are recorded in interest income and sales and impairment losses are recorded in investment security gains (losses), within the consolidated statement of income.*

** *Unrealized losses related to auction rate securities are included in net unrealized gains on securities available for sale, within the consolidated statement of comprehensive income.*

Notes to Consolidated Financial Statements (continued)

Level 3 Liabilities (In Millions)	Other Liabilities *	
Three Months Ended September 30	2012	2011
Fair Value at July 1	**$ 57.2**	$ 26.4
Total (Gains) Losses for the Period		
Included in Earnings**	**0.1**	
Included in Other Comprehensive Income***	**(0.2)**	
Purchases, Issues, Sales, and Settlements		
Purchases		43.5
Issuances		
Settlements	**(8.2)**	
Fair Value at September 30	**$ 48.9**	$ 69.9
Unrealized (Gains) Losses Included in Earnings Related to Financial Instruments Held at September 30 **	**$ 1.3**	$

Nine Months Ended September 30	2012	2011
Fair Value at January 1	**$ 56.8**	$ 23.1
Total (Gains) Losses for the Period		
Included in Earnings**	**0.8**	
Included in Other Comprehensive Income***	**(0.5)**	
Purchases, Issues, Sales, and Settlements		
Purchases		56.9
Issuances		
Settlements	**(8.2)**	(10.1)
Fair Value at September 30	**$ 48.9**	$ 69.9
Unrealized (Gains) Losses Included in Earnings Related to Financial Instruments Held at September 30**	**$ 3.5**	$

* *Current balances relate to contingent consideration liabilities; 2011 balances also include a Visa indemnification liability.*

** *Gains (losses) are recorded in other operating income (expense) within the consolidated statement of income*

*** *Unrealized foreign currency related losses on contingent consideration liabilities are included in foreign currency translation adjustments, within the consolidated statement of comprehensive income.*

During the nine months ended September 30, 2012 and the year ended December 31, 2011, there were no transfers into or out of Level 3 assets or liabilities.

Carrying values of assets and liabilities that are not measured at fair value on a recurring basis may be adjusted to fair value in periods subsequent to their initial recognition, for example, to record an impairment of an asset. GAAP requires entities to separately disclose these subsequent fair value measurements and to classify them under the fair value hierarchy.

Notes to Consolidated Financial Statements (continued)

The following provides information regarding those assets measured at fair value on a nonrecurring basis at September 30, 2012 and 2011, segregated by fair value hierarchy level.

(In Millions)	Level 1	Level 2	Level 3	Total Fair Value
September 30, 2012				
Loans (1)	**$**	**$**	**$ 27.7**	**$ 27.7**
Other Real Estate Owned (2)			**1.0**	**1.0**
Total Assets at Fair Value	**$**	**$**	**$ 28.7**	**$ 28.7**
September 30, 2011				
Loans (1)	$	$	$ 46.6	$ 46.6
Other Real Estate Owned (2)			4.0	4.0
Total Assets at Fair Value	$	$	$ 50.6	$ 50.6

(1) In accordance with Accounting Standard Codification (ASC) Subtopic 310-10, Northern Trust recorded individually impaired loans at fair value and, for the three and nine months ended September 30, 2012, respectively, increased by $5.7 million and reduced by $8.5 million the level of specific allowances on these loans. During the three and nine months ended September 30, 2011, Northern Trust provided an additional $3.0 million and $10.5 million, respectively, of specific allowances to reduce the fair value of these loans.

(2) In accordance with ASC Subtopics 310-40 and 360-10, Northern Trust recorded Other Real Estate Owned (OREO) at fair value and subsequently charged $0.2 million and $0.4 million through other operating expenses during the three and nine months ended September 30, 2012, respectively, to reduce the fair values of these OREO properties. Charges of $1.7 million and $1.8 million were recorded through other operating expenses during the three and nine months ended September 30, 2011, respectively, to reduce the fair values of these OREO properties.

The fair values of real-estate loan collateral and OREO properties were estimated using a market approach typically supported by third party valuations and property specific fees and taxes, and were subject to adjustments to reflect management s judgment as to their realizable value. Other loan collateral is valued using a market approach, adjusted for asset specific characteristics, and in limited instances, third party valuations are used. Other loan collateral typically consists of accounts receivable, inventory and equipment.

The following table provides the fair value of, and the valuation technique, significant unobservable inputs, and quantitative information used to develop the significant unobservable inputs for, Northern Trust s Level 3 assets that were measured at fair value on a nonrecurring basis as of September 30, 2012.

Financial Instrument	**Fair Value**	**Valuation Technique**	**Unobservable Input**	**Range of Discounts Applied**
Loans	$27.7 million	Market Approach	Discount to reflect realizable value	15% 30%
OREO	$1.0 million	Market Approach	Discount to reflect realizable value	15% 30%

Notes to Consolidated Financial Statements (continued)

Fair Value of Financial Instruments. GAAP requires disclosure of the estimated fair value of certain financial instruments and the methods and significant assumptions used to estimate fair value. It excludes from this requirement nonfinancial assets and liabilities, as well as a wide range of franchise, relationship, and intangible values that add value to Northern Trust. Accordingly, the required fair value disclosures provide only a partial estimate of the fair value of Northern Trust. Financial instruments recorded at fair value on Northern Trust s consolidated balance sheet are discussed above. The following methods and assumptions were used in estimating the fair values of financial instruments that are not carried at fair value.

Held to Maturity Securities. The fair values of held to maturity securities were modeled by external pricing vendors, or in limited cases internally, using widely accepted models which are based on an income approach that incorporates current market yield curves.

Loans (Excluding Lease Receivables). The fair value of the loan portfolio was estimated using an income approach (discounted cash flow) that incorporates current market rates offered by Northern Trust as of the date of the consolidated financial statements. The fair values of all loans were adjusted to reflect current assessments of loan collectability.

Federal Reserve and Federal Home Loan Bank Stock. The fair values of Federal Reserve and Federal Home Loan Bank stock are equal to their carrying values which represent redemption value.

Affordable Housing Investments. The fair values of these instruments were estimated using an income approach (discounted cash flow) that incorporates current market rates.

Employee Benefit and Deferred Compensation. These assets include U.S. treasury securities and investments in mutual and collective trust funds held to fund certain supplemental employee benefit obligations and deferred compensation plans. Fair values of U.S. treasury securities were determined using quoted, active market prices for identical securities. The fair values of investments in mutual and collective trust funds were valued at the funds net asset values based on a market approach.

Savings Certificates and Other Time Deposits. The fair values of these instruments were estimated using an income approach (discounted cash flow) that incorporates market interest rates currently offered by Northern Trust for deposits with similar maturities.

Senior Notes, Subordinated Debt, and Floating Rate Capital Debt. Fair values were determined using a market approach based on quoted market prices, when available. If quoted market prices were not available, fair values were based on quoted market prices for comparable instruments.

Federal Home Loan Bank Borrowings. The fair values of these instruments were estimated using an income approach (discounted cash flow) that incorporates market interest rates available to Northern Trust.

Loan Commitments. The fair values of loan commitments represent the estimated costs to terminate or otherwise settle the obligations with a third party adjusted for any related allowance for credit losses.

Notes to Consolidated Financial Statements (continued)

Standby Letters of Credit. The fair values of standby letters of credit are measured as the amount of unamortized fees on these instruments, inclusive of the related allowance for credit losses. Fees are determined by applying basis points to the principal amounts of the letters of credit.

Financial Instruments Valued at Carrying Value. Due to their short maturity, the carrying values of certain financial instruments approximated their fair values. These financial instruments include cash and due from banks; federal funds sold and securities purchased under agreements to resell, interest-bearing deposits with banks, Federal Reserve deposits and other interest-bearing assets; client security settlement receivables; non-U.S. offices interest-bearing deposits; federal funds purchased; securities sold under agreements to repurchase; and other borrowings (includes term federal funds purchased, and other short-term borrowings). As required by GAAP, the fair values required to be disclosed for demand, noninterest-bearing, savings, and money market deposits must equal the amounts disclosed in the consolidated balance sheet, even though such deposits are typically priced at a premium in banking industry consolidations.

Notes to Consolidated Financial Statements (continued)

The following tables summarize the fair values of financial instruments.

(In Millions)	September 30, 2012				
	Book Value	Total Fair Value	Fair Value Level 1	Level 2	Level 3
Assets					
Cash and Due from Banks	**$ 3,396.7**	**$ 3,396.7**	**$ 3,396.7**	**$**	**$**
Federal Funds Sold and Resell Agreements	**573.4**	**573.4**		**573.4**	
Interest-Bearing Deposits with Banks	**19,347.8**	**19,347.8**		**19,347.8**	
Federal Reserve Deposits and Other Interest-Bearing	**6,230.5**	**6,230.5**		**6,230.5**	
Securities					
Available for Sale [(1)]	**28,136.1**	**28,136.1**	**1,787.8**	**26,248.8**	**99.5**
Held to Maturity	**1,048.0**	**1,064.2**		**1,064.2**	
Trading Account	**5.2**	**5.2**		**5.2**	
Loans Held for Investment (excluding Leases)	**28,235.9**	**28,347.4**			**28,347.4**
Client Security Settlement Receivables	**1,078.2**	**1,078.2**		**1,078.2**	
Other Assets					
Federal Reserve and Federal Home Loan Bank Stock	**197.6**	**197.6**		**197.6**	
Affordable Housing Investments	**295.3**	**322.5**		**322.5**	
Employee Benefit and Deferred Compensation	**121.4**	**127.0**	**88.9**	**38.1**	
Liabilities					
Deposits					
Demand, Noninterest-Bearing, Savings and Money Market	**$ 34,844.5**	**$ 34,844.5**	**$ 34,844.5**	**$**	**$**
Savings Certificates and Other Time	**3,011.0**	**3,024.8**		**3,024.8**	
Non U.S. Offices Interest-Bearing	**39,076.1**	**39,076.1**		**39,076.1**	
Federal Funds Purchased	**573.7**	**573.7**		**573.7**	
Securities Sold under Agreements to Repurchase	**382.6**	**382.6**		**382.6**	
Other Borrowings	**442.7**	**442.7**		**442.7**	
Senior Notes	**2,610.3**	**2,731.4**		**2,731.4**	
Long Term Debt (excluding Leases)					
Subordinated Debt	**1,051.2**	**1,067.3**		**1,067.3**	
Federal Home Loan Bank Borrowings	**335.0**	**348.0**		**348.0**	
Floating Rate Capital Debt	**277.0**	**231.7**		**231.7**	
Other Liabilities					
Standby Letters of Credit	**65.8**	**65.8**			**65.8**
Contingent Consideration	**48.9**	**48.9**			**48.9**
Loan Commitments	**39.0**	**39.0**			**39.0**
Derivative Instruments					
Asset/Liability Management					
Foreign Exchange Contracts					
Assets	**$ 36.0**	**$ 36.0**	**$**	**$ 36.0**	**$**
Liabilities	**39.2**	**39.2**		**39.2**	
Interest Rate Swaps					
Assets	**139.3**	**139.3**		**139.3**	
Liabilities	**77.2**	**77.2**		**77.2**	
Credit Default Swaps					
Liabilities	**1.1**	**1.1**		**1.1**	
Client-Related and Trading					
Foreign Exchange Contracts					
Assets	**2,085.2**	**2,085.2**		**2,085.2**	
Liabilities	**2,037.9**	**2,037.9**		**2,037.9**	
Interest Rate Swaps					
Assets	**196.3**	**196.3**		**196.3**	

Liabilities	**190.1**	**190.1**		**190.1**

(1) Refer to the table located on page 35 for the disaggregation of available for sale securities.

Notes to Consolidated Financial Statements (continued)

(In Millions)	December 31, 2011				
	Book Value	Total Fair Value	Fair Value Level 1	Level 2	Level 3
Assets					
Cash and Due from Banks	$ 4,315.3	$ 4,315.3	$ 4,315.3	$	$
Federal Funds Sold and Resell Agreements	121.3	121.3		121.3	
Interest-Bearing Deposits with Banks	16,696.4	16,696.4		16,696.4	
Federal Reserve Deposits and Other Interest-Bearing	13,448.6	13,448.6		13,448.6	
Securities					
Available for Sale (1)	30,192.5	30,192.5	4,029.4	25,984.8	178.3
Held to Maturity	799.2	817.1		817.1	
Trading Account	8.0	8.0		8.0	
Loans (excluding Leases)					
Held for Investment	27,782.7	27,913.7			27,913.7
Held for Sale	9.3	9.3			9.3
Client Security Settlement Receivables	778.3	778.3		778.3	
Other Assets					
Federal Reserve and Federal Home Loan Bank Stock	172.9	172.9		172.9	
Affordable Housing Investments	290.8	319.9		319.9	
Employee Benefit and Deferred Compensation	106.3	117.3	82.4	34.9	
Liabilities					
Deposits					
Demand, Noninterest-Bearing, Savings and Money Market	$ 43,751.2	$ 43,751.2	$ 43,751.2	$	$
Savings Certificates and Other Time	3,058.3	3,065.5		3,065.5	
Non U.S. Offices Interest-Bearing	35,868.0	35,868.0		35,868.0	
Federal Funds Purchased	815.3	815.3		815.3	
Securities Sold under Agreements to Repurchase	1,198.8	1,198.8		1,198.8	
Other Borrowings	931.5	931.5		931.5	
Senior Notes	2,126.7	2,197.3		2,197.3	
Long Term Debt (excluding Leases)					
Subordinated Debt	1,033.4	1,040.0		1,040.0	
Federal Home Loan Bank Borrowings	1,055.0	1,082.1		1,082.1	
Floating Rate Capital Debt	276.9	211.6		211.6	
Other Liabilities					
Standby Letters of Credit	61.3	61.3			61.3
Contingent Consideration	56.8	56.8			56.8
Loan Commitments	45.5	45.5			45.5
Derivative Instruments					
Asset/Liability Management					
Foreign Exchange Contracts					
Assets	$ 25.2	$ 25.2	$	$ 25.2	$
Liabilities	31.8	31.8		31.8	
Interest Rate Swaps					
Assets	149.6	149.6		149.6	
Liabilities	47.3	47.3		47.3	
Credit Default Swaps					
Assets	0.7	0.7		0.7	
Liabilities	0.1	0.1		0.1	
Client-Related and Trading					
Foreign Exchange Contracts					
Assets	3,062.1	3,062.1		3,062.1	
Liabilities	2,959.8	2,959.8		2,959.8	
Interest Rate Swaps					
Assets	188.7	188.7		188.7	
Liabilities	184.6	184.6		184.6	

(1) Refer to the table located on page 36 for the disaggregation of available for sale securities.

Notes to Consolidated Financial Statements (continued)

4. Securities The following tables provide the amortized cost and fair values of securities at September 30, 2012 and December 31, 2011.

Securities Available for Sale		September 30, 2012		
	Amortized	Gross Unrealized		Fair
(In Millions)	Cost	Gains	Losses	Value
U.S. Government	**$ 1,747.7**	**$ 40.1**	**$**	**$ 1,787.8**
Obligations of States and Political Subdivisions	**14.1**	**0.2**		**14.3**
Government Sponsored Agency	**18,456.4**	**132.7**	**4.0**	**18,585.1**
Corporate Debt	**2,155.7**	**18.3**	**0.4**	**2,173.6**
Covered Bonds	**1,678.0**	**55.8**		**1,733.8**
Supranational Bonds	**1,040.1**	**7.0**	**0.5**	**1,046.6**
Residential Mortgage-Backed	**127.5**	**1.6**	**13.3**	**115.8**
Other Asset-Backed	**2,235.5**	**4.8**	**0.7**	**2,239.6**
Auction Rate	**102.8**	**1.0**	**4.3**	**99.5**
Other	**339.0**	**1.0**		**340.0**
Total	**$ 27,896.8**	**$ 262.5**	**$ 23.2**	**$ 28,136.1**

Securities Held to Maturity		September 30, 2012		
	Amortized	Gross Unrealized		Fair
(In Millions)	Cost	Gains	Losses	Value
Obligations of States and Political Subdivisions	**$ 374.8**	**$ 19.6**	**$**	**$ 394.4**
Government Sponsored Agency	**130.2**	**4.9**		**135.1**
Non-U.S. Government Debt	**213.7**			**213.7**
Certificates of Deposit	**263.9**	**0.1**		**264.0**
Other	**65.4**	**0.2**	**8.6**	**57.0**
Total	**$ 1,048.0**	**$ 24.8**	**$ 8.6**	**$ 1,064.2**

Securities Available for Sale		December 31, 2011		
	Amortized	Gross Unrealized		Fair
(In Millions)	Cost	Gains	Losses	Value
U.S. Government	$ 3,965.9	$ 63.5	$	$ 4,029.4
Obligations of States and Political Subdivisions	14.9	0.9		15.8
Government Sponsored Agency	16,702.6	86.1	17.3	16,771.4
Corporate Debt	2,677.7	4.7	5.7	2,676.7
Covered Bonds	746.1	9.2	0.4	754.9
Non-U.S. Government Debt	173.7			173.7
Supranational Bonds	971.0	3.0	1.9	972.1
Residential Mortgage-Backed	196.1		32.3	163.8
Other Asset-Backed	1,606.8	1.3	3.3	1,604.8
Certificates of Deposit	2,418.2	0.2	0.3	2,418.1
Auction Rate	186.5	4.3	12.5	178.3
Other	433.1	0.6	0.2	433.5
Total	$ 30,092.6	$ 173.8	$ 73.9	$ 30,192.5

Securities Held to Maturity	December 31, 2011
	Gross Unrealized

(In Millions)	Amortized Cost	Gains	Losses	Fair Value
Obligations of States and Political Subdivisions	$ 529.4	$ 24.6	$ 0.1	$ 553.9
Government Sponsored Agency	156.8	4.3	0.1	161.0
Other	113.0	0.1	10.9	102.2
Total	$ 799.2	$ 29.0	$ 11.1	$ 817.1

Securities held to maturity consist of debt securities that management intends to, and Northern Trust has the ability to, hold until maturity.

Notes to Consolidated Financial Statements (continued)

The following table provides the remaining maturity of securities as of September 30, 2012.

(In Millions)	Amortized Cost	Fair Value
Available for Sale		
Due in One Year or Less	**$ 6,783.0**	**$ 6,802.5**
Due After One Year Through Five Years	**19,052.4**	**19,240.6**
Due After Five Years Through Ten Years	**1,357.3**	**1,375.2**
Due After Ten Years	**704.1**	**717.8**
Total	**27,896.8**	**28,136.1**
Held to Maturity		
Due in One Year or Less	**670.3**	**673.1**
Due After One Year Through Five Years	**284.1**	**297.4**
Due After Five Years Through Ten Years	**55.2**	**60.7**
Due After Ten Years	**38.4**	**33.0**
Total	**$ 1,048.0**	**$ 1,064.2**

Note: Mortgage-backed and asset-backed securities are included in the above table taking into account anticipated future prepayments.

Investment Security Gains and Losses. Net investment security gains of $217.5 thousand were recognized for the three months ended September 30, 2012, representing net realized gains from the sale of securities, partially offset by other-than-temporary impairment (OTTI) losses of $148.6 thousand. Gross proceeds from the sale of securities during the quarter of $218.2 million resulted in gross realized gains of $356.0 thousand and gross realized losses of $1.0 thousand. Net investment security losses of $2.0 million were recognized for the three months ended September 30, 2011 and included OTTI losses of $1.3 million and net realized losses of $706.8 thousand from the sale of securities.

Net investment security losses of $1.7 million and $24.1 million were recognized for the nine months ended September 30, 2012 and 2011, respectively, and included OTTI losses of $3.3 million and $23.3 million, respectively. Gross proceeds from the sale of securities during the nine months ended September 30, 2012 of $2.7 billion resulted in gross realized gains of $23.5 million and gross realized losses of $21.9 million. The nine months ended September 30, 2011 included gross realized gains from the sale of securities of $1.6 million and gross realized losses from the sale of securities of $877.6 thousand, respectively.

Notes to Consolidated Financial Statements (continued)

Securities with Unrealized Losses. The following tables provide information regarding securities that had been in a continuous unrealized loss position for less than 12 months and for 12 months or longer as of September 30, 2012 and December 31, 2011.

Securities with Unrealized Losses as of September 30, 2012	Less than 12 Months		12 Months or Longer		Total	
(In Millions)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Government Sponsored Agency	**$ 165.8**	**$ 0.4**	**$ 1,251.3**	**$ 3.6**	**$ 1,417.1**	**$ 4.0**
Corporate Debt	**129.9**	**0.3**	**49.9**	**0.1**	**179.8**	**0.4**
Supranational Bonds	**235.9**	**0.5**			**235.9**	**0.5**
Residential Mortgage-Backed			**95.5**	**13.3**	**95.5**	**13.3**
Other Asset-Backed	**112.1**	**0.1**	**68.8**	**0.6**	**180.9**	**0.7**
Auction Rate	**19.9**	**0.5**	**41.0**	**3.8**	**60.9**	**4.3**
Other	**48.8**	**8.3**	**3.5**	**0.3**	**52.3**	**8.6**
Total	**$ 712.4**	**$ 10.1**	**$ 1,510.0**	**$ 21.7**	**$ 2,222.4**	**$ 31.8**

Securities with Unrealized Losses as of December 31, 2011	Less than 12 Months		12 Months or Longer		Total	
(In Millions)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Obligations of States and Political Subdivisions	$ 2.7	$ 0.1	$	$	$ 2.7	$ 0.1
Government Sponsored Agency	5,492.5	14.1	470.1	3.3	5,962.6	17.4
Corporate Debt	1,027.5	4.1	123.6	1.6	1,151.1	5.7
Covered Bonds	50.4	0.4			50.4	0.4
Supranational Bonds	438.2	1.8	99.9	0.1	538.1	1.9
Residential Mortgage-Backed	4.7	0.9	158.8	31.4	163.5	32.3
Other Asset-Backed	824.6	2.3	205.7	1.0	1,030.3	3.3
Certificates of Deposit	1,019.9	0.3			1,019.9	0.3
Auction Rate	61.0	7.3	52.6	5.2	113.6	12.5
Other	146.3	2.1	45.0	9.0	191.3	11.1
Total	$ 9,067.8	$ 33.4	$ 1,155.7	$ 51.6	$ 10,223.5	$ 85.0

As of September 30, 2012, 215 securities with a combined fair value of $2.2 billion were in an unrealized loss position, with their unrealized losses totaling $31.8 million. Unrealized losses on residential mortgage-backed securities totaling $13.3 million reflect the impact of credit and liquidity spreads on the valuations of 15 residential mortgage-backed securities, with $95.5 million having been in an unrealized loss position for more than 12 months. Residential mortgage-backed securities rated below double-A at September 30, 2012 represented 94% of the total fair value of residential mortgage-backed securities, were comprised of sub-prime, prime, and Alt-A securities, and had a total amortized cost and fair value of $120.7 million and $109.0 million, respectively. Securities classified as other asset-backed at September 30, 2012 were predominantly floating rate with average lives less than 5 years, and 98% were rated triple-A.

Unrealized losses of $4.0 million related to government sponsored agency securities are primarily attributable to changes in market rates since their purchase. The majority of the $8.6 million of unrealized losses in securities classified as other at September 30, 2012

Notes to Consolidated Financial Statements (continued)

relate to securities which Northern Trust purchases for compliance with the Community Reinvestment Act (CRA). Unrealized losses on these CRA related other securities are attributable to their purchase at below market rates for the purpose of supporting institutions and programs that benefit low to moderate income communities within Northern Trust s market area. Unrealized losses of $4.3 million related to auction rate securities primarily reflect reduced market liquidity as a majority of auctions continue to fail preventing holders from liquidating their investments at par. Unrealized losses of $0.4 million within corporate debt securities primarily reflect widened credit spreads; 40% of the corporate debt portfolio is backed by guarantees provided by U.S. and non-U.S. governmental entities. The remaining unrealized losses on Northern Trust s securities portfolio as of September 30, 2012 are attributable to changes in overall market interest rates, increased credit spreads, or reduced market liquidity.

Security impairment reviews are conducted quarterly to identify and evaluate securities that have indications of possible OTTI. A determination as to whether a security s decline in market value is other-than-temporary takes into consideration numerous factors and the relative significance of any single factor can vary by security. Factors Northern Trust considers in determining whether impairment is other-than-temporary include, but are not limited to, the length of time the security has been impaired; the severity of the impairment; the cause of the impairment and the financial condition and near-term prospects of the issuer; activity in the market of the issuer which may indicate adverse credit conditions; Northern Trust s intent regarding the sale of the security as of the balance sheet date; and the likelihood that it will not be required to sell the security for a period of time sufficient to allow for the recovery of the security s amortized cost basis. For each security meeting the requirements of Northern Trust s internal screening process, an extensive review is conducted to determine if OTTI has occurred.

While all securities are considered, the following describes Northern Trust s process for identifying credit impairment within non-agency residential mortgage-backed securities, the security type for which Northern Trust has previously recognized the majority of its OTTI. To determine if an unrealized loss on a non-agency residential mortgage-backed security is other-than-temporary, economic models are used to perform cash flow analyses by developing multiple scenarios in order to create reasonable forecasts of the security s future performance using available data including servicers loan charge off patterns, prepayment speeds, annualized default rates, each security s current delinquency pipeline, the delinquency pipeline s growth rate, the roll rate from delinquency to default, loan loss severities and historical performance of like collateral, along with Northern Trust s outlook for the housing market and the overall economy. If the present value of future cash flows projected as a result of this analysis is less than the current amortized cost of the security, a credit related OTTI loss is recorded to earnings equal to the difference between the two amounts.

Expected losses on non-agency residential mortgage-backed securities are influenced by a number of factors, including but not limited to, U.S. economic and housing market performance, security credit enhancement level, insurance coverage, year of origination, and type of collateral. The factors used in developing the expected loss on non-agency

Notes to Consolidated Financial Statements (continued)

residential mortgage-backed securities vary by year of origination and type of collateral. As of September 30, 2012, the expected losses on subprime, Alt-A, prime and 2nd lien portfolios were developed using default roll rates, determined primarily by the stage of delinquency of the underlying instrument, that generally assumed ultimate default rates approximating 5% to 30% for current loans; 30% for loans 30 to 60 days delinquent; 80% for loans 60 to 90 days delinquent; 90% for loans delinquent greater than 90 days; and 100% for OREO properties and loans that are in foreclosure. September 30, 2012 amortized cost, weighted average ultimate default rates, and loss severity rates for the non-agency residential mortgage-backed securities portfolio, by security type, are provided in the following table.

($ In Millions)	September 30, 2012				
			Loss Severity Rates		
Security Type	Amortized Cost	Weighted Average Ultimate Default Rates	Low	High	Weighted Average
Prime	**$ 22.3**	**15.0%**	**35.9%**	**57.8%**	**46.2%**
Alt-A	**13.7**	**44.0**	**66.8**	**68.9**	**68.9**
Subprime	**65.4**	**50.8**	**63.6**	**83.8**	**73.5**
2nd Lien	**26.1**	**33.5**	**98.6**	**100.0**	**99.2**
Total Non-Agency Residential Mortgage-Backed Securities	**$ 127.5**	**40.0%**	**35.9%**	**100.0%**	**73.5%**

During the three months ended September 30, 2012, OTTI losses totaling $148.6 thousand related to non-agency residential mortgage-backed securities were recognized. During the nine months ended September 30, 2012, OTTI losses totaling $3.3 million were recognized, of which $1.7 million related to non-agency residential mortgage-backed securities and $1.6 million related to auction rate securities. Northern Trust s processes for identifying credit impairment within auction rate securities are largely consistent with the processes utilized for non-agency residential mortgage-backed securities and include analyses of expected loss severities and default rates adjusted for the type of underlying loan and the presence of government guarantees, as applicable. OTTI losses of $1.3 million and $23.3 million were recorded for the three and nine months ended September 30, 2011, respectively, related to non-agency residential mortgage-backed securities.

Notes to Consolidated Financial Statements (continued)

Credit Losses on Debt Securities. The table below provides information regarding total other-than-temporarily impaired securities, including noncredit-related amounts recognized in other comprehensive income and net impairment losses recognized in earnings, for the three and nine months ended September 30, 2012 and 2011.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In Millions)	2012	2011	2012	2011
Changes in OTTI Losses*	**$ 0.4**	$ 0.5	**$ (2.7)**	$ (1.1)
Noncredit-related Losses Recorded in / (Reclassified from) OCI**	**(0.6)**	(1.8)	**(0.6)**	(22.2)
Net Impairment Losses Recognized in Earnings	**$ (0.2)**	$ (1.3)	**$ (3.3)**	$ (23.3)

* *For initial other-than-temporary impairments in the respective period, the balance includes the excess of the amortized cost over the fair value of the impaired securities. For subsequent impairments of the same security, the balance includes any additional changes in fair value of the security subsequent to its most recently recorded OTTI.*

** *For initial other-than-temporary impairments in the respective period, the balance includes the portion of the excess of amortized cost over the fair value of the impaired securities that was recorded in OCI. For subsequent impairments of the same security, the balance includes additional changes in OCI for that security subsequent to its most recently recorded OTTI.*

Provided in the table below are the cumulative credit-related losses recognized in earnings on debt securities other-than-temporarily impaired.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In Millions)	2012	2011	2012	2011
Cumulative Credit-Related Losses on Securities Held Beginning of Period	**$ 43.2**	$ 116.2	**$ 68.2**	$ 94.2
Plus: Losses on Newly Identified Impairments			**1.6**	1.5
Additional Losses on Previously Identified Impairments	**0.2**	1.3	**1.7**	21.8
Less: Current and Prior Period Losses on Securities Sold During the Period		(49.3)	**(28.1)**	(49.3)
Cumulative Credit-Related Losses on Securities Held End of Period	**$ 43.4**	$ 68.2	**$ 43.4**	$ 68.2

The table below provides information regarding debt securities held as of September 30, 2012 and December 31, 2011, for which an OTTI loss has been recognized in the current period or previously.

(In Millions)	September 30, 2012	December 31, 2011
Fair Value	**$ 66.0**	$ 73.6
Amortized Cost Basis	**74.2**	96.8
Noncredit-related Losses Recognized in OCI	**$ (8.2)**	$ (23.2)
Tax Effect	**3.1**	8.6
Amount Recorded in OCI	**$ (5.1)**	$ (14.6)

Notes to Consolidated Financial Statements (continued)

5. Loans and Leases Amounts outstanding for loans and leases, by segment and class, are shown below.

(In Millions)	September 30, 2012	December 31, 2011
Commercial		
Commercial and Institutional	**$ 7,316.5**	$ 6,918.7
Commercial Real Estate	**3,002.4**	2,981.7
Lease Financing, net	**1,011.6**	978.8
Non-U.S.	**1,038.1**	1,057.5
Other	**631.0**	417.6
Total Commercial	**12,999.6**	12,354.3
Personal		
Residential Real Estate	**10,435.3**	10,708.9
Private Client	**5,751.4**	5,651.4
Other	**356.4**	349.3
Total Personal	**16,543.1**	16,709.6
Total Loans and Leases	**29,542.7**	29,063.9
Allowance for Credit Losses Assigned to Loans and Leases	**(298.6)**	(294.8)
Net Loans and Leases	**$ 29,244.1**	$ 28,769.1

Residential real estate loans consist of conventional home mortgages and equity credit lines that generally require a loan to collateral value of no more than 65% to 80% at inception. Northern Trust s equity credit line products have draw periods of up to 10 years and a balloon payment of any outstanding balance is due at maturity. Payments are interest only with variable interest rates. Northern Trust does not offer equity credit lines that include an option to convert the outstanding balance to an amortizing payment loan. As of September 30, 2012 and December 31, 2011, equity credit lines totaled $2.4 billion and $2.6 billion, respectively, and equity credit lines for which the first liens were held by Northern Trust at those dates represented 86% of the respective totals.

Included within the non-U.S., commercial-other, and personal-other classes are short duration advances primarily related to the processing of custodied client investments that totaled $1.8 billion and $1.6 billion at September 30, 2012 and December 31, 2011, respectively. Demand deposits reclassified as loan balances totaled $46.9 million and $191.6 million at September 30, 2012 and December 31, 2011, respectively. Loans classified as held for sale totaled $9.3 million at December 31, 2011; there were no loans held for sale at September 30, 2012.

Credit Quality Indicators. Credit quality indicators are statistics, measurements or other metrics that provide information regarding the relative credit risk of loans and leases. Northern Trust utilizes a variety of credit quality indicators to assess the credit risk of loans and leases at the segment, class, and individual credit exposure levels.

As part of its credit process, Northern Trust utilizes an internal borrower risk rating system to support identification, approval, and monitoring of credit risk. Borrower risk ratings are used in credit underwriting, management reporting, and the calculation of credit loss allowances and economic capital.

Notes to Consolidated Financial Statements (continued)

Risk ratings are used for ranking the credit risk of borrowers and the probability of their default. Each borrower is rated using one of a number of ratings models, which consider both quantitative and qualitative factors. The ratings models vary among classes of loans and leases in order to capture the unique risk characteristics inherent within each particular type of credit exposure. Provided below are the more significant performance indicator attributes considered within Northern Trust s borrower rating models, by loan and lease class.

Commercial and Institutional: leverage, profit margin, liquidity, return on assets, asset size, and capital levels;

Commercial Real Estate: debt service coverage and leasing status for income-producing properties; loan-to-value and loan-to-cost ratios, leasing status, and guarantor support for loans associated with construction and development properties;

Lease Financing and Commercial-Other: leverage and profit margin levels;

Non-U.S.: entity type, liquidity, size, and leverage;

Residential Real Estate: payment history and cash flow-to-debt and net worth ratios;

Private Client: cash flow-to-debt and net worth ratios, leverage, and profit margin levels; and

Personal-Other: cash flow-to-debt and net worth ratios.

While the criteria vary by model, the objective is for the borrower ratings to be consistent in both the measurement and ranking of risk. Each model is calibrated to a master rating scale to support this consistency. Ratings for borrowers not in default range from 1 for the strongest credits to 7 for the weakest non-defaulted credits. Ratings of 8 or 9 are used for defaulted borrowers. Borrower risk ratings are monitored and are revised when events or circumstances indicate a change is required. Risk ratings are validated at least annually.

Loan and lease segment and class balances as of September 30, 2012 and December 31, 2011 are provided below, segregated by borrower ratings into 1 to 3 , 4 to 5 and 6 to 9 (watch list), categories.

	September 30, 2012				December 31, 2011			
(In Millions)	1 to 3 Category	4 to 5 Category	6 to 9 Category (Watch List)	Total	1 to 3 Category	4 to 5 Category	6 to 9 Category (Watch List)	Total
Commercial								
Commercial and Institutional	**$ 4,154.8**	**$ 2,959.6**	**$ 202.1**	**$ 7,316.5**	$ 3,681.8	$ 3,029.1	$ 207.8	$ 6,918.7
Commercial Real Estate	**970.4**	**1,766.0**	**266.0**	**3,002.4**	1,247.1	1,467.2	267.4	2,981.7
Lease Financing, net	**703.1**	**302.3**	**6.2**	**1,011.6**	547.7	422.3	8.8	978.8
Non-U.S.	**629.9**	**405.3**	**2.9**	**1,038.1**	519.0	527.3	11.2	1,057.5
Other	**273.3**	**357.7**		**631.0**	241.4	176.2		417.6
Total Commercial	**6,731.5**	**5,790.9**	**477.2**	**12,999.6**	6,237.0	5,622.1	495.2	12,354.3
Personal								
Residential Real Estate	**2,984.0**	**7,037.7**	**413.6**	**10,435.3**	2,777.1	7,501.0	430.8	10,708.9

Private Client	**3,309.0**	**2,419.3**	**23.1**	**5,751.4**	3,390.6	2,245.9	14.9	5,651.4
Other	**167.9**	**188.5**		**356.4**	162.3	187.0		349.3
Total Personal	**$ 6,460.9**	**$ 9,645.5**	**$ 436.7**	**$ 16,543.1**	$ 6,330.0	$ 9,933.9	$ 445.7	$ 16,709.6
Total Loans and Leases	**$ 13,192.4**	**$ 15,436.4**	**$ 913.9**	**$ 29,542.7**	$ 12,567.0	$ 15,556.0	$ 940.9	$ 29,063.9

Notes to Consolidated Financial Statements (continued)

Loans and leases in the 1 to 3 category are expected to exhibit minimal to modest probabilities of default and are characterized by borrowers having the strongest financial qualities, including above average financial flexibility, cash flows and capital levels. Borrowers assigned these ratings are anticipated to experience very little to moderate financial pressure in adverse down cycle scenarios. As a result of these characteristics, borrowers within this category exhibit a minimal to modest likelihood of loss.

Loans and leases in the 4 to 5 category are expected to exhibit moderate to acceptable probabilities of default and are characterized by borrowers with less financial flexibility than those in the 1 to 3 category. Cash flows and capital levels are generally sufficient to allow for borrowers to meet current requirements, but have reduced cushion in adverse down cycle scenarios. As a result of these characteristics, borrowers within this category exhibit a moderate likelihood of loss.

Loans and leases in the watch list category have elevated credit risk profiles that are monitored through internal watch lists, and consist of credits with borrower ratings of 6 - 9 . These credits, which include all nonperforming credits, are expected to exhibit minimally acceptable probabilities of default, elevated risk of default or are currently in default. Borrowers associated with these risk profiles that are not currently in default have limited financial flexibility. Cash flows and capital levels range from acceptable to potentially insufficient to meet current requirements, particularly in adverse down cycle scenarios. As a result of these characteristics, borrowers in this category exhibit an elevated to probable likelihood of loss.

Recognition of Income. Interest income on loans is recorded on an accrual basis unless, in the opinion of management, there is a question as to the ability of the debtor to meet the terms of the loan agreement, or interest or principal is more than 90 days contractually past due and the loan is not well-secured and in the process of collection. At the time a loan is determined to be nonperforming, interest accrued but not collected is reversed against interest income of the current period and the loan is classified as nonperforming. Interest collected on nonperforming loans is applied to principal unless, in the opinion of management, collectability of principal is not in doubt. Management s assessment of the indicators of loan and lease collectability, and its policies relative to the recognition of interest income, including the suspension and subsequent resumption of income recognition, do not meaningfully vary between loan and lease classes. Nonperforming loans are returned to performing status when factors indicating doubtful collectability no longer exist. Factors considered in returning a loan to performing status are consistent across all classes of loans and leases and, in accordance with regulatory guidance, relate primarily to expected payment performance. Loans are eligible to be returned to performing status when: (i) no principal or interest that is due is unpaid and repayment of the remaining contractual principal and interest is expected or (ii) the loan has otherwise become well-secured (possessing realizable value sufficient to discharge the debt, including accrued interest, in full) and is in the process of collection (through action reasonably expected to result in debt repayment or restoration to a current status in the near future). A loan that has not been brought fully current may be restored to performing status provided there has been a sustained period of repayment performance

Notes to Consolidated Financial Statements (continued)

(generally a minimum of six months) by the borrower in accordance with the contractual terms, and Northern Trust is reasonably assured of repayment within a reasonable period of time.

Additionally, a loan that has been formally restructured so as to be reasonably assured of repayment and performance according to its modified terms may be returned to accrual status, provided there was a well-documented credit evaluation of the borrower s financial condition and prospects of repayment under the revised terms and there has been a sustained period of repayment performance (generally a minimum of six months) under the revised terms.

Past due status is based on how long since the contractual due date a principal or interest payment has been past due. For disclosure purposes, loans that are 29 days past due or less are reported as current. The following tables provide balances and delinquency status of performing and nonperforming loans and leases by segment and class, as well as the total other real estate owned and nonperforming asset balances, as of September 30, 2012 and December 31, 2011.

September 30, 2012

(In Millions)	Current	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Performing	Nonperforming	Total Loans and Leases
Commercial							
Commercial and Institutional	**$ 7,268.1**	**$ 9.9**	**$ 6.5**	**$ 2.1**	**$ 7,286.6**	**$ 29.9**	**$ 7,316.5**
Commercial Real Estate	**2,908.1**	**16.1**	**10.9**	**7.6**	**2,942.7**	**59.7**	**3,002.4**
Lease Financing, net	**1,011.6**				**1,011.6**		**1,011.6**
Non-U.S.	**1,038.1**				**1,038.1**		**1,038.1**
Other	**631.0**				**631.0**		**631.0**
Total Commercial	**12,856.9**	**26.0**	**17.4**	**9.7**	**12,910.0**	**89.6**	**12,999.6**
Personal							
Residential Real Estate	**10,198.9**	**17.3**	**29.8**	**12.7**	**10,258.7**	**176.6**	**10,435.3**
Private Client	**5,703.0**	**31.8**	**4.1**	**9.7**	**5,748.6**	**2.8**	**5,751.4**
Other	**356.4**				**356.4**		**356.4**
Total Personal	**16,258.3**	**49.1**	**33.9**	**22.4**	**16,363.7**	**179.4**	**16,543.1**
Total Loans and Leases	**$ 29,115.2**	**$ 75.1**	**$ 51.3**	**$ 32.1**	**$ 29,273.7**	**$ 269.0**	**$ 29,542.7**
					Total Other Real Estate Owned	**20.6**	
					Total Nonperforming Assets	**$ 289.6**	

Notes to Consolidated Financial Statements (continued)

December 31, 2011

(In Millions)	Current	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Performing	Nonperforming	Total Loans and Leases
Commercial							
Commercial and Institutional	$ 6,869.2	$ 15.0	$ 2.7	$ 0.5	$ 6,887.4	$ 31.3	$ 6,918.7
Commercial Real Estate	2,878.2	10.8	10.3	2.9	2,902.2	79.5	2,981.7
Lease Financing, net	978.8				978.8		978.8
Non-U.S.	1,057.5				1,057.5		1,057.5
Other	417.6				417.6		417.6
Total Commercial	12,201.3	25.8	13.0	3.4	12,243.5	110.8	12,354.3
Personal							
Residential Real Estate	10,428.0	67.7	27.6	8.0	10,531.3	177.6	10,708.9
Private Client	5,623.0	15.7	5.7	1.7	5,646.1	5.3	5,651.4
Other	349.3				349.3		349.3
Total Personal	16,400.3	83.4	33.3	9.7	16,526.7	182.9	16,709.6
Total Loans and Leases	$ 28,601.6	$ 109.2	$ 46.3	$ 13.1	$ 28,770.2	$ 293.7	$ 29,063.9
					Total Other Real Estate Owned	21.2	
					Total Nonperforming Assets	$ 314.9	

Impaired Loans. A loan is considered to be impaired when, based on current information and events, management determines that it is probable that Northern Trust will be unable to collect all amounts due according to the contractual terms of the loan agreement. A loan is also considered to be impaired if its terms have been modified as a concession resulting from the debtor s financial difficulties, referred to as a troubled debt restructuring (TDR) and discussed in further detail below. Impairment is measured based upon the loan s market price, the present value of expected future cash flows, discounted at the loan s effective interest rate, or the fair value of the collateral if the loan is collateral dependent. If the loan valuation is less than the recorded value of the loan, based on the certainty of loss, either a specific allowance is established or a charge-off is recorded for the difference. Smaller balance (individually less than $250,000) homogeneous loans are collectively evaluated for impairment and excluded from impaired loan disclosures as allowed under applicable accounting standards. Northern Trust s accounting policies for impaired loans is consistent across all classes of loans and leases.

Impaired loans are identified through ongoing credit management and risk rating processes, including the formal review of past due and watch list credits. Payment performance and delinquency status are critical factors in identifying impairment for all loans and leases, particularly those within the residential real estate, private client and personal-other classes. Other key factors considered in identifying impairment of loans and leases within the commercial and institutional, non-U.S., lease financing, and commercial-other classes relate to the borrower s ability to perform under the terms of the obligation as measured through the assessment of future cash flows, including consideration of collateral value, market value, and other factors.

Notes to Consolidated Financial Statements (continued)

The following tables provide information related to impaired loans by segment and class.

(In Millions)	As of September 30, 2012 Recorded Investment	Unpaid Principal Balance	Specific Allowance	As of December 31, 2011 Recorded Investment	Unpaid Principal Balance	Specific Allowance
With No Related Specific Allowance						
Commercial and Institutional	**$ 26.3**	**$ 30.8**		$ 21.4	$ 24.0	
Commercial Real Estate	**59.1**	**84.2**		46.5	68.0	
Lease Financing, net	**5.2**	**5.2**				
Residential Real Estate	**129.4**	**162.6**		134.4	162.6	
Private Client	**2.2**	**2.2**		1.6	1.9	
With a Related Specific Allowance						
Commercial and Institutional	**5.2**	**7.1**	**$ 3.2**	11.9	20.5	$ 8.8
Commercial Real Estate	**28.9**	**33.2**	**8.8**	41.4	50.1	14.1
Residential Real Estate	**15.8**	**17.0**	**9.2**	18.9	26.2	8.9
Private Client	**0.9**	**0.9**	**0.9**	3.3	3.6	1.0
Total						
Commercial	**124.7**	**160.5**	**12.0**	121.2	162.6	22.9
Personal	**148.3**	**182.7**	**10.1**	158.2	194.3	9.9
Total	**$ 273.0**	**$ 343.2**	**$ 22.1**	$ 279.4	$ 356.9	$ 32.8

(In Millions)	Three Months Ended September 30, 2012 Average Recorded Investment	Interest Income Recognized	2011 Average Recorded Investment	Interest Income Recognized	Nine Months Ended September 30, 2012 Average Recorded Investment	Interest Income Recognized	2011 Average Recorded Investment	Interest Income Recognized
With No Related Specific Allowance								
Commercial and Institutional	**$ 27.0**	**$ 0.1**	$ 20.1	$	**$ 25.2**	**$ 0.2**	$ 21.0	$
Commercial Real Estate	**54.7**		34.2	0.3	**49.6**	**0.2**	34.5	0.4
Lease Financing, net	**5.2**				**3.5**			
Residential Real Estate	**120.7**	**0.2**	107.9	0.5	**114.0**	**0.8**	123.2	1.6
Private Client	**2.2**		3.2		**1.8**		3.5	
With a Related Specific Allowance								
Commercial and Institutional	**5.2**		12.7		**6.5**		29.1	
Commercial Real Estate	**22.1**		45.2		**20.2**		71.0	
Residential Real Estate	**15.3**		7.5		**15.3**		8.3	
Private Client	**0.9**		1.7		**1.1**		2.2	
Total								
Commercial	**114.2**	**0.1**	112.2	0.3	**105.0**	**0.4**	155.6	0.4
Personal	**139.1**	**0.2**	120.3	0.5	**132.2**	**0.8**	137.2	1.6
Total	**$ 253.3**	**$**						