

PNC FINANCIAL SERVICES GROUP, INC.

Form 10-Q

May 03, 2017

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 10-Q**

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

**For the quarterly period ended March 31, 2017**

**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 number 001-09718**

**The PNC Financial Services Group, Inc.**

**(Exact name of registrant as specified in its charter)**

**Pennsylvania**  
**(State or other jurisdiction of**

**25-1435979**  
**(I.R.S. Employer**

**incorporation or organization)**

**Identification No.)**

**The Tower at PNC Plaza, 300 Fifth Avenue, Pittsburgh, Pennsylvania 15222-2401**

**(Address of principal executive offices, including zip code)**

**(888) 762-2265**

**(Registrant's telephone number, including area code)**

**(Former name, former address and former fiscal year, if changed since last report)**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (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 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 No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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

As of April 21, 2017, there were 483,901,441 shares of the registrant's common stock (\$5 par value) outstanding.



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THE PNC FINANCIAL SERVICES GROUP, INC.

*This Financial Review, including the Consolidated Financial Highlights, should be read together with our unaudited Consolidated Financial Statements and unaudited Statistical Information included elsewhere in this Report and with Items 6, 7, 8 and 9A of our 2016 Annual Report on Form 10-K (2016 Form 10-K). We have reclassified certain prior period amounts to conform with the current period presentation, which we believe is more meaningful to readers of our consolidated financial statements. For information regarding certain business, regulatory and legal risks, see the following: the Risk Management section of this Financial Review and of Item 7 in our 2016 Form 10-K; Item 1A Risk Factors included in our 2016 Form 10-K; and the Legal Proceedings and Commitments Notes of the Notes To Consolidated Financial Statements included in Item 1 of this Report and Item 8 of our 2016 Form 10-K. Also, see the Cautionary Statement Regarding Forward-Looking Information section in this Financial Review and the Critical Accounting Estimates And Judgments section in this Financial Review and in our 2016 Form 10-K for certain other factors that could cause actual results or future events to differ, perhaps materially, from historical performance and from those anticipated in the forward-looking statements included in this Report. See Note 14 Segment Reporting in the Notes To Consolidated Financial Statements included in this Report for a reconciliation of total business segment earnings to total PNC consolidated net income as reported on a generally accepted accounting principles (GAAP) basis. In this Report, PNC, we or us refers to The PNC Financial Services Group, Inc. and its subsidiaries on a consolidated basis. References to The PNC Financial Services Group, Inc. or to any of its subsidiaries are specifically made where applicable.*

**Table 1: Consolidated Financial Highlights**

| Dollars in millions, except per share data                                    | Three months ended |          |
|---|--------------------|----------|
|   | March 31           |          |
| Unaudited   | 2017               | 2016     |
| <b>Financial Results (a)</b>  |                    |          |
| Revenue   |                    |          |
| Net interest income   | \$ 2,160           | \$ 2,098 |
| Noninterest income  | 1,724              | 1,567    |
| Total revenue   | 3,884              | 3,665    |
| Provision for credit losses   | 88                 | 152      |
| Noninterest expense   | 2,402              | 2,281    |
| Income before income taxes and noncontrolling interests                       | \$ 1,394           | \$ 1,232 |
| Net income  | \$ 1,074           | \$ 943   |
| Less:   |                    |          |
| Net income attributable to noncontrolling interests                           | 17                 | 19       |
| Preferred stock dividends   | 63                 | 63       |
| Preferred stock discount accretion and redemptions                            | 21                 | 2        |
| Net income attributable to common shareholders                                | \$ 973             | \$ 859   |
| Less:   |                    |          |
| Dividends and undistributed earnings allocated to nonvested restricted shares | 6                  | 6        |
| Impact of BlackRock earnings per share dilution                               | 4                  | 3        |
| Net income attributable to diluted common shares                              | \$ 963             | \$ 850   |

|  |         |         |
|--|---------|---------|
| Diluted earnings per common share        | \$ 1.96 | \$ 1.68 |
| Cash dividends declared per common share | \$ .55  | \$ .51  |
| Effective tax rate (b)                   | 23.0%   | 23.5%   |
| <b>Performance Ratios</b>                |         |         |
| Net interest margin (c)                  | 2.77%   | 2.75%   |
| Noninterest income to total revenue      | 44%     | 43%     |
| Efficiency                               | 62%     | 62%     |
| Return on:                               |         |         |
| Average common shareholders equity       | 9.50%   | 8.44%   |
| Average assets                           | 1.19%   | 1.07%   |

- (a) The Executive Summary and Consolidated Income Statement Review portions of this Financial Review provide information regarding items impacting the comparability of the periods presented.
- (b) The effective income tax rates are generally lower than the statutory rate due to the relationship of pretax income to tax credits and earnings that are not subject to tax.
- (c) Calculated as annualized taxable-equivalent net interest income divided by average earning assets. To provide more meaningful comparisons of net interest margins, we use net interest income on a taxable-equivalent basis in calculating net interest margin by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments. This adjustment is not permitted under GAAP in the Consolidated Income Statement. The taxable-equivalent adjustments to net interest income for the three months ended March 31, 2017 and March 31, 2016 were \$52 million and \$48 million, respectively. For additional information, see the Statistical Information (Unaudited) section of this Report.

**Table of Contents****Table 1: Consolidated Financial Highlights (Continued) (a)**

| Unaudited  | March 31<br>2017 | December 31<br>2016 | March 31<br>2016 |
|--|------------------|---------------------|------------------|
| <b>Balance Sheet Data</b> (dollars in millions, except per share data) |                  |                     |                  |
| Assets   | \$ 370,944       | \$ 366,380          | \$ 360,985       |
| Loans  | \$ 212,826       | \$ 210,833          | \$ 207,485       |
| Allowance for loan and lease losses                                    | \$ 2,561         | \$ 2,589            | \$ 2,711         |
| Interest-earning deposits with banks (b)                               | \$ 27,877        | \$ 25,711           | \$ 29,478        |
| Investment securities  | \$ 76,432        | \$ 75,947           | \$ 72,569        |
| Loans held for sale  | \$ 1,414         | \$ 2,504            | \$ 1,541         |
| Equity investments (c)   | \$ 10,900        | \$ 10,728           | \$ 10,391        |
| Mortgage servicing rights  | \$ 1,867         | \$ 1,758            | \$ 1,323         |
| Goodwill   | \$ 9,103         | \$ 9,103            | \$ 9,103         |
| Other assets   | \$ 28,083        | \$ 27,506           | \$ 27,945        |
| Noninterest-bearing deposits   | \$ 79,246        | \$ 80,230           | \$ 78,151        |
| Interest-bearing deposits  | \$ 181,464       | \$ 176,934          | \$ 172,208       |
| Total deposits   | \$ 260,710       | \$ 257,164          | \$ 250,359       |
| Borrowed funds   | \$ 55,062        | \$ 52,706           | \$ 54,178        |
| Total shareholders' equity   | \$ 45,754        | \$ 45,699           | \$ 45,130        |
| Common shareholders' equity  | \$ 41,774        | \$ 41,723           | \$ 41,677        |
| Accumulated other comprehensive income (loss)                          | \$ (279)         | \$ (265)            | \$ 532           |
| Book value per common share  | \$ 86.14         | \$ 85.94            | \$ 83.47         |
| Common shares outstanding (in millions)                                | 485              | 485                 | 499              |
| Loans to deposits  | 82%              | 82%                 | 83%              |
| <b>Client Assets</b> (in billions)                                     |                  |                     |                  |
| Discretionary client assets under management                           | \$ 141           | \$ 137              | \$ 135           |
| Nondiscretionary client assets under administration                    | 123              | 120                 | 118              |
| Total client assets under administration (d)                           | 264              | 257                 | 253              |
| Brokerage account client assets  | 46               | 44                  | 43               |
| Total client assets  | \$ 310           | \$ 301              | \$ 296           |
| <b>Capital Ratios</b>  |                  |                     |                  |
| <b>Transitional Basel III (e) (f)</b>                                  |                  |                     |                  |
| Common equity Tier 1   | 10.5%            | 10.6%               | 10.6%            |
| Tier 1 risk-based  | 11.8%            | 12.0%               | 11.9%            |
| Total capital risk-based   | 14.1%            | 14.3%               | 14.4%            |
| Leverage   | 9.9%             | 10.1%               | 10.2%            |
| <b>Pro forma Fully Phased-In Basel III (Non-GAAP) (f)</b>              |                  |                     |                  |
| Common equity Tier 1   | 10.0%            | 10.0%               | 10.1%            |
| Common shareholders' equity to assets                                  | 11.3%            | 11.4%               | 11.5%            |

**Asset Quality**

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|  |        |        |        |
|--|--------|--------|--------|
| Nonperforming loans to total loans   | .94%   | 1.02%  | 1.10%  |
| Nonperforming assets to total loans, OREO, foreclosed and other assets     | 1.04%  | 1.12%  | 1.23%  |
| Nonperforming assets to total assets                                       | .60%   | .65%   | .71%   |
| Net charge-offs to average loans (for the three months ended) (annualized) | .23%   | .20%   | .29%   |
| Allowance for loan and lease losses to total loans                         | 1.20%  | 1.23%  | 1.31%  |
| Allowance for loan and lease losses to total nonperforming loans           | 128%   | 121%   | 119%   |
| Accruing loans past due 90 days or more (in millions)                      | \$ 699 | \$ 782 | \$ 782 |

- (a) The Executive Summary and Consolidated Balance Sheet Review portions of this Financial Review provide information regarding items impacting the comparability of the periods presented.
- (b) Amounts include balances held with the Federal Reserve Bank of Cleveland (Federal Reserve Bank) of \$27.5 billion, \$25.1 billion and \$29.0 billion as of March 31, 2017, December 31, 2016 and March 31, 2016, respectively.
- (c) Amounts include our equity interest in BlackRock.
- (d) As a result of certain investment advisory services performed by one of our registered investment advisors, certain assets were previously reported as both discretionary client assets under management and nondiscretionary client assets under administration. Effective for the first quarter of 2017, these amounts are only reported as discretionary assets under management. Prior periods were adjusted to remove amounts previously included in nondiscretionary assets under administration of approximately \$9 billion and \$7 billion as of December 31, 2016 and March 31, 2016, respectively.
- (e) Calculated using the regulatory capital methodology applicable to PNC during each period presented.
- (f) See Basel III Capital discussion in the Capital Management portion of the Risk Management section of this Financial Review and the capital discussion in the Banking Regulation and Supervision section of Item 1 Business in our 2016 Form 10-K. See also the Transitional Basel III and Pro forma Fully Phased-In Basel III Common Equity Tier 1 Capital Ratios (Non-GAAP) 2016 Periods table in the Statistical Information section of this Report for a reconciliation of the 2016 periods ratios.

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### **EXECUTIVE SUMMARY**

The PNC Financial Services Group, Inc. is one of the largest diversified financial services companies in the United States and is headquartered in Pittsburgh, Pennsylvania.

We have businesses engaged in retail banking, including residential mortgage, corporate and institutional banking and asset management, providing many of our products and services nationally. Our primary geographic markets are located in Pennsylvania, Ohio, New Jersey, Michigan, Illinois, Maryland, Indiana, Florida, North Carolina, Kentucky, Washington, D.C., Delaware, Virginia, Georgia, Alabama, Missouri, Wisconsin and South Carolina. We also provide certain products and services internationally.

### **Key Strategic Goals**

At PNC we manage our company for the long term. We are focused on the fundamentals of growing customers, loans, deposits and revenue and improving profitability, while investing for the future and managing risk, expenses and capital. We continue to invest in our products, markets and brand, and embrace our commitments to our customers, shareholders, employees and the communities where we do business.

We strive to expand and deepen customer relationships by offering a broad range of deposit, fee-based and credit products and services. We are focused on delivering those products and services to our customers with the goal of addressing their financial objectives and putting customers' needs first. Our business model is built on customer loyalty and engagement, understanding our customers' financial goals and offering our diverse products and services to help them achieve financial wellbeing. Our approach is concentrated on organically growing and deepening client relationships across our businesses that meet our risk/return measures.

Our strategic priorities are designed to enhance value over the long term. One of our priorities is to build a leading banking franchise in our underpenetrated geographic markets. We are focused on reinventing the retail banking experience by transforming the retail distribution network and the home lending process for a better customer experience and improved efficiency, and growing our consumer loan portfolio. In addition, we are seeking to attract more of the investable assets of new and existing clients and we continue to focus on expense management while investing in technology to bolster critical business infrastructure and streamline core processes.

Our capital priorities are to support client growth and business investment, maintain appropriate capital in light of economic conditions and the Basel III framework and return excess capital to shareholders, in accordance with the currently effective capital plan included in our Comprehensive Capital

Analysis and Review (CCAR) submission to the Board of Governors of the Federal Reserve System (Federal Reserve). For more detail, see the Capital Highlights portion of this Executive Summary and the Liquidity and Capital Management portion of the Risk Management section of this Financial Review and the Supervision and Regulation section in Item 1 Business of our 2016 Form 10-K.

### **Income Statement Highlights**

Net income for the first quarter of 2017 was \$1.1 billion, or \$1.96 per diluted common share, an increase of 14%, compared to \$943 million, or \$1.68 per diluted common share, for the first quarter of 2016.

Total revenue increased \$219 million, or 6%, to \$3.9 billion.

Net interest income increased \$62 million, or 3%, to \$2.2 billion.

Net interest margin increased to 2.77% compared to 2.75% for the first quarter of 2016.

Noninterest income increased \$157 million, or 10%, to \$1.7 billion primarily due to growth in fee income.

Provision for credit losses decreased to \$88 million for the first quarter of 2017 compared to \$152 million for the first quarter of 2016.

Noninterest expense increased \$121 million to \$2.4 billion, reflecting overall higher levels of business activity.

For additional detail, see the Consolidated Income Statement Review section in this Financial Review.

### **Balance Sheet Highlights**

Our balance sheet was strong and well positioned at March 31, 2017 and December 31, 2016.

Total loans increased \$2.0 billion, or 1%, to \$212.8 billion.

Total commercial lending grew \$2.7 billion, or 2%.

Total consumer lending decreased \$.7 billion, or 1%.

Total deposits increased \$3.5 billion, or 1%, to \$260.7 billion.

Investment securities increased \$.5 billion, or 1%, to \$76.4 billion.

For additional detail, see the Consolidated Balance Sheet Review section of this Financial Review.

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### **Credit Quality Highlights**

Overall credit quality remained stable with the fourth quarter of 2016.

Nonperforming assets decreased \$162 million, or 7%, to \$2.2 billion at March 31, 2017 compared with December 31, 2016.

Overall loan delinquencies decreased \$192 million, or 12%, as of March 31, 2017 compared with December 31, 2016.

Net charge-offs of \$118 million in the first quarter of 2017 decreased compared to net charge-offs of \$149 million for the first quarter of 2016.

For additional detail, see the Credit Risk Management portion of the Risk Management section of this Financial Review.

### **Capital Highlights**

We maintained a strong capital position and continued to return capital to shareholders.

The Transitional Basel III common equity Tier 1 capital ratio was 10.5% at March 31, 2017 compared to 10.6% at December 31, 2016.

Pro forma fully phased-in Basel III common equity Tier 1 capital ratio, a non-GAAP financial measure, remained stable at an estimated 10.0% at March 31, 2017 and December 31, 2016 based on the standardized approach rules.

In the first quarter of 2017, we returned \$.9 billion of capital to shareholders through repurchases of 5.0 million common shares for \$.6 billion and dividends on common shares of \$.3 billion.

On January 30, 2017, PNC announced a \$300 million increase to its common stock share repurchase programs, which now provide for repurchases of up to \$2.3 billion for the four-quarter period ending June 30, 2017.

On April 4, 2017, the PNC board of directors declared a quarterly cash dividend on common stock of 55 cents per share with a payment date of May 5, 2017.

See the Liquidity and Capital Management portion of the Risk Management section of this Financial Review for more detail on our 2017 capital and liquidity actions as well as our capital ratios.

Our ability to take certain capital actions, including plans to pay or increase common stock dividends or to repurchase shares under current or future programs, is subject to the results of the supervisory assessment of capital adequacy undertaken by the Federal Reserve as part of the CCAR process. For additional information, see the Supervision and Regulation section in Item 1 Business of our 2016 Form 10-K.

### **Business Outlook**

Statements regarding our business outlook are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Our forward-looking statements are subject to the risk that economic and financial market conditions will be substantially different than those we are currently expecting and do not take into account potential legal and regulatory contingencies. These statements are based on our current view that the U.S. economy and the labor market will grow moderately in 2017, boosted by stable oil/energy prices, improving consumer spending and housing activity, and expanded federal fiscal policy stimulus as a result of the 2016 elections. Short-term interest rates and bond yields are expected to continue rising gradually in 2017, along with inflation. Specifically, our business outlook reflects our expectation of continued steady growth in GDP and two 25 basis point increases in short-term interest rates by the Federal Reserve in June and December of 2017. We are also assuming that long-term rates rise at

a slower pace than short-term rates. See the Cautionary Statement Regarding Forward-Looking Information section in this Financial Review and Item 1A Risk Factors in our 2016 Form 10-K for other factors that could cause future events to differ, perhaps materially, from those anticipated in these forward-looking statements.

For the full year 2017 compared to full year 2016, we expect:

- Loans to increase by mid-single digits, on a percentage basis;
- Revenue growth in the upper end of the mid-single digit range, on a percentage basis;
- Noninterest expense to increase by low single digits, on a percentage basis; and
- The effective tax rate to be approximately 25%, absent any tax reform.

For the remaining quarters of 2017, we expect quarterly other noninterest income to be between \$225 million and \$275 million.

For the second quarter of 2017 compared to the first quarter of 2017, we expect:

- Modest loan growth;
- Net interest income to increase by low single digits, on a percentage basis;
- Fee income to increase by mid-single digits, on a percentage basis. Fee income consists of asset management, consumer services, corporate services, residential mortgage and service charges on deposits;
- Provision for credit losses to be between \$75 million and \$125 million, and could be at the higher end of this range as a result of an initial provision for acquired loans; and
- Noninterest expense to increase by low single digits, on a percentage basis.

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**Table of Contents****CONSOLIDATED INCOME STATEMENT REVIEW**

Our Consolidated Income Statement is presented in Part I, Item 1 of this Report.

Net income for the first quarter of 2017 was \$1.1 billion, or \$1.96 per diluted common share, an increase of 14%, compared to \$943 million, or \$1.68 per diluted common share, for the first quarter of 2016. The increase was driven by a 6% increase in revenue and lower provision for credit losses, partially offset by a 5% increase in noninterest expense. Higher revenue in the comparison reflected a 10% increase in noninterest income and a 3% increase in net interest income.

**Net Interest Income****Table 2: Summarized Average Balances and Net Interest Income (a)**

| Three months ended March 31                         | 2017             |                      |                         | 2016             |                      |                         |
|---|------------------|----------------------|-------------------------|------------------|----------------------|-------------------------|
|   | Average Balances | Average Yields/Rates | Interest Income/Expense | Average Balances | Average Yields/Rates | Interest Income/Expense |
| Dollars in millions                                 |                  |                      |                         |                  |                      |                         |
| <b>Assets</b>                                       |                  |                      |                         |                  |                      |                         |
| Interest-earning assets                             |                  |                      |                         |                  |                      |                         |
| Investment securities                               | \$ 76,253        | 2.67%                | \$ 508                  | \$ 70,269        | 2.72%                | \$ 478                  |
| Loans   | 212,253          | 3.67%                | 1,941                   | 207,184          | 3.60%                | 1,875                   |
| Interest-earning deposits with banks                | 24,192           | .81%                 | 49                      | 25,533           | .50%                 | 32                      |
| Other   | 8,395            | 3.54%                | 74                      | 7,764            | 3.62%                | 70                      |
| Total interest-earning assets/interest income       | \$ 321,093       | 3.22%                | 2,572                   | \$ 310,750       | 3.15%                | 2,455                   |
| <b>Liabilities</b>                                  |                  |                      |                         |                  |                      |                         |
| Interest-bearing liabilities                        |                  |                      |                         |                  |                      |                         |
| Interest-bearing deposits                           | \$ 176,871       | .28%                 | 120                     | \$ 168,823       | .25%                 | 105                     |
| Borrowed funds                                      | 54,942           | 1.74%                | 240                     | 53,626           | 1.51%                | 204                     |
| Total interest-bearing liabilities/interest expense | \$ 231,813       | .62%                 | 360                     | \$ 222,449       | .55%                 | 309                     |
| Net interest margin/income (Non-GAAP)               |                  | 2.77%                | 2,212                   |                  | 2.75%                | 2,146                   |
| Taxable-equivalent adjustments                      |                  |                      | (52)                    |                  |                      | (48)                    |
| Net interest income (GAAP)                          |                  |                      | \$ 2,160                |                  |                      | \$ 2,098                |

(a) Interest income calculated as taxable-equivalent interest income. To provide more meaningful comparisons of interest income and yields for all interest-earning assets, as well as net interest margins, we use interest income on a taxable-equivalent basis in calculating average yields and net interest margins by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments. This adjustment is not permitted under GAAP on the Consolidated Income Statement.

Changes in net interest income and margin result from the interaction of the volume and composition of interest-earning assets and related yields, interest-bearing liabilities and related rates paid, and noninterest-bearing sources of funding. See the Statistical Information (Unaudited) Average Consolidated Balance Sheet And Net Interest Analysis section of this Report for additional information.

Net interest income increased by \$62 million, or 3%, in the first quarter of 2017 compared with the first quarter of 2016, and net interest margin increased to 2.77% compared with 2.75% in the prior year quarter. Both increases reflected higher loan yields, partially offset by an increase in borrowing and deposit costs. The increase in net interest income also was driven by growth in loans and securities balances.

Average investment securities increased \$6.0 billion, or 9%, due to higher average U.S. Treasury and government agency securities and average agency residential mortgage-backed securities, partially offset by decreases in average commercial

mortgage-backed securities and non-agency residential mortgage-backed securities. Total investment securities increased to 24% of average interest-earning assets for the first quarter of 2017 compared to 23% for the first quarter of 2016.

Average loans grew \$5.1 billion, or 2%, consisting of growth in average commercial loans of \$4.0 billion and average commercial real estate loans of \$1.2 billion, driven by our Corporate Banking and Real Estate businesses within our Corporate & Institutional Banking segment. Additionally, average residential real estate loans increased \$1.1 billion. These increases were partially offset by a decline in consumer loans of \$1.4 billion, which reflected decreases in the non-strategic runoff consumer loan portfolios of brokered home equity and government guaranteed education loans. Average loans represented 66% of average interest-earning assets for the first quarter of 2017 and 67% of average interest-earning assets for the first quarter of 2016.

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Average total deposits of \$254.9 billion grew \$8.8 billion, or 4%, in the first quarter of 2017 compared to the first quarter of 2016. Average interest-bearing deposits increased \$8.0 billion primarily due to higher average savings deposits, which largely reflected a shift from money market deposits to relationship-based savings products, as well as higher average interest-bearing demand deposits. Average interest-bearing deposits represented 76% of average interest-bearing liabilities in both quarters in the comparison.

**Noninterest Income*****Table 3: Noninterest Income***

| Three months ended March 31 |          |          | Change |      |
|-----------------------------|----------|----------|--------|------|
| Dollars in millions         | 2017     | 2016     | \$     | %    |
| <b>Noninterest income</b>   |          |          |        |      |
| Asset management            | \$ 403   | \$ 341   | \$ 62  | 18%  |
| Consumer services           | 332      | 337      | (5)    | (1)% |
| Corporate services          | 393      | 325      | 68     | 21%  |
| Residential mortgage        | 113      | 100      | 13     | 13%  |
| Service charges on deposits | 161      | 158      | 3      | 2%   |
| Other                       | 322      | 306      | 16     | 5%   |
| Total noninterest income    | \$ 1,724 | \$ 1,567 | \$ 157 | 10%  |

Noninterest income as a percentage of total revenue was 44% in the first quarter of 2017 compared to 43% in the first quarter of 2016.

Asset management revenue growth in the comparison reflected higher earnings from BlackRock and the impact of higher average equity markets as well as net new business activity in our asset management business. Discretionary client assets under management increased \$6 billion to \$141 billion at March 31, 2017 compared to March 31, 2016.

Corporate services revenue increased due to higher merger and acquisition advisory fees and other capital markets revenue, higher commercial mortgage servicing rights valuation, net of economic hedge, and higher treasury management revenue.

Residential mortgage revenue was higher in the comparison as a result of an increased benefit from residential mortgage servicing rights valuation, net of economic hedge.

Other noninterest income for the first quarter of 2017 increased over the first quarter of 2016 largely attributable to higher revenue from private equity investments, including positive valuation adjustments of \$47 million associated with

our receipt of a five-year extension of the prior July 2017 deadline to conform certain equity investments subject to the Volcker Rule provisions of the Dodd-Frank Act. The increase was partially offset by the impact of first quarter 2016 net gains on the sale of Visa Class B common shares.

**Provision For Credit Losses**

The provision for credit losses was \$88 million for the first quarter of 2017 compared with \$152 million for the first quarter of 2016, which included a higher provision for energy related loans in the oil, gas and coal sectors.

The Credit Risk Management portion of the Risk Management section of this Financial Review includes additional information regarding factors impacting the provision for credit losses.

### **Noninterest Expense**

**Table 4: Noninterest Expense**

| Three months ended March 31      |                 |                 | Change        |           |
|----------------------------------|-----------------|-----------------|---------------|-----------|
| Dollars in millions              | 2017            | 2016            | \$            | %         |
| <b>Noninterest expense</b>       |                 |                 |               |           |
| Personnel                        | \$ 1,249        | \$ 1,145        | \$ 104        | 9%        |
| Occupancy                        | 222             | 221             | 1             |           |
| Equipment                        | 251             | 234             | 17            | 7%        |
| Marketing                        | 55              | 54              | 1             | 2%        |
| Other                            | 625             | 627             | (2)           |           |
| <b>Total noninterest expense</b> | <b>\$ 2,402</b> | <b>\$ 2,281</b> | <b>\$ 121</b> | <b>5%</b> |

Higher noninterest expense in the comparison reflected the impact of overall higher levels of business activity on personnel and equipment expense. We remained focused on disciplined expense management while continuing to invest in technology and business infrastructure.

As of March 31, 2017, we were on track to achieve our full-year 2017 goal of \$350 million in cost savings through our continuous improvement program, which we expect will substantially fund our 2017 business and technology investments.

### **Effective Income Tax Rate**

The effective income tax rate was 23.0% in the first quarter of 2017 compared with 23.5% in the first quarter of 2016. Income taxes for first quarter 2017 included higher tax deductions for stock-based compensation related to vesting of restricted shares and options exercised at a higher common stock price.

**Table of Contents****CONSOLIDATED BALANCE SHEET REVIEW****Table 5: Summarized Balance Sheet Data**

|                                      | March 31          |                   | December 31     |             | Change |   |
|--------------------------------------|-------------------|-------------------|-----------------|-------------|--------|---|
|                                      | 2017              | 2016              | \$              | %           | \$     | % |
| Dollars in millions                  |                   |                   |                 |             |        |   |
| <b>Assets</b>                        |                   |                   |                 |             |        |   |
| Interest-earning deposits with banks | \$ 27,877         | \$ 25,711         | \$ 2,166        | 8%          |        |   |
| Loans held for sale                  | 1,414             | 2,504             | (1,090)         | (44)%       |        |   |
| Investment securities                | 76,432            | 75,947            | 485             | 1%          |        |   |
| Loans                                | 212,826           | 210,833           | 1,993           | 1%          |        |   |
| Allowance for loan and lease losses  | (2,561)           | (2,589)           | 28              | 1%          |        |   |
| Mortgage servicing rights            | 1,867             | 1,758             | 109             | 6%          |        |   |
| Goodwill                             | 9,103             | 9,103             |                 |             |        |   |
| Other, net                           | 43,986            | 43,113            | 873             | 2%          |        |   |
| <b>Total assets</b>                  | <b>\$ 370,944</b> | <b>\$ 366,380</b> | <b>\$ 4,564</b> | <b>1%</b>   |        |   |
| <b>Liabilities</b>                   |                   |                   |                 |             |        |   |
| Deposits                             | \$ 260,710        | \$ 257,164        | \$ 3,546        | 1%          |        |   |
| Borrowed funds                       | 55,062            | 52,706            | 2,356           | 4%          |        |   |
| Other                                | 9,269             | 9,656             | (387)           | (4)%        |        |   |
| <b>Total liabilities</b>             | <b>325,041</b>    | <b>319,526</b>    | <b>5,515</b>    | <b>2%</b>   |        |   |
| <b>Equity</b>                        |                   |                   |                 |             |        |   |
| Total shareholders' equity           | 45,754            | 45,699            | 55              |             |        |   |
| Noncontrolling interests             | 149               | 1,155             | (1,006)         | (87)%       |        |   |
| <b>Total equity</b>                  | <b>45,903</b>     | <b>46,854</b>     | <b>(951)</b>    | <b>(2)%</b> |        |   |
| <b>Total liabilities and equity</b>  | <b>\$ 370,944</b> | <b>\$ 366,380</b> | <b>\$ 4,564</b> | <b>1%</b>   |        |   |

The summarized balance sheet data in Table 5 is based upon our Consolidated Balance Sheet in Part 1, Item 1 of this Report.

Our balance sheet was strong and well positioned at both March 31, 2017 and December 31, 2016.

Total assets increased primarily driven by loan growth and higher interest-earning deposits with banks;

Total liabilities increased due to deposit growth and higher borrowed funds;

Total equity decreased due to a decline in noncontrolling interests related to the redemption of Perpetual Trust Securities.

The following discussion provides additional information about the major components of our balance sheet. Information regarding our capital and regulatory compliance is included in the Liquidity and Capital Management portion of the Risk Management section of this Financial Review and in Note 18 Regulatory Matters in the Notes To Consolidated Financial Statements included in our 2016 Form 10-K.

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**Table of Contents****Loans*****Table 6: Details of Loans***

| Dollars in millions       | March 31   | December 31 | Change   |      |
|---------------------------|------------|-------------|----------|------|
|                           | 2017       | 2016        | \$       | %    |
| Commercial lending        |            |             |          |      |
| Commercial                |            |             |          |      |
| Manufacturing             | \$ 20,054  | \$ 18,891   | \$ 1,163 | 6%   |
| Retail/wholesale trade    | 17,446     | 16,752      | 694      | 4%   |
| Service providers         | 14,185     | 14,707      | (522)    | (4)% |
| Real estate related (a)   | 11,690     | 11,920      | (230)    | (2)% |
| Health care               | 9,603      | 9,491       | 112      | 1%   |
| Financial services        | 7,710      | 7,241       | 469      | 6%   |
| Other industries          | 23,077     | 22,362      | 715      | 3%   |
| Total commercial          | 103,765    | 101,364     | 2,401    | 2%   |
| Commercial real estate    | 29,435     | 29,010      | 425      | 1%   |
| Equipment lease financing | 7,462      | 7,581       | (119)    | (2)% |
| Total commercial lending  | 140,662    | 137,955     | 2,707    | 2%   |
| Consumer lending          |            |             |          |      |
| Home equity               | 29,577     | 29,949      | (372)    | (1)% |
| Residential real estate   | 15,781     | 15,598      | 183      | 1%   |
| Credit card               | 5,112      | 5,282       | (170)    | (3)% |
| Other consumer            |            |             |          |      |
| Automobile                | 12,337     | 12,380      | (43)     |      |
| Education                 | 4,974      | 5,159       | (185)    | (4)% |
| Other                     | 4,383      | 4,510       | (127)    | (3)% |
| Total consumer lending    | 72,164     | 72,878      | (714)    | (1)% |
| Total loans               | \$ 212,826 | \$ 210,833  | \$ 1,993 | 1%   |

(a) Includes loans to customers in the real estate and construction industries.

Growth in commercial lending was driven by increased utilization from manufacturing, retail/wholesale trade and financial services customers. Lower consumer lending was driven by declines in home equity loans, education loans and credit cards. The decreases in home equity and education reflected runoff in the non-strategic brokered home equity and government guaranteed education loan portfolios.

See the Credit Risk Management portion of the Risk Management section of this Financial Review and Note 1 Accounting Policies, Note 3 Asset Quality and Note 4 Allowances for Loan and Lease Losses in our Notes To

Consolidated Financial Statements included in this Report for additional information regarding our loan portfolio.

## Investment Securities

*Table 7: Investment Securities*

| Dollars in millions                       | March 31, 2017    |                  | December 31, 2016 |                  | Ratings (a)          |           |           |                    |              |
|---|-------------------|------------------|-------------------|------------------|----------------------|-----------|-----------|--------------------|--------------|
|   |                   |                  |                   |                  | As of March 31, 2017 |           |           |                    |              |
|   | Amortized<br>Cost | Fair Value       | Amortized<br>Cost | Fair Value       | AAA/<br>AA           | A         | BBB       | BB<br>and<br>Lower | No<br>Rating |
| U.S. Treasury and government agencies     | \$ 13,318         | \$ 13,459        | \$ 13,627         | \$ 13,714        | 100%                 |           |           |                    |              |
| Agency residential mortgage-backed        | 38,673            | 38,427           | 37,319            | 37,109           | 100                  |           |           |                    |              |
| Non-agency residential mortgage-backed    | 3,196             | 3,394            | 3,382             | 3,564            | 11                   |           | 4%        | 76%                | 9%           |
| Agency commercial mortgage-backed         | 2,919             | 2,906            | 3,053             | 3,046            | 100                  |           |           |                    |              |
| Non-agency commercial mortgage-backed (b) | 4,407             | 4,434            | 4,590             | 4,602            | 85                   | 4%        | 1         | 1                  | 9            |
| Asset-backed (c)                          | 6,486             | 6,532            | 6,496             | 6,524            | 85                   | 5         | 3         | 7                  |              |
| Other debt (d)                            | 6,610             | 6,782            | 6,679             | 6,810            | 73                   | 15        | 8         | 1                  | 3            |
| Corporate stock and other                 | 517               | 515              | 603               | 601              |                      |           |           |                    | 100          |
| <b>Total investment securities (e)</b>    | <b>\$ 76,126</b>  | <b>\$ 76,449</b> | <b>\$ 75,749</b>  | <b>\$ 75,970</b> | <b>91%</b>           | <b>2%</b> | <b>1%</b> | <b>4%</b>          | <b>2%</b>    |

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- (a) Ratings percentages allocated based on amortized cost.
- (b) Collateralized primarily by retail properties, office buildings, lodging properties and multi-family housing.
- (c) Collateralized primarily by corporate debt, government guaranteed education loans and other consumer credit products.
- (d) Includes state and municipal securities.
- (e) Includes available for sale and held to maturity securities.

Investment securities increased \$.5 billion at March 31, 2017 compared to December 31, 2016. Growth in investment securities was driven by net purchases of agency residential mortgage-backed securities, partially offset by maturities and prepayments of U.S. Treasury and government agencies, non-agency commercial mortgage-backed and non-agency residential mortgage-backed securities.

Table 7 presents the distribution of our investment securities portfolio by credit rating. We have included credit ratings information because we believe that the information is an indicator of the degree of credit risk to which we are exposed, which could affect our risk-weighted assets and, therefore, our risk-based regulatory capital ratios under the regulatory capital rules. Changes in credit ratings classifications could indicate increased or decreased credit risk and could be accompanied by a reduction or increase in the fair value of our investment securities portfolio.

At least quarterly, we conduct a comprehensive security-level impairment assessment on all securities. If economic conditions, including home prices, were to deteriorate from current levels, and if market volatility and liquidity were to deteriorate from current levels, or if market interest rates were to increase or credit spreads were to widen appreciably, the valuation of our investment securities portfolio would likely be adversely affected and we could incur additional OTTI credit losses that would impact our Consolidated Income Statement.

The duration of investment securities was 3.2 years at March 31, 2017. We estimate that at March 31, 2017 the effective duration of investment securities was 3.3 years for an immediate 50 basis points parallel increase in interest rates and 3.1 years for an immediate 50 basis points parallel decrease in interest rates.

Based on expected prepayment speeds, the weighted-average expected maturity of the investment securities portfolio (excluding corporate stock and other) was 5.1 years at March 31, 2017 compared to 5.0 years at December 31, 2016.

***Table 8: Weighted-Average Expected Maturities of Mortgage and Other Asset-Backed Debt Securities***

| March 31, 2017                         | Years |
|--|-------|
| Agency residential mortgage-backed     | 5.4   |
| Non-agency residential mortgage-backed | 5.8   |
| Agency commercial mortgage-backed      | 3.5   |
| Non-agency commercial mortgage-backed  | 3.7   |
| Asset-backed                           | 2.5   |

Additional information regarding our investment securities is included in Note 5 Investment Securities and Note 6 Fair Value in the Notes To Consolidated Financial Statements included in this Report.

**Funding Sources*****Table 9: Details of Funding Sources***

|                            | March 31   | December 31 | Change   |       |
|----------------------------|------------|-------------|----------|-------|
| Dollars in millions        | 2017       | 2016        | \$       | %     |
| <b>Deposits</b>            |            |             |          |       |
| Money market               | \$ 105,230 | \$ 105,849  | \$ (619) | (1)%  |
| Demand                     | 97,076     | 96,799      | 277      |       |
| Savings                    | 41,428     | 36,956      | 4,472    | 12%   |
| Time deposits              | 16,976     | 17,560      | (584)    | (3)%  |
| Total deposits             | 260,710    | 257,164     | 3,546    | 1%    |
| <b>Borrowed funds</b>      |            |             |          |       |
| FHLB borrowings            | 19,549     | 17,549      | 2,000    | 11%   |
| Bank notes and senior debt | 23,745     | 22,972      | 773      | 3%    |
| Subordinated debt          | 6,889      | 8,009       | (1,120)  | (14)% |
| Other                      | 4,879      | 4,176       | 703      | 17%   |
| Total borrowed funds       | 55,062     | 52,706      | 2,356    | 4%    |
| Total funding sources      | \$ 315,772 | \$ 309,870  | \$ 5,902 | 2%    |

Growth in total deposits was driven by higher consumer savings and demand deposits, partially offset by seasonal declines in commercial deposits. The overall increase in savings deposits reflected in part a shift from money market deposits to relationship-based savings products. The decline in time deposits reflected the net runoff of maturing accounts.

The increase in total borrowed funds reflected net increases in FHLB borrowings and bank notes and senior debt, as new issuances outpaced maturities and calls. These increases were partially offset by subordinated debt maturities.

See the Liquidity and Capital Management portion of the Risk Management section of this Financial Review for additional information regarding our 2017 capital and liquidity activities.

### **Shareholders Equity**

Total shareholders equity as of March 31, 2017 remained relatively stable compared to December 31, 2016. Increased retained earnings, driven by net income of \$1.1 billion partially offset by \$.3 billion of common and preferred dividends, was largely offset by common share repurchases of \$.6 billion and lower capital surplus.

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Common shares outstanding were 485 million at both March 31, 2017, and December 31, 2016, as repurchases of 5.0 million shares during the first quarter of 2017 were largely offset by share issuances from treasury stock related to warrants exercised and stock based compensation activity.

## **BUSINESS SEGMENTS REVIEW**

Effective for the first quarter of 2017, as a result of changes to how we manage our businesses, we realigned our segments and, accordingly, have changed the basis of presentation of our segments, resulting in four reportable business segments:

- Retail Banking
- Corporate & Institutional Banking
- Asset Management Group
- BlackRock

Our changes in business segment presentation resulting from the realignment included the following:

The Residential Mortgage Banking segment was combined into Retail Banking as a result of our strategic initiative to transform the home lending process by integrating mortgage and home equity lending to enhance product capability and speed of delivery for a better customer experience and to improve efficiency. In conjunction with this shift, residential mortgages previously reported within the Other category were also moved to Retail Banking.

The Non-Strategic Assets Portfolio segment was eliminated. The segment's remaining consumer assets were moved to the Other category as they are unrelated to the ongoing strategy of any segment, while its commercial assets were transferred to Corporate & Institutional Banking in order to continue the relationships we have with those customers.

A portion of business banking clients was moved from Retail Banking to Corporate & Institutional Banking to facilitate enhanced product offerings to meet the financial needs of our business banking clients.

Net interest income in business segment results reflects our internal funds transfer pricing methodology. Assets receive a funding charge and liabilities and capital receive a funding credit based on a transfer pricing methodology that incorporates product repricing characteristics, tenor and other factors. Effective for the first quarter of 2017, we made certain adjustments to our internal funds transfer pricing methodology primarily relating to weighted average lives of certain non-maturity deposits based on our recent historical experience. These changes in methodology affected business segment results, primarily adversely impacting net interest income for Corporate & Institutional Banking and Retail Banking, offset by increased net interest income in the Other category.

The prior period presented was revised to conform to the new segment alignment and to our change in internal funds transfer pricing methodology.

Business segment results and a description of each business are included in Note 14 Segment Reporting included in the Notes To Consolidated Financial Statements in this Report. Certain amounts included in this Business Segments Review differ from those amounts shown in Note 14, primarily due to the presentation in this Financial Review of business net interest revenue on a taxable-equivalent basis.

Total business segment financial results differ from total consolidated net income. The impact of these differences is reflected in the *Other* category in the business segment tables. *Other* includes residual activities that do not meet the criteria for disclosure as a separate reportable business, such as gains or losses related to BlackRock transactions, integration costs, asset and liability management activities including net securities gains or losses, other-than-temporary impairment of investment securities and certain trading activities, exited businesses, certain non-strategic runoff consumer loan portfolios, private equity investments, intercompany eliminations, most corporate overhead, tax adjustments that are not allocated to business segments and differences between business segment performance reporting and financial statement reporting (GAAP), including the presentation of net income attributable to noncontrolling interests as the segments' results exclude their portion of net income attributable to noncontrolling interests.

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**Table of Contents****Retail Banking***(Unaudited)***Table 10: Retail Banking Table**

| Three months ended March 31           |            |            | Change     |       |
|---------------------------------------|------------|------------|------------|-------|
| Dollars in millions, except as noted  | 2017       | 2016       | \$         | %     |
| <b>Income Statement</b>               |            |            |            |       |
| Net interest income                   | \$ 1,121   | \$ 1,122   | \$ (1)     |       |
| Noninterest income                    | 603        | 633        | (30)       | (5)%  |
| Total revenue                         | 1,724      | 1,755      | (31)       | (2)%  |
| Provision for credit losses           | 71         | 72         | (1)        | (1)%  |
| Noninterest expense                   | 1,315      | 1,299      | 16         | 1%    |
| Pretax earnings                       | 338        | 384        | (46)       | (12)% |
| Income taxes                          | 125        | 141        | (16)       | (11)% |
| Earnings                              | \$ 213     | \$ 243     | \$ (30)    | (12)% |
| <b>Average Balance Sheet</b>          |            |            |            |       |
| Loans held for sale                   | \$ 843     | \$ 801     | \$ 42      | 5%    |
| Loans                                 |            |            |            |       |
| Consumer                              |            |            |            |       |
| Home equity                           | \$ 25,601  | \$ 26,743  | \$ (1,142) | (4)%  |
| Automobile                            | 12,146     | 10,787     | 1,359      | 13%   |
| Education                             | 5,131      | 5,865      | (734)      | (13)% |
| Credit cards                          | 5,121      | 4,722      | 399        | 8%    |
| Other                                 | 1,756      | 1,823      | (67)       | (4)%  |
| Total consumer                        | 49,755     | 49,940     | (185)      |       |
| Commercial and commercial real estate | 11,006     | 11,801     | (795)      | (7)%  |
| Residential mortgage                  | 11,688     | 10,268     | 1,420      | 14%   |
| Total loans                           | \$ 72,449  | \$ 72,009  | \$ 440     | 1%    |
| Total assets                          | \$ 87,109  | \$ 86,213  | \$ 896     | 1%    |
| Deposits                              |            |            |            |       |
| Noninterest-bearing demand            | \$ 29,010  | \$ 26,980  | \$ 2,030   | 8%    |
| Interest-bearing demand               | 40,649     | 37,815     | 2,834      | 7%    |
| Money market                          | 39,321     | 49,336     | (10,015)   | (20)% |
| Savings                               | 35,326     | 21,780     | 13,546     | 62%   |
| Certificates of deposit               | 13,735     | 15,320     | (1,585)    | (10)% |
| Total deposits                        | \$ 158,041 | \$ 151,231 | \$ 6,810   | 5%    |
| <b>Performance Ratios</b>             |            |            |            |       |

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|                                     |      |       |
|-------------------------------------|------|-------|
| Return on average assets            | .99% | 1.14% |
| Noninterest income to total revenue | 35%  | 36%   |
| Efficiency                          | 76%  | 74%   |

(continued on following page)

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(continued from previous page)

| Dollars in millions, except as noted  | 2017     | 2016     | Change  |      |
|---|----------|----------|---------|------|
|   |          |          | \$      | %    |
| <b>Supplemental Noninterest Income Information</b>                              |          |          |         |      |
| Consumer services   | \$ 250   | \$ 254   | \$ (4)  | (2)% |
| Brokerage   | \$ 76    | \$ 75    | \$ 1    | 1%   |
| Residential mortgage  | \$ 113   | \$ 100   | \$ 13   | 13%  |
| Service charges on deposits   | \$ 154   | \$ 151   | \$ 3    | 2%   |
| <b>Residential Mortgage Information</b>   |          |          |         |      |
| <u>Residential mortgage servicing statistics (in billions, except as noted)</u> |          |          |         |      |
| <u>(a)</u>  |          |          |         |      |
| Serviced portfolio balance (b)  | \$ 130   | \$ 125   | \$ 5    | 4%   |
| Serviced portfolio acquisitions   | \$ 8     | \$ 5     | \$ 3    | 60%  |
| MSR asset value (b)   | \$ 1.3   | \$ .9    | \$ .4   | 44%  |
| MSR capitalization value (in basis points) (b)                                  | 97       | 69       | 28      | 41%  |
| Servicing income: (in millions)   |          |          |         |      |
| Servicing fees, net (c)   | \$ 52    | \$ 55    | \$ (3)  | (5)% |
| Mortgage servicing rights valuation, net of economic hedge                      | \$ 12    | \$ (8)   | \$ 20   | 250% |
| <u>Residential mortgage loan statistics</u>                                     |          |          |         |      |
| Loan origination volume (in billions)   | \$ 1.9   | \$ 1.9   |         |      |
| Loan sale margin percentage   | 2.96%    | 3.21%    |         |      |
| Percentage of originations represented by:                                      |          |          |         |      |
| Purchase volume (d)   | 43%      | 40%      |         |      |
| Refinance volume  | 57%      | 60%      |         |      |
| <b>Other Information (b)</b>  |          |          |         |      |
| <u>Customer-related statistics (average)</u>                                    |          |          |         |      |
| Non-teller deposit transactions (e)   | 52%      | 47%      |         |      |
| Digital consumer customers (f)  | 61%      | 56%      |         |      |
| <u>Credit-related statistics</u>  |          |          |         |      |
| Nonperforming assets (g)  | \$ 1,209 | \$ 1,298 | \$ (89) | (7)% |
| Net charge-offs   | \$ 100   | \$ 97    | \$ 3    | 3%   |
| <u>Other statistics</u>   |          |          |         |      |
| ATMs  | 8,976    | 8,940    | 36      |      |
| Branches (h)  | 2,508    | 2,613    | (105)   | (4)% |
| Universal branches (i)  | 527      | 362      | 165     | 46%  |
| Brokerage account client assets (in billions) (j)                               | \$ 46    | \$ 43    | \$ 3    | 7%   |

(a) Represents mortgage loan servicing balances for third parties and the related income.

(b) Presented as of March 31, except for customer-related statistics, which are averages for the three months ended, and net charge-offs, which are for the three months ended.

(c) Servicing fees net of impact of decrease in MSR value due to passage of time, including the impact from both regularly scheduled loan prepayments and loans that were paid down or paid off during the period.

(d) Mortgages with borrowers as part of residential real estate purchase transactions.

(e) Percentage of total consumer and business banking deposit transactions processed at an ATM or through our mobile banking application.

(f)

Represents consumer checking relationships that process the majority of their transactions through non-teller channels.

- (g) Includes nonperforming loans of \$1.1 billion at March 31, 2017 and \$1.2 billion at March 31, 2016.
- (h) Excludes stand-alone mortgage offices and satellite offices (e.g., drive-ups, electronic branches and retirement centers) that provide limited products and/or services.
- (i) Included in total branches, represents branches operating under our universal model.
- (j) Includes cash and money market balances.

Retail Banking earned \$213 million in the first three months of 2017 compared with \$243 million for the same period in 2016. The decrease in earnings was driven by lower noninterest income and increased expenses.

Noninterest income declined compared to the same period a year ago due to the impact of first quarter of 2016 net gains on the sale of Visa Class B common shares, partially offset by a higher benefit from residential mortgage servicing rights valuation, net of economic hedge.

The increase in noninterest expense in the comparison resulted primarily from investments in technology.

The deposit strategy of Retail Banking is to remain disciplined on pricing and focused on growing and retaining relationship-based balances, executing on market specific deposit growth strategies and providing a source of low-cost funding and liquidity to PNC. In the first three months of 2017, average total deposits increased compared to the same period a year ago, driven by growth in savings deposits reflecting in part a shift from money market deposits to relationship-based savings products. Additionally, demand deposits increased, partially offset by a decline in certificates of deposit due to the net runoff of maturing accounts.



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Retail Banking continued to focus on a relationship-based lending strategy. Total average loans increased in the comparison due to increases in residential mortgage and automobile loans partially offset by declines in home equity and commercial loans, as well as runoff of certain portfolios, as more fully described below.

Average home equity loans decreased as pay-downs and payoffs on loans exceeded new originated volume. Retail Banking's home equity loan portfolio is relationship based, with over 97% of the portfolio attributable to borrowers in our primary geographic footprint. The weighted-average updated FICO scores for this portfolio were 746 at both March 31, 2017 and December 31, 2016.

Average commercial and commercial real estate loans declined as pay-downs and payoffs on loans exceeded new volume.

Average residential mortgages increased as a result of new volumes exceeding portfolio liquidations.

Average automobile loans, which consisted of both direct and indirect auto loans, increased primarily due to portfolio growth in previously underpenetrated markets.

Average credit card balances increased as a result of organic growth as we continue to focus on delivering on our long-term objective of deepening penetration within our existing customer base.

In the first three months of 2017, average loan balances for the education and other loan portfolios decreased \$801 million, or 10%, compared to same period in 2016, driven by declines in the government guaranteed education and indirect other portfolios, which are primarily runoff portfolios.

Nonperforming assets decreased compared to March 31, 2016 driven by declines in both consumer and commercial nonperforming loans.

Retail Banking continues to enhance the customer experience with refinements to product offerings that drive product value for consumers and small businesses. We are focused on meeting the financial needs of our customers by providing a broad range of liquidity, banking and investment products.

Retail Banking continued to focus on the strategic priority of transforming the customer experience through transaction migration, branch network transformation, home lending transformation and multi-channel engagement and service strategies.

In the first three months of 2017, approximately 61% of consumer customers used non-teller channels for the majority of their transactions compared with 56% for the same period a year ago.

Deposit transactions via ATM and mobile channels increased to 52% of total deposit transactions in the first three months of 2017 compared with 47% for the same period in 2016.

We had a network of 2,508 branches and 8,976 ATMs at March 31, 2017. Approximately 21% of the branch network operates under the universal model.

Instant debit card issuance, which enables us to print a customer's debit card in minutes, was available in 2,224 branches, or 89% of the branch network, as of March 31, 2017.

Mortgage loan originations for the first three months of 2017 were comparable to the same period in 2016.

Loans continue to be originated primarily through direct channels under Federal National Mortgage Association (FNMA), Federal Home Loan Mortgage Corporation (FHLMC) and Federal Housing Administration (FHA)/Department of Veterans Affairs agency guidelines.

**Table of Contents****Corporate & Institutional Banking***(Unaudited)***Table 11: Corporate & Institutional Banking Table**

| Three months ended March 31                               |            |            | Change     |       |
|---|------------|------------|------------|-------|
| Dollars in millions, except as noted                      | 2017       | 2016       | \$         | %     |
| <b>Income Statement</b>                                   |            |            |            |       |
| Net interest income                                       | \$ 839     | \$ 817     | \$ 22      | 3%    |
| Noninterest income  | 524        | 441        | 83         | 19%   |
| Total revenue   | 1,363      | 1,258      | 105        | 8%    |
| Provision for credit losses                               | 25         | 102        | (77)       | (75)% |
| Noninterest expense                                       | 584        | 533        | 51         | 10%   |
| Pretax earnings   | 754        | 623        | 131        | 21%   |
| Income taxes  | 270        | 225        | 45         | 20%   |
| Earnings  | \$ 484     | \$ 398     | \$ 86      | 22%   |
| <b>Average Balance Sheet</b>                              |            |            |            |       |
| Loans held for sale                                       | \$ 1,116   | \$ 708     | \$ 408     | 58%   |
| Loans   |            |            |            |       |
| Commercial  | \$ 92,116  | \$ 87,324  | \$ 4,792   | 5%    |
| Commercial real estate                                    | 27,091     | 25,959     | 1,132      | 4%    |
| Equipment lease financing                                 | 7,497      | 7,420      | 77         | 1%    |
| Total commercial lending                                  | 126,704    | 120,703    | 6,001      | 5%    |
| Consumer  | 331        | 503        | (172)      | (34)% |
| Total loans   | \$ 127,035 | \$ 121,206 | \$ 5,829   | 5%    |
| Total assets  | \$ 142,592 | \$ 137,270 | \$ 5,322   | 4%    |
| Deposits  |            |            |            |       |
| Noninterest-bearing demand                                | \$ 47,423  | \$ 48,715  | \$ (1,292) | (3)%  |
| Money market  | 21,086     | 22,298     | (1,212)    | (5)%  |
| Interest-bearing demand and other                         | 15,391     | 11,391     | 4,000      | 35%   |
| Total deposits  | \$ 83,900  | \$ 82,404  | \$ 1,496   | 2%    |
| <b>Performance Ratios</b>                                 |            |            |            |       |
| Return on average assets                                  | 1.38%      | 1.18%      |            |       |
| Noninterest income to total revenue                       | 38%        | 35%        |            |       |
| Efficiency  | 43%        | 42%        |            |       |
| <b>Other Information</b>                                  |            |            |            |       |
| Commercial loan servicing portfolio (in billions) (a) (b) | \$ 490     | \$ 453     | \$ 37      | 8%    |
| Consolidated revenue from: (c)                            |            |            |            |       |
| Treasury Management (d)                                   | \$ 359     | \$ 315     | \$ 44      | 14%   |

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|   |            |            |          |       |
|---|------------|------------|----------|-------|
| Capital Markets (d)   | \$ 247     | \$ 152     | \$ 95    | 63%   |
| Commercial mortgage banking activities                                    |            |            |          |       |
| Commercial mortgage loans held for sale (e)                               | \$ 13      | \$ 26      | \$ (13)  | (50)% |
| Commercial mortgage loan servicing income (f)                             | 58         | 62         | (4)      | (6)%  |
| Commercial mortgage servicing rights valuation, net of economic hedge (g) | 16         | 1          | 15       | *     |
| Total   | \$ 87      | \$ 89      | \$ (2)   | (2)%  |
| Net carrying amount of commercial mortgage servicing rights (a)           | \$ 606     | \$ 460     | \$ 146   | 32%   |
| Average Loans (by C&IB business)  |            |            |          |       |
| Corporate Banking   | \$ 53,839  | \$ 49,533  | \$ 4,306 | 9%    |
| Real Estate   | 37,136     | 35,784     | 1,352    | 4%    |
| Business Credit   | 14,839     | 14,672     | 167      | 1%    |
| Equipment Finance   | 12,478     | 11,652     | 826      | 7%    |
| Commercial Banking  | 7,041      | 7,384      | (343)    | (5)%  |
| Other   | 1,702      | 2,181      | (479)    | (22)% |
| Total average loans   | \$ 127,035 | \$ 121,206 | \$ 5,829 | 5%    |
| <u>Credit-related statistics</u>  |            |            |          |       |
| Nonperforming assets (a) (h)  | \$ 546     | \$ 760     | \$ (214) | (28)% |
| Net charge-offs   | \$ 21      | \$ 38      | \$ (17)  | (45)% |

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\* - Not meaningful.

- (a) As of March 31.
- (b) Represents loans serviced for PNC and others.
- (c) Represents consolidated amounts. See the additional revenue discussion regarding treasury management, capital markets-related products and services, and commercial mortgage banking activities in the Product Revenue section of the Corporate & Institutional Banking portion of this Business Segments Review section.
- (d) Includes amounts reported in net interest income, corporate service fees and other noninterest income.
- (e) Includes other noninterest income for valuations on commercial mortgage loans held for sale and related commitments, derivative valuations, origination fees, gains on sale of loans held for sale and net interest income on loans held for sale.
- (f) Includes net interest income and noninterest income (primarily in corporate services fees) from loan servicing net of reduction in commercial mortgage servicing rights due to time decay and payoffs. Commercial mortgage servicing rights valuation, net of economic hedge is shown separately.
- (g) Amounts reported in corporate service fees.
- (h) Includes nonperforming loans of \$.4 billion at March 31, 2017 and \$.6 billion at March 31, 2016.

Corporate & Institutional Banking earned \$484 million in the first quarter of 2017 compared to \$398 million for the same period in 2016. The increase of \$86 million, or 22%, was primarily due to a decrease in the provision for credit losses and higher revenue, partially offset by higher noninterest expense. We continue to focus on building client relationships where the risk-return profile is attractive.

Net interest income increased compared with the first quarter of 2016, reflecting the impact of interest rate spread expansion on deposits as well as higher average loan balances.

Growth in noninterest income in the comparison was driven primarily by higher merger and acquisition advisory fees and other capital markets-related revenue, a higher benefit from commercial mortgage servicing rights valuation, net of economic hedge, and higher treasury management revenue.

The decrease in provision for credit losses reflected a lower provision for energy related loans in the oil, gas and coal sectors in the first quarter of 2017.

Noninterest expense increased in the comparison largely driven by higher variable compensation commensurate with increased business activity.

Average loans increased compared to the first quarter of 2016 due to strong growth in the Corporate Banking, Real Estate and Equipment Finance businesses:

Corporate Banking provides lending, treasury management and capital markets-related products and services to midsized and large corporations, government and not-for-profit entities. Average loans for this business grew in the comparison reflecting increased lending to large corporate clients and strong production in specialty lending verticals.

PNC Real Estate provides banking, financing and servicing solutions for commercial real estate clients across the country. Higher average loans for this business were primarily due to growth in commercial real estate driven by higher term lending.

PNC Business Credit provides asset-based lending. The loan portfolio is relatively high yielding, with acceptable risk as the loans are mainly secured by short-term assets. Average loans for this business increased modestly in the comparison as new originations were offset by payoffs and decreased utilization.

PNC Equipment Finance provides equipment financing solutions for clients throughout the U.S. and Canada. Average loans, including commercial loans and finance leases, and operating leases were \$13.2 billion in the first quarter of 2017, an increase of \$.8 billion in the year over year comparison due to strong new production.

Commercial Banking provides lending, treasury management and capital markets-related products and services to smaller corporations and businesses. Average loans for this business decreased in the comparison primarily due to the impact of capital management activities.

Growth in the commercial loan servicing portfolio was driven by servicing additions from new and existing customers exceeding portfolio runoff.

### **Product Revenue**

In addition to credit and deposit products for commercial customers, Corporate & Institutional Banking offers other services, for customers of all business segments, including treasury management, capital markets-related products and services, and commercial mortgage banking activities. On a consolidated basis, the revenue from these other services is included in net interest income, corporate service fees and other noninterest income. From a segment perspective, the majority of the revenue and expense related to these services is reflected in the Corporate & Institutional Banking segment results and the remainder is reflected in the results of other businesses. The Other Information section in Table 11 includes the consolidated revenue to PNC for these services. A discussion of the consolidated revenue from these services follows.

Treasury management revenue, composed of fees and net interest income from customer deposit balances, increased compared with the first quarter of 2016 driven by liquidity-related revenue associated with customer deposit balances mostly due to interest rate spread expansion.

Capital markets-related products and services include foreign exchange, derivatives, securities, loan syndications, mergers and acquisitions advisory and equity capital markets advisory related services. Revenue from capital markets-related products and services increased in the comparison primarily due to higher merger and acquisition advisory fees, higher revenue from credit valuations on customer-related derivative activities and higher derivative sales to customers.

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Commercial mortgage banking activities include revenue derived from commercial mortgage servicing (including net interest income and noninterest income) and revenue derived from commercial mortgage loans held for sale and related hedges. Total revenue from commercial mortgage banking

activities decreased slightly in the comparison as a decline in revenue from commercial mortgage loans held for sale and lower commercial mortgage loan servicing income was mostly offset by a higher benefit from commercial mortgage servicing rights valuation, net of economic hedge.

**Asset Management Group**

(Unaudited)

**Table 12: Asset Management Group Table**

| Three months ended March 31           |          |          | Change   |       |
|---------------------------------------|----------|----------|----------|-------|
| Dollars in millions, except as noted  | 2017     | 2016     | \$       | %     |
| <b>Income Statement</b>               |          |          |          |       |
| Net interest income                   | \$ 71    | \$ 77    | \$ (6)   | (8)%  |
| Noninterest income                    | 218      | 203      | 15       | 7%    |
| Total revenue                         | 289      | 280      | 9        | 3%    |
| Provision for credit losses (benefit) | (2)      | (3)      | 1        | 33%   |
| Noninterest expense                   | 217      | 206      | 11       | 5%    |
| Pretax earnings                       | 74       | 77       | (3)      | (4)%  |
| Income taxes                          | 27       | 28       | (1)      | (4)%  |
| Earnings                              | \$ 47    | \$ 49    | \$ (2)   | (4)%  |
| <b>Average Balance Sheet</b>          |          |          |          |       |
| <b>Loans</b>                          |          |          |          |       |
| Consumer                              | \$ 5,113 | \$ 5,630 | \$ (517) | (9)%  |
| Commercial and commercial real estate | 728      | 788      | (60)     | (8)%  |
| Residential mortgage                  | 1,190    | 1,003    | 187      | 19%   |
| Total loans                           | \$ 7,031 | \$ 7,421 | \$ (390) | (5)%  |
| Total assets                          | \$ 7,476 | \$ 7,887 | \$ (411) | (5)%  |
| <b>Deposits</b>                       |          |          |          |       |
| Noninterest-bearing demand            | \$ 1,433 | \$ 1,407 | \$ 26    | 2%    |
| Interest-bearing demand               | 3,829    | 4,280    | (451)    | (11)% |
| Money market                          | 3,500    | 4,758    | (1,258)  | (26)% |
| Savings                               | 3,768    | 1,563    | 2,205    | 141%  |
| Other                                 | 246      | 275      | (29)     | (11)% |

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|   |           |           |        |       |
|---|-----------|-----------|--------|-------|
| Total deposits  | \$ 12,776 | \$ 12,283 | \$ 493 | 4%    |
| <b>Performance Ratios</b>   |           |           |        |       |
| Return on average assets  | 2.55%     | 2.52%     |        |       |
| Noninterest income to total revenue                                 | 75%       | 73%       |        |       |
| Efficiency  | 75%       | 74%       |        |       |
| <b>Other Information</b>  |           |           |        |       |
| Nonperforming assets (a) (b)  | \$ 51     | \$ 54     | \$ (3) | (6)%  |
| Net charge-offs   | \$ 1      | \$ 4      | \$ (3) | (75)% |
| <b>Client Assets Under Administration</b> (in billions) (a) (c) (d) |           |           |        |       |
| Discretionary client assets under management                        | \$ 141    | \$ 135    | \$ 6   | 4%    |
| Nondiscretionary client assets under administration                 | 123       | 118       | 5      | 4%    |
| Total   | \$ 264    | \$ 253    | \$ 11  | 4%    |
| Discretionary client assets under management                        |           |           |        |       |
| Personal  | \$ 87     | \$ 84     | \$ 3   | 4%    |
| Institutional   | 54        | 51        | 3      | 6%    |
| Total   | \$ 141    | \$ 135    | \$ 6   | 4%    |
| Equity  | \$ 71     | \$ 66     | \$ 5   | 8%    |
| Fixed Income  | 50        | 45        | 5      | 11%   |
| Liquidity/Other   | 20        | 24        | (4)    | (17)% |
| Total   | \$ 141    | \$ 135    | \$ 6   | 4%    |

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- (a) As of March 31.
- (b) Includes nonperforming loans of \$45 million at March 31, 2017 and \$49 million at March 31, 2016.
- (c) Excludes brokerage account client assets.
- (d) Effective for the first quarter of 2017, we have adjusted nondiscretionary client assets under administration for prior periods to remove assets which, as a result of certain investment advisory services performed by one of our registered investment advisors, were previously reported as both discretionary client assets under management and nondiscretionary client assets under administration. Effective for the first quarter of 2017, these amounts are only reported as discretionary assets under management. The prior period presented was adjusted to remove approximately \$7 billion as of March 31, 2016 previously included in nondiscretionary assets under administration. In addition, effective for the first quarter of 2017, we have refined our methodologies for allocating discretionary client assets under management by asset type. As a result, we have updated the presentation of discretionary client assets under management by asset type for the prior period presented.

Asset Management Group earned \$47 million in the first quarter of 2017 and \$49 million in the first quarter of 2016. Earnings decreased slightly as an increase in noninterest expense was mostly offset by higher revenue.

Higher revenue in the comparison was driven by growth in noninterest income, reflecting stronger average equity markets. Net interest income decreased primarily due to lower average loan balances and interest rate spread compression within the loan portfolio.

Noninterest expense increased in the first quarter of 2017 compared to the prior year primarily attributable to higher variable compensation and technology expenses. Asset Management Group remains focused on disciplined expense management as it invests in strategic growth opportunities.

Asset Management Group's strategy is focused on growing investable assets by continually evolving the client experience and products and services. The business offers an open architecture platform with a full array of investment products and banking solutions.

Wealth Management and Hawthorn have nearly 100 offices operating in seven out of the ten most affluent states in the U.S. with a majority co-located with retail banking branches. The businesses provide customized investments, wealth planning, trust and estate administration and private banking solutions to affluent individuals and ultra-affluent families.

Institutional Asset Management provides advisory, custody and retirement administration services to institutional clients such as corporations, unions, municipalities, non-profits, foundations and endowments. The business also offers PNC proprietary mutual funds and investment strategies. Institutional Asset Management is strengthening its partnership with Corporate & Institutional Banking to drive growth and is focused on building retirement capabilities and expanding product solutions for all customers.

Asset Management Group's discretionary client assets under management increased in the comparison to the prior year, primarily attributable to higher equity markets and net business growth.

**BlackRock** (Unaudited)

Information related to our equity investment in BlackRock follows:

***Table 13: BlackRock Table***



Three months ended March 31

| Dollars in millions                      | 2017   | 2016   |
|--|--------|--------|
| Business segment earnings (a)            | \$ 145 | \$ 114 |
| PNC's economic interest in BlackRock (b) | 22%    | 22%    |

(a) Includes our share of BlackRock's reported GAAP earnings and additional income taxes on those earnings incurred by us.

(b) At March 31.

| In billions                                       | March 31<br>2017 | December 31<br>2016 |
|---|------------------|---------------------|
| Carrying value of our investment in BlackRock (c) | \$ 7.1           | \$ 7.0              |
| Market value of our investment in BlackRock (d)   | 13.5             | 13.4                |

(c) We account for our investment in BlackRock under the equity method of accounting, exclusive of a related deferred tax liability of \$2.3 billion at both March 31, 2017 and December 31, 2016. Our voting interest in BlackRock common stock was approximately 21% at March 31, 2017.

(d) Does not include liquidity discount.

In addition to our investment in BlackRock reflected in Table 13, at March 31, 2017, we held approximately 0.25 million shares of BlackRock Series C Preferred Stock valued at \$76 million, which are available to fund our obligation in connection with certain BlackRock long-term incentive plan (LTIP) programs.

On February 1, 2017, we transferred 0.52 million shares of BlackRock Series C Preferred Stock to BlackRock to satisfy a portion of our LTIP obligation. The transfer reduced Other assets and Other liabilities on our Consolidated Balance Sheet by \$155 million, representing the fair value of the shares transferred.

Our 2016 Form 10-K includes additional information about our investment in BlackRock.

**Table of Contents****RISK MANAGEMENT**

The Risk Management section included in Item 7 of our 2016 Form 10-K describes our enterprise risk management framework including risk culture, enterprise strategy, risk governance and oversight, risk identification, risk assessment, risk controls and monitoring, and risk aggregation and reporting. Additionally, our 2016 Form 10-K provides an analysis of our key areas of risk, which include but are not limited to credit, liquidity and capital, market, operational and compliance. Our use of financial derivatives as part of our overall asset and liability risk management process is also addressed within the Risk Management section.

The following information updates our 2016 Form 10-K risk management disclosures.

**Credit Risk Management**

See the Credit Risk Management portion of the Risk Management section in our 2016 Form 10-K for additional discussion regarding credit risk.

**Nonperforming Assets and Loan Delinquencies****Nonperforming Assets**

Nonperforming assets include nonperforming loans and leases for which ultimate collectability of the full amount of contractual principal and interest is not probable and include nonperforming troubled debt restructurings (TDRs), other real estate owned (OREO), foreclosed and other assets. Loans held for sale, certain government insured or guaranteed loans, purchased impaired loans and loans accounted for under the fair value option are excluded from nonperforming loans. Additional information regarding our nonperforming loans and nonaccrual policies is included in Note 1 Accounting Policies in the Notes To Consolidated Financial Statements in our 2016 Form 10-K. A summary of the major categories of nonperforming assets are presented in Table 14. See Note 3 Asset Quality in the Notes To Consolidated Financial Statements in this Report for further detail of nonperforming asset categories.

***Table 14: Nonperforming Assets by Type***

|                                   | March 31 | December 31 | Change   |       |
|-----------------------------------|----------|-------------|----------|-------|
| Dollars in millions               | 2017     | 2016        | \$       | %     |
| Nonperforming loans               |          |             |          |       |
| Commercial lending                | \$ 549   | \$ 655      | \$ (106) | (16)% |
| Consumer lending (a)              | 1,449    | 1,489       | (40)     | (3)%  |
| Total nonperforming loans (b)     | 1,998    | 2,144       | (146)    | (7)%  |
| OREO, foreclosed and other assets | 214      | 230         | (16)     | (7)%  |

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|  |          |          |          |      |
|--|----------|----------|----------|------|
| Total nonperforming assets   | \$ 2,212 | \$ 2,374 | \$ (162) | (7)% |
| Amount of TDRs included in nonperforming loans                         | \$ 1,009 | \$ 1,112 | \$ (103) | (9)% |
| Percentage of total nonperforming loans                                | 51%      | 52%      |          |      |
| Nonperforming loans to total loans                                     | .94%     | 1.02%    |          |      |
| Nonperforming assets to total loans, OREO, foreclosed and other assets | 1.04%    | 1.12%    |          |      |
| Nonperforming assets to total assets                                   | .60%     | .65%     |          |      |
| Allowance for loan and lease losses to total nonperforming loans       | 128%     | 121%     |          |      |

(a) Excludes most consumer loans and lines of credit not secured by residential real estate, which are charged off after 120 to 180 days past due and are not placed on nonperforming status.

(b) The recorded investment of loans collateralized by residential real estate property that are in process of foreclosure was \$.4 billion at both March 31, 2017 and December 31, 2016, which included \$.2 billion of loans that are government insured/guaranteed.

**Table 15: Change in Nonperforming Assets**

| In millions  | 2017     | 2016     |
|--|----------|----------|
| January 1  | \$ 2,374 | \$ 2,425 |
| New nonperforming assets                           | 330      | 542      |
| Charge-offs and valuation adjustments              | (150)    | (161)    |
| Principal activity, including paydowns and payoffs | (228)    | (98)     |
| Asset sales and transfers to loans held for sale   | (42)     | (90)     |
| Returned to performing status                      | (72)     | (66)     |
| March 31   | \$ 2,212 | \$ 2,552 |

As of March 31, 2017, approximately 85% of total nonperforming loans were secured by collateral which lessened reserve requirements and is expected to reduce credit losses in the event of default. As of March 31, 2017, commercial lending nonperforming loans were carried at approximately 54% of their unpaid principal balance, due to charge-offs recorded to date, before consideration of the ALLL.

Within consumer nonperforming loans, residential real estate TDRs comprise 73% of total residential real estate nonperforming loans at March 31, 2017, up from 70% at

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December 31, 2016. Home equity TDRs comprise 51% of home equity nonperforming loans at March 31, 2017 and 52% at December 31, 2016. TDRs generally remain in nonperforming status until a borrower has made at least six consecutive months of both principal and interest payments under the modified terms or ultimate resolution occurs. Loans where borrowers have been discharged from personal liability through Chapter 7 bankruptcy and have not formally reaffirmed their loan obligations to us and loans to borrowers not currently obligated to make both principal and interest payments under the restructured terms are not returned to accrual status.

At March 31, 2017, our largest nonperforming asset was \$51 million in the Wholesale Trade Industry and our average nonperforming loan associated with commercial lending was

less than \$1 million. The ten largest individual nonperforming assets are from the commercial lending portfolio and represented 42% and 10% of total commercial lending nonperforming loans and total nonperforming assets, respectively, as of March 31, 2017.

**Loan Delinquencies**

We regularly monitor the level of loan delinquencies and believe these levels may be a key indicator of loan portfolio asset quality. Measurement of delinquency status is based on the contractual terms of each loan. Loans that are 30 days or more past due in terms of payment are considered delinquent. Loan delinquencies exclude loans held for sale and purchased impaired loans, but include government insured or guaranteed loans and loans accounted for under the fair value option.

**Table 16: Accruing Loans Past Due (a)**

|   | Amount          |                 | Change          |              | Percentage of Total Loans Outstanding |             |
|---|-----------------|-----------------|-----------------|--------------|---------------------------------------|-------------|
|   | March 31        | December 31     |                 |              | March 31                              | December 31 |
| Dollars in millions                     | 2017            | 2016            | \$              | %            | 2017                                  | 2016        |
| <b>Early stage loan delinquencies</b>   |                 |                 |                 |              |                                       |             |
| Accruing loans past due 30 to 59 days   | \$ 458          | \$ 562          | \$ (104)        | (19)%        | .22%                                  | .27%        |
| Accruing loans past due 60 to 89 days   | 227             | 232             | (5)             | (2)%         | .11%                                  | .11%        |
| <b>Total</b>                            | <b>685</b>      | <b>794</b>      | <b>(109)</b>    | <b>(14)%</b> | <b>.32%</b>                           | <b>.38%</b> |
| <b>Late stage loan delinquencies</b>    |                 |                 |                 |              |                                       |             |
| Accruing loans past due 90 days or more | 699             | 782             | (83)            | (11)%        | .33%                                  | .37%        |
| <b>Total</b>                            | <b>\$ 1,384</b> | <b>\$ 1,576</b> | <b>\$ (192)</b> | <b>(12)%</b> | <b>.65%</b>                           | <b>.75%</b> |

(a) Past due loan amounts include government insured or guaranteed loans of \$.9 billion at both March 31, 2017 and December 31, 2016.

Accruing loans past due 90 days or more decreased at March 31, 2017 compared to December 31, 2016 primarily driven by declines in government insured residential real estate and other consumer loans. Accruing loans past due 90 days or more are not included in nonperforming loans and continue to accrue interest because they are well secured by collateral and are in the process of collection, or are managed in homogeneous portfolios with specified charge-off timeframes adhering to regulatory guidelines, or are certain government insured or guaranteed loans.

## **Home Equity and Auto Loan Portfolios**

### Home Equity Loan Portfolio

Our home equity loan portfolio totaled \$29.6 billion as of March 31, 2017, or 14% of the total loan portfolio. Of that total, \$17.4 billion, or 59%, were outstanding under primarily variable-rate home equity lines of credit and \$12.2 billion, or 41%, consisted of closed-end home equity installment loans. Approximately 4% of the home equity portfolio was purchased impaired and 3% of the home equity portfolio was on nonperforming status as of March 31, 2017.

As of March 31, 2017, we were in an originated first lien position for approximately 57% of the total outstanding portfolio and, where originated as a second lien, we held and serviced the first lien position for an additional 1% of the portfolio. The remaining 42% of the portfolio was secured by second liens where we do not hold the first lien position. The credit performance of the majority of the home equity portfolio where we are in, hold or service the first lien position, is superior to the portion of the portfolio where we hold the second lien position but do not hold the first lien. Lien position information is generally based upon original LTV at the time of origination. We use an industry-leading third-party service provider to obtain updated loan, lien and collateral data that is aggregated from public and private sources.

We track borrower performance monthly, including obtaining original LTVs and updated FICO scores at least quarterly, updated LTVs semi-annually, and other credit metrics at least quarterly, including the historical performance of any mortgage loans regardless of lien position that we do or do not hold. This information is used for internal reporting and risk management. For internal reporting and risk management we also segment the population into pools based on product type

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(e.g., home equity loans, brokered home equity loans, home equity lines of credit, brokered home equity lines of credit). As part of our overall risk analysis and monitoring, we segment the home equity portfolio based upon the loan delinquency, modification status and bankruptcy status, as well as the delinquency, modification status and bankruptcy status of any mortgage loan with the same borrower (regardless of whether it is a first lien senior to our second lien).

In establishing our ALLL for non-impaired loans, we utilize a delinquency roll-rate methodology for pools of loans. The roll-rate methodology estimates transition/roll of loan balances from one delinquency state to the next delinquency state and ultimately to charge-off. The roll through to charge-off is based on our actual loss experience for each type of pool. Each of our home equity pools contains both first and second liens. Our experience has been that the ratio of first to second lien loans has been consistent over time and the charge-off amounts for the pools, used to establish our allowance, include losses on both first and second lien loans.

Generally, our variable-rate home equity lines of credit have either a seven or ten year draw period, followed by a 20-year amortization term. During the draw period, we have home equity lines of credit where borrowers pay either interest only or principal and interest. We view home equity lines of credit where borrowers are paying principal and interest under the draw period as less risky than those where the borrowers are paying interest only, as these borrowers have a demonstrated ability to make some level of principal and interest payments. The risk associated with the borrower's ability to satisfy the loan terms upon the draw period ending is considered in establishing our ALLL. Based upon outstanding balances at March 31, 2017, the following table presents the periods when home equity lines of credit draw periods are scheduled to end.

**Table 17: Home Equity Lines of Credit Draw Period End Dates**

| In millions         | Interest Only<br>Product | Principal and<br>Interest Product |
|---------------------|--------------------------|-----------------------------------|
| Remainder of 2017   | \$ 1,257                 | \$ 308                            |
| 2018                | 757                      | 606                               |
| 2019                | 518                      | 460                               |
| 2020                | 416                      | 412                               |
| 2021                | 436                      | 638                               |
| 2022 and thereafter | 2,536                    | 6,054                             |
| Total (a) (b)       | \$ 5,920                 | \$ 8,478                          |

(a) Includes all home equity lines of credit that mature in the remainder of 2017 or later, including those with borrowers where we have terminated borrowing privileges.

(b) Includes home equity lines of credit with balloon payments, including those where we have terminated borrowing privileges, of \$25 million, \$25 million, \$18 million, \$69 million, \$62 million and \$340 million with draw periods scheduled to end in the remainder of 2017, 2018, 2019, 2020, 2021 and 2022 and thereafter, respectively.

Based upon outstanding balances, and excluding purchased impaired loans, at March 31, 2017, for home equity lines of credit for which the borrower can no longer draw (e.g., draw period has ended or borrowing privileges have been terminated), approximately 3% were 30-89 days past due and approximately 5% were 90 days or more past due, which are accounted for as nonperforming. Generally, when a borrower becomes 60 days past due, we terminate borrowing privileges and those privileges are not subsequently reinstated. At that point, we continue our collection/recovery processes, which may include loan modification resulting in a loan that is classified as a TDR.

**Auto Loan Portfolio**

The auto loan portfolio totaled \$12.3 billion as of March 31, 2017, or 6% of our total loan portfolio. Of that total, \$10.8 billion resides in the indirect auto portfolio, \$1.3 billion in the direct auto portfolio and \$.2 billion in acquired or securitized portfolios, which have been declining as no pools have been recently acquired. Indirect auto loan applications are generated from franchised automobile dealers. This business is strategically aligned with our core retail business.

We have elected not to pursue non-prime auto lending. Our average new loan origination FICO score over the last twelve months was 758 for indirect auto loans and 773 for direct auto loans. As of March 31, 2017, .5% of our auto loan portfolio was nonperforming and .4% of the portfolio was accruing past due. We offer both new and used automobile financing to customers through our various channels. The portfolio was composed of 56% new vehicle loans and 44% used vehicle loans at March 31, 2017.

The auto loan portfolio's performance is measured monthly, including updated collateral values that are obtained monthly and updated FICO scores that are obtained at least quarterly. For internal reporting and risk management, we analyze the portfolio by product channel and product type and regularly evaluate default and delinquency experience. As part of our overall risk analysis and monitoring, we segment the portfolio by loan structure, collateral attributes and credit metrics which include FICO score, loan-to-value and term.

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**Table of Contents****Loan Modifications and Troubled Debt Restructurings****Consumer Loan Modifications**

We modify loans under government and PNC-developed programs based upon our commitment to help eligible homeowners and borrowers avoid foreclosure, where appropriate. Initially, a borrower is evaluated for a modification under a government program. If a borrower does not qualify under a government program, the borrower is then evaluated under a PNC program. Our programs utilize both temporary and permanent modifications and typically reduce the interest rate, extend the term and/or defer principal. Loans that are either temporarily or permanently modified under programs involving a change to loan terms are generally classified as TDRs. Further, loans that have certain types of payment plans and trial payment arrangements which do not include a contractual change to loan terms may be classified as TDRs.

A temporary modification, with a term between three and 24 months, involves a change in original loan terms for a period of time and reverts to a calculated exit rate for the remaining term of the loan as of a specific date. A permanent modification, with a term greater than 24 months, is a modification in which the terms of the original loan are changed. Permanent modification programs generally result in principal forgiveness, interest rate reduction, term extension, capitalization of past due amounts, interest-only period or deferral of principal.

We also monitor the success rates and delinquency status of our loan modification programs to assess their effectiveness in serving our borrowers and servicing customers needs while mitigating credit losses. Table 18 provides the number of accounts and unpaid principal balance of modified consumer real estate related loans at the end of each year presented.

***Table 18: Consumer Real Estate Related Loan Modifications***

| Dollars in millions                                      | March 31, 2017        |                                | December 31, 2016     |                                |
|--|-----------------------|--------------------------------|-----------------------|--------------------------------|
|  | Number of<br>Accounts | Unpaid<br>Principal<br>Balance | Number of<br>Accounts | Unpaid<br>Principal<br>Balance |
| Temporary modifications                                  | 3,315                 | \$ 242                         | 3,484                 | \$ 258                         |
| Permanent modifications                                  | 24,024                | 2,718                          | 23,904                | 2,693                          |
| Total consumer real estate related loan<br>modifications | 27,339                | \$ 2,960                       | 27,388                | \$ 2,951                       |

**Commercial Loan Modifications**

Modifications of terms for commercial loans are based on individual facts and circumstances. Commercial loan modifications may involve reduction of the interest rate, extension of the loan term and/or forgiveness of principal. Modified commercial loans are usually already nonperforming prior to modification. We evaluate these modifications for TDR classification based upon whether we granted a concession to a borrower experiencing financial difficulties.

**Troubled Debt Restructurings**

A TDR is a loan whose terms have been restructured in a manner that grants a concession to a borrower experiencing financial difficulties. TDRs result from our loss mitigation activities and include rate reductions, principal forgiveness, postponement/reduction of scheduled amortization and extensions, which are intended to minimize economic loss and



to avoid foreclosure or repossession of collateral. Additionally, TDRs also result from court imposed concessions (e.g. a Chapter 7 bankruptcy where the debtor is discharged from personal liability to us and a court approved Chapter 13 bankruptcy repayment plan).

**Table 19: Summary of Troubled Debt Restructurings (a)**

|                          | March 31        | December 31     | Change         |             |
|--------------------------|-----------------|-----------------|----------------|-------------|
| In millions              | 2017            | 2016            | \$             | %           |
| Total commercial lending | \$ 366          | \$ 428          | \$ (62)        | (14)%       |
| Total consumer lending   | 1,764           | 1,793           | (29)           | (2)%        |
| <b>Total TDRs</b>        | <b>\$ 2,130</b> | <b>\$ 2,221</b> | <b>\$ (91)</b> | <b>(4)%</b> |
| Nonperforming            | \$ 1,009        | \$ 1,112        | \$ (103)       | (9)%        |
| Accruing (b)             | 1,121           | 1,109           | 12             | 1%          |
| <b>Total TDRs</b>        | <b>\$ 2,130</b> | <b>\$ 2,221</b> | <b>\$ (91)</b> | <b>(4)%</b> |

(a) Amounts in table represent recorded investment, which includes the unpaid principal balance plus accrued interest and net accounting adjustments, less any charge-offs. Recorded investment does not include any associated valuation allowance.

(b) Accruing loans include consumer credit card loans and loans that have demonstrated a period of at least six months of performance under the restructured terms and are excluded from nonperforming loans.

Excluded from TDRs are \$1.2 billion of consumer loans held for sale, loans accounted for under the fair value option and pooled purchased impaired loans, as well as certain government insured or guaranteed loans at both March 31, 2017 and December 31, 2016. Nonperforming TDRs represented approximately 51% and 52% of total nonperforming loans and 47% and 50% of total TDRs at March 31, 2017 and December 31, 2016, respectively. The remaining portion of TDRs represents TDRs that have been returned to accrual accounting after performing under the restructured terms for at least six consecutive months.

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**Allowances for Loan and Lease Losses and Unfunded Loan Commitments and Letters of Credit**

We maintain an ALLL to absorb losses from the loan and lease portfolio and determine this allowance based on quarterly assessments of the estimated probable credit losses incurred in the loan and lease portfolio. Our total ALLL of \$2.6 billion at March 31, 2017 consisted of \$1.5 billion and \$1.1 billion established for the commercial lending and consumer lending categories, respectively. We maintain the ALLL at a level that we believe to be appropriate to absorb estimated probable credit losses incurred in the loan and lease portfolio as of the balance sheet date. The reserve calculation and determination process is dependent on the use of key assumptions. Key reserve assumptions and estimation processes react to and are influenced by observed changes in loan and lease portfolio performance experience, the financial strength of the borrower and economic conditions. Key reserve assumptions are periodically updated.

We establish specific allowances for loans considered impaired using methods prescribed by GAAP. All impaired loans are subject to individual analysis, except leases and large groups of smaller-balance homogeneous loans which may include, but are not limited to, credit card, residential real estate secured and consumer installment loans. Specific allowances for individual loans (including commercial and consumer TDRs) are determined based on an analysis of the present value of expected future cash flows from the loans discounted at their effective interest rate, observable market price or the fair value of the underlying collateral.

Reserves are established for non-impaired commercial loan classes based on probability of default (PD) and loss given default (LGD) credit risk ratings.

Our commercial pool reserve methodology is sensitive to changes in key risk parameters such as PD and LGD. The results of these parameters are then applied to the loan balance and unfunded loan commitments and letters of credit to determine the amount of the respective reserves. The majority of the commercial portfolio is secured by collateral, including loans to asset-based lending customers, which generally demonstrate lower LGD compared to loans not secured by collateral. Our PDs and LGDs are primarily determined using internal commercial loan loss data. This internal data is supplemented with third-party data and management judgment, as deemed necessary. We continue to evaluate and enhance our use of internal commercial loss data and will periodically update our PDs and LGDs as well as consider third-party data, regulatory guidance and management judgment.

Allocations to non-impaired consumer loan classes are primarily based upon a roll-rate model which uses statistical relationships, calculated from historical data that estimate the movement of loan outstandings through the various stages of delinquency and ultimately charge-off.

A portion of the ALLL is related to qualitative and measurement factors. These factors may include, but are not limited to, the following:

Industry concentrations and conditions,

Recent credit quality trends,

Recent loss experience in particular portfolios,

Recent macro-economic factors,

Model imprecision,

Changes in lending policies and procedures,

Timing of available information, including the performance of first lien positions, and

Limitations of available historical data.

In determining the appropriateness of the ALLL, we make specific allocations to impaired loans and allocations to portfolios of commercial and consumer loans. We also allocate reserves to provide coverage for probable losses incurred in the portfolio at the balance sheet date based upon current market conditions, which may not be reflected in historical loss data. Commercial lending is the largest category of credits and is sensitive to changes in assumptions and judgments underlying the determination of the ALLL.

In addition to the ALLL, we maintain an allowance for unfunded loan commitments and letters of credit. We report this allowance as a liability on our Consolidated Balance Sheet. We maintain the allowance for unfunded loan commitments and letters of credit at a level we believe is appropriate to absorb estimated probable losses on these unfunded credit facilities. We determine this amount using estimates of the probability of the ultimate funding and losses related to those credit exposures. Other than the estimation of the probability of funding, this methodology is very similar to the one we use for determining our ALLL.

See Note 1 Accounting Policies in our 2016 Form 10-K and Note 3 Asset Quality in the Notes To Consolidated Financial Statements in this Report for further information on certain key asset quality indicators that we use to evaluate our portfolios and establish the allowances.

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**Table of Contents****Table 20: Allowance for Loan and Lease Losses**

| Dollars in millions   | 2017     | 2016     |
|---|----------|----------|
| January 1   | \$ 2,589 | \$ 2,727 |
| Total net charge-offs   | (118)    | (149)    |
| Provision for credit losses   | 88       | 152      |
| Net change in allowance for unfunded loan commitments and letters of credit       | (4)      | (21)     |
| Other   | 6        | 2        |
| March 31  | \$ 2,561 | \$ 2,711 |
| Net charge-offs to average loans (for the three months ended) (annualized)        | .23%     | .29%     |
| Total allowance for loan and lease losses to total loans                          | 1.20%    | 1.31%    |
| Commercial lending net charge-offs  | \$ (23)  | \$ (43)  |
| Consumer lending net charge-offs  | (95)     | (106)    |
| Total net charge-offs   | \$ (118) | \$ (149) |
| <u>Net charge-offs to average loans (for the three months ended) (annualized)</u> |          |          |
| Commercial lending  | .07%     | .13%     |
| Consumer lending  | .53%     | .59%     |

At March 31, 2017, total ALLL to total nonperforming loans was 128%. The comparable amount for December 31, 2016 was 121%. These ratios are 94% and 89%, respectively, when excluding the \$.7 billion of ALLL at both March 31, 2017 and December 31, 2016, allocated to consumer loans and lines of credit not secured by residential real estate and purchased impaired loans. We have excluded from these ratios purchased impaired loans, consumer loans and consumer lines of credit not secured by real estate that are excluded from nonperforming loans. See Table 14 within this Credit Risk Management section for additional information.

The ALLL balance increases or decreases across periods in relation to fluctuating risk factors, including asset quality trends, net charge-offs and changes in aggregate portfolio balances. During the first three months of 2017, overall credit quality remained relatively stable, which resulted in an essentially flat ALLL balance as of March 31, 2017 compared to December 31, 2016.

The following table summarizes our loan charge-offs and recoveries.

**Table 21: Loan Charge-Offs and Recoveries**

| Three months ended<br>March 31 | Net                  |            |                               |  |
|--------------------------------|----------------------|------------|-------------------------------|--|
| Dollars in millions            | Gross<br>Charge-offs | Recoveries | Charge-offs /<br>(Recoveries) | Percent of Average<br>Loans (Annualized) |
| 2017                           |                      |            |                               |  |
| Commercial                     | \$ 53                | \$ 24      | \$ 29                         | .11%                                     |
| Commercial real estate         | 1                    | 7          | (6)                           | (.08)%                                   |
| Equipment lease<br>financing   | 1                    | 1          |                               |  |
| Home equity                    | 34                   | 20         | 14                            | .19%                                     |
| Residential real estate        | 4                    | 4          |                               |  |

|                           |        |       |        |        |
|---------------------------|--------|-------|--------|--------|
| Credit card               | 46     | 5     | 41     | 3.24%  |
| Other consumer            | 59     | 19    | 40     | .74%   |
| Total                     | \$ 198 | \$ 80 | \$ 118 | .23%   |
| 2016                      |        |       |        |        |
| Commercial                | \$ 78  | \$ 33 | \$ 45  | .18%   |
| Commercial real estate    | 10     | 12    | (2)    | (.03)% |
| Equipment lease financing | 1      | 1     |        |        |
| Home equity               | 48     | 21    | 27     | .34%   |
| Residential real estate   | 8      | 3     | 5      | .14%   |
| Credit card               | 42     | 4     | 38     | 3.23%  |
| Other consumer            | 49     | 13    | 36     | .67%   |
| Total                     | \$ 236 | \$ 87 | \$ 149 | .29%   |

See Note 1 Accounting Policies in our 2016 Form 10-K and Note 4 Allowance for Loan and Lease Losses in the Notes To Consolidated Financial Statements in this Report for additional information on the ALLL.

### Residential Mortgage Repurchase Obligations

As discussed in Note 2 Loan Sale and Servicing Activities and Variable Interest Entities in the Notes To Consolidated Financial Statements in our 2016 Form 10-K, we have sold residential mortgage loans directly or indirectly through securitization and loan sale transactions in which we have continuing involvement. One form of continuing involvement includes certain loan repurchase obligations associated with the transferred assets. For additional information regarding our residential mortgage repurchase obligations, see the Credit Risk Management portion of the Risk Management section in our 2016 Form 10-K.

**Table of Contents****Liquidity and Capital Management**

Liquidity risk, including our liquidity monitoring measures and tools, is described in further detail in the Liquidity and Capital Management section of our 2016 Form 10-K.

One of the ways we monitor our liquidity is by reference to the Liquidity Coverage Ratio (LCR), a regulatory minimum liquidity requirement designed to ensure that covered banking organizations maintain an adequate level of liquidity to meet net liquidity needs over the course of a 30-day stress scenario. The LCR is calculated by dividing the amount of an institution's high quality, unencumbered liquid assets (HQLA), as defined and calculated in accordance with the LCR rules, by its estimated net cash outflows, with net cash outflows determined by applying the assumed outflow factors in the LCR rules. The resulting quotient is expressed as a percentage. The minimum LCR that PNC and PNC Bank were required to maintain was 90% in 2016 and the minimum increased to 100% in 2017. PNC and PNC Bank calculate the LCR on a daily basis and as of March 31, 2017, the LCR for PNC and PNC Bank exceeded the fully phased-in requirement of 100%.

We provide additional information regarding regulatory liquidity requirements and their potential impact on us in the Supervision and Regulation section of Item 1 Business and Item 1A Risk Factors of our 2016 Form 10-K.

**Sources of Funding**

Our largest source of liquidity on a consolidated basis is the customer deposit base generated by our banking businesses. These deposits provide relatively stable and low-cost funding. Total deposits increased to \$260.7 billion at March 31, 2017 from \$257.2 billion at December 31, 2016, driven by growth in consumer savings and demand deposits, partially offset by seasonal declines in commercial deposits. The overall increase in savings deposits reflected in part a shift from money market deposits to relationship-based savings products. Additionally, certain assets determined by us to be liquid and unused borrowing capacity from a number of sources are also available to maintain our liquidity position.

At March 31, 2017, our liquid assets consisted of short-term investments (Federal funds sold, resale agreements, trading securities and interest-earning deposits with banks) totaling \$32.4 billion and securities available for sale totaling \$59.3 billion. The level of liquid assets fluctuates over time based on many factors, including market conditions, loan and deposit growth and balance sheet management activities. Of our total liquid assets of \$91.7 billion, we had \$4.4 billion of securities available for sale and trading securities pledged as collateral to secure public and trust deposits, repurchase agreements and for other purposes. In addition, \$4.5 billion of securities held to maturity were also pledged as collateral for these purposes.

We also obtain liquidity through the issuance of traditional forms of funding, including long-term debt (senior notes, subordinated debt and FHLB advances) and short-term borrowings (Federal funds purchased, securities sold under repurchase agreements, commercial paper and other short-term borrowings).

Total senior and subordinated debt, on a consolidated basis, decreased due to the following activity:

***Table 22: Senior and Subordinated Debt***

|             |         |
|-------------|---------|
| In billions | 2017    |
| January 1   | \$ 31.0 |

|                      |         |
|----------------------|---------|
| Issuances            | 1.8     |
| Calls and maturities | (2.2)   |
| March 31             | \$ 30.6 |

Under PNC Bank's 2014 bank note program, as amended, PNC Bank may from time to time offer up to \$40.0 billion aggregate principal amount outstanding at any one time of its unsecured senior and subordinated notes with maturity dates more than nine months (in the case of senior notes) and five years or more (in the case of subordinated notes) from their date of issue. At March 31, 2017, PNC Bank had \$24.6 billion of notes outstanding under this program of which \$19.4 billion were senior bank notes and \$5.2 billion were subordinated bank notes. The following table details issuances for the three months ended March 31, 2017:

**Table 23: PNC Bank Notes Issued During First Quarter 2017**

| Issuance Date              | Amount        | Description of Issuance   |
|----------------------------|---------------|---|
| February 17, 2017          | \$1.0 billion | Senior notes with a maturity date of February 17, 2022. Interest is payable semi-annually at a fixed rate of 2.625% on February 17 and August 17 of             |
| March 8, 2017 (re-opening) | \$250 million | each year, beginning August 17, 2017. Following the re-opening, the aggregate outstanding principal amount of this series of notes increased to \$1.25 billion. |

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PNC Bank is a member of the FHLB-Pittsburgh and, as such, has access to advances from FHLB-Pittsburgh secured generally by residential mortgage loans, other mortgage-related loans and commercial mortgage-backed securities. At March 31, 2017, our unused secured borrowing capacity was \$25.6 billion with the FHLB-Pittsburgh. Total FHLB borrowings increased to \$19.5 billion at March 31, 2017 compared with \$17.5 billion at December 31, 2016 as draws outpaced maturities.

The FHLB-Pittsburgh also periodically provides standby letters of credit on behalf of PNC Bank to secure certain public deposits. If the FHLB-Pittsburgh is required to make payment for a beneficiary's draw, the payment amount is converted into a collateralized advance to PNC Bank. At March 31, 2017, standby letters of credit issued on our behalf by the FHLB-Pittsburgh totaled \$4.4 billion.

PNC Bank has the ability to offer up to \$10.0 billion of its commercial paper to provide additional liquidity. As of March 31, 2017, there were no issuances outstanding under this program.

PNC Bank can also borrow from the Federal Reserve Bank discount window to meet short-term liquidity requirements. The Federal Reserve Bank, however, is not viewed as a primary means of funding our routine business activities, but rather as a potential source of liquidity in a stressed environment or during a market disruption. These potential borrowings are secured by commercial loans. At March 31, 2017, our unused secured borrowing capacity was \$17.5 billion with the Federal Reserve Bank.

Borrowed funds come from a diverse mix of short-term and long-term funding sources. See Note 10 Borrowed Funds in our 2016 Form 10-K and the Funding Sources section of the Consolidated Balance Sheet Review for additional information related to our Borrowings.

In addition to managing liquidity risk at the consolidated company level, we monitor the parent company's liquidity. The parent company's contractual obligations consist primarily of debt service related to parent company borrowings and funding non-bank affiliates. Additionally, the parent company maintains adequate liquidity to fund discretionary activities such as paying dividends to our shareholders, share repurchases and acquisitions.

As of March 31, 2017, available parent company liquidity totaled \$4.5 billion. Parent company liquidity is primarily held in intercompany short-term investments, the terms of which provide for the availability of cash in 31 days or less. Investments with longer durations may also be acquired, but if so, the related maturities are aligned with scheduled cash needs, such as the maturity of parent company debt obligations.

The principal source of parent company liquidity is the dividends it receives from its subsidiary bank, which may be impacted by the following:

Bank-level capital needs,

Laws and regulations,

Corporate policies,



Contractual restrictions, and

Other factors.

There are statutory and regulatory limitations on the ability of a national bank to pay dividends or make other capital distributions or to extend credit to the parent company or its non-bank subsidiaries. The amount available for dividend payments by PNC Bank to the parent company without prior regulatory approval was approximately \$1.1 billion at March 31, 2017. See Note 18 Regulatory Matters in the Notes To Consolidated Financial Statements in our 2016 Form 10-K for a further discussion of these limitations.

In addition to dividends from PNC Bank, other sources of parent company liquidity include cash and investments, as well as dividends and loan repayments from other subsidiaries and dividends or distributions from equity investments. We can also generate liquidity for the parent company and PNC's non-bank subsidiaries through the issuance of debt and equity securities, including certain capital instruments, in public or private markets and commercial paper. The parent company has the ability to offer up to \$5.0 billion of commercial paper to provide additional liquidity. As of March 31, 2017, there were no commercial paper issuances outstanding.

The parent company has an effective shelf registration statement pursuant to which it can issue additional debt, equity and other capital instruments. Under this shelf registration statement, on February 7, 2017, the parent company issued \$575 million in Floating Rate Senior Notes with a maturity date of August 7, 2018. Interest is payable at the 3-month LIBOR rate reset quarterly, plus a spread of 0.25% per annum, on February 7, May 7, August 7 and November 7 of each year, commencing on May 7, 2017.

Total parent company borrowings outstanding totaled \$6.2 billion at both March 31, 2017 and December 31, 2016. As of March 31, 2017, there were no parent company borrowings with contractual maturities of less than one year.

### **Contractual Obligations and Commitments**

We have contractual obligations representing required future payments on borrowed funds, time deposits, leases, pension and postretirement benefits and purchase obligations. See the Liquidity and Capital Management portion of the Risk Management section in our 2016 Form 10-K for more information on these future cash outflows. Additionally, in the normal course of business we have various commitments outstanding, certain of which are not included on our Consolidated Balance Sheet. We provide information on our commitments in Note 13 Commitments in the Notes To Consolidated Financial Statements of this Report.

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**Table of Contents****Credit Ratings**

PNC's credit ratings affect the cost and availability of short- and long-term funding, collateral requirements for certain derivative instruments and the ability to offer certain products.

In general, rating agencies base their ratings on many quantitative and qualitative factors, including capital adequacy, liquidity, asset quality, business mix, level and quality of earnings, and the current legislative and regulatory environment, including implied government support. In addition, rating agencies themselves have been subject to scrutiny arising from the most recent financial crisis and could make or be required to make substantial changes to their ratings policies and practices, particularly in response to legislative and regulatory changes. Potential changes in the legislative and regulatory environment and the timing of those changes could impact our ratings, which as noted above, could impact our liquidity and financial condition. A decrease, or potential decrease, in credit ratings could impact access to the capital markets and/or increase the cost of debt, and thereby adversely affect liquidity and financial condition.

**Table 24: Credit Ratings as of March 31, 2017 for PNC and PNC Bank**

|                     | Moody's | Standard & Poor's | Fitch |
|---------------------|---------|-------------------|-------|
| <b>PNC</b>          |         |                   |       |
| Senior debt         | A3      | A-                | A+    |
| Subordinated debt   | A3      | BBB+              | A     |
| Preferred stock     | Baa2    | BBB-              | BBB-  |
| <b>PNC Bank</b>     |         |                   |       |
| Senior debt         | A2      | A                 | A+    |
| Subordinated debt   | A3      | A-                | A     |
| Long-term deposits  | Aa2     | A                 | AA-   |
| Short-term deposits | P-1     | A-1               | F1+   |
| Short-term notes    | P-1     | A-1               | F1    |

**Capital Management**

Detailed information on our capital management processes and activities, including additional information on our share repurchase programs and our previous CCAR submissions and capital plans, is included in the Capital Management portion of the Risk Management section in our 2016 Form 10-K.

We manage our funding and capital positions by making adjustments to our balance sheet size and composition, issuing or redeeming debt, issuing equity or other capital instruments, executing treasury stock transactions and capital redemptions, and managing dividend policies and retaining earnings.

In January 2017, we announced a \$300 million increase to our share repurchase programs, which now provide for repurchases of up to \$2.3 billion for the four quarter period ended June 30, 2017. In the first quarter of 2017, we repurchased 5.0 million common shares for \$.6 billion. PNC has repurchased a total of 15.8 million shares for \$1.6 billion under these repurchase programs as of March 31, 2017.

We paid dividends on common stock of \$.3 billion, or 55 cents per common share, during the first quarter of 2017. On April 4, 2017, the PNC Board of Directors declared a quarterly common stock cash dividend of 55 cents per share payable on May 5, 2017.

See Note 11 Total Equity and Other Comprehensive Income in the Notes To Consolidated Financial Statements in this Report for additional information on the March 15, 2017 redemption of \$1.0 billion of Fixed-to-Floating Rate Non-Cumulative Exchangeable Perpetual Trust Securities issued by PNC Preferred Funding Trusts I and II.

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**Table of Contents****Table 25: Basel III Capital**

| Dollars in millions   | March 31, 2017                        |  |
|---|---------------------------------------|--|
|   | 2017 Transitional<br>Basel III<br>(a) | Pro forma Fully Phased-In Basel III<br>(Non-GAAP)<br>(estimated) (b) (c) |
| <b>Common equity Tier 1 capital</b>   |                                       |  |
| Common stock plus related surplus, net of treasury stock  | \$ 9,681                              | \$ 9,681   |
| Retained earnings   | 32,372                                | 32,372   |
| Accumulated other comprehensive income for securities currently and previously held as available for sale | 179                                   | 223  |
| Accumulated other comprehensive income for pension and other postretirement plans                         | (474)                                 | (592)  |
| Goodwill, net of associated deferred tax liabilities  | (8,824)                               | (8,824)  |
| Other disallowed intangibles, net of deferred tax liabilities   | (183)                                 | (228)  |
| Other adjustments/(deductions)  | (183)                                 | (180)  |
| <b>Total common equity Tier 1 capital before threshold deductions</b>                                     | <b>32,568</b>                         | <b>32,452</b>  |
| Total threshold deductions  | (1,064)                               | (1,585)  |
| <b>Common equity Tier 1 capital</b>   | <b>31,504</b>                         | <b>30,867</b>  |
| <b>Additional Tier 1 capital</b>  |                                       |  |
| Preferred stock plus related surplus  | 3,980                                 | 3,980  |
| Other adjustments/(deductions)  | (94)                                  | (104)  |
| <b>Tier 1 capital</b>   | <b>35,390</b>                         | <b>34,743</b>  |
| <b>Additional Tier 2 capital</b>  |                                       |  |
| Qualifying subordinated debt  | 3,846                                 | 3,778  |
| Trust preferred capital securities  | 100                                   |  |
| Eligible credit reserves includable in Tier 2 capital   | 2,866                                 | 2,866  |
| <b>Total Basel III capital</b>  | <b>\$ 42,202</b>                      | <b>\$ 41,387</b>   |
| <b>Risk-weighted assets</b>   |                                       |  |
| Basel III standardized approach risk-weighted assets (d)  | \$ 300,233                            | \$ 308,392   |
| Basel III advanced approaches risk-weighted assets (e)  | N/A                                   | \$ 278,938   |
| <b>Average quarterly adjusted total assets</b>  | <b>\$ 356,237</b>                     | <b>\$ 355,657</b>  |
| <b>Supplementary leverage exposure (f)</b>  | <b>\$ 423,122</b>                     | <b>\$ 422,542</b>  |
| <b>Basel III risk-based capital and leverage ratios</b>   |                                       |  |
| Common equity Tier 1  | 10.5%                                 | 10.0% (g) (h)  |
| Tier 1  | 11.8%                                 | 11.3% (g) (i)  |
| Total   | 14.1%                                 | 13.4% (g) (j)  |
| Leverage (k)  | 9.9%                                  | 9.8%   |
| Supplementary leverage ratio (l)  | 8.4%                                  | 8.2%   |

(a) Calculated using the regulatory capital methodology applicable to us during 2017.

(b) PNC utilizes the pro forma fully phased-in Basel III capital ratios to assess its capital position (without the benefit of phase-ins), as these ratios represent the regulatory capital standards that will ultimately be applicable to PNC under the final Basel III rules. Pro forma fully phased-in capital amounts, ratios and risk-weighted and

leverage-related assets are estimates.

- (c) Basel III capital ratios and estimates may be impacted by additional regulatory guidance or analysis and, in the case of those ratios calculated using the advanced approaches, may be subject to variability based on the ongoing evolution, validation and regulatory approval of PNC's models integral to the calculation of advanced approaches risk-weighted assets.
- (d) Includes credit and market risk-weighted assets.
- (e) Basel III advanced approaches risk-weighted assets are estimated based on the Basel III advanced approaches rules, and include credit, market and operational risk-weighted assets. During the parallel run qualification phase, PNC has refined the data, models and internal processes used as part of the advanced approaches for determining risk-weighted assets. We anticipate additional refinements to this estimate through the parallel run qualification phase.
- (f) Supplementary leverage exposure is the sum of Adjusted average assets and certain off-balance sheet exposures including undrawn credit commitments and derivative potential future exposures.
- (g) Pro forma fully phased-in Basel III capital ratio based on Basel III standardized approach risk-weighted assets and rules.
- (h) For comparative purposes only, the pro forma fully phased-in advanced approaches Basel III Common equity Tier 1 capital ratio estimate is 11.1%. This capital ratio is calculated using pro forma fully phased-in Common equity Tier 1 capital and dividing by estimated Basel III advanced approaches risk-weighted assets.
- (i) For comparative purposes only, the pro forma fully phased-in advanced approaches Basel III Tier 1 risk-based capital ratio estimate is 12.5%. This capital ratio is calculated using fully phased-in Tier 1 capital and dividing by estimated Basel III advanced approaches risk-weighted assets.
- (j) For comparative purposes only, the pro forma fully phased-in advanced approaches Basel III Total capital risk-based capital ratio estimate is 13.8%. This ratio is calculated using fully phased-in Total Basel III capital, which under the advanced approaches, Additional Tier 2 capital includes allowance for loan and lease losses in excess of Basel expected credit losses, if any, up to 0.6% of credit risk related risk-weighted assets, and dividing by estimated Basel III advanced approach risk-weighted assets.
- (k) Leverage ratio is calculated based on Tier 1 capital divided by Average quarterly adjusted total assets.
- (l) Supplementary leverage ratio is calculated based on Tier 1 capital divided by Supplementary leverage exposure. As advanced approaches banking organizations, PNC and PNC Bank will be subject to a 3% minimum supplementary leverage ratio effective January 1, 2018.

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As a result of the phase-in periods included in the final U.S. Basel III regulatory capital rules (Basel III rules), as well as the fact that we remain in the parallel run qualification phase for the advanced approaches, our regulatory risk-based capital ratios in 2017 are based on the definitions of, and deductions from, regulatory capital under the Basel III rules (as such definitions and deductions are phased-in for 2017) and the standardized approach for determining risk-weighted assets. Until we have exited parallel run, our regulatory risk-based Basel III ratios will be calculated using the standardized approach for determining risk-weighted assets, and the definitions of, and deductions from, capital under Basel III (as such definitions and deductions are phased-in through 2019). Once we exit parallel run, our regulatory risk-based capital ratios will be the lower of the ratios calculated under the standardized approach and the advanced approaches. We refer to the capital ratios calculated using the phased-in Basel III provisions in effect for 2017 and, for the risk-based ratios, standardized approach risk-weighted assets, as the 2017 Transitional Basel III ratios. Under the standardized approach for determining credit risk-weighted assets, exposures are generally assigned a pre-defined risk weight. Exposures to high volatility commercial real estate, past due exposures, equity exposures and securitization exposures are generally subject to higher risk weights than other types of exposures.

Under the Basel III rules adopted by the U.S. banking agencies, significant common stock investments in unconsolidated financial institutions, mortgage servicing rights and deferred tax assets must be deducted from capital (subject to a phase-in schedule and net of associated deferred tax liabilities) to the extent they individually exceed 10%, or in the aggregate exceed 15%, of the institution's adjusted common equity Tier 1 capital. Also, Basel III regulatory capital includes (subject to a phase-in schedule) accumulated other comprehensive income related to securities currently and previously held as available for sale, as well as pension and other postretirement plans.

Federal banking regulators have stated that they expect the largest U.S. bank holding companies, including PNC, to have a level of regulatory capital well in excess of the regulatory minimum and have required the largest U.S. bank holding companies, including PNC, to have a capital buffer sufficient to withstand losses and allow them to meet the credit needs of their customers through estimated stress scenarios. We seek to manage our capital consistent with these regulatory principles and believe that our March 31, 2017 capital levels were aligned with them.

At March 31, 2017, PNC and PNC Bank, our sole bank subsidiary, were both considered well capitalized, based on applicable U.S. regulatory capital ratio requirements. To qualify as well capitalized, PNC must have Transitional Basel III capital ratios of at least 6% for Tier 1 risk-based

capital and 10% for Total risk-based capital, and PNC Bank must have Transitional Basel III capital ratios of at least 6.5% for Common equity Tier 1 risk-based capital, 8% for Tier 1 risk-based capital, 10% for Total risk-based capital and a Leverage ratio of at least 5%.

We provide additional information regarding regulatory capital requirements and some of their potential impacts on us in the Supervision and Regulation section of Item 1 Business, Item 1A Risk Factors and Note 18 Regulatory Matters in our 2016 Form 10-K. See the Statistical Information (Unaudited) section of this Report for details on our December 31, 2016 and March 31, 2016 Transitional Basel III and Pro forma fully phased-in Basel III common equity tier 1 capital ratios.

**Market Risk Management**

Market risk is the risk of a loss in earnings or economic value due to adverse movements in market factors such as interest rates, credit spreads, foreign exchange rates, commodity prices and equity prices. We are exposed to market risk primarily by our involvement in the following activities, among others:

Traditional banking activities of gathering deposits and extending loans,  
Equity and other investments and activities whose economic values are directly impacted by market factors,  
and  
Fixed income securities, derivatives and foreign exchange activities, as a result of customer activities and securities underwriting.

We have established enterprise-wide policies and methodologies to identify, measure, monitor and report market risk. Market Risk Management provides independent oversight by monitoring compliance with established guidelines and reporting significant risks in the business to the Risk Committee of the Board of Directors.

### **Market Risk Management    Interest Rate Risk**

Interest rate risk results primarily from our traditional banking activities of gathering deposits and extending loans. Many factors, including economic and financial conditions, movements in interest rates and consumer preferences, affect the difference between the interest that we earn on assets and the interest that we pay on liabilities and the level of our noninterest-bearing funding sources. Due to the repricing term mismatches and embedded options inherent in certain of these products, changes in market interest rates not only affect expected near-term earnings, but also the economic values of these assets and liabilities.

Asset and Liability Management centrally manages interest rate risk as prescribed in our risk management policies, which are approved by management's Asset and Liability Committee and the Risk Committee of the Board of Directors.

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Sensitivity results and market interest rate benchmarks for the first quarters of 2017 and 2016 follow:

**Table 26: Interest Sensitivity Analysis**

|   | First Quarter<br>2017 | First Quarter<br>2016 |
|---|-----------------------|-----------------------|
| <b>Net Interest Income Sensitivity Simulation (a)</b>   |                       |                       |
| Effect on net interest income in first year from gradual interest rate change over the following 12 months of:  |                       |                       |
| 100 basis point increase  | 2.5%                  | 2.7%                  |
| 100 basis point decrease  | (4.5)%                | (2.9)%                |
| Effect on net interest income in second year from gradual interest rate change over the preceding 12 months of: |                       |                       |
| 100 basis point increase  | 4.0%                  | 6.7%                  |
| 100 basis point decrease  | (8.8)%                | (7.8)%                |
| <b>Duration of Equity Model (a)</b>   |                       |                       |
| Base case duration of equity (in years)   | (2.3)                 | (7.1)                 |
| <b>Key Period-End Interest Rates</b>  |                       |                       |
| One-month LIBOR   | .98%                  | .44%                  |
| Three-year swap   | 1.81%                 | .95%                  |

(a) Given the inherent limitations in certain of these measurement tools and techniques, results become less meaningful as interest rates approach zero.

In addition to measuring the effect on net interest income assuming parallel changes in current interest rates, we routinely simulate the effects of a number of nonparallel interest rate environments. Table 27 reflects the percentage change in net interest income over the next two 12-month periods assuming (i) the PNC Economist's most likely rate forecast, (ii) implied market forward rates and (iii) yield curve slope flattening (a 100 basis point yield curve slope flattening between 1-month and ten-year rates superimposed on current base rates) scenario.

**Table 27: Net Interest Income Sensitivity to Alternative Rate Scenarios (First Quarter 2017)**

|                         | PNC<br>Economist | Market<br>Forward | Slope<br>Flattening |
|-------------------------|------------------|-------------------|---------------------|
| First year sensitivity  | 1.8%             | 2.0%              | (2.3)%              |
| Second year sensitivity | 4.8%             | 2.6%              | (6.5)%              |

All changes in forecasted net interest income are relative to results in a base rate scenario where current market rates are assumed to remain unchanged over the forecast horizon.

When forecasting net interest income, we make assumptions about interest rates and the shape of the yield curve, the volume and characteristics of new business and the behavior of existing on- and off-balance sheet positions. These assumptions determine the future level of simulated net interest income in the base interest rate scenario and the other interest rate scenarios presented in Tables 26 and 27 above. These simulations assume that as assets and liabilities mature, they are replaced or repriced at then current market rates.



The following graph presents the LIBOR/Swap yield curves for the base rate scenario and each of the alternate scenarios one year forward.

***Table 28: Alternate Interest Rate Scenarios: One Year Forward***

The first quarter 2017 interest sensitivity analyses indicate that our Consolidated Balance Sheet is positioned to benefit from an increase in interest rates and an upward sloping interest rate yield curve. We believe that we have the deposit funding base and balance sheet flexibility to adjust, where appropriate and permissible, to changing interest rates and market conditions.

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**Table of Contents****Market Risk Management    Customer-Related Trading Risk**

We engage in fixed income securities, derivatives and foreign exchange transactions to support our customers investing and hedging activities. These transactions, related hedges and the credit valuation adjustment (CVA) related to our customer derivatives portfolio are marked-to-market daily and reported as customer-related trading activities. We do not engage in proprietary trading of these products.

We use value-at-risk (VaR) as the primary means to measure and monitor market risk in customer-related trading activities. VaR is used to estimate the probability of portfolio losses based on the statistical analysis of historical market risk factors. A diversified VaR reflects empirical correlations across different asset classes. We calculate a diversified VaR at a 95% confidence interval and the results for the first three months of 2017 and 2016 were within our acceptable limits.

See the Market Risk Management    Customer-Related Trading Risk section of our 2016 Form 10-K for more information on our models used to calculate VaR and our backtesting process.

Customer-related trading revenue was \$68 million for the first quarter of 2017 compared with \$39 million for the first quarter of 2016. The increase was primarily due to market rate changes impacting valuations for customer-related derivatives and higher derivative sales.

**Market Risk Management    Equity And Other Investment Risk**

Equity investment risk is the risk of potential losses associated with investing in both private and public equity markets. In addition to extending credit, taking deposits, securities underwriting and trading financial instruments, we make and manage direct investments in a variety of transactions, including management buyouts, recapitalizations and growth financings in a variety of industries. We also have investments in affiliated and non-affiliated funds that make similar investments in private equity. The economic and/or book value of these investments and other assets such as loan servicing rights are directly affected by changes in market factors.

Various PNC business units manage our equity and other investment activities. Our businesses are responsible for making investment decisions within the approved policy limits and associated guidelines.

A summary of our equity investments follows:

***Table 29: Equity Investments Summary***

|                          | March 31  | December 31 | Change |    |
|--------------------------|-----------|-------------|--------|----|
| In millions              | 2017      | 2016        | \$     | %  |
| BlackRock                | \$ 6,907  | \$6,886     | \$ 21  |    |
| Tax credit investments   | 2,204     | 2,090       | 114    | 5% |
| Private equity and other | 1,789     | 1,752       | 37     | 2% |
| Total                    | \$ 10,900 | \$10,728    | \$ 172 | 2% |

**BlackRock**

We owned approximately 35 million common stock equivalent shares of BlackRock equity at March 31, 2017, accounted for under the equity method. The primary risk measurement, similar to other equity investments, is

economic capital. The Business Segments Review section of this Financial Review includes additional information about BlackRock.

#### Tax Credit Investments

Included in our equity investments are direct tax credit investments and equity investments held by consolidated entities. These tax credit investment balances included unfunded commitments totaling \$.8 billion and \$.7 billion at March 31, 2017 and December 31, 2016, respectively. These unfunded commitments are included in Other Liabilities on our Consolidated Balance Sheet.

Note 2 Loan Sale and Servicing Activities and Variable Interest Entities in the Notes To Consolidated Financial Statements in our 2016 Form 10-K has further information on Tax Credit Investments.

#### Private Equity and Other

The majority of our other equity investments consists of our private equity portfolio. The private equity portfolio is an illiquid portfolio consisted of mezzanine and equity investments that vary by industry, stage and type of investment. Private equity investments carried at estimated fair value totaled \$1.4 billion at both March 31, 2017 and December 31, 2016. As of March 31, 2017, \$1.1 billion was invested directly in a variety of companies and \$.3 billion was invested indirectly through various private equity funds. See Item 1 Business Supervision and Regulation and Item 1A Risk Factors in our 2016 Form 10-K for discussion of the potential impacts of the Volcker Rule provisions of Dodd-Frank on our interests in and of private funds covered by the Volcker Rule, including the five-year extension we received in February 2017 to conform certain equity investments subject to the Volcker Rule.

Included in our other equity investments are Visa Class B common shares, which are recorded at cost. At March 31, 2017, the fair value of our investment in Visa Class B common shares was approximately \$515 million and our cost basis was not significant. Visa Class B common shares that we own are transferable only under limited circumstances until they can be converted into shares of the publicly traded class of stock, which cannot happen until the settlement of the pending interchange litigation. Please see Note 6 Fair Value and Note 12 Legal Proceedings in the Notes To Consolidated Financial Statements in our 2016 Form 10-K for additional information regarding our Visa agreements.

We also have certain other equity investments, the majority of which represent investments in affiliated and non-affiliated funds with both traditional and alternative investment strategies. Net gains related to these investments were not significant at March 31, 2017 and December 31, 2016.

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### **Financial Derivatives**

We use a variety of financial derivatives as part of the overall asset and liability risk management process to help manage exposure to market and credit risk inherent in our business activities. Substantially all such instruments are used to manage risk related to changes in interest rates. Interest rate swaps, interest rate caps and floors, swaptions, options, forwards and futures contracts are the primary instruments we use for interest rate risk management. We also enter into derivatives with customers to facilitate their risk management activities.

Financial derivatives involve, to varying degrees, market and credit risk. Periodic cash payments are exchanged for interest rate swaps, options and future contracts. Premiums are also exchanged for options contracts. Therefore, cash requirements and exposure to credit risk are significantly less than the notional amount on these instruments.

Further information on our financial derivatives is presented in Note 1 Accounting Policies and Note 6 Fair Value in our Notes To Consolidated Financial Statements in our 2016 Form 10-K and in Note 6 Fair Value and Note 9 Financial Derivatives in the Notes To Consolidated Financial Statements in this Report.

Not all elements of market and credit risk are addressed through the use of financial derivatives, and such instruments may be ineffective for their intended purposes due to unanticipated market changes, among other reasons.

### **RECENT REGULATORY DEVELOPMENTS**

The Department of Labor (DOL) has issued final rules expanding the definition of investment advice related to retirement accounts and certain other accounts that are subject to DOL interpretive authority. The rules were scheduled to take effect on April 10, 2017 with a transition period between April 10, 2017 and January 1, 2018, during which time reduced requirements were to apply. A presidential memorandum issued on February 3, 2017 directed the DOL to review the rules to determine whether, among other things, the rules harm investors or increase the cost of retirement services. In light of the presidential memorandum, on April 5, 2017, the DOL delayed the applicability date of the rule until June 9, 2017 and further reduced the requirements during the transition period. Full compliance is still required on January 1, 2018, although the DOL continues to conduct a review of the rules and has left open the possibility of additional extension of the full compliance date or modification to the rules.

### **CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS**

Note 1 Accounting Policies of our 2016 Form 10-K describes the most significant accounting policies that we use to prepare our consolidated financial statements. Certain of these policies

require us to make estimates or economic assumptions that may vary under different assumptions or conditions and such variations may significantly affect our reported results and financial position for the period or in future periods.

The following critical accounting policies and judgments are described in more detail in Critical Accounting Estimates and Judgments in Item 7 of our 2016 Form 10-K:

- Fair Value Measurements
- Allowances for Loan and Lease Losses and Unfunded Loan Commitments and Letters of Credit
- Goodwill
- Residential and Commercial Mortgage Servicing Rights
- Income Taxes

## **Goodwill**

Goodwill arising from business acquisitions represents the value attributable to unidentifiable intangible elements in the business acquired. Most of our goodwill relates to value inherent in the Retail Banking and Corporate & Institutional Banking businesses.

The value of goodwill is supported by earnings, which is driven by our invested assets and transaction volume and, for certain businesses, the market value of assets under administration or for which processing services are provided. Lower earnings and realized profitability resulting from a lack of growth or our inability to deliver cost-effective services over sustained periods can lead to impairment of goodwill, which could result in a current period charge to earnings. At least annually, in the fourth quarter, or more frequently if events occur or circumstances have changed significantly from the annual test date, management reviews the current operating environment and strategic direction of each reporting unit taking into consideration any events or changes in circumstances that may have an effect on the unit. For this review, inputs are generated and used in calculating the fair value of the reporting unit, which is compared to its carrying amount ( Step 1 of the goodwill impairment test) as further discussed below. The fair values of our reporting units are determined using a discounted cash flow valuation model with assumptions based upon market comparables. Additionally, we may also evaluate certain financial metrics that are indicative of fair value, including market quotes, price to earnings ratios and recent acquisitions involving other financial institutions.

Given our segment realignment, as described in the Business Segments Review section of this Financial Review, we performed an interim impairment test as of March 31, 2017. The results indicated that the estimated fair value of our reporting units exceeded their carrying values by at least 10% and are not considered to be at risk of not passing Step 1.

See the Critical Accounting Estimates and Judgments section in Item 7 of our 2016 Form 10-K for additional information on our annual impairment test processes.

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**Table of Contents****Fair Value Measurements**

The following table summarizes the assets and liabilities measured at fair value on a recurring basis at March 31, 2017 and December 31, 2016, respectively, and the portions of such assets and liabilities that are classified within Level 3 of the valuation hierarchy. Level 3 assets and liabilities are those where the fair value is estimated using significant unobservable inputs.

**Table 30: Fair Value Measurements Summary**

| Dollars in millions   | March 31, 2017   |          | December 31, 2016 |          |
|---|------------------|----------|-------------------|----------|
|   | Total Fair Value | Level 3  | Total Fair Value  | Level 3  |
| Total assets  | \$ 71,352        | \$ 7,526 | \$ 74,608         | \$ 8,830 |
| Total assets at fair value as a percentage of consolidated assets           | 19%              |          | 20%               |          |
| Level 3 assets as a percentage of total assets at fair value                | 11%              |          | 12%               |          |
| Level 3 assets as a percentage of consolidated assets                       | 2%               |          | 2%                |          |
| Total liabilities   | \$ 4,315         | \$ 292   | \$ 4,818          | \$ 433   |
| Total liabilities at fair value as a percentage of consolidated liabilities | 1%               |          | 2%                |          |
| Level 3 liabilities as a percentage of total liabilities at fair value      | 7%               |          | 9%                |          |
| Level 3 liabilities as a percentage of consolidated liabilities             | <1%              |          | <1%               |          |

The majority of assets recorded at fair value are included in the securities available for sale portfolio. The majority of Level 3 assets represent non-agency residential mortgage-backed securities in the available for sale portfolio, equity investments and mortgage servicing rights. For further information on fair value, see Note 6 Fair Value in the Notes To Consolidated Financial Statements in this Report.

**Recently Issued Accounting Standards****Revenue Recognition**

In May 2014, the Financial Accounting Standard Board (FASB) issued Accounting Standards Update (ASU) 2014-09, Revenue from Contracts with Customers (Topic 606). This ASU clarifies the principles for recognizing revenue and replaces nearly all existing revenue recognition guidance in U.S. GAAP with one accounting model. The core principle of the guidance is that an entity should recognize revenue to depict the satisfaction of a performance obligation by transfer of promised goods or services to customers. The ASU also requires additional qualitative and quantitative disclosures relating to the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

In August 2015, the FASB issued guidance deferring the mandatory effective date of ASU 2014-09 for one year, to annual reporting periods beginning after December 15, 2017. During 2016, the FASB also issued four separate ASUs which amend the original standard to clarify guidance regarding principal versus agent considerations, identifying performance obligations and licensing, certain narrow-scope amendments which address the presentation of sales tax, noncash consideration, contract modifications at transition and assessing collectability and other minor technical corrections and improvements.

The requirements within ASU 2014-09 and its subsequent amendments should be applied retrospectively to each prior period presented (with several practical expedients for certain completed contracts) or retrospectively with the cumulative effect of initially applying ASU 2014-09 recognized at the date of initial application (i.e., modified retrospective application). We plan to adopt the ASU consistent with the deferred mandatory effective date using the modified retrospective approach. Based on our evaluation to date, we do not expect the adoption of this standard to have a significant impact on our consolidated results of operations or our consolidated financial position. We expect that the most significant impact related to the standard's expanded disclosure requirements will be the disaggregation of revenue.

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**Table of Contents****Financial Instruments**

In January 2016, the FASB issued ASU 2016-01, Financial Instruments – Overall (Subtopic 825-10): *Recognition and Measurement of Financial Assets and Financial Liabilities*. This ASU changes the accounting for certain equity investments, financial liabilities under the fair value option and presentation and disclosure requirements for financial instruments. Equity investments not accounted for under the equity method of accounting will be measured at fair value with any changes in fair value recognized in net income. The ASU also simplifies the impairment assessment of equity investments for which fair value is not readily determinable. Additionally, the ASU changes the presentation of certain fair value changes for financial liabilities measured at fair value and amends certain disclosure requirements relating to the fair value of financial instruments. The ASU is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017 and should be applied using a modified retrospective approach through a cumulative-effect adjustment to the balance sheet, except for the amendment related to equity securities without readily determinable fair values, which should be applied prospectively. We plan to adopt all provisions consistent with the effective date and are currently evaluating the impact of this ASU on our results of operations and financial position. However, we expect the standard will most significantly impact equity investments that are currently accounted for under the cost method which will likely have a positive impact on income when transitioned to fair value measurement.

**Leases**

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). The primary change in the new guidance is the recognition of lease assets and lease liabilities by lessees for operating leases. The ASU requires lessees to recognize a right-of-use asset and related lease liability for all leases with lease terms of more than 12 months. The recognition, measurement and presentation of expenses and cash flows arising from a lease by a lessee will depend on its classification as a finance or operating lease. The ASU is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2018 using a modified retrospective approach through a cumulative-effect adjustment. Early adoption is permitted. We are currently evaluating the impact of adopting this standard.

**Credit Losses**

In June 2016, the FASB issued ASU 2016-13, Financial Instruments – Credit Losses (Topic 326): *Measurement of Credit Losses on Financial Instruments*. The ASU requires the use of an expected credit loss methodology; specifically, expected credit losses for the remaining life of the asset will be recognized at the time of origination or acquisition. The expected credit loss methodology will apply to loans, debt securities and other financial assets accounted for at amortized cost and net investment in leases not accounted for at fair value through net income. It will also apply to off-balance

sheet credit exposures except for unconditionally cancellable commitments. Assets in the scope of the ASU, except for purchased credit deteriorated assets, will be presented at the net amount expected to be collected after deducting the allowance for credit losses from the amortized cost basis of the assets.

Enhanced credit quality disclosures will be required including disaggregation of credit quality indicators by vintage. The development of an expected credit loss methodology and new disclosures will require significant data collection, building or enhancing loss models, and process re-development prior to adoption. The ASU is effective for us for the first quarter of 2020 using a modified retrospective approach through a cumulative-effect adjustment to retained earnings as of the beginning of the year of adoption. We have established a company-wide, cross-functional governance structure. We are in the process of determining the required changes to our credit loss estimation



methodologies, data and systems to be able to comply with the standard. We continue to assess the impact of the standard; however, we expect the guidance will result in an increase in the allowance for loan losses to cover credit losses over the estimated life of the financial assets. The magnitude of the increase in our allowance for loan losses at the adoption date will be dependent upon the nature of the characteristics of the portfolio at the adoption date, as well as macroeconomic conditions and forecasts at that date.

### **Statement of Cash Flows**

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230): *Classification of Certain Cash Receipts and Cash Payments*. The ASU provides guidance on eight specific issues related to classification within the statement of cash flows with the objective of reducing existing diversity in practice. The specific issues cover cash payments for debt prepayment or debt extinguishment costs; cash outflows for settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant; contingent consideration payments that are not made soon after a business combination; proceeds from the settlement of insurance claims; proceeds from the settlement of corporate-owned life insurance policies, including bank-owned life insurance policies; distributions received from equity method investees; beneficial interests received in securitization transactions; and clarifies that when no specific GAAP guidance exists and the source of the cash flows are not separately identifiable, then the predominant source of cash flows should be used to determine the classification for the item. The ASU is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. Early adoption is permitted, provided that all of the amendments are adopted in the same period. The guidance requires application using a retrospective transition method. Based on our evaluation to date, we do not expect the adoption of this standard to have a significant impact on our consolidated statement of cash flows.

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### **Goodwill**

In January 2017, the FASB issued ASU 2017-04, Intangibles – Goodwill and Other (Topic 350): *Simplifying the Accounting for Goodwill Impairment*. This ASU eliminates Step 2 from the goodwill impairment test to simplify the subsequent measurement of goodwill. Under Step 2, an entity had to calculate the implied fair value of goodwill at the impairment testing date of its assets and liabilities as if those assets and liabilities had been acquired in a business combination. Under the ASU, the goodwill impairment test compares the fair value of a reporting unit with its carrying amount, and an impairment charge is recognized for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the carrying amount of goodwill. The ASU is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. We do not expect the adoption of this standard to impact our consolidated results of operations or our consolidated financial position.

### **Recently Adopted Accounting Standards**

See Note 1 Accounting Policies in the Notes To Consolidated Financial Statements in this Report regarding the impact of new accounting pronouncements adopted in 2017.

### **OFF-BALANCE SHEET ARRANGEMENTS AND VARIABLE INTEREST ENTITIES**

We engage in a variety of activities that involve entities that are not consolidated or otherwise reflected in our Consolidated Balance Sheet that are generally referred to as off-balance sheet arrangements. Additional information on these types of activities is included in our 2016 Form 10-K and in Note 2 Loan Sale and Servicing Activities and Variable Interest Entities and Note 13 Commitments in the Notes To Consolidated Financial Statements included in this Report.

A summary of variable interest entities (VIEs), including those in which we hold variable interests but have not consolidated into our financial statements, is included in Note 2 in our 2016 Form 10-K.

### **Trust Preferred Securities and REIT Preferred Securities**

See Note 10 Borrowed Funds and Note 15 Equity in the Notes To Consolidated Financial Statements in our 2016 Form 10-K and Note 11 Total Equity and Other Comprehensive Income in the Notes To Consolidated Financial Statements in this Report for additional information on trust preferred securities issued by PNC Capital Trust C and Fixed-to-Floating Rate Non-Cumulative Exchangeable Perpetual Trust Securities (Perpetual Trust Securities) issued by PNC Preferred Funding Trust I and PNC Preferred Funding Trust II, including information on our March 15, 2017 redemption of the Perpetual Trust Securities and the related termination of the replacement capital covenants which had benefitted PNC Capital Trust C, as well as information on contractual limitations potentially imposed by PNC Capital Trust C on payments (including dividends) with respect to PNC's securities.

### **INTERNAL CONTROLS AND DISCLOSURE CONTROLS AND PROCEDURES**

As of March 31, 2017, we performed an evaluation under the supervision of and with the participation of our management, including the Chairman, President and Chief Executive Officer and the Executive Vice President and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures and of changes in our internal control over financial reporting.

Based on that evaluation, our Chairman, President and Chief Executive Officer and our Executive Vice President and Chief Financial Officer concluded that our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities and Exchange Act of 1934) were effective as of March 31, 2017, and that there has been no change in PNC's internal control over financial reporting that occurred during the first quarter of 2017 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

#### **GLOSSARY OF TERMS**

For a glossary of terms commonly used in our filings, please see the glossary of terms included in our 2016 Form 10-K.

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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

We make statements in this Report, and we may from time to time make other statements, regarding our outlook for earnings, revenues, expenses, capital and liquidity levels and ratios, asset levels, asset quality, financial position and other matters regarding or affecting us and our future business and operations that are forward-looking statements within the meaning of the Private Securities Litigation Reform Act. Forward-looking statements are typically identified by words such as believe, plan, expect, anticipate, see, look, intend, outlook, project, goal, will, should and other similar words and expressions. Forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time.

Forward-looking statements speak only as of the date made. We do not assume any duty and do not undertake to update forward-looking statements. Actual results or future events could differ, possibly materially, from those anticipated in forward-looking statements, as well as from historical performance.

Our forward-looking statements are subject to the following principal risks and uncertainties.

Our businesses, financial results and balance sheet values are affected by business and economic conditions, including the following:

- Changes in interest rates and valuations in debt, equity and other financial markets.

- Disruptions in the U.S. and global financial markets.

- Actions by the Federal Reserve Board, U.S. Treasury and other government agencies, including those that impact money supply and market interest rates.

- Changes in law and policy accompanying the new presidential administration and uncertainty or speculation pending the enactment of such changes.

- Changes in customers', suppliers' and other counterparties' performance and creditworthiness.

- Slowing or reversal of the current U.S. economic expansion.

- Continued residual effects of recessionary conditions and uneven spread of positive impacts of recovery on the economy and our counterparties, including adverse impacts on levels of unemployment, loan utilization rates, delinquencies, defaults and counterparty ability to meet credit and other obligations.

- Commodity price volatility.

- Changes in customer preferences and behavior, whether due to changing business and economic conditions, legislative and regulatory initiatives, or other factors.

Our forward-looking financial statements are subject to the risk that economic and financial market conditions will be substantially different than those we are currently expecting. These statements are based on our current view that the U.S. economy and the labor market will grow moderately in 2017, boosted by stable oil/energy prices, improving consumer spending and housing activity, and expanded federal fiscal policy stimulus as a result of the 2016 elections. Short-term interest rates and bond yields are expected to continue rising gradually in 2017, along with inflation. These forward-looking statements also do not, unless otherwise indicated, take into account the impact of potential legal and regulatory contingencies. Our ability to take certain capital actions, including paying dividends and any plans to increase common stock dividends, repurchase common stock under current or future programs, or issue or redeem preferred stock or other regulatory capital instruments, is subject to the review of such proposed actions by the Federal Reserve Board as part of our comprehensive capital plan for the applicable period in connection with the Federal Reserve Board's Comprehensive Capital Analysis and Review (CCAR) process and to the acceptance of such capital plan and non-objection to such capital actions by the Federal Reserve Board.

Our regulatory capital ratios in the future will depend on, among other things, the company's financial performance, the scope and terms of final capital regulations then in effect (particularly those implementing the international regulatory capital framework developed by the Basel Committee on Banking Supervision (Basel

Committee), the international body responsible for developing global regulatory standards for banking organizations for consideration and adoption by national jurisdictions), and management actions affecting the composition of our balance sheet. In addition, our ability to determine, evaluate and forecast regulatory capital ratios, and to take actions (such as capital distributions) based on actual or forecasted capital ratios, will be dependent at least in part on the development, validation and regulatory approval of related models. Legal and regulatory developments could have an impact on our ability to operate our businesses, financial condition, results of operations, competitive position, reputation, or pursuit of attractive acquisition opportunities. Reputational impacts could affect matters such as business generation and retention, liquidity, funding and ability to attract and retain management. These developments could include:

Changes resulting from legislative and regulatory reforms, including changes affecting oversight of the financial services industry, consumer protection, bank capital and liquidity standards, tax, pension, bankruptcy and other industry aspects, and changes in accounting policies and principles.

Unfavorable resolution of legal proceedings or other claims and regulatory and other governmental investigations or other inquiries. These matters may

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result in monetary judgments or settlements or other remedies, including fines, penalties, restitution or alterations in our business practices, and in additional expenses and collateral costs, and may cause reputational harm to us.

Results of the regulatory examination and supervision process, including our failure to satisfy requirements of agreements with governmental agencies.

Impact on business and operating results of any costs associated with obtaining rights in intellectual property claimed by others and of adequacy of our intellectual property protection in general.

Business and operating results are affected by our ability to identify and effectively manage risks inherent in our businesses, including, where appropriate, through effective use of systems and controls, third-party insurance, derivatives, and capital management techniques, and to meet evolving regulatory capital and liquidity standards.

Business and operating results also include impacts relating to our equity interest in BlackRock, Inc. and rely to a significant extent on information provided to us by BlackRock. Risks and uncertainties that could affect BlackRock are discussed in more detail by BlackRock in its SEC filings.

We grow our business in part by acquiring from time to time other financial services companies, financial services assets and related deposits and other liabilities. Acquisition risks and uncertainties include those presented by the nature of the business acquired, including in some cases those associated with our entry into new businesses or new geographic or other markets and risks resulting from our inexperience in those new areas, as well as risks and uncertainties related to the acquisition transactions themselves, regulatory issues and the integration of the acquired businesses into PNC after closing.

Competition can have an impact on customer acquisition, growth and retention and on credit spreads and product pricing, which can affect market share, deposits and revenues. Our ability to anticipate and respond to technological changes can also impact our ability to respond to customer needs and meet competitive demands.

Business and operating results can also be affected by widespread natural and other disasters, pandemics, dislocations, terrorist activities, system failures, security breaches, cyberattacks or international hostilities through impacts on the economy and financial markets generally or on us or our counterparties specifically. We provide greater detail regarding these as well as other factors in our 2016 Form 10-K, and elsewhere in this Report, including in the Risk Factors and Risk Management sections and the Legal Proceedings and Commitments Notes of the Notes To Consolidated Financial Statements in that Report. Our forward-looking statements may also be subject to other risks and uncertainties, including those discussed elsewhere in this Report or in our other filings with the SEC.

**Table of Contents****CONSOLIDATED INCOME STATEMENT**

THE PNC FINANCIAL SERVICES GROUP, INC.

| Unaudited   | Three months ended |               |
|---|--------------------|---------------|
|   | March 31 2017      | March 31 2016 |
| In millions, except per share data                        |                    |               |
| <b>Interest Income</b>                                    |                    |               |
| Loans   | \$ 1,904           | \$ 1,843      |
| Investment securities                                     | 493                | 462           |
| Other   | 123                | 102           |
| Total interest income                                     | 2,520              | 2,407         |
| <b>Interest Expense</b>                                   |                    |               |
| Deposits  | 120                | 105           |
| Borrowed funds  | 240                | 204           |
| Total interest expense                                    | 360                | 309           |
| Net interest income                                       | 2,160              | 2,098         |
| <b>Noninterest Income</b>                                 |                    |               |
| Asset management  | 403                | 341           |
| Consumer services   | 332                | 337           |
| Corporate services  | 393                | 325           |
| Residential mortgage                                      | 113                | 100           |
| Service charges on deposits                               | 161                | 158           |
| Other   | 322                | 306           |
| Total noninterest income                                  | 1,724              | 1,567         |
| Total revenue   | 3,884              | 3,665         |
| <b>Provision For Credit Losses</b>                        | 88                 | 152           |
| <b>Noninterest Expense</b>                                |                    |               |
| Personnel   | 1,249              | 1,145         |
| Occupancy   | 222                | 221           |
| Equipment   | 251                | 234           |
| Marketing   | 55                 | 54            |
| Other   | 625                | 627           |
| Total noninterest expense                                 | 2,402              | 2,281         |
| Income before income taxes and noncontrolling interests   | 1,394              | 1,232         |
| Income taxes  | 320                | 289           |
| Net income  | 1,074              | 943           |
| Less: Net income attributable to noncontrolling interests | 17                 | 19            |
| Preferred stock dividends                                 | 63                 | 63            |
| Preferred stock discount accretion and redemptions        | 21                 | 2             |
| Net income attributable to common shareholders            | \$ 973             | \$ 859        |
| <b>Earnings Per Common Share</b>                          |                    |               |
| Basic   | \$ 1.99            | \$ 1.70       |
| Diluted   | 1.96               | 1.68          |

**Average Common Shares Outstanding**

|         |     |     |
|---------|-----|-----|
| Basic   | 487 | 501 |
| Diluted | 492 | 507 |

See accompanying Notes To Consolidated Financial Statements.

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**Table of Contents****CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

THE PNC FINANCIAL SERVICES GROUP, INC.

| Unaudited   | Three months ended |          |
|---|--------------------|----------|
|   | March 31           |          |
| In millions   | 2017               | 2016     |
| Net income  | \$ 1,074           | \$ 943   |
| Other comprehensive income (loss), before tax and net of reclassifications into Net income: |                    |          |
| Net unrealized gains (losses) on non-OTTI securities  | 69                 | 504      |
| Net unrealized gains (losses) on OTTI securities  | 35                 | (38)     |
| Net unrealized gains (losses) on cash flow hedge derivatives                                | (77)               | 200      |
| Pension and other postretirement benefit plan adjustments                                   | (62)               | 12       |
| Other   | 4                  | (27)     |
| Other comprehensive income (loss), before tax and net of reclassifications into Net income  | (31)               | 651      |
| Income tax benefit (expense) related to items of other comprehensive income                 | 17                 | (249)    |
| Other comprehensive income (loss), after tax and net of reclassifications into Net income   | (14)               | 402      |
| Comprehensive income  | 1,060              | 1,345    |
| Less: Comprehensive income (loss) attributable to noncontrolling interests                  | 17                 | 19       |
| Comprehensive income attributable to PNC  | \$ 1,043           | \$ 1,326 |

See accompanying Notes To Consolidated Financial Statements.

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**Table of Contents****CONSOLIDATED BALANCE SHEET**

THE PNC FINANCIAL SERVICES GROUP, INC.

Unaudited

| In millions, except par value  | March 31<br>2017 | December 31<br>2016 |
|--|------------------|---------------------|
| <b>Assets</b>  |                  |                     |
| Cash and due from banks  | \$ 5,003         | \$ 4,879            |
| Interest-earning deposits with banks                                   | 27,877           | 25,711              |
| Loans held for sale (a)  | 1,414            | 2,504               |
| Investment securities available for sale                               | 59,339           | 60,104              |
| Investment securities held to maturity                                 | 17,093           | 15,843              |
| Loans (a)  | 212,826          | 210,833             |
| Allowance for loan and lease losses                                    | (2,561)          | (2,589)             |
| Net loans  | 210,265          | 208,244             |
| Equity investments   | 10,900           | 10,728              |
| Mortgage servicing rights  | 1,867            | 1,758               |
| Goodwill   | 9,103            | 9,103               |
| Other (a)  | 28,083           | 27,506              |
| Total assets   | \$ 370,944       | \$ 366,380          |
| <b>Liabilities</b>   |                  |                     |
| Deposits   |                  |                     |
| Noninterest-bearing  | \$ 79,246        | \$ 80,230           |
| Interest-bearing   | 181,464          | 176,934             |
| Total deposits   | 260,710          | 257,164             |
| Borrowed funds   |                  |                     |
| Federal Home Loan Bank borrowings                                      | 19,549           | 17,549              |
| Bank notes and senior debt   | 23,745           | 22,972              |
| Subordinated debt  | 6,889            | 8,009               |
| Other (b)  | 4,879            | 4,176               |
| Total borrowed funds   | 55,062           | 52,706              |
| Allowance for unfunded loan commitments and letters of credit          | 305              | 301                 |
| Accrued expenses and other liabilities                                 | 8,964            | 9,355               |
| Total liabilities  | 325,041          | 319,526             |
| <b>Equity</b>  |                  |                     |
| Preferred stock (c)  |                  |                     |
| Common stock (\$5 par value, Authorized 800 shares, issued 542 shares) | 2,709            | 2,709               |
| Capital surplus  | 16,275           | 16,651              |
| Retained earnings  | 32,372           | 31,670              |
| Accumulated other comprehensive income (loss)                          | (279)            | (265)               |
| Common stock held in treasury at cost: 57 shares                       | (5,323)          | (5,066)             |
| Total shareholders' equity   | 45,754           | 45,699              |
| Noncontrolling interests   | 149              | 1,155               |
| Total equity   | 45,903           | 46,854              |
| Total liabilities and equity   | \$ 370,944       | \$ 366,380          |

- (a) Our consolidated assets included the following for which we have elected the fair value option: Loans held for sale of \$1.3 billion, Loans of \$.9 billion and Other assets of \$.3 billion at March 31, 2017 and Loans held for sale of \$2.4 billion, Loans of \$.9 billion and Other assets of \$.5 billion at December 31, 2016.
- (b) Our consolidated liabilities included Other borrowed funds of \$.1 billion at both March 31, 2017 and December 31, 2016, for which we have elected the fair value option.
- (c) Par value less than \$.5 million at each date.

See accompanying Notes To Consolidated Financial Statements.

**Table of Contents****CONSOLIDATED STATEMENT OF CASH FLOWS**

THE PNC FINANCIAL SERVICES GROUP, INC.

| Unaudited   | Three months<br>ended<br>March 31 |         |
|---|-----------------------------------|---------|
| In millions   | 2017                              | 2016    |
| <b>Operating Activities</b>   |                                   |         |
| Net income  | \$ 1,074                          | \$ 943  |
| Adjustments to reconcile net income to net cash provided (used) by operating activities |                                   |         |
| Provision for credit losses   | 88                                | 152     |
| Depreciation and amortization   | 279                               | 270     |
| Deferred income taxes   | 21                                | (49)    |
| Changes in fair value of mortgage servicing rights                                      | 33                                | 341     |
| Gain on sales of Visa Class B common shares   |                                   | (44)    |
| Undistributed earnings of BlackRock   | (100)                             | (61)    |
| Net change in   |                                   |         |
| Trading securities and other short-term investments                                     | (405)                             | (946)   |
| Loans held for sale   | 1,065                             | 51      |
| Other assets  | 554                               | (1,310) |
| Accrued expenses and other liabilities  | (884)                             | 1,084   |
| Other   | (116)                             | (155)   |
| Net cash provided (used) by operating activities  | 1,609                             | 276     |
| <b>Investing Activities</b>   |                                   |         |
| Sales   |                                   |         |
| Securities available for sale   | 3,202                             | 782     |
| Loans   | 338                               | 371     |
| Repayments/maturities   |                                   |         |
| Securities available for sale   | 2,790                             | 2,005   |
| Securities held to maturity   | 504                               | 523     |
| Purchases   |                                   |         |
| Securities available for sale   | (5,142)                           | (3,441) |
| Securities held to maturity   | (1,778)                           | (687)   |
| Loans   | (177)                             | (363)   |
| Net change in   |                                   |         |
| Federal funds sold and resale agreements  | (674)                             | 246     |
| Interest-earning deposits with banks  | (2,166)                           | 1,067   |
| Loans   | (2,359)                           | (1,530) |
| Other   | (177)                             | 119     |
| Net cash provided (used) by investing activities  | (5,639)                           | (908)   |

(continued on following page)

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| Unaudited  | Three months<br>ended<br>March 31 |              |
|--|-----------------------------------|--------------|
| In millions  | 2017                              | 2016         |
| <b>Financing Activities</b>                                  |                                   |              |
| Net change in  |                                   |              |
| Noninterest-bearing deposits                                 | \$ (944)                          | \$ (877)     |
| Interest-bearing deposits                                    | 4,530                             | 2,641        |
| Federal funds purchased and repurchase agreements            | 8                                 | 718          |
| Other borrowed funds   | 795                               | 128          |
| Sales/issuances  |                                   |              |
| Federal Home Loan Bank borrowings                            | 4,500                             |              |
| Bank notes and senior debt                                   | 1,820                             | 997          |
| Other borrowed funds   | 26                                | 80           |
| Common and treasury stock                                    | 60                                | 18           |
| Repayments/maturities  |                                   |              |
| Federal Home Loan Bank borrowings                            | (2,500)                           | (1,050)      |
| Bank notes and senior debt                                   | (1,000)                           | (997)        |
| Subordinated debt  | (1,100)                           | 18           |
| Other borrowed funds   | (19)                              | (373)        |
| Redemption of noncontrolling interests                       | (1,000)                           |              |
| Acquisition of treasury stock                                | (688)                             | (551)        |
| Preferred stock cash dividends paid                          | (63)                              | (64)         |
| Common stock cash dividends paid                             | (271)                             | (260)        |
| Net cash provided (used) by financing activities             | 4,154                             | 428          |
| <b>Net Increase (Decrease) In Cash And Due From Banks</b>    | <b>124</b>                        | <b>(204)</b> |
| Cash and due from banks at beginning of period               | 4,879                             | 4,065        |
| Cash and due from banks at end of period                     | \$ 5,003                          | \$ 3,861     |
| <b>Supplemental Disclosures</b>                              |                                   |              |
| Interest paid  | \$ 347                            | \$ 345       |
| Income taxes paid  | \$ 8                              | \$ 19        |
| Income taxes refunded  | \$ 9                              | \$ 33        |
| <b>Non-cash Investing and Financing Items</b>                |                                   |              |
| Transfer from loans to loans held for sale, net              | \$ 107                            | \$ 191       |
| Transfer from loans to foreclosed assets                     | \$ 57                             | \$ 81        |
| See accompanying Notes To Consolidated Financial Statements. |                                   |              |

The PNC Financial Services Group, Inc. *Form 10-Q* **41****CONSOLIDATED STATEMENT OF CASH FLOWS**

THE PNC FINANCIAL SERVICES GROUP, INC.

(continued from previous page)

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

THE PNC FINANCIAL SERVICES GROUP, INC.

Unaudited

**BUSINESS**

The PNC Financial Services Group, Inc. (PNC) is one of the largest diversified financial services companies in the United States and is headquartered in Pittsburgh, Pennsylvania.

We have businesses engaged in retail banking, including residential mortgage, corporate and institutional banking and asset management, providing many of our products and services nationally. Our primary geographic markets are located in Pennsylvania, Ohio, New Jersey, Michigan, Illinois, Maryland, Indiana, Florida, North Carolina, Kentucky, Washington, D.C., Delaware, Virginia, Georgia, Alabama, Missouri, Wisconsin and South Carolina. We also provide certain products and services internationally.

**NOTE 1 ACCOUNTING POLICIES**

**Basis of Financial Statement Presentation**

Our consolidated financial statements include the accounts of the parent company and its subsidiaries, most of which are wholly-owned, certain partnership interests and variable interest entities.

We prepared these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America (GAAP). We have eliminated intercompany accounts and transactions. We have also reclassified certain prior year amounts to conform to the 2017 presentation, which did not have a material impact on our consolidated financial condition or results of operations.

In our opinion, the unaudited interim consolidated financial statements reflect all normal, recurring adjustments needed to present fairly our results for the interim periods. The results of operations for interim periods are not necessarily indicative of the results that may be expected for the full year or any other interim period.

We have also considered the impact of subsequent events on these consolidated financial statements.

When preparing these unaudited interim consolidated financial statements, we have assumed that you have read the audited consolidated financial statements included in our 2016 Annual Report on Form 10-K. Reference is made to Note 1 Accounting Policies in the 2016 Form 10-K for a detailed

description of significant accounting policies. There have been no significant changes to our accounting policies as disclosed in the 2016 Annual Report on Form 10-K. These interim consolidated financial statements serve to update the 2016 Form 10-K and may not include all information and notes necessary to constitute a complete set of financial statements.

**Use of Estimates**

We prepared these consolidated financial statements using financial information available at the time of preparation, which requires us to make estimates and assumptions that affect the amounts reported. Our most significant estimates pertain to our fair value measurements and allowances for loan and lease losses and unfunded loan commitments and letters of credit. Actual results may differ from the estimates and the differences may be material to the consolidated financial statements.

### **Recently Adopted Accounting Standards**

We did not adopt any new accounting standards that had a significant impact during the first quarter of 2017.

### **NOTE 2 LOAN SALE AND SERVICING ACTIVITIES AND VARIABLE INTEREST ENTITIES**

#### **Loan Sale and Servicing Activities**

As more fully described in Note 2 Loan Sale and Servicing Activities and Variable Interest Entities in our 2016 Form 10-K, we have transferred residential and commercial mortgage loans in securitization or sales transactions in which we have continuing involvement. Our continuing involvement generally consists of servicing, repurchasing previously transferred loans under certain conditions and loss share arrangements, and, in limited circumstances, holding of mortgage-backed securities issued by the securitization special purpose entities (SPEs).

We earn servicing and other ancillary fees for our role as servicer and, depending on the contractual terms of the servicing arrangement, we can be terminated as servicer with or without cause. At the consummation date of each type of loan transfer where we retain the servicing, we recognize a servicing right at fair value. See Note 7 Goodwill and Mortgage Servicing Rights for information on our servicing rights, including the carrying value of servicing assets.

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The following table provides cash flows associated with our loan sale and servicing activities:

**Table 31: Cash Flows Associated with Loan Sale and Servicing Activities**

| In millions   | Residential<br>Mortgages | Commercial<br>Mortgages (a) |
|---|--------------------------|-----------------------------|
| <b>CASH FLOWS Three months ended March 31, 2017</b> |                          |                             |
| Sales of loans (b)                                  | \$ 1,594                 | \$ 1,617                    |
| Repurchases of previously transferred loans (c)     | \$ 131                   |                             |
| Servicing fees (d)                                  | \$ 94                    | \$ 33                       |
| Servicing advances recovered/(funded), net          | \$ 42                    | \$ 31                       |
| Cash flows on mortgage-backed securities held (e)   | \$ 349                   | \$ 129                      |
| <b>CASH FLOWS Three months ended March 31, 2016</b> |                          |                             |
| Sales of loans (b)                                  | \$ 1,438                 | \$ 650                      |
| Repurchases of previously transferred loans (c)     | \$ 160                   |                             |
| Servicing fees (d)                                  | \$ 93                    | \$ 30                       |
| Servicing advances recovered/(funded), net          | \$ 28                    | \$ 31                       |
| Cash flows on mortgage-backed securities held (e)   | \$ 352                   | \$ 105                      |

(a) Represents cash flow information associated with both commercial mortgage loan transfer and servicing activities.

(b) Gains/losses recognized on sales of loans were insignificant.

(c) Includes residential mortgage government insured or guaranteed loans eligible for repurchase through the exercise of our removal of account provision option, and loans repurchased due to alleged breaches of origination covenants or representations and warranties made to purchasers.

(d) Includes contractually specified servicing fees, late charges and ancillary fees.

(e) Represents cash flows on securities we hold issued by a securitization SPE in which we transferred to and/or services loans. The carrying values of such securities held were \$6.9 billion in residential mortgage-backed securities and \$.7 billion in commercial mortgage-backed securities at March 31, 2017 and \$6.6 billion in residential mortgage-backed securities and \$1.2 billion in commercial mortgage-backed securities at March 31, 2016. Additionally, at December 31, 2016, the carrying values of such securities held were \$6.9 billion in residential mortgage-backed securities and \$.9 billion in commercial mortgage-backed securities.

Table 32 presents information about the principal balances of transferred loans that we service and are not recorded on our Consolidated Balance Sheet. We would only experience a loss on these transferred loans if we were required to repurchase a loan due to a breach in representations and warranties or a loss sharing arrangement associated with our continuing involvement with these loans.

**Table 32: Principal Balance, Delinquent Loans and Net Charge-offs Related to Serviced Loans For Others**

| In millions              | Residential<br>Mortgages | Commercial<br>Mortgages (a) |
|--------------------------|--------------------------|-----------------------------|
| <b>March 31, 2017</b>    |                          |                             |
| Total principal balance  | \$ 64,825                | \$ 45,043                   |
| Delinquent loans (b)     | \$ 1,248                 | \$ 1,148                    |
| <b>December 31, 2016</b> |                          |                             |
| Total principal balance  | \$ 66,081                | \$ 45,855                   |



|  |    |       |    |     |
|--|----|-------|----|-----|
| Delinquent loans (b)                     | \$ | 1,422 | \$ | 941 |
| <b>Three months ended March 31, 2017</b> |    |       |    |     |
| Net charge-offs (c)                      | \$ | 25    | \$ | 355 |
| <b>Three months ended March 31, 2016</b> |    |       |    |     |
| Net charge-offs (c)                      | \$ | 26    | \$ | 912 |

(a) Represents information at the securitization level in which we have sold loans and we are the servicer for the securitization.

(b) Serviced delinquent loans are 90 days or more past due or are in process of foreclosure.

(c) Net charge-offs for Residential mortgages represent credit losses less recoveries distributed and as reported to investors during the period. Net charge-offs for Commercial mortgages represent credit losses less recoveries distributed and as reported by the trustee for commercial mortgage backed securitizations. Realized losses for Agency securitizations are not reflected as we do not manage the underlying real estate upon foreclosure and, as such, do not have access to loss information.

#### **Variable Interest Entities (VIEs)**

As discussed in Note 2 Loan Sale and Servicing Activities and Variable Interest Entities in our 2016 Form 10-K, we are involved with various entities in the normal course of business that are deemed to be VIEs.

The following table provides a summary of non-consolidated VIEs with which we have significant continuing involvement but are not the primary beneficiary. We do not consider our continuing involvement to be significant when it relates to a VIE where we only invest in securities issued by the VIE and were not involved in the design of the VIE or where no transfers have occurred between us and the VIE. We have excluded certain transactions with non-consolidated VIEs from the balances presented in Table 33 where we have determined that our continuing involvement is not significant. In addition, where we only have lending arrangements in the normal course of business with entities that could be VIEs, we have excluded these transactions with non-consolidated entities from the balances presented in Table 33. These loans are included as part of the asset quality disclosures that we make in Note 3 Asset Quality.

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| In millions                         | PNC Risk<br>of Loss (a) | Carrying<br>Value of<br>Assets<br>Owned by PNC | Carrying<br>Value of<br>Liabilities<br>Owned by PNC |
|-------------------------------------|-------------------------|--|---|
| <b>March 31, 2017</b>               |                         |  |   |
| Mortgage-Backed Securitizations (b) | \$ 7,771                | \$ 7,771 (c)                                   |   |
| Tax Credit Investments and Other    | 3,194                   | 3,173 (d)                                      | \$ 865 (e)  |
| Total                               | \$ 10,965               | \$ 10,944                                      | \$ 865  |
| <b>December 31, 2016</b>            |                         |  |   |
| Mortgage-Backed Securitizations (b) | \$ 8,003                | \$ 8,003 (c)                                   |   |
| Tax Credit Investments and Other    | 3,083                   | 3,043 (d)                                      | \$ 823 (e)  |
| Total                               | \$ 11,086               | \$ 11,046                                      | \$ 823  |

(a) This represents loans, investments and other assets related to non-consolidated VIEs, net of collateral (if applicable).

(b) Amounts reflect involvement with securitization SPEs where we transferred to and/or services loans for an SPE and we hold securities issued by that SPE. Values disclosed in the PNC Risk of Loss column represent our maximum exposure to loss for those securities holdings.

(c) Included in Investment securities and Other assets on our Consolidated Balance Sheet.

(d) Included in Investment securities, Loans, Equity investments and Other assets on our Consolidated Balance Sheet.

(e) Included in Deposits and Other liabilities on our Consolidated Balance Sheet.

We make certain equity investments in various tax credit limited partnerships or limited liability companies (LLCs). The purpose of these investments is to achieve a satisfactory return on capital and to assist us in achieving goals associated with the Community Reinvestment Act. During the three months ended March 31, 2017, we recognized \$.1 billion of amortization, \$.1 billion of tax credits and \$21 million of other tax benefits associated with qualified investments in low income housing tax credits within Income taxes.

**NOTE 3 ASSET QUALITY**

We closely monitor economic conditions and loan performance trends to manage and evaluate our exposure to credit risk. Trends in delinquency rates may be a key indicator, among other considerations, of credit risk within the loan portfolios. The measurement of delinquency status is based on the contractual terms of each loan. Loans that are 30 days or more past due in terms of payment are considered delinquent. Loan delinquencies exclude loans held for sale, purchased impaired loans, nonperforming loans and loans accounted for under the fair value option which are on nonaccrual status, but include government insured or guaranteed loans and accruing loans accounted for under the fair value option.

Nonperforming assets include nonperforming loans and leases, OREO, foreclosed and other assets. Nonperforming loans are those loans accounted for at amortized cost whose credit quality has deteriorated to the extent that full collection of contractual principal and interest is not probable. Interest income is not recognized on these loans. Loans accounted for under the fair value option are reported as performing loans as these loans are accounted for at fair value. However, when nonaccrual criteria is met, interest income is not recognized on these loans. Additionally, certain government insured or guaranteed loans for which we expect to collect substantially all principal and interest are not reported as nonperforming loans and continue to accrue interest. Purchased impaired loans are excluded from nonperforming loans as we are currently accreting interest income over the expected life of the loans.

See Note 1 Accounting Policies in our 2016 Form 10-K for additional information on our loan related policies.

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The following tables display the delinquency status of our loans and our nonperforming assets at March 31, 2017 and December 31, 2016, respectively.

**Table 34: Analysis of Loan Portfolio (a)**

| Dollars in millions       | Accruing                              |                     |                     |                          | Total Past Due | Nonperforming Loans (b) | Fair Value Option Nonaccrual Loans (c) | Purchased Impaired Loans | Total Loans (d) |
|---------------------------|---------------------------------------|---------------------|---------------------|--------------------------|----------------|-------------------------|--|--------------------------|-----------------|
|                           | Current or Less Than 30 Days Past Due | 30-59 Days Past Due | 60-89 Days Past Due | 90 Days Or More Past Due |                |                         |  |                          |                 |
| March 31, 2017            |                                       |                     |                     |                          |                |                         |  |                          |                 |
| Commercial Lending        |                                       |                     |                     |                          |                |                         |  |                          |                 |
| Commercial                | \$ 103,217                            | \$ 62               | \$ 29               | \$ 40                    | \$ 131         | \$ 400                  |  | \$ 17                    | \$ 103,765      |
| Commercial real estate    | 29,212                                | 15                  | 6                   |                          | 21             | 137                     |  | 65                       | 29,435          |
| Equipment lease financing | 7,431                                 | 19                  |                     |                          | 19             | 12                      |  |                          | 7,462           |
| Total commercial lending  | 139,860                               | 96                  | 35                  | 40                       | 171            | 549                     |  | 82                       | 140,662         |
| Consumer Lending          |                                       |                     |                     |                          |                |                         |  |                          |                 |
| Home equity               | 27,541                                | 57                  | 23                  |                          | 80             | 900                     |  | 1,056                    | 29,577          |
| Residential real estate   | 12,787                                | 122                 | 77                  | 432                      | 631 (b)        | 473                     | \$ 217                                 | 1,673                    | 15,781          |
| Credit card               | 5,018                                 | 32                  | 21                  | 37                       | 90             | 4                       |  |                          | 5,112           |
| Other consumer            |                                       |                     |                     |                          |                |                         |  |                          |                 |
| Automobile                | 12,226                                | 35                  | 10                  | 5                        | 50             | 61                      |  |                          | 12,337          |
| Education and other       | 8,984                                 | 116                 | 61                  | 185                      | 362 (b)        | 11                      |  |                          | 9,357           |
| Total consumer lending    | 66,556                                | 362                 | 192                 | 659                      | 1,213          | 1,449                   | 217                                    | 2,729                    | 72,164          |
| Total                     | \$ 206,416                            | \$ 458              | \$ 227              | \$ 699                   | \$ 1,384       | \$ 1,998                | \$ 217                                 | \$ 2,811                 | \$ 212,826      |
| Percentage of total loans | 96.99%                                | .22%                | .11%                | .33%                     | .65%           | .94%                    | .10%                                   | 1.32%                    | 100.00%         |
| December 31, 2016         |                                       |                     |                     |                          |                |                         |  |                          |                 |
| Commercial Lending        |                                       |                     |                     |                          |                |                         |  |                          |                 |
| Commercial                | \$ 100,710                            | \$ 81               | \$ 20               | \$ 39                    | \$ 140         | \$ 496                  |  | \$ 18                    | \$ 101,364      |

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|                           |            |        |        |        |          |          |        |          |            |
|---------------------------|------------|--------|--------|--------|----------|----------|--------|----------|------------|
| Commercial real estate    | 28,769     | 5      | 2      |        | 7        | 143      |        | 91       | 29,010     |
| Equipment lease financing | 7,535      | 29     | 1      |        | 30       | 16       |        |          | 7,581      |
| Total commercial lending  | 137,014    | 115    | 23     | 39     | 177      | 655      |        | 109      | 137,955    |
| Consumer Lending          |            |        |        |        |          |          |        |          |            |
| Home equity               | 27,820     | 64     | 30     |        | 94       | 914      |        | 1,121    | 29,949     |
| Residential real estate   | 12,425     | 159    | 68     | 500    | 727 (b)  | 501      | \$ 219 | 1,726    | 15,598     |
| Credit card               | 5,187      | 33     | 21     | 37     | 91       | 4        |        |          | 5,282      |
| Other consumer            |            |        |        |        |          |          |        |          |            |
| Automobile                | 12,257     | 51     | 12     | 5      | 68       | 55       |        |          | 12,380     |
| Education and other       | 9,235      | 140    | 78     | 201    | 419 (b)  | 15       |        |          | 9,669      |
| Total consumer lending    | 66,924     | 447    | 209    | 743    | 1,399    | 1,489    | 219    | 2,847    | 72,878     |
| Total                     | \$ 203,938 | \$ 562 | \$ 232 | \$ 782 | \$ 1,576 | \$ 2,144 | \$ 219 | \$ 2,956 | \$ 210,833 |
| Percentage of total loans | 96.73%     | .27%   | .11%   | .37%   | .75%     | 1.02%    | .10%   | 1.40%    | 100.00%    |

- (a) Amounts in table represent recorded investment and exclude loans held for sale. Recorded investment in a loan includes the unpaid principal balance plus accrued interest and net accounting adjustments, less any charge-offs. Recorded investment does not include any associated valuation allowance.
- (b) Past due loan amounts exclude purchased impaired loans, even if contractually past due (or if we do not expect to receive payment in full based on the original contractual terms), as we are currently accreting interest income over the expected life of the loans. Past due loan amounts include government insured or guaranteed Residential real estate mortgages totaling \$.6 billion and \$.6 billion and Education and other consumer loans totaling \$.3 billion and \$.4 billion at March 31, 2017 and December 31, 2016, respectively.
- (c) Consumer loans accounted for under the fair value option for which we do not expect to collect substantially all principal and interest are subject to nonaccrual accounting and classification upon meeting any of our nonaccrual policies. Given that these loans are not accounted for at amortized cost, these loans have been excluded from the nonperforming loan population.
- (d) Net of unearned income, net deferred loan fees, unamortized discounts and premiums, and purchase discounts and premiums totaling \$1.2 billion and \$1.3 billion at March 31, 2017 and December 31, 2016, respectively.

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At March 31, 2017, we pledged \$21.6 billion of commercial loans to the Federal Reserve Bank (FRB) and \$61.1 billion of residential real estate and other loans to the Federal Home Loan Bank (FHLB) as collateral for the contingent ability to borrow, if necessary. The comparable amounts at December 31, 2016 were \$22.0 billion and \$60.8 billion, respectively.

**Table 35: Nonperforming Assets**

| Dollars in millions  | March 31<br>2017 | December 31<br>2016 |
|--|------------------|---------------------|
| <b>Nonperforming loans</b>   |                  |                     |
| Total commercial lending   | \$ 549           | \$ 655              |
| Total consumer lending (a)   | 1,449            | 1,489               |
| Total nonperforming loans (b)  | 1,998            | 2,144               |
| OREO, foreclosed and other assets                                      | 214              | 230                 |
| Total nonperforming assets   | \$ 2,212         | \$ 2,374            |
| Nonperforming loans to total loans                                     | .94%             | 1.02%               |
| Nonperforming assets to total loans, OREO, foreclosed and other assets | 1.04%            | 1.12%               |
| Nonperforming assets to total assets                                   | .60%             | .65%                |

(a) Excludes most consumer loans and lines of credit, not secured by residential real estate, which are charged off after 120 to 180 days past due and are not placed on nonperforming status.

(b) The recorded investment of loans collateralized by residential real estate property that are in process of foreclosure was \$.4 billion at both March 31, 2017 and December 31, 2016, which included \$.2 billion of loans that are government insured/guaranteed.

Nonperforming loans also include certain loans whose terms have been restructured in a manner that grants a concession to a borrower experiencing financial difficulties. In accordance with applicable accounting guidance, these loans are considered TDRs. See Note 1 Accounting Policies in our 2016 Form 10-K and the TDR section of this Note 3.

Total nonperforming loans in Table 35 include TDRs of \$1.0 billion and \$1.1 billion at March 31, 2017 and December 31, 2016, respectively. TDRs that are performing, including consumer credit card TDR loans, totaled \$1.1 billion at both March 31, 2017 and December 31, 2016 and are excluded from nonperforming loans. Nonperforming TDRs are returned to accrual status and classified as performing after demonstrating a period of at least six months of consecutive performance under the restructured terms. Loans where borrowers have been discharged from personal liability through Chapter 7 bankruptcy and have not formally reaffirmed their loan obligations to us and loans to borrowers not currently obligated to make both principal and interest payments under the restructured terms are not returned to accrual status. See the TDRs section of this Note 3 for more information on TDRs.

**Additional Asset Quality Indicators**

We have two overall portfolio segments – Commercial Lending and Consumer Lending. Each of these two segments comprises multiple loan classes. Classes are characterized by similarities in initial measurement, risk attributes and the manner in which we monitor and assess credit risk. The Commercial Lending segment is composed of the commercial, commercial real estate and equipment lease financing loan classes. The Consumer Lending segment is composed of the home equity, residential real estate, credit card and other consumer loan classes.

**Commercial Lending Asset Classes**

The following table presents asset quality indicators for the Commercial Lending asset classes. See Note 3 Asset Quality in our 2016 Form 10-K for additional information related to our Commercial Lending asset classes, including discussion around the asset quality indicators that we use to monitor and manage the credit risk associated with each loan class.

**Table 36: Commercial Lending Asset Quality Indicators (a)**

| In millions                     | Criticized Commercial Loans |                        |                 |               | Total<br>Loans    |
|---------------------------------|-----------------------------|------------------------|-----------------|---------------|-------------------|
|                                 | Pass<br>Rate                | Special<br>Mention (b) | Substandard (c) | Doubtful (d)  |                   |
| <b>March 31, 2017</b>           |                             |                        |                 |               |                   |
| Commercial                      | \$ 98,379                   | \$ 1,894               | \$ 3,367        | \$ 125        | \$ 103,765        |
| Commercial real estate          | 28,983                      | 122                    | 309             | 21            | 29,435            |
| Equipment lease financing       | 7,294                       | 70                     | 92              | 6             | 7,462             |
| <b>Total commercial lending</b> | <b>\$ 134,656</b>           | <b>\$ 2,086</b>        | <b>\$ 3,768</b> | <b>\$ 152</b> | <b>\$ 140,662</b> |
| <b>December 31, 2016</b>        |                             |                        |                 |               |                   |
| Commercial                      | \$ 96,231                   | \$ 1,612               | \$ 3,449        | \$ 72         | \$ 101,364        |
| Commercial real estate          | 28,561                      | 98                     | 327             | 24            | 29,010            |
| Equipment lease financing       | 7,395                       | 89                     | 91              | 6             | 7,581             |
| <b>Total commercial lending</b> | <b>\$ 132,187</b>           | <b>\$ 1,799</b>        | <b>\$ 3,867</b> | <b>\$ 102</b> | <b>\$ 137,955</b> |

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- (a) Loans are classified as Pass, Special Mention, Substandard and Doubtful based on the Regulatory Classification definitions. We use PDs and LGDs to rate commercial loans and apply a split rating classification to certain loans meeting threshold criteria. By assigning a split classification, a loan's exposure amount may be split into more than one classification category in this table.
- (b) Special Mention rated loans have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of repayment prospects at some future date. These loans do not expose us to sufficient risk to warrant a more adverse classification at the reporting date.
- (c) Substandard rated loans have a well-defined weakness or weaknesses that jeopardize the collection or liquidation of debt. They are characterized by the distinct possibility that we will sustain some loss if the deficiencies are not corrected.
- (d) Doubtful rated loans possess all the inherent weaknesses of a Substandard loan with the additional characteristics that the weakness makes collection or liquidation in full improbable due to existing facts, conditions and values.

**Consumer Lending Asset Classes**

See Note 3 Asset Quality in our 2016 Form 10-K for additional information related to our Consumer Lending asset classes, including discussion around the asset quality indicators that we use to monitor and manage the credit risk associated with each loan class.

**Home Equity and Residential Real Estate Loan Classes**

The following table presents asset quality indicators for home equity and residential real estate balances, excluding consumer purchased impaired loans of \$2.7 billion and \$2.8 billion at March 31, 2017 and December 31, 2016, respectively, and government insured or guaranteed residential real estate mortgages of \$.8 billion at both March 31, 2017 and December 31, 2016.

**Table 37: Asset Quality Indicators for Home Equity and Residential Real Estate Loans Excluding Purchased Impaired and Government Insured or Guaranteed Loans (a)**

| March 31, 2017 in millions   | Home Equity |           |                         | Total  |
|--|-------------|-----------|-------------------------|--------|
|  | 1st Liens   | 2nd Liens | Residential Real Estate |        |
| Current estimated LTV ratios   |             |           |                         |        |
| Greater than or equal to 125% and updated FICO scores:                   |             |           |                         |        |
| Greater than 660   | \$ 149      | \$ 576    | \$ 146                  | \$ 871 |
| Less than or equal to 660 (b)  | 25          | 101       | 33                      | 159    |
| Missing FICO   | 1           | 9         | 3                       | 13     |
| Greater than or equal to 100% to less than 125% and updated FICO scores: |             |           |                         |        |
| Greater than 660   | 360         | 1,112     | 320                     | 1,792  |
| Less than or equal to 660 (b)  | 67          | 200       | 81                      | 348    |
| Missing FICO   | 3           | 10        | 5                       | 18     |
| Greater than or equal to 90% to less than 100% and updated FICO scores:  |             |           |                         |        |
| Greater than 660   | 430         | 1,047     | 431                     | 1,908  |
| Less than or equal to 660  | 69          | 161       | 75                      | 305    |
| Missing FICO   | 2           | 8         | 6                       | 16     |



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Less than 90% and updated FICO scores:

|  |           |           |           |           |
|--|-----------|-----------|-----------|-----------|
| Greater than 660   | 14,150    | 7,815     | 11,499    | 33,464    |
| Less than or equal to 660  | 1,323     | 808       | 597       | 2,728     |
| Missing FICO   | 42        | 54        | 90        | 186       |
| Total home equity and residential real estate loans<br>(continued on following page) | \$ 16,621 | \$ 11,901 | \$ 13,286 | \$ 41,808 |

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| December 31, 2016 in millions   | Home Equity |           |                         | Total     |
|---|-------------|-----------|-------------------------|-----------|
|   | 1st Liens   | 2nd Liens | Residential Real Estate |           |
| <b>Current estimated LTV ratios</b>   |             |           |                         |           |
| <b>Greater than or equal to 125% and updated FICO scores:</b>                   |             |           |                         |           |
| Greater than 660  | \$ 161      | \$ 629    | \$ 174                  | \$ 964    |
| Less than or equal to 660 (b)   | 32          | 110       | 35                      | 177       |
| Missing FICO  | 1           | 9         | 2                       | 12        |
| <b>Greater than or equal to 100% to less than 125% and updated FICO scores:</b> |             |           |                         |           |
| Greater than 660  | 394         | 1,190     | 345                     | 1,929     |
| Less than or equal to 660 (b)   | 66          | 211       | 76                      | 353       |
| Missing FICO  | 3           | 10        | 7                       | 20        |
| <b>Greater than or equal to 90% to less than 100% and updated FICO scores:</b>  |             |           |                         |           |
| Greater than 660  | 453         | 1,100     | 463                     | 2,016     |
| Less than or equal to 660   | 77          | 171       | 78                      | 326       |
| Missing FICO  | 1           | 8         | 6                       | 15        |
| <b>Less than 90% and updated FICO scores:</b>                                   |             |           |                         |           |
| Greater than 660  | 14,047      | 7,913     | 11,153                  | 33,113    |
| Less than or equal to 660   | 1,323       | 822       | 586                     | 2,731     |
| Missing FICO  | 42          | 55        | 102                     | 199       |
| <b>Missing LTV and updated FICO scores:</b>                                     |             |           |                         |           |
| Greater than 660  |             |           | 1                       | 1         |
| Total home equity and residential real estate loans                             | \$ 16,600   | \$ 12,228 | \$ 13,028               | \$ 41,856 |

(a) Amounts shown represent recorded investment.

(b) Higher risk loans are defined as loans with both an updated FICO score of less than or equal to 660 and an updated LTV greater than or equal to 100%. The following states had the highest percentage of higher risk loans at March 31, 2017: New Jersey 16%, Pennsylvania 13%, Illinois 12%, Ohio 9%, Maryland 8%, Florida 6%, Michigan 5% and North Carolina 5%. The remainder of the states had lower than 4% of the higher risk loans individually, and collectively they represent approximately 26% of the higher risk loans. The following states had the highest percentage of higher risk loans at December 31, 2016: New Jersey 16%, Pennsylvania 14%, Illinois 12%, Ohio 10%, Florida 7%, Maryland 6%, Michigan 4% and North Carolina 4%. The remainder of the states had lower than 4% of the high risk loans individually, and collectively they represent approximately 27% of the higher risk loans.

**Credit Card and Other Consumer Loan Classes**

The following table presents asset quality indicators for the credit card and other consumer loan classes.

**Table 38: Credit Card and Other Consumer Loan Classes Asset Quality Indicators**

|             |                    |
|-------------|--------------------|
| Credit Card | Other Consumer (a) |
|-------------|--------------------|

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| Dollars in millions                                    | Amount   | % of Total Loans<br>Using FICO<br>Credit<br>Metric | Amount    | % of Total Loans<br>Using FICO<br>Credit<br>Metric |
|--|----------|--|-----------|--|
| <b>March 31, 2017</b>                                  |          |  |           |  |
| FICO score greater than 719                            | \$ 3,071 | 60%  | \$ 10,062 | 64%  |
| 650 to 719   | 1,448    | 28   | 4,025     | 26   |
| 620 to 649   | 219      | 4  | 596       | 4  |
| Less than 620  | 239      | 5  | 674       | 4  |
| No FICO score available or required (b)                | 135      | 3  | 390       | 2  |
| Total loans using FICO credit metric                   | 5,112    | 100%   | 15,747    | 100%   |
| Consumer loans using other internal credit metrics (a) |          |  | 5,947     |  |
| Total loan balance                                     | \$ 5,112 |  | \$ 21,694 |  |
| Weighted-average updated FICO score (b)                |          | 734  |           | 742  |
| <b>December 31, 2016</b>                               |          |  |           |  |
| FICO score greater than 719                            | \$ 3,244 | 61%  | \$ 10,247 | 65%  |
| 650 to 719   | 1,466    | 28   | 3,873     | 25   |
| 620 to 649   | 215      | 4  | 552       | 3  |
| Less than 620  | 229      | 4  | 632       | 4  |
| No FICO score available or required (b)                | 128      | 3  | 489       | 3  |
| Total loans using FICO credit metric                   | 5,282    | 100%   | 15,793    | 100%   |
| Consumer loans using other internal credit metrics (a) |          |  | 6,256     |  |
| Total loan balance                                     | \$ 5,282 |  | \$ 22,049 |  |
| Weighted-average updated FICO score (b)                |          | 736  |           | 744  |

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- (a) We use updated FICO scores as an asset quality indicator for non-government guaranteed or insured education loans, automobile loans and other secured and unsecured lines and loans. We use internal credit metrics, such as delinquency status, geography or other factors, as an asset quality indicator for government guaranteed or insured education loans and consumer loans to high net worth individuals, as internal credit metrics are more relevant than FICO scores for these types of loans.
- (b) Credit card loans and other consumer loans with no FICO score available or required generally refers to new accounts issued to borrowers with limited credit history, accounts for which we cannot obtain an updated FICO score (e.g., recent profile changes), cards issued with a business name and/or cards secured by collateral. Management proactively assesses the risk and size of this loan portfolio and, when necessary, takes actions to mitigate the credit risk. Weighted-average updated FICO score excludes accounts with no FICO score available or required.

**Troubled Debt Restructurings (TDRs)**

Table 39 quantifies the number of loans that were classified as TDRs as well as the change in the loans recorded investment as a result of becoming a TDR during the three months ended March 31, 2017 and March 31, 2016. Additionally, the table provides information about the types of TDR concessions. See Note 3 Asset Quality in our 2016 Form 10-K for additional discussion of TDRs.

**Table 39: Financial Impact and TDRs by Concession Type (a)**

|  | Pre-TDR         |                         | Post-TDR Recorded Investment (c) |                |       |       |
|--|-----------------|-------------------------|----------------------------------|----------------|-------|-------|
|  | Number of Loans | Recorded Investment (b) | Principal Reduction              | Rate Reduction | Other | Total |
| During the three months ended March 31, 2017 |                 |                         |                                  |                |       |       |
| Dollars in millions                          |                 |                         |                                  |                |       |       |
| Total commercial lending                     | 49              | \$ 35                   | \$ 4                             | \$ 6           | \$ 5  | \$ 15 |
| Total consumer lending                       | 2,899           | 73                      |                                  | 37             | 31    | 68    |
| Total TDRs                                   | 2,948           | \$ 108                  | \$ 4                             | \$ 43          | \$ 36 | \$ 83 |

During the three months ended March 31, 2016

|                          |       |        |  |       |        |        |
|--------------------------|-------|--------|--|-------|--------|--------|
| Dollars in millions      |       |        |  |       |        |        |
| Total commercial lending | 42    | \$ 168 |  | \$ 10 | \$ 142 | \$ 152 |
| Total consumer lending   | 2,965 | 68     |  | 44    | 20     | 64     |
| Total TDRs               | 3,007 | \$ 236 |  | \$ 54 | \$ 162 | \$ 216 |

(a) Impact of partial charge-offs at TDR date are included in this table.

(b) Represents the recorded investment of the loans as of the quarter end prior to TDR designation, and excludes immaterial amounts of accrued interest receivable.

(c) Represents the recorded investment of the TDRs as of the end of the quarter in which the TDR occurs, and excludes immaterial amounts of accrued interest receivable.

After a loan is determined to be a TDR, we continue to track its performance under its most recent restructured terms. We consider a TDR to have subsequently defaulted when it becomes 60 days past due after the most recent date the loan was restructured. The recorded investment of loans that were both (i) classified as TDRs or were subsequently modified during each 12-month period preceding January 1, 2017 and January 1, 2016, respectively, and (ii) subsequently defaulted during the three months ended March 31, 2017 and March 31, 2016 totaled \$32 million and \$27 million, respectively.



**Table of Contents****Impaired Loans**

Impaired loans include commercial and consumer nonperforming loans and TDRs, regardless of nonperforming status. TDRs that were previously recorded at amortized cost and are now classified and accounted for as held for sale are also included. Excluded from impaired loans are nonperforming leases, loans accounted for as held for sale other than the TDRs described in the preceding sentence, loans accounted for under the fair value option, smaller balance homogeneous type loans and purchased impaired loans. We did not recognize any interest income on impaired loans that have not returned to performing status, while they were impaired during the three months ended March 31, 2017 and March 31, 2016. The following table provides further detail on impaired loans individually evaluated for impairment and the associated ALLL. Certain commercial and consumer impaired loans do not have a related ALLL as the valuation of these impaired loans exceeded the recorded investment.

**Table 40: Impaired Loans**

| In millions  | Unpaid<br>Principal<br>Balance | Recorded<br>Investment | Associated<br>Allowance | Average<br>Recorded<br>Investment (a) |
|--|--------------------------------|------------------------|-------------------------|---------------------------------------|
| <b>March 31, 2017</b>  |                                |                        |                         |                                       |
| <b><u>Impaired loans with an associated allowance</u></b>    |                                |                        |                         |                                       |
| Total commercial lending                                     | \$ 613                         | \$ 372                 | \$ 90                   | \$ 425                                |
| Total consumer lending                                       | 1,236                          | 1,178                  | 215                     | 1,181                                 |
| Total impaired loans with an associated allowance            | \$ 1,849                       | \$ 1,550               | \$ 305                  | \$ 1,606                              |
| <b><u>Impaired loans without an associated allowance</u></b> |                                |                        |                         |                                       |
| Total commercial lending                                     | \$ 617                         | \$ 345                 |                         | \$ 333                                |
| Total consumer lending                                       | 957                            | 586                    |                         | 598                                   |
| Total impaired loans without an associated allowance         | \$ 1,574                       | \$ 931                 |                         | \$ 931                                |
| Total impaired loans   | \$ 3,423                       | \$ 2,481               | \$ 305                  | \$ 2,537                              |
| <b>December 31, 2016</b>                                     |                                |                        |                         |                                       |
| <b><u>Impaired loans with an associated allowance</u></b>    |                                |                        |                         |                                       |
| Total commercial lending                                     | \$ 742                         | \$ 477                 | \$ 105                  | \$ 497                                |
| Total consumer lending                                       | 1,237                          | 1,185                  | 226                     | 1,255                                 |
| Total impaired loans with an associated allowance            | \$ 1,979                       | \$ 1,662               | \$ 331                  | \$ 1,752                              |
| <b><u>Impaired loans without an associated allowance</u></b> |                                |                        |                         |                                       |
| Total commercial lending                                     | \$ 447                         | \$ 322                 |                         | \$ 365                                |
| Total consumer lending                                       | 982                            | 608                    |                         | 604                                   |
| Total impaired loans without an associated allowance         | \$ 1,429                       | \$ 930                 |                         | \$ 969                                |
| Total impaired loans   | \$ 3,408                       | \$ 2,592               | \$ 331                  | \$ 2,721                              |

(a) Average recorded investment is for the three months ended March 31, 2017 and the year ended December 31, 2016, respectively.

**Table of Contents****NOTE 4 ALLOWANCE FOR LOAN AND LEASE LOSSES**

We maintain the ALLL at levels that we believe to be appropriate to absorb estimated probable credit losses incurred in the portfolios as of the balance sheet date. We use the two main portfolio segments – Commercial Lending and Consumer Lending, and develop and document the ALLL under separate methodologies for each of these portfolio segments. See Note 1 Accounting Policies in our 2016 Form 10-K for a description of the accounting policies for ALLL. A rollforward of the ALLL and associated loan data follows.

**Table 41: Rollforward of Allowance for Loan and Lease Losses and Associated Loan Data**

| In millions   | Commercial<br>Lending | Consumer<br>Lending | Total      |
|---|-----------------------|---------------------|------------|
| March 31, 2017  |                       |                     |            |
| <u>Allowance for Loan and Lease Losses</u>                                  |                       |                     |            |
| January 1   | \$ 1,534              | \$ 1,055            | \$ 2,589   |
| Charge-offs   | (55)                  | (143)               | (198)      |
| Recoveries  | 32                    | 48                  | 80         |
| Net charge-offs   | (23)                  | (95)                | (118)      |
| Provision for credit losses   | 23                    | 65                  | 88         |
| Net change in allowance for unfunded loan commitments and letters of credit | (5)                   | 1                   | (4)        |
| Other   | 1                     | 5                   | 6          |
| March 31  | \$ 1,530              | \$ 1,031            | \$ 2,561   |
| TDRs individually evaluated for impairment                                  | \$ 37                 | \$ 215              | \$ 252     |
| Other loans individually evaluated for impairment                           | 53                    |                     | 53         |
| Loans collectively evaluated for impairment                                 | 1,412                 | 526                 | 1,938      |
| Purchased impaired loans  | 28                    | 290                 | 318        |
| March 31  | \$ 1,530              | \$ 1,031            | \$ 2,561   |
| <u>Loan Portfolio</u>   |                       |                     |            |
| TDRs individually evaluated for impairment                                  | \$ 366                | \$ 1,764            | \$ 2,130   |
| Other loans individually evaluated for impairment                           | 351                   |                     | 351        |
| Loans collectively evaluated for impairment                                 | 139,863               | 66,797              | 206,660    |
| Fair value option loans (a)   |                       | 874                 | 874        |
| Purchased impaired loans  | 82                    | 2,729               | 2,811      |
| March 31  | \$ 140,662            | \$ 72,164           | \$ 212,826 |
| Portfolio segment ALLL as a percentage of total ALLL                        | 60%                   | 40%                 | 100%       |
| Ratio of the allowance for loan and lease losses to total loans             | 1.09%                 | 1.43%               | 1.20%      |
| March 31, 2016  |                       |                     |            |
| <u>Allowance for Loan and Lease Losses</u>                                  |                       |                     |            |
| January 1   | \$ 1,605              | \$ 1,122            | \$ 2,727   |
| Charge-offs   | (89)                  | (147)               | (236)      |
| Recoveries  | 46                    | 41                  | 87         |
| Net charge-offs   | (43)                  | (106)               | (149)      |
| Provision for credit losses   | 84                    | 68                  | 152        |
| Net change in allowance for unfunded loan commitments and letters of credit | (19)                  | (2)                 | (21)       |

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| Other   | 1          | 1         | 2          |
|---|------------|-----------|------------|
| March 31  | \$ 1,628   | \$ 1,083  | \$ 2,711   |
| TDRs individually evaluated for impairment                      | \$ 49      | \$ 261    | \$ 310     |
| Other loans individually evaluated for impairment               | 115        |           | 115        |
| Loans collectively evaluated for impairment                     | 1,414      | 560       | 1,974      |
| Purchased impaired loans  | 50         | 262       | 312        |
| March 31  | \$ 1,628   | \$ 1,083  | \$ 2,711   |
| <u>Loan Portfolio</u>   |            |           |            |
| TDRs individually evaluated for impairment                      | \$ 500     | \$ 1,891  | \$ 2,391   |
| Other loans individually evaluated for impairment               | 436        |           | 436        |
| Loans collectively evaluated for impairment                     | 134,045    | 66,338    | 200,383    |
| Fair value option loans (a)                                     |            | 895       | 895        |
| Purchased impaired loans  | 149        | 3,231     | 3,380      |
| March 31  | \$ 135,130 | \$ 72,355 | \$ 207,485 |
| Portfolio segment ALLL as a percentage of total ALLL            | 60%        | 40%       | 100%       |
| Ratio of the allowance for loan and lease losses to total loans | 1.20%      | 1.50%     | 1.31%      |

(a) Loans accounted for under the fair value option are not evaluated for impairment as these loans are accounted for at fair value. Accordingly, there is no allowance recorded on these loans.

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**Table of Contents****NOTE 5 INVESTMENT SECURITIES****Table 42: Investment Securities Summary**

|                                       | Amortized | Unrealized |          | Fair      |
|---------------------------------------|-----------|------------|----------|-----------|
| In millions                           | Cost      | Gains      | Losses   | Value     |
| March 31, 2017                        |           |            |          |           |
| <b>Securities Available for Sale</b>  |           |            |          |           |
| Debt securities                       |           |            |          |           |
| U.S. Treasury and government agencies | \$ 12,787 | \$ 185     | \$ (62)  | \$ 12,910 |
| Residential mortgage-backed           |           |            |          |           |
| Agency                                | 26,329    | 153        | (293)    | 26,189    |
| Non-agency                            | 3,011     | 236        | (44)     | 3,203     |
| Commercial mortgage-backed            |           |            |          |           |
| Agency                                | 2,037     | 4          | (35)     | 2,006     |
| Non-agency                            | 3,846     | 28         | (11)     | 3,863     |
| Asset-backed                          | 5,934     | 59         | (13)     | 5,980     |
| Other debt                            | 4,572     | 124        | (23)     | 4,673     |
| Total debt securities                 | 58,516    | 789        | (481)    | 58,824    |
| Corporate stocks and other            | 517       |            | (2)      | 515       |
| Total securities available for sale   | \$ 59,033 | \$ 789     | \$ (483) | \$ 59,339 |
| <b>Securities Held to Maturity</b>    |           |            |          |           |
| Debt securities                       |           |            |          |           |
| U.S. Treasury and government agencies | \$ 531    | \$ 36      | \$ (18)  | \$ 549    |
| Residential mortgage-backed           |           |            |          |           |
| Agency                                | 12,344    | 66         | (172)    | 12,238    |
| Non-agency                            | 185       | 6          |          | 191       |
| Commercial mortgage-backed            |           |            |          |           |
| Agency                                | 882       | 18         |          | 900       |
| Non-agency                            | 561       | 10         |          | 571       |
| Asset-backed                          | 552       | 1          | (1)      | 552       |
| Other debt                            | 2,038     | 92         | (21)     | 2,109     |
| Total securities held to maturity     | \$ 17,093 | \$ 229     | \$ (212) | \$ 17,110 |
| December 31, 2016                     |           |            |          |           |
| <b>Securities Available for Sale</b>  |           |            |          |           |
| Debt securities                       |           |            |          |           |
| U.S. Treasury and government agencies | \$ 13,100 | \$ 151     | \$ (77)  | \$ 13,174 |
| Residential mortgage-backed           |           |            |          |           |
| Agency                                | 26,245    | 170        | (287)    | 26,128    |
| Non-agency                            | 3,191     | 227        | (52)     | 3,366     |
| Commercial mortgage-backed            |           |            |          |           |
| Agency                                | 2,150     | 3          | (34)     | 2,119     |
| Non-agency                            | 4,023     | 29         | (27)     | 4,025     |
| Asset-backed                          | 5,938     | 52         | (22)     | 5,968     |
| Other debt                            | 4,656     | 104        | (37)     | 4,723     |

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|                                       |           |        |          |           |
|---------------------------------------|-----------|--------|----------|-----------|
| Total debt securities                 | 59,303    | 736    | (536)    | 59,503    |
| Corporate stocks and other            | 603       |        | (2)      | 601       |
| Total securities available for sale   | \$ 59,906 | \$ 736 | \$ (538) | \$ 60,104 |
| <b>Securities Held to Maturity</b>    |           |        |          |           |
| Debt securities                       |           |        |          |           |
| U.S. Treasury and government agencies | \$ 527    | \$ 35  | \$ (22)  | \$ 540    |
| Residential mortgage-backed           |           |        |          |           |
| Agency                                | 11,074    | 68     | (161)    | 10,981    |
| Non-agency                            | 191       | 7      |          | 198       |
| Commercial mortgage-backed            |           |        |          |           |
| Agency                                | 903       | 24     |          | 927       |
| Non-agency                            | 567       | 10     |          | 577       |
| Asset-backed                          | 558       |        | (2)      | 556       |
| Other debt                            | 2,023     | 76     | (12)     | 2,087     |
| Total securities held to maturity     | \$ 15,843 | \$ 220 | \$ (197) | \$ 15,866 |

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The fair value of investment securities is impacted by interest rates, credit spreads, market volatility and liquidity conditions. Net unrealized gains and losses in the securities available for sale portfolio are included in Shareholders equity as Accumulated other comprehensive income or loss, net of tax, unless credit-related. Securities held to maturity are carried at amortized cost. At March 31, 2017, Accumulated other comprehensive income included pretax gains of \$52 million from derivatives that hedged the purchase of investment securities classified as held to maturity. The gains will be accreted into interest income as an adjustment of yield on the securities.

Table 43 presents gross unrealized losses and fair value of debt securities at March 31, 2017 and December 31, 2016. The securities are segregated between investments that have been in a continuous unrealized loss position for less than twelve months and twelve months or more based on the point in time that the fair value declined below the amortized cost basis. The table includes debt securities where a portion of OTTI has been recognized in Accumulated other comprehensive income (loss).

**Table 43: Gross Unrealized Loss and Fair Value of Debt Securities**

| In millions                              | Unrealized loss position<br>less than 12 months |               | Unrealized loss position<br>12 months or more |               | Total              |               |
|--|---|---------------|---|---------------|--------------------|---------------|
|  | Unrealized<br>Loss                              | Fair<br>Value | Unrealized<br>Loss                            | Fair<br>Value | Unrealized<br>Loss | Fair<br>Value |
| <b>March 31, 2017</b>                    |   |               |   |               |                    |               |
| <b>Securities Available for Sale</b>     |   |               |   |               |                    |               |
| Debt securities                          |   |               |   |               |                    |               |
| U.S. Treasury and government agencies    | \$ (50)   | \$ 2,756      | \$(12)  | \$ 869        | \$ (62)            | \$ 3,625      |
| Residential mortgage-backed              |   |               |   |               |                    |               |
| Agency                                   | (274)   | 16,931        | (19)  | 870           | (293)              | 17,801        |
| Non-agency                               | (2)   | 152           | (42)  | 838           | (44)               | 990           |
| Commercial mortgage-backed               |   |               |   |               |                    |               |
| Agency                                   | (34)  | 1,582         | (1)   | 39            | (35)               | 1,621         |
| Non-agency                               | (10)  | 755           | (1)   | 377           | (11)               | 1,132         |
| Asset-backed                             | (3)   | 1,065         | (10)  | 606           | (13)               | 1,671         |
| Other debt                               | (20)  | 1,200         | (3)   | 292           | (23)               | 1,492         |
| Total debt securities available for sale | \$ (393)  | \$ 24,441     | \$(88)  | \$ 3,891      | \$ (481)           | \$ 28,332     |
| <b>Securities Held to Maturity</b>       |   |               |   |               |                    |               |
| Debt securities                          |   |               |   |               |                    |               |
| U.S. Treasury and government agencies    | \$ (18)   | \$ 242        |   |               | \$ (18)            | \$ 242        |
| Residential mortgage-backed              |   |               |   |               |                    |               |
| Agency                                   | (164)   | 7,961         | \$(8)   | \$ 152        | (172)              | 8,113         |
| Commercial mortgage-backed               |   |               |   |               |                    |               |
| Agency                                   |   | 68            |   | 1             |                    | 69            |
| Non-agency                               |   |               |   | 3             |                    | 3             |
| Asset-backed                             |   | 25            | (1)   | 251           | (1)                | 276           |
| Other debt                               | (21)  | 141           | (a)   | 1             | (21)               | 142           |
| Total debt securities held to maturity   | \$ (203)  | \$ 8,437      | \$(9)   | \$ 408        | \$ (212)           | \$ 8,845      |

December 31, 2016**Securities Available for Sale**

## Debt securities

|                                       |         |          |        |          |         |          |
|---------------------------------------|---------|----------|--------|----------|---------|----------|
| U.S. Treasury and government agencies | \$ (57) | \$ 3,108 | \$(20) | \$ 2,028 | \$ (77) | \$ 5,136 |
|---------------------------------------|---------|----------|--------|----------|---------|----------|

## Residential mortgage-backed

|        |       |        |      |     |       |        |
|--------|-------|--------|------|-----|-------|--------|
| Agency | (267) | 16,942 | (20) | 922 | (287) | 17,864 |
|--------|-------|--------|------|-----|-------|--------|

|            |     |     |      |       |      |       |
|------------|-----|-----|------|-------|------|-------|
| Non-agency | (1) | 109 | (51) | 1,119 | (52) | 1,228 |
|------------|-----|-----|------|-------|------|-------|

## Commercial mortgage-backed

|        |      |       |     |    |      |       |
|--------|------|-------|-----|----|------|-------|
| Agency | (33) | 1,577 | (1) | 86 | (34) | 1,663 |
|--------|------|-------|-----|----|------|-------|

|            |      |     |      |     |      |       |
|------------|------|-----|------|-----|------|-------|
| Non-agency | (14) | 880 | (13) | 987 | (27) | 1,867 |
|------------|------|-----|------|-----|------|-------|

|              |     |       |      |     |      |       |
|--------------|-----|-------|------|-----|------|-------|
| Asset-backed | (5) | 1,317 | (17) | 902 | (22) | 2,219 |
|--------------|-----|-------|------|-----|------|-------|

|            |      |       |     |     |      |       |
|------------|------|-------|-----|-----|------|-------|
| Other debt | (33) | 1,827 | (4) | 243 | (37) | 2,070 |
|------------|------|-------|-----|-----|------|-------|

|  |          |           |         |          |          |           |
|--|----------|-----------|---------|----------|----------|-----------|
| Total debt securities available for sale | \$ (410) | \$ 25,760 | \$(126) | \$ 6,287 | \$ (536) | \$ 32,047 |
|--|----------|-----------|---------|----------|----------|-----------|

**Securities Held to Maturity**

## Debt securities

|                                       |         |        |  |  |         |        |
|---------------------------------------|---------|--------|--|--|---------|--------|
| U.S. Treasury and government agencies | \$ (22) | \$ 238 |  |  | \$ (22) | \$ 238 |
|---------------------------------------|---------|--------|--|--|---------|--------|

## Residential mortgage-backed

|        |       |       |       |        |       |       |
|--------|-------|-------|-------|--------|-------|-------|
| Agency | (153) | 8,041 | \$(8) | \$ 161 | (161) | 8,202 |
|--------|-------|-------|-------|--------|-------|-------|

|              |  |  |     |     |     |     |
|--------------|--|--|-----|-----|-----|-----|
| Asset-backed |  |  | (2) | 451 | (2) | 451 |
|--------------|--|--|-----|-----|-----|-----|

|            |      |     |     |   |      |     |
|------------|------|-----|-----|---|------|-----|
| Other debt | (12) | 146 | (a) | 1 | (12) | 147 |
|------------|------|-----|-----|---|------|-----|

|  |          |          |        |        |          |          |
|--|----------|----------|--------|--------|----------|----------|
| Total debt securities held to maturity | \$ (187) | \$ 8,425 | \$(10) | \$ 613 | \$ (197) | \$ 9,038 |
|--|----------|----------|--------|--------|----------|----------|

(a) The unrealized loss on these securities was less than \$.5 million.

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**Table of Contents****Evaluating Investment Securities for Other-than-Temporary Impairments**

For the securities in Table 43, as of March 31, 2017 we do not intend to sell and believe we will not be required to sell the securities prior to recovery of the amortized cost basis.

On at least a quarterly basis, we review all debt securities that are in an unrealized loss position for OTTI, as discussed in Note 1 Accounting Policies of the 2016 Form 10-K. For those securities on our balance sheet at March 31, 2017, where during our quarterly security-level impairment assessments we determined losses represented OTTI, we have recorded cumulative credit losses of \$1.1 billion in earnings and accordingly have reduced the amortized cost of our securities. The majority of these cumulative impairment charges related to non-agency residential mortgage-backed and asset-backed securities rated BB or lower. During 2017 and 2016, the OTTI credit losses recognized in noninterest income and the OTTI

noncredit losses recognized in accumulated other comprehensive income (loss), net of tax, on securities were not significant.

Information relating to gross realized securities gains and losses from the sales of securities is set forth in the following table.

***Table 44: Gains (Losses) on Sales of Securities Available for Sale***

| Three months ended March 31 |          | Gross | Gross   | Net               | Tax                  |
|-----------------------------|----------|-------|---------|-------------------|----------------------|
| In millions                 | Proceeds | Gains | Losses  | (Losses)<br>Gains | (Benefit)<br>Expense |
| 2017                        | \$ 3,222 | \$ 14 | \$ (16) | \$ (2)            | \$ (1)               |
| 2016                        | \$ 788   | \$ 9  |         | \$ 9              | \$ 3                 |

The following table presents, by remaining contractual maturity, the amortized cost, fair value and weighted-average yield of debt securities at March 31, 2017.

***Table 45: Contractual Maturity of Debt Securities***

| March 31, 2017                        |                | After 1 Year    | After 5 Years    | After 10 |           |
|---------------------------------------|----------------|-----------------|------------------|----------|-----------|
| Dollars in millions                   | 1 Year or Less | through 5 Years | through 10 Years | Years    | Total     |
| <b>Securities Available for Sale</b>  |                |                 |                  |          |           |
| U.S. Treasury and government agencies | \$ 157         | \$ 5,714        | \$ 5,745         | \$ 1,171 | \$ 12,787 |
| Residential mortgage-backed Agency    | 1              | 81              | 558              | 25,689   | 26,329    |

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|  |        |           |          |           |           |
|--|--------|-----------|----------|-----------|-----------|
| Non-agency                               |        | 1         |          | 3,010     | 3,011     |
| Commercial mortgage-backed               |        |           |          |           |           |
| Agency                                   | 74     | 155       | 758      | 1,050     | 2,037     |
| Non-agency                               |        | 108       | 108      | 3,630     | 3,846     |
| Asset-backed                             | 28     | 2,255     | 1,764    | 1,887     | 5,934     |
| Other debt                               | 310    | 2,311     | 569      | 1,382     | 4,572     |
| Total debt securities available for sale | \$ 570 | \$ 10,625 | \$ 9,502 | \$ 37,819 | \$ 58,516 |
| Fair value                               | \$ 573 | \$ 10,683 | \$ 9,536 | \$ 38,032 | \$ 58,824 |
| Weighted-average yield, GAAP basis       | 2.99%  | 2.14%     | 2.15%    | 2.91%     | 2.65%     |
| <b>Securities Held to Maturity</b>       |        |           |          |           |           |
| U.S. Treasury and government agencies    |        |           | \$ 109   | \$ 422    | \$ 531    |
| Residential mortgage-backed              |        |           |          |           |           |
| Agency                                   | \$ 51  |           | 413      | 11,880    | 12,344    |
| Non-agency                               |        |           |          | 185       | 185       |
| Commercial mortgage-backed               |        |           |          |           |           |
| Agency                                   | \$ 84  | 739       | 5        | 54        | 882       |
| Non-agency                               |        |           |          | 561       | 561       |
| Asset-backed                             |        | 1         | 451      | 100       | 552       |
| Other debt                               | 12     | 219       | 967      | 840       | 2,038     |
| Total debt securities held to maturity   | \$ 96  | \$ 1,010  | \$ 1,945 | \$ 14,042 | \$ 17,093 |
| Fair value                               | \$ 96  | \$ 1,035  | \$ 2,004 | \$ 13,975 | \$ 17,110 |
| Weighted-average yield, GAAP basis       | 3.67%  | 3.62%     | 3.33%    | 3.20%     | 3.24%     |

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Weighted-average yields are based on historical cost with effective yields weighted for the contractual maturity of each security. At March 31, 2017, there were no securities of a single issuer, other than FNMA, that exceeded 10% of Total shareholders' equity. The FNMA investments had a total amortized cost of \$29.1 billion and fair value of \$28.8 billion.

The following table presents the fair value of securities that have been either pledged to or accepted from others to collateralize outstanding borrowings.

**Table 46: Fair Value of Securities Pledged and Accepted as Collateral**

| In millions   | March 31<br>2017 | December 31<br>2016 |
|---|------------------|---------------------|
| Pledged to others                                   | \$ 8,889         | \$9,493             |
| Accepted from others:                               |                  |                     |
| Permitted by contract or custom to sell or repledge | \$ 1,693         | \$912               |
| Permitted amount repledged to others                | \$ 1,599         | \$799               |

The securities pledged to others include positions held in our portfolio of investment securities, trading securities and securities accepted as collateral from others that we are permitted by contract or custom to sell or repledge, and were used to secure public and trust deposits, repurchase agreements and for other purposes.

**NOTE 6 FAIR VALUE****Fair Value Measurement**

We measure certain financial assets and liabilities at fair value. Fair value is defined as the price that would be received to sell an asset or the price that would be paid to transfer a liability on the measurement date, determined using an exit price in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. The fair value hierarchy established by GAAP requires us to maximize the use of observable inputs when measuring fair value. For more information regarding the fair value hierarchy see Note 6 Fair Value in our 2016 Form 10-K.

**Assets and Liabilities Measured at Fair Value on a Recurring Basis**

For more information on the valuation methodologies used to measure assets and liabilities at fair value on a recurring basis, see Note 6 Fair Value in our 2016 Form 10-K. The following table summarizes our assets and liabilities measured at fair value on a recurring basis, including instruments for which we have elected the fair value option.

**Table of Contents****Table 47: Fair Value Measurements Recurring Basis Summary**

| In millions                              | March 31, 2017 |           |          |                  | December 31, 2016 |           |          |                  |
|--|----------------|-----------|----------|------------------|-------------------|-----------|----------|------------------|
|  | Level 1        | Level 2   | Level 3  | Total Fair Value | Level 1           | Level 2   | Level 3  | Total Fair Value |
| <b>Assets</b>                            |                |           |          |                  |                   |           |          |                  |
| Residential mortgage loans held for sale | \$ 719         | \$ 4      | \$ 723   | \$ 1,008         | \$ 2              | \$ 1,010  |          |                  |
| Commercial mortgage loans held for sale  |                |           | 581      | 581              |                   |           | 1,400    | 1,400            |
| Securities available for sale            |                |           |          |                  |                   |           |          |                  |
| U.S. Treasury and government agencies    | \$ 12,312      | 598       |          | 12,910           | \$ 12,572         | 602       |          | 13,174           |
| Residential mortgage-backed              |                |           |          |                  |                   |           |          |                  |
| Agency                                   |                | 26,189    |          | 26,189           |                   | 26,128    |          | 26,128           |
| Non-agency                               |                | 107       | 3,096    | 3,203            |                   | 112       | 3,254    | 3,366            |
| Commercial mortgage-backed               |                |           |          |                  |                   |           |          |                  |
| Agency                                   |                | 2,006     |          | 2,006            |                   | 2,119     |          | 2,119            |
| Non-agency                               |                | 3,863     |          | 3,863            |                   | 4,025     |          | 4,025            |
| Asset-backed                             |                | 5,614     | 366      | 5,980            |                   | 5,565     | 403      | 5,968            |
| Other debt                               |                | 4,598     | 75       | 4,673            |                   | 4,657     | 66       | 4,723            |
| Total debt securities                    | 12,312         | 42,975    | 3,537    | 58,824           | 12,572            | 43,208    | 3,723    | 59,503           |
| Corporate stocks and other               | 454            | 61        |          | 515              | 541               | 60        |          | 601              |
| Total securities available for sale      | 12,766         | 43,036    | 3,537    | 59,339           | 13,113            | 43,268    | 3,723    | 60,104           |
| Loans                                    |                | 551       | 323      | 874              |                   | 558       | 335      | 893              |
| Equity investments (a)                   |                |           | 1,106    | 1,390            |                   |           | 1,331    | 1,381            |
| Residential mortgage servicing rights    |                |           | 1,261    | 1,261            |                   |           | 1,182    | 1,182            |
| Commercial mortgage servicing rights     |                |           | 606      | 606              |                   |           | 576      | 576              |
| Trading securities (b)                   | 1,312          | 1,313     | 2        | 2,627            | 1,458             | 1,169     | 2        | 2,629            |
| Financial derivatives (b) (c)            | 13             | 3,265     | 24       | 3,302            | 10                | 4,566     | 40       | 4,616            |
| Other                                    | 276            | 291       | 82       | 649              | 266               | 312       | 239      | 817              |
| Total assets                             | \$ 14,367      | \$ 49,175 | \$ 7,526 | \$ 71,352        | \$ 14,847         | \$ 50,881 | \$ 8,830 | \$ 74,608        |
| <b>Liabilities</b>                       |                |           |          |                  |                   |           |          |                  |
| Other borrowed funds                     | \$ 1,497       | \$ 158    | \$ 7     | \$ 1,662         | \$ 799            | \$ 161    | \$ 10    | \$ 970           |
| Financial derivatives (c) (d)            | 2              | 2,366     | 254      | 2,622            | 1                 | 3,424     | 414      | 3,839            |
| Other liabilities                        |                |           | 31       | 31               |                   |           | 9        | 9                |
| Total liabilities                        | \$ 1,499       | \$ 2,524  | \$ 292   | \$ 4,315         | \$ 800            | \$ 3,585  | \$ 433   | \$ 4,818         |

(a) Certain investments that are measured at fair value using the net asset value (NAV) per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented on the Consolidated Balance Sheet.

(b) Included in Other assets on the Consolidated Balance Sheet.



- (c) Amounts at March 31, 2017 and December 31, 2016, are presented gross and are not reduced by the impact of legally enforceable master netting agreements that allow us to net positive and negative positions and cash collateral held or placed with the same counterparty. See Note 9 Financial Derivatives for additional information related to derivative offsetting.
- (d) Included in Other liabilities on the Consolidated Balance Sheet.

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Reconciliations of assets and liabilities measured at fair value on a recurring basis using Level 3 inputs for the three months ended March 31, 2017 and 2016 follow:

**Table 48: Reconciliation of Level 3 Assets and Liabilities****Three Months Ended March 31, 2017**

| Level 3<br>Instruments<br>Only                    | Fair Value          |                         | Total realized /<br>unrealized<br>gains or losses for the period (a) |           |            |           |             | Unrealized<br>gains / losses<br>on assets and<br>liabilities held on |                             |                                |                           |
|---|---------------------|-------------------------|--|-----------|------------|-----------|-------------|--|-----------------------------|--------------------------------|---------------------------|
|   | Dec.<br>31,<br>2016 | Included in<br>Earnings | Included<br>in Other<br>comprehensive<br>income                      | Purchases | Sales      | Issuances | Settlements | Transfers<br>into Level 3  | Transfers<br>out of Level 3 | Fair Value<br>Mar. 31,<br>2017 | 31,<br>2017<br>(a)<br>(b) |
| In millions                                       |                     |                         |  |           |            |           |             |  |                             |                                |                           |
| <b>Assets</b>                                     |                     |                         |  |           |            |           |             |  |                             |                                |                           |
| Residential<br>mortgage<br>loans held<br>for sale | \$ 2                |                         |  | \$ 2      |            |           |             | \$2  | \$ (2)                      | \$ 4                           |                           |
| Commercial<br>mortgage<br>loans held<br>for sale  | 1,400               | \$ 9                    |  |           | \$ (1,617) | \$ 801    | \$ (12)     |  |                             | 581                            | \$ (5)                    |
| <b>Securities<br/>available for<br/>sale</b>      |                     |                         |  |           |            |           |             |  |                             |                                |                           |
| Residential<br>mortgage-<br>backed<br>non-agency  | 3,254               | 26                      | \$18   |           |            |           | (202)       |  |                             | 3,096                          |                           |
| Asset-backed                                      | 403                 | 4                       | 4  |           | (25)       |           | (20)        |  |                             | 366                            |                           |
| Other debt  | 66                  |                         | 9  | 1         | (1)        |           |             |  |                             | 75                             |                           |
| Total<br>securities<br>available for<br>sale      | 3,723               | 30                      | 31   | 1         | (26)       |           | (222)       |  |                             | 3,537                          |                           |
| Loans   | 335                 | 1                       |  | 22        | (4)        |           | (19)        | 2  | (14)                        | 323                            |                           |
| Equity<br>investments                             | 1,331               | 96                      |  | 37        | (175)      |           |             |  | (183)                       | (c) 1,106                      | 67                        |
| Residential<br>mortgage                           | 1,182               | 18                      |  | 83        |            | 17        | (39)        |  |                             | 1,261                          | 17                        |

|                                      |          |            |       |        |            |         |          |        |           |                 |
|--------------------------------------|----------|------------|-------|--------|------------|---------|----------|--------|-----------|-----------------|
| servicing rights                     |          |            |       |        |            |         |          |        |           |                 |
| Commercial mortgage servicing rights | 576      | 13         | 13    | 29     | (25)       |         |          | 606    | 13        |                 |
| Trading securities                   | 2        |            |       |        |            |         |          | 2      |           |                 |
| Financial derivatives                | 40       | (1)        |       |        | (15)       |         |          | 24     | 22        |                 |
| Other assets                         | 239      | (2)        |       |        | (155)      |         |          | 82     | (2)       |                 |
| Total assets                         | \$ 8,830 | \$ 164     | \$ 31 | \$ 158 | \$ (1,822) | \$ 847  | \$ (487) | \$ 4   | \$ (199)  | \$ 7,526 \$ 112 |
| Liabilities                          |          |            |       |        |            |         |          |        |           |                 |
| Other borrowed funds                 | \$ 10    |            |       |        | \$ 19      | \$ (22) |          | \$ 7   |           |                 |
| Financial derivatives                | 414      | \$ 9       | \$ 2  |        | (171)      |         |          | 254    | \$ 7      |                 |
| Other liabilities                    | 9        | 16         |       |        | 77         | (71)    |          | 31     | 16        |                 |
| Total liabilities                    | \$ 433   | \$ 25      | \$ 2  | \$ 96  | \$ (264)   |         |          | \$ 292 | \$ 23     |                 |
| Net gains (losses)                   |          | \$ 139 (d) |       |        |            |         |          |        | \$ 89 (e) |                 |

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**Three Months Ended March 31, 2016**

| Level 3<br>Instruments Only              | Fair Value<br>Dec 31,<br>2015 | Total realized /<br>unrealized<br>gains or losses<br>for the<br>period (a) | Included<br>in<br>Other<br>comprehensive<br>income | Purchases | Sales  | Issuances | Settlements | Transfers<br>into<br>Level 3 | Transfers<br>out of<br>Level 3 | Fair Value<br>Mar.<br>31,<br>2016 | Unrealized  |
|--|-------------------------------|--|--|-----------|--------|-----------|-------------|------------------------------|--------------------------------|-----------------------------------|---|
|  |                               |  |  |           |        |           |             |                              |                                |                                   | Consolidated<br>Balance<br>Sheet<br>at<br>Mar.<br>31,<br>2016 |
| In millions                              | Earnings                      |  |  |           |        |           |             |                              |                                |                                   | (a) (b)   |
| <b>Assets</b>                            |                               |  |  |           |        |           |             |                              |                                |                                   |   |
| Residential mortgage loans held for sale | \$ 5                          |  |  | \$ 3      | \$ (1) |           |             | \$2                          | \$ (5)                         | \$ 4                              |   |
| Commercial mortgage loans held for sale  | 641                           | \$ 16  |  |           | (649)  | \$ 647    |             |                              |                                | 655                               | \$ 12   |
| <b>Securities available for sale</b>     |                               |  |  |           |        |           |             |                              |                                |                                   |   |
| Residential mortgage-backed non-agency   | 4,008                         | 22   | \$ (45)  |           |        |           | \$ (175)    |                              |                                | 3,810                             | (1)   |
| Asset-backed                             | 482                           | 3  | (12)   |           |        |           | (22)        |                              |                                | 451                               |   |
| Other debt                               | 45                            |  | (1)  | 2         | (2)    |           |             |                              |                                | 44                                |   |
| Total securities available for sale      | 4,535                         | 25   | (58)   | 2         | (2)    | (197)     |             |                              |                                | 4,305                             | (1)   |
| Loans                                    | 340                           | 2  |  | 33        | (8)    | (25)      |             | (13)                         |                                | 329                               | 1   |
| Equity investments                       | 1,098                         | 51   |  | 23        | (16)   |           |             |                              |                                | 1,156                             | 50  |
|  | 1,063                         | (226)  |  | 52        |        | 11        | (37)        |                              |                                | 863                               | (225)   |

|                                       |          |          |         |        |          |          |          |      |         |          |              |
|---------------------------------------|----------|----------|---------|--------|----------|----------|----------|------|---------|----------|--------------|
| Residential mortgage servicing rights |          |          |         |        |          |          |          |      |         |          |              |
| Commercial mortgage servicing rights  | 526      | (55)     |         | 3      |          | 9        | (23)     |      |         | 460      | (55)         |
| Trading securities                    | 3        |          |         |        |          |          | (1)      |      |         | 2        |              |
| Financial derivatives                 | 31       | 34       |         |        |          |          | (24)     |      |         | 41       | 28           |
| Other                                 | 364      | (9)      | (2)     |        | (1)      |          | (138)    |      |         | 214      | (11)         |
| Total assets                          | \$ 8,606 | \$ (162) | \$ (60) | \$ 116 | \$ (677) | \$ 667   | \$ (445) | \$ 2 | \$ (18) | \$ 8,029 | \$ (201)     |
| Liabilities                           |          |          |         |        |          |          |          |      |         |          |              |
| Other borrowed funds                  | \$ 12    |          |         |        |          | \$ 23    | \$ (27)  |      |         | \$ 8     |              |
| Financial derivatives                 | 473      | \$ 7     |         | \$ 2   |          |          | (149)    |      |         | 333      | \$ 8         |
| Other liabilities                     | 10       |          |         |        |          | 38       | (34)     |      |         | 14       |              |
| Total liabilities                     | \$ 495   | \$ 7     |         | \$ 2   | \$ 61    | \$ (210) |          |      |         | \$ 355   | \$ 8         |
| Net gains (losses)                    |          | \$ (169) | (d)     |        |          |          |          |      |         |          | \$ (209) (e) |

(a) Losses for assets are bracketed while losses for liabilities are not.

(b) The amount of the total gains or losses for the period included in earnings that is attributable to the change in unrealized gains or losses related to those assets and liabilities held at the end of the reporting period.

(c) Reflects transfers out of Level 3 associated with a change in valuation methodology for certain equity investments subject to the Volcker Rule provisions of the Dodd-Frank Act. These investments are measured at fair value using the NAV per share (or its equivalent) practical expedient as of March 31, 2017.

(d) Net gains (losses) realized and unrealized included in earnings related to Level 3 assets and liabilities included amortization and accretion. The amortization and accretion amounts were included in Interest income on the Consolidated Income Statement and the remaining net gains (losses) realized and unrealized were included in Noninterest income on the Consolidated Income Statement.

(e) Net unrealized gains (losses) related to assets and liabilities held at the end of the reporting period were included in Noninterest income on the Consolidated Income Statement.

An instrument's categorization within the hierarchy is based on the lowest level of input that is significant to the fair value measurement. Changes from one quarter to the next related to the observability of inputs to a fair value measurement may result in a reclassification (transfer) of assets or liabilities between hierarchy levels. Our policy is to recognize transfers in and transfers out as of the end of the reporting period.

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Quantitative information about the significant unobservable inputs within Level 3 recurring assets and liabilities follows.

**Table 49: Fair Value Measurements Recurring Quantitative Information****March 31, 2017**

## Level 3 Instruments Only

| Dollars in millions                               | Fair Value | Valuation Techniques  | Unobservable Inputs  | Range (Weighted Average)  |
|---|------------|---|--|---|
| Commercial mortgage loans held for sale           | \$ 581     | Discounted cash flow  | Spread over the benchmark curve (a)  | 40bps-13,520bps (1,046bps)  |
| Residential mortgage-backed non-agency securities | 3,096      | Priced by a third-party vendor using a discounted cash flow pricing model | Estimated servicing cash flows<br>Constant prepayment rate (CPR)<br>Constant default rate (CDR)<br>Loss severity | 0.0%-5.4% (2.0%)<br>1.0%-24.2% (7.4%)<br>0.0%-16.7% (5.2%)<br>10.0%-98.5% (53.4%) |
|   |            |   | Spread over the benchmark curve (a)  | 225bps weighted average   |
| Asset-backed securities                           | 366        | Priced by a third-party vendor using a discounted cash flow pricing model | Constant prepayment rate (CPR)<br>Constant default rate (CDR)<br>Loss severity                                   | 1.0%-16.0% (6.5%)<br>2.0%-13.9% (6.5%)<br>24.2%-100.0% (75.5%)                    |
|   |            |   | Spread over the benchmark curve (a)  | 256bps weighted average   |
| Loans   | 136        | Consensus pricing (b)   | Cumulative default rate<br>Loss severity<br>Discount rate  | 11.0%-100.0% (85.4%)<br>0.0%-100.0% (21.4%)<br>4.7%-7.5% (5.1%)                   |
|   | 113        | Discounted cash flow  | Loss severity<br>Discount rate   | 8.0% weighted average<br>4.4% weighted average                                    |
|   | 74         | Consensus pricing (b)   | Credit and Liquidity discount  | 0.0%-99.0% (58.6%)  |
| Equity investments                                | 1,106      | Multiple of adjusted earnings   | Multiple of earnings   | 4.5x-13.4x (8.0x)   |
| Residential mortgage servicing rights             | 1,261      | Discounted cash flow  | Constant prepayment rate (CPR)<br>Spread over the benchmark curve (a)  | 0.1%-38.1% (9.3%)<br>224bps-1,900bps (850bps)                                     |
| Commercial mortgage servicing rights              | 606        | Discounted cash flow  | Constant prepayment rate (CPR)   | 7.1%-37.8% (8.1%)   |

|  |       |  |   |
|--|-------|--|---|
|  |       | Discount rate                                  | 5.0%-7.7% (7.6%)  |
| Financial derivatives - Swaps related to sales of certain Visa Class B common shares | (165) | Discounted cash flow                           | Estimated conversion factor of Class B shares into Class A shares 164.4% weighted average |
|  |       |  | Estimated growth rate of Visa Class A share price 14.0%                                   |
|  |       | Estimated length of litigation resolution date | Q2 2019   |
| Insignificant Level 3 assets, net of liabilities (c)                                 | 60    |  |   |

Total Level 3 assets, net of liabilities (d) \$ 7,234  
 (continued on following page)

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**December 31, 2016**

## Level 3 Instruments Only

| Dollars in millions                               | Fair Value | Valuation Techniques  | Unobservable Inputs   | Range (Weighted Average)  |
|---|------------|---|---|---|
| Commercial mortgage loans held for sale           | \$ 1,400   | Discounted cash flow  | Spread over the benchmark curve (a)<br>Estimated servicing cash flows   | 42bps - 1,725bps (362bps)<br>0.0% - 7.3% (1.5%)   |
| Residential mortgage-backed non-agency securities | 3,254      | Priced by a third-party vendor using a discounted cash flow pricing model | Constant prepayment rate (CPR)<br>Constant default rate (CDR)<br>Loss severity<br>Spread over the benchmark curve (a) | 1.0% - 24.2% (7.2%)<br>0.0% - 16.7% (5.3%)<br>10.0% - 98.5% (53.5%)<br>236bps weighted average  |
| Asset-backed securities                           | 403        | Priced by a third-party vendor using a discounted cash flow pricing model | Constant prepayment rate (CPR)<br>Constant default rate (CDR)<br>Loss severity<br>Spread over the benchmark curve (a) | 1.0% - 16.0% (6.4%)<br>2.0% - 13.9% (6.6%)<br>24.2% - 100.0% (77.3%)<br>278bps weighted average |
| Loans   | 141        | Consensus pricing (b)   | Cumulative default rate<br>Loss severity<br>Discount rate   | 11.0% - 100.0% (86.9%)<br>0.0% - 100.0% (22.9%)<br>4.7% - 6.7% (5.1%)                           |
|   | 116        | Discounted cash flow  | Loss severity<br>Discount rate  | 8.0% weighted average<br>4.2% weighted average  |
|   | 78         | Consensus pricing (b)   | Credit and Liquidity discount   | 0.0% - 99.0% (57.9%)  |
| Equity investments                                | 1,331      | Multiple of adjusted earnings<br>Consensus pricing (b)                    | Multiple of earnings<br>Liquidity discount  | 4.5x - 12.0x (7.8x)<br>0.0% - 40.0%   |
| Residential mortgage servicing rights             | 1,182      | Discounted cash flow  | Constant prepayment rate (CPR)<br>Spread over the benchmark curve (a)   | 0.0% - 36.0% (9.4%)<br>341bps - 1,913bps (850bps)   |
| Commercial mortgage servicing rights              | 576        | Discounted cash flow  | Constant prepayment rate (CPR)<br>Discount rate   | 7.5% - 43.4% (8.6%)<br>3.5% - 7.6% (7.5%)   |
| Other assets - BlackRock Series C Preferred Stock | 232        | Consensus pricing (b)   | Liquidity discount  | 15.0% - 25.0% (20.0%)   |
| Financial derivatives - BlackRock LTIP            | (232)      | Consensus pricing (b)   | Liquidity discount  | 15.0% - 25.0% (20.0%)   |
|   | (164)      | Discounted cash flow  | Estimated conversion factor of  |   |



|  |                                    |                         |
|--|------------------------------------|-------------------------|
| Financial derivatives - Swaps related to sales of certain Visa Class B common shares | Class B shares into Class A shares | 164.4% weighted average |
|  | Estimated growth rate of Visa      |                         |
|  | Class A share price                | 14.0%                   |
|  | Estimated length of litigation     | Q2 2019                 |

resolution date

Insignificant Level 3 assets, net of liabilities (c) 80

Total Level 3 assets, net of liabilities (d) \$ 8,397

- (a) The assumed yield spread over the benchmark curve for each instrument is generally intended to incorporate non-interest-rate risks, such as credit and liquidity risks.
- (b) Consensus pricing refers to fair value estimates that are generally internally developed using information such as dealer quotes or other third-party provided valuations or comparable asset prices.
- (c) Represents the aggregate amount of Level 3 assets and liabilities measured at fair value on a recurring basis that are individually and in the aggregate insignificant. The amount includes certain financial derivative assets and liabilities, trading securities, state and municipal and other debt securities, residential mortgage loans held for sale, other assets, other borrowed funds and other liabilities.
- (d) Consisted of total Level 3 assets of \$7.5 billion and total Level 3 liabilities of \$.3 billion as of March 31, 2017 and \$8.8 billion and \$.4 billion as of December 31, 2016, respectively.

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**Table of Contents****Financial Assets Accounted for at Fair Value on a Nonrecurring Basis**

We may be required to measure certain financial assets at fair value on a nonrecurring basis. These adjustments to fair value usually result from the application of lower of amortized cost or fair value accounting or write-downs of individual assets due to impairment and are included in Table 50 and Table 51. For more information regarding the valuation methodologies of our financial assets measured at fair value on a nonrecurring basis, see Note 6 Fair Value in our 2016 Form 10-K.

**Table 50: Fair Value Measurements Nonrecurring**

| In millions                | Fair Value (a) |               | Gains (Losses)     |                |
|----------------------------|----------------|---------------|--------------------|----------------|
|                            | March 31       | December 31   | Three months ended |                |
|                            | 2017           | 2016          | March 31           | March 31       |
| <b>Assets</b>              |                |               |                    |                |
| Nonaccrual loans           | \$ 146         | \$ 187        | \$ (6)             | \$ (47)        |
| OREO and foreclosed assets | 56             | 107           | (4)                | (8)            |
| Insignificant assets       | 9              | 19            | 3                  | (7)            |
| <b>Total assets</b>        | <b>\$ 211</b>  | <b>\$ 313</b> | <b>\$ (7)</b>      | <b>\$ (62)</b> |

(a) All Level 3 as of March 31, 2017 and December 31, 2016.

Quantitative information about the significant unobservable inputs within Level 3 nonrecurring assets follows.

**Table 51: Fair Value Measurements Nonrecurring Quantitative Information**

## Level 3 Instruments Only

| Dollars in millions        | Fair Value    | Valuation Techniques                 | Unobservable Inputs         | Range (Weighted Average) |
|----------------------------|---------------|--------------------------------------|-----------------------------|--------------------------|
| March 31, 2017             |               |                                      |                             |                          |
| <b>Assets</b>              |               |                                      |                             |                          |
| Nonaccrual loans           | \$ 70         | LGD percentage                       | Loss severity               | 6.4% - 86.8% (23.3%)     |
|                            | 76            | Fair value of property or collateral | Appraised value/sales price | Not meaningful           |
| OREO and foreclosed assets | 56            | Fair value of property or collateral | Appraised value/sales price | Not meaningful           |
| Insignificant assets       | 9             |                                      |                             |                          |
| <b>Total assets</b>        | <b>\$ 211</b> |                                      |                             |                          |
| December 31, 2016          |               |                                      |                             |                          |
| <b>Assets</b>              |               |                                      |                             |                          |
| Nonaccrual loans           | \$ 112        | LGD percentage                       | Loss severity               | 6.0% - 77.1% (31.3%)     |
|                            | 75            | Fair value of property or collateral | Appraised value/sales price | Not meaningful           |
| OREO and foreclosed assets | 107           | Fair value of property or collateral | Appraised value/sales price | Not meaningful           |

Insignificant assets 19

Total assets \$ 313

**Financial Instruments Accounted for under Fair Value Option**

We elect the fair value option to account for certain financial instruments. For more information on these financial instruments for which the fair value option election has been made, please refer to Note 6 Fair Value in our 2016 Form 10-K.

Fair values and aggregate unpaid principal balances of items for which we elected the fair value option follow.

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**Table of Contents****Table 52: Fair Value Option Fair Value and Principal Balances**

| In millions                                     | Fair Value   | Aggregate Unpaid<br>Principal<br>Balance | Difference   |
|---|--------------|--|--------------|
| <b>March 31, 2017</b>                           |              |  |              |
| <b>Assets</b>                                   |              |  |              |
| <b>Residential mortgage loans held for sale</b> |              |  |              |
| Performing loans                                | \$ 711       | \$ 684                                   | \$ 27        |
| Accruing loans 90 days or more past due         | 3            | 3  |              |
| Nonaccrual loans                                | 9            | 10                                       | (1)          |
| <b>Total</b>                                    | <b>723</b>   | <b>697</b>                               | <b>26</b>    |
| <b>Commercial mortgage loans held for sale</b>  |              |  |              |
| <b>(a)</b>                                      |              |  |              |
| Performing loans                                | 578          | 610                                      | (32)         |
| Nonaccrual loans                                | 3            | 5  | (2)          |
| <b>Total</b>                                    | <b>581</b>   | <b>615</b>                               | <b>(34)</b>  |
| <b>Residential mortgage loans</b>               |              |  |              |
| Performing loans                                | 279          | 320                                      | (41)         |
| Accruing loans 90 days or more past due         | 378          | 378                                      |              |
| Nonaccrual loans                                | 217          | 339                                      | (122)        |
| <b>Total</b>                                    | <b>874</b>   | <b>1,037</b>                             | <b>(163)</b> |
| Other assets                                    | 272          | 278                                      | (6)          |
| <b>Liabilities</b>                              |              |  |              |
| Other borrowed funds                            | \$ 57        | \$ 58                                    | \$ (1)       |
| <b>December 31, 2016</b>                        |              |  |              |
| <b>Assets</b>                                   |              |  |              |
| <b>Residential mortgage loans held for sale</b> |              |  |              |
| Performing loans                                | \$ 1,000     | \$ 988                                   | \$ 12        |
| Accruing loans 90 days or more past due         | 4            | 4  |              |
| Nonaccrual loans                                | 6            | 6  |              |
| <b>Total</b>                                    | <b>1,010</b> | <b>998</b>                               | <b>12</b>    |
| <b>Commercial mortgage loans held for sale</b>  |              |  |              |
| <b>(a)</b>                                      |              |  |              |
| Performing loans                                | 1,395        | 1,412                                    | (17)         |
| Nonaccrual loans                                | 5            | 9  | (4)          |
| <b>Total</b>                                    | <b>1,400</b> | <b>1,421</b>                             | <b>(21)</b>  |
| <b>Residential mortgage loans</b>               |              |  |              |
| Performing loans                                | 247          | 289                                      | (42)         |
| Accruing loans 90 days or more past due         | 427          | 428                                      | (1)          |
| Nonaccrual loans                                | 219          | 346                                      | (127)        |
| <b>Total</b>                                    | <b>893</b>   | <b>1,063</b>                             | <b>(170)</b> |
| Other assets                                    | 293          | 288                                      | 5            |
| <b>Liabilities</b>                              |              |  |              |
| Other borrowed funds                            | \$ 81        | \$ 82                                    | \$ (1)       |
| <b>(a)</b>                                      |              |  |              |

There were no accruing loans 90 days or more past due within this category at March 31, 2017 or December 31, 2016.

The changes in fair value for items for which we elected the fair value option and are included in Noninterest income and Noninterest expense on the Consolidated Income Statement are as follows.

**Table 53: Fair Value Option Changes in Fair Value (a)**

| In millions                              | Gains (Losses)     |                  |
|--|--------------------|------------------|
|  | Three months ended |                  |
|  | March 31<br>2017   | March 31<br>2016 |
| <b>Assets</b>                            |                    |                  |
| Residential mortgage loans held for sale | \$ 30              | \$ 47            |
| Commercial mortgage loans held for sale  | \$ 18              | \$ 27            |
| Residential mortgage loans               | \$ 4               | \$ 6             |
| Other assets                             | \$ 7               | \$ (27)          |
| <b>Liabilities</b>                       |                    |                  |
| Other liabilities                        | \$ (16)            |                  |

(a) The impact on earnings of offsetting hedged items or hedging instruments is not reflected in these amounts.

**Table of Contents****Additional Fair Value Information Related to Financial Instruments Not Recorded at Fair Value**

The following table presents the carrying amounts and estimated fair values, as well as the level within the fair value hierarchy, of all other financial instruments that are not recorded on the consolidated balance sheet at fair value as of March 31, 2017 and December 31, 2016.

**Table 54: Additional Fair Value Information Related to Other Financial Instruments**

| In millions                                     | Carrying          |                   | Fair Value      |                   |                   |
|---|-------------------|-------------------|-----------------|-------------------|-------------------|
|   | Amount            | Total             | Level 1         | Level 2           | Level 3           |
| <b>March 31, 2017</b>                           |                   |                   |                 |                   |                   |
| <b>Assets</b>                                   |                   |                   |                 |                   |                   |
| Cash and due from banks                         | \$ 5,003          | \$ 5,003          | \$ 5,003        |                   |                   |
| Interest-earning deposits with banks            | 27,877            | 27,877            |                 | \$ 27,877         |                   |
| Securities held to maturity                     | 17,093            | 17,110            | 549             | 16,428            | \$ 133            |
| Net loans (excludes leases)                     | 201,921           | 203,319           |                 |                   | 203,319           |
| Other assets                                    | 5,512             | 6,025             |                 | 5,387             | 638               |
| <b>Total assets</b>                             | <b>\$ 257,406</b> | <b>\$ 259,334</b> | <b>\$ 5,552</b> | <b>\$ 49,692</b>  | <b>\$ 204,090</b> |
| <b>Liabilities</b>                              |                   |                   |                 |                   |                   |
| Deposits  | \$ 260,710        | \$ 260,552        |                 | \$ 260,552        |                   |
| Borrowed funds                                  | 53,400            | 54,134            |                 | 52,743            | \$ 1,391          |
| Unfunded loan commitments and letters of credit | 305               | 305               |                 |                   | 305               |
| Other liabilities                               | 388               | 388               |                 | 388               |                   |
| <b>Total liabilities</b>                        | <b>\$ 314,803</b> | <b>\$ 315,379</b> |                 | <b>\$ 313,683</b> | <b>\$ 1,696</b>   |
| <b>December 31, 2016</b>                        |                   |                   |                 |                   |                   |
| <b>Assets</b>                                   |                   |                   |                 |                   |                   |
| Cash and due from banks                         | \$ 4,879          | \$ 4,879          | \$ 4,879        |                   |                   |
| Interest-earning deposits with banks            | 25,711            | 25,711            |                 | \$ 25,711         |                   |
| Securities held to maturity                     | 15,843            | 15,866            | 540             | 15,208            | \$ 118            |
| Net loans (excludes leases)                     | 199,766           | 201,863           |                 |                   | 201,863           |
| Other assets                                    | 4,793             | 5,243             |                 | 4,666             | 577               |
| <b>Total assets</b>                             | <b>\$ 250,992</b> | <b>\$ 253,562</b> | <b>\$ 5,419</b> | <b>\$ 45,585</b>  | <b>\$ 202,558</b> |
| <b>Liabilities</b>                              |                   |                   |                 |                   |                   |
| Deposits  | \$ 257,164        | \$ 257,038        |                 | \$ 257,038        |                   |
| Borrowed funds                                  | 51,736            | 52,322            |                 | 50,941            | \$ 1,381          |
| Unfunded loan commitments and letters of credit | 301               | 301               |                 |                   | 301               |
| Other liabilities                               | 417               | 417               |                 | 417               |                   |
| <b>Total liabilities</b>                        | <b>\$ 309,618</b> | <b>\$ 310,078</b> |                 | <b>\$ 308,396</b> | <b>\$ 1,682</b>   |

The aggregate fair values in Table 54 represent only a portion of the total market value of our assets and liabilities as, in accordance with the guidance related to fair values about financial instruments, we exclude the following:

financial instruments recorded at fair value on a recurring basis (as they are disclosed in Table 47),

investments accounted for under the equity method,

real and personal property,

lease financing,

loan customer relationships,

deposit customer intangibles,  
mortgage servicing rights,

retail branch networks,  
fee-based businesses, such as asset management and brokerage, and

trademarks and brand names.

For more information regarding the methods and assumptions used to estimate the fair values of financial instruments included in Table 54, see Note 6 Fair Value in our 2016 Form 10-K.

**Table of Contents****NOTE 7 GOODWILL AND MORTGAGE SERVICING RIGHTS****Goodwill**

See Note 7 Goodwill and Mortgage Servicing Rights in our 2016 Form 10-K for more information regarding our goodwill.

**Mortgage Servicing Rights**

We recognize the right to service mortgage loans for others when we recognize it as an intangible asset and the servicing income we receive is more than adequate compensation. MSR's totaled \$1.9 billion and \$1.8 billion at March 31, 2017 and December 31, 2016, respectively, and consisted of loan servicing contracts for commercial and residential mortgages measured at fair value.

MSR's are subject to declines in value from actual or expected prepayment of the underlying loans and defaults as well as market driven changes in interest rates. We manage this risk by economically hedging the fair value of MSR's with securities and derivative instruments which are expected to increase (or decrease) in value when the value of MSR's decreases (or increases).

See the Sensitivity Analysis section of this Note 7, as well as Note 6 Fair Value in our 2016 Form 10-K for more detail on our fair value measurement of MSR's. Refer to Note 7 Goodwill and Mortgage Servicing Rights in our 2016 Form 10-K for more information on our accounting and measurement of MSR's.

Changes in the commercial and residential MSR's follow:

***Table 55: Mortgage Servicing Rights***

| In millions                                  | Commercial MSR's |            | Residential MSR's |            |
|--|------------------|------------|-------------------|------------|
|  | 2017             | 2016       | 2017              | 2016       |
| January 1                                    | \$ 576           | \$ 526     | \$ 1,182          | \$ 1,063   |
| Additions:                                   |                  |            |                   |            |
| From loans sold with servicing retained      | 29               | 9          | 17                | 11         |
| Purchases                                    | 13               | 3          | 83                | 52         |
| Changes in fair value due to:                |                  |            |                   |            |
| Time and payoffs (a)                         | (25)             | (23)       | (39)              | (37)       |
| Other (b)                                    | 13               | (55)       | 18                | (226)      |
| March 31                                     | \$ 606           | \$ 460     | \$ 1,261          | \$ 863     |
| Related unpaid principal balance at March 31 | \$ 143,908       | \$ 143,922 | \$ 130,382        | \$ 124,839 |
| Servicing advances at March 31               | \$ 234           | \$ 220     | \$ 260            | \$ 383     |

(a) Represents decrease in MSR value due to passage of time, including the impact from both regularly scheduled loan principal payments and loans that were paid down or paid off during the period.

(b) Represents MSR value changes resulting primarily from market-driven changes in interest rates.

**Sensitivity Analysis**



The fair value of commercial and residential MSR's and significant inputs to the valuation models as of March 31, 2017 are shown in Tables 56 and 57. The expected and actual rates of mortgage loan prepayments are significant factors driving the fair value. Management uses both internal proprietary models and a third-party model to estimate future commercial mortgage loan prepayments and a third-party model to estimate future residential mortgage loan prepayments. These models have been refined based on current market conditions and management judgment. Future interest rates are another important factor in the valuation of MSR's. Management utilizes market implied forward interest rates to estimate the future direction of mortgage and discount rates. The forward rates utilized are derived from the current yield curve for U.S. dollar interest rate swaps and are consistent with pricing of capital markets instruments. Changes in the shape and slope of the forward curve in future periods may result in volatility in the fair value estimate.

A sensitivity analysis of the hypothetical effect on the fair value of MSR's to adverse changes in key assumptions is presented in Tables 56 and 57. These sensitivities do not include the impact of the related hedging activities. Changes in fair value generally cannot be extrapolated because the relationship of the change in the assumption to the change in fair value may not be linear. Also, the effect of a variation in a particular assumption on the fair value of the MSR's is calculated independently without changing any other assumption. In reality, changes in one factor may result in changes in another (for example, changes in mortgage interest rates, which drive changes in prepayment rate estimates, could result in changes in the interest rate spread), which could either magnify or counteract the sensitivities.

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The following tables set forth the fair value of commercial and residential MSR's and the sensitivity analysis of the hypothetical effect on the fair value of MSR's to immediate adverse changes of 10% and 20% in those assumptions:

**Table 56: Commercial Mortgage Loan Servicing Rights Key Valuation Assumptions**

|   | March 31<br>2017 | December 31<br>2016 |
|---|------------------|---------------------|
| Dollars in millions                           |                  |                     |
| Fair value                                    | \$ 606           | \$ 576              |
| Weighted-average life (years)                 | 4.5              | 4.6                 |
| Weighted-average constant prepayment rate     | 8.14%            | 8.61%               |
| Decline in fair value from 10% adverse change | \$ 11            | \$ 11               |
| Decline in fair value from 20% adverse change | \$ 21            | \$ 21               |
| Effective discount rate                       | 7.58%            | 7.52%               |
| Decline in fair value from 10% adverse change | \$ 17            | \$ 16               |
| Decline in fair value from 20% adverse change | \$ 33            | \$ 31               |

**Table 57: Residential Mortgage Loan Servicing Rights Key Valuation Assumptions**

|   | March 31<br>2017 | December 31<br>2016 |
|---|------------------|---------------------|
| Dollars in millions                           |                  |                     |
| Fair value                                    | \$ 1,261         | \$ 1,182            |
| Weighted-average life (years)                 | 6.9              | 6.8                 |
| Weighted-average constant prepayment rate     | 9.34%            | 9.41%               |
| Decline in fair value from 10% adverse change | \$ 47            | \$ 45               |
| Decline in fair value from 20% adverse change | \$ 90            | \$ 86               |
| Weighted-average option adjusted spread       | 850 bps          | 850 bps             |
| Decline in fair value from 10% adverse change | \$ 39            | \$ 37               |
| Decline in fair value from 20% adverse change | \$ 76            | \$ 72               |

Fees from mortgage loan servicing, which includes contractually specified servicing fees, late fees and ancillary fees were \$.1 billion for both the three months ended March 31, 2017 and 2016. We also generate servicing fees from fee-based activities provided to others for which we do not have an associated servicing asset. Fees from commercial and residential MSR's are reported on our Consolidated Income Statement in the line items Corporate services and Residential mortgage, respectively.

**NOTE 8 EMPLOYEE BENEFIT PLANS****Pension and Postretirement Plans**

As described in Note 11 Employee Benefit Plans in our 2016 Form 10-K, we have a noncontributory, qualified defined benefit pension plan covering eligible employees. Benefits are determined using a cash balance formula where earnings credits are a percentage of eligible compensation. Any pension contributions to the plan are based on an actuarially determined amount necessary to fund total benefits payable to plan participants.

We also maintain nonqualified supplemental retirement plans for certain employees and provide certain health care and life insurance benefits for qualifying retired employees (postretirement benefits) through various plans. We reserve the right to terminate or make changes to these plans at any time. The nonqualified pension plan is unfunded.

The components of our net periodic benefit cost for the three months ended March 31, 2017 and 2016, respectively, were as follows:

**Table 58: Components of Net Periodic Benefit Cost**

| Three months ended March 31          | Qualified Pension Plan |       | Nonqualified Retirement Plans |      | Postretirement Benefit |      |
|--------------------------------------|------------------------|-------|-------------------------------|------|------------------------|------|
|                                      | 2017                   | 2016  | 2017                          | 2016 | 2017                   | 2016 |
| In millions                          |                        |       |                               |      |                        |      |
| Net periodic cost consists of:       |                        |       |                               |      |                        |      |
| Service cost                         | \$ 26                  | \$ 26 | \$ 1                          |      | \$ 1                   | \$ 1 |
| Interest cost                        | 45                     | 46    | 3                             | \$ 3 | 4                      | 4    |
| Expected return on plan assets       | (71)                   | (70)  |                               |      | (1)                    | (1)  |
| Amortization of prior service credit | (1)                    | (2)   |                               |      |                        |      |
| Amortization of actuarial losses     | 12                     | 11    | 1                             | 1    |                        |      |
| Net periodic cost/(benefit)          | \$ 11                  | \$ 11 | \$ 5                          | \$ 4 | \$ 4                   | \$ 4 |

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**Table of Contents****NOTE 9 FINANCIAL DERIVATIVES**

We use derivative financial instruments primarily to help manage exposure to interest rate, market and credit risk and reduce the effects that changes in interest rates may have on net income, the fair value of assets and liabilities, and cash flows. We also enter into derivatives with customers to facilitate their risk management activities. Derivatives represent contracts between parties that usually require little or no initial net investment and result in one party delivering cash or another type of asset to the other party based on a notional amount and an underlying as specified in the contract.

For more information regarding derivatives see Note 1 Accounting Policies and Note 13 Financial Derivatives in our Notes To Consolidated Financial Statements in our 2016 Form 10-K.

The following table presents the notional amounts and gross fair values of all derivative assets and liabilities held by us:

**Table 59: Total Gross Derivatives**

| In millions   | March 31, 2017   |               |              |                  | December 31, 2016 |               |            |                |
|---|------------------|---------------|--------------|------------------|-------------------|---------------|------------|----------------|
|   | Notional         |               |              |                  | Notional          |               |            |                |
|   | /                | Contract      | Asset Fair   | Liability Fair   | /                 | Contract      | Asset Fair | Liability Fair |
|   | Amount           | Value (a)     | Value (b)    | Amount           | Value (a)         | Value (b)     | Amount     | Value (b)      |
| <b><u>Derivatives used for hedging under GAAP</u></b>     |                  |               |              |                  |                   |               |            |                |
| Interest rate contracts (c):                              |                  |               |              |                  |                   |               |            |                |
| Fair value hedges (d)                                     | \$ 31,380        | \$ 216        | \$ 71        | \$ 34,010        | \$ 551            | \$ 214        |            |                |
| Cash flow hedges (d)                                      | 18,577           | 109           | 1            | 20,831           | 313               | 71            |            |                |
| Foreign exchange contracts:                               |                  |               |              |                  |                   |               |            |                |
| Net investment hedges                                     | 962              | 11            |              | 945              | 25                |               |            |                |
| <b>Total derivatives designated for hedging</b>           | <b>\$ 50,919</b> | <b>\$ 336</b> | <b>\$ 72</b> | <b>\$ 55,786</b> | <b>\$ 889</b>     | <b>\$ 285</b> |            |                |
| <b><u>Derivatives not used for hedging under GAAP</u></b> |                  |               |              |                  |                   |               |            |                |
| Derivatives used for mortgage banking activities (e):     |                  |               |              |                  |                   |               |            |                |
| Interest rate contracts:                                  |                  |               |              |                  |                   |               |            |                |
| Swaps (d)   | \$ 49,790        | \$ 344        | \$ 145       | \$ 49,071        | \$ 783            | \$ 505        |            |                |
| Futures (f)   | 33,779           |               |              | 36,264           |                   |               |            |                |
| Mortgage-backed commitments                               | 9,074            | 41            | 19           | 13,317           | 96                | 56            |            |                |
| Other   | 47,181           | 27            | 8            | 31,907           | 28                | 4             |            |                |
| Subtotal  | 139,824          | 412           | 172          | 130,559          | 907               | 565           |            |                |
| Derivatives used for customer-related activities:         |                  |               |              |                  |                   |               |            |                |
| Interest rate contracts:                                  |                  |               |              |                  |                   |               |            |                |
| Swaps (d)   | 177,719          | 2,252         | 1,869        | 173,777          | 2,373             | 2,214         |            |                |
| Futures (f)   | 3,763            |               |              | 4,053            |                   |               |            |                |

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|   |            |          |          |            |          |          |
|---|------------|----------|----------|------------|----------|----------|
| Mortgage-backed commitments                                       | 2,687      | 7        | 7        | 2,955      | 10       | 8        |
| Other   | 18,013     | 74       | 50       | 16,203     | 55       | 53       |
| Subtotal  | 202,182    | 2,333    | 1,926    | 196,988    | 2,438    | 2,275    |
| Foreign exchange contracts and other                              | 20,880     | 203      | 191      | 21,889     | 342      | 309      |
| Subtotal  | 223,062    | 2,536    | 2,117    | 218,877    | 2,780    | 2,584    |
| Derivatives used for other risk management activities:            |            |          |          |            |          |          |
| Foreign exchange contracts and other (g)                          | 6,174      | 18       | 261      | 5,581      | 40       | 405      |
| <b>Total derivatives not designated for hedging</b>               | \$ 369,060 | \$ 2,966 | \$ 2,550 | \$ 355,017 | \$ 3,727 | \$ 3,554 |
| <b>Total gross derivatives</b>                                    | \$ 419,979 | \$ 3,302 | \$ 2,622 | \$ 410,803 | \$ 4,616 | \$ 3,839 |
| Less: Impact of legally enforceable master netting agreements (d) |            | (1,497)  | (1,497)  |            | (2,460)  | (2,460)  |
| Less: Cash collateral received/paid (d)                           |            | (507)    | (508)    |            | (657)    | (484)    |
| <b>Total derivatives</b>  |            | \$ 1,298 | \$ 617   |            | \$ 1,499 | \$ 895   |

(a) Included in Other assets on our Consolidated Balance Sheet.

(b) Included in Other liabilities on our Consolidated Balance Sheet.

(c) Represents primarily swaps.

(d) In the first quarter of 2017, PNC changed its accounting treatment for variation margin related to certain derivative instruments cleared through a central clearing house. Previously, variation margin was treated as collateral subject to offsetting. As a result of changes made by the clearing house to its rules governing such instruments with its counterparties, effective for the first quarter of 2017, variation margin will be treated as a settlement payment on the derivative instrument. The impact at March 31, 2017 was a reduction of gross derivative assets and gross derivative liabilities by \$.8 billion and \$.7 billion, respectively. The accounting change had no impact on the net fair value of the derivative assets and liabilities that otherwise would have been reported on our Consolidated Balance Sheet. See Table 63 for more information.

(e) Includes both residential and commercial mortgage banking activities.

(f) Futures contracts settle in cash daily and, therefore, no derivative asset or derivative liability is recognized on our Consolidated Balance Sheet.

(g) Includes our obligation to fund a portion of certain BlackRock LTIP programs and the swaps entered into in connection with sales of a portion of Visa Class B common shares.

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All derivatives are carried on our Consolidated Balance Sheet at fair value. Derivative balances are presented on the Consolidated Balance Sheet on a net basis taking into consideration the effects of legally enforceable master netting agreements and, when appropriate, any related cash collateral exchanged with counterparties. Further discussion regarding the offsetting rights associated with these legally enforceable master netting agreements is included in the Offsetting, Counterparty Credit Risk and Contingent Features section below. Any nonperformance risk, including credit risk, is included in the determination of the estimated net fair value of the derivatives.

**Derivatives Designated As Hedging Instruments under GAAP**

Certain derivatives used to manage interest rate and foreign exchange risk as part of our asset and liability risk management activities are designated as accounting hedges under GAAP. Derivatives hedging the risks associated with changes in the fair value of assets or liabilities are considered fair value hedges, derivatives hedging the variability of

expected future cash flows are considered cash flow hedges, and derivatives hedging a net investment in a foreign subsidiary are considered net investment hedges. Designating derivatives as accounting hedges allows for gains and losses on those derivatives, to the extent effective, to be recognized in the income statement in the same period the hedged items affect earnings.

**Fair Value Hedges**

We enter into receive-fixed, pay-variable interest rate swaps to hedge changes in the fair value of outstanding fixed-rate debt caused by fluctuations in market interest rates. We also enter into pay-fixed, receive-variable interest rate swaps and zero-coupon swaps to hedge changes in the fair value of fixed rate and zero-coupon investment securities caused by fluctuations in market interest rates. For these hedge relationships, we use statistical regression analysis to assess hedge effectiveness at both the inception of the hedge relationship and on an ongoing basis. There were no components of derivative gains or losses excluded from the assessment of hedge effectiveness for all periods presented.

Further detail regarding gains (losses) on fair value hedge derivatives and related hedged items is presented in the following table:

***Table 60: Gains (Losses) on Derivatives and Related Hedged Items Fair Value Hedges (a)***

| In millions | Hedged Items            | Location                        | Three months ended  |   |   |  |       |
|-------------|-------------------------|---------------------------------|---|---|---|--|-------|
|             |                         |                                 | March 31, 2017  |   | March 31, 2016  |  |       |
|             |                         |                                 | Gain<br>(Loss) on<br>Derivatives<br>Recognized<br>in Income | Gain<br>Related<br>Hedged<br>Items<br>Recognized<br>in Income | Gain<br>(Loss) on<br>Derivatives<br>Recognized<br>in Income | Gain<br>(Loss) on<br>Related<br>Hedged<br>Items<br>Recognized<br>in Income |       |
|             | Interest rate contracts | U.S. Treasury and<br>Government | Investment<br>securities (interest                          | \$22  | \$(21)  | \$(154)  | \$158 |

|                         | Agencies and Other<br>Debt Securities                  | income)                              |               |             |              |                |
|-------------------------|--|--------------------------------------|---------------|-------------|--------------|----------------|
| Interest rate contracts | Subordinated Debt<br>and Bank Notes and<br>Senior Debt | Borrowed funds<br>(interest expense) | (95)          | 86          | 407          | (432)          |
| <b>Total</b>            |  |                                      | <b>\$(73)</b> | <b>\$65</b> | <b>\$253</b> | <b>\$(274)</b> |

(a) The difference between the gains (losses) recognized in income on derivatives and their related hedged items represents the ineffective portion of the change in value of our fair value hedge derivatives.

### Cash Flow Hedges

We enter into receive-fixed, pay-variable interest rate swaps to modify the interest rate characteristics of designated commercial loans from variable to fixed in order to reduce the impact of changes in future cash flows due to market interest rate changes. For these cash flow hedges, any changes in the fair value of the derivatives that are effective in offsetting changes in the forecasted interest cash flows are recorded in Accumulated other comprehensive income and are reclassified to interest income in conjunction with the recognition of interest received on the loans. We use statistical regression analysis to assess the effectiveness of these hedge relationships at both the inception of the hedge relationship and on an ongoing basis.

We also periodically enter into forward purchase and sale contracts to hedge the variability of the consideration that will be paid or received related to the purchase or sale of investment securities. The forecasted purchase or sale is consummated upon gross settlement of the forward contract itself. As a result, hedge ineffectiveness, if any, is typically minimal. Gains and losses on these forward contracts are recorded in Accumulated other comprehensive income and are recognized in earnings when the hedged cash flows affect earnings.

In the 12 months that follow March 31, 2017, we expect to reclassify net derivative gains of \$159 million pretax, or \$103 million after-tax, from Accumulated other comprehensive income to interest income for both cash flow

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hedge strategies. This reclassified amount could differ from amounts actually recognized due to changes in interest rates, hedge de-designations and the addition of other hedges subsequent to March 31, 2017. As of March 31, 2017, the maximum length of time over which forecasted transactions are hedged is seven years. During the first three months of 2017 and 2016, there were no gains or losses from cash flow hedge derivatives reclassified to earnings because it became probable that the original forecasted transaction would not occur.

There were no components of derivative gains or losses excluded from the assessment of hedge effectiveness related to either cash flow hedge strategy for all periods presented.

Further detail regarding gains (losses) on derivatives and related cash flows is presented in the following table:

**Table 61: Gains (Losses) on Derivatives and Related Cash Flows – Cash Flow Hedges (a) (b)**

| In millions  | Three months ended |                |
|--|--------------------|----------------|
|  | March 31, 2017     | March 31, 2016 |
| Gains (losses) on derivatives recognized in Other comprehensive income (OCI) (effective portion)                     | \$ (22)            | \$ 265         |
| Less: Gains (losses) reclassified from Accumulated other comprehensive income (AOCI) into income (effective portion) |                    |                |
| Interest income  | 52                 | 65             |
| Noninterest income   | 3                  |                |
| Total gains (losses) reclassified from AOCI into income (effective portion)  | \$ 55              | \$ 65          |
| Net unrealized gains (losses) on cash flow hedge derivatives   | \$ (77)            | \$ 200         |

(a) All cash flow hedge derivatives are interest rate contracts as of March 31, 2017 and March 31, 2016.

(b) The amount of cash flow hedge ineffectiveness recognized in income was not significant for the periods presented.

**Net Investment Hedges**

We enter into foreign currency forward contracts to hedge non-U.S. Dollar net investments in foreign subsidiaries against adverse changes in foreign exchange rates. We assess whether the hedging relationship is highly effective in achieving offsetting changes in the value of the hedge and hedged item by qualitatively verifying that the critical terms of the hedge and hedged item match at the inception of the hedging relationship and on an ongoing basis. Net investment hedge derivatives are classified as foreign exchange contracts. There were no components of derivative gains or losses excluded from the assessment of the hedge effectiveness for all periods presented. During the first three months of 2017 and 2016, there was no net investment hedge ineffectiveness. Gains (losses) on net investment hedge derivatives recognized in OCI were net losses of \$(14) million for the three months

ended March 31, 2017 compared with net gains of \$29 million for the three months ended March 31, 2016.

**Derivatives Not Designated As Hedging Instruments under GAAP**

We also enter into derivatives that are not designated as accounting hedges under GAAP. For additional information on derivatives not designated as hedging instruments under GAAP see Note 13 Financial Derivatives in our 2016 Form 10-K.



Further detail regarding the gains (losses) on derivatives not designated in hedging relationships is presented in the following table:

**Table 62: Gains (Losses) on Derivatives Not Designated for Hedging under GAAP**

| In millions   | Three months ended |         |
|---|--------------------|---------|
|   | March 31           |         |
|   | 2017               | 2016    |
| Derivatives used for mortgage banking activities:                           |                    |         |
| Interest rate contracts (a)   | \$ (7)             | \$ 241  |
| Derivatives used for customer-related activities:                           |                    |         |
| Interest rate contracts   | \$ 34              | \$ (4)  |
| Foreign exchange contracts and other  | 32                 | 29      |
| Gains (losses) from customer-related activities (b)                         | \$ 66              | \$ 25   |
| Derivatives used for other risk management activities:                      |                    |         |
| Foreign exchange contracts and other (c)                                    | \$ (50)            | \$ (99) |
| Gains (losses) from other risk management activities (b)                    | \$ (50)            | \$ (99) |
| Total gains (losses) from derivatives not designated as hedging instruments | \$ 9               | \$ 167  |

(a) Included in Residential mortgage, Corporate services and Other noninterest income.

(b) Included in Other noninterest income.

(c) Includes BlackRock LTIP funding obligation and the swaps entered into in connection with sales of a portion of Visa Class B common shares.

#### **Offsetting, Counterparty Credit Risk and Contingent Features**

We, generally, utilize a net presentation on the Consolidated Balance Sheet for those derivative financial instruments entered into with counterparties under legally enforceable master netting agreements. The master netting agreements reduce credit risk by permitting the closeout netting of all outstanding derivative instruments under the master netting agreement with the same counterparty upon the occurrence of an event of default. The master netting agreement also may require the exchange of cash or marketable securities to collateralize either party's net position. For additional information on derivative offsetting, counterparty credit risk and contingent features see Note 13 Financial Derivatives in our 2016 Form 10-K.

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Table 63 shows the impact legally enforceable master netting agreements had on our derivative assets and derivative liabilities as of March 31, 2017 and December 31, 2016. The table includes cash collateral held or pledged under legally enforceable master netting agreements. The table also includes the fair value of any securities collateral held or pledged under legally enforceable master netting agreements. Cash and securities collateral amounts are included in the table only to the extent of the related net derivative fair values.

**Table 63: Derivative Assets and Liabilities Offsetting**

| March 31, 2017                          | Amounts Offset on<br>the<br>Consolidated<br>Balance Sheet |               |                    | Net<br>Fair Value | Securities<br>Collateral<br>Held /<br>(Pledged) | Net Amounts |
|---|---|---------------|--------------------|-------------------|---|-------------|
|   | Gross Fair<br>Value                                       | Offset Amount | Cash<br>Collateral |                   | Under Master<br>Netting<br>Agreements           |             |
| In millions                             |   |               |                    |                   |   |             |
| Derivative assets                       |   |               |                    |                   |   |             |
| Interest rate contracts:                |   |               |                    |                   |   |             |
| Cleared (a)                             | \$ 556  | \$ 157        | \$ 366             | \$ 33             |   | \$ 33       |
| Exchange-traded                         | 10  |               |                    | 10                |   | 10          |
| Over-the-counter                        | 2,504   | 1,216         | 137                | 1,151             | \$54  | 1,097       |
| Foreign exchange and other<br>contracts | 232   | 124           | 4                  | 104               |   | 104         |
| Total derivative assets                 | \$ 3,302  | \$ 1,497      | \$ 507             | \$ 1,298 (b)      | \$54  | \$ 1,244    |
| Derivative liabilities                  |   |               |                    |                   |   |             |
| Interest rate contracts:                |   |               |                    |                   |   |             |
| Cleared (a)                             | \$ 176  | \$ 157        |                    | \$ 19             |   | \$ 19       |
| Exchange-traded                         | 2   |               |                    | 2                 |   | 2           |
| Over-the-counter                        | 1,992   | 1,238         | \$ 490             | 264               |   | 264         |
| Foreign exchange and other<br>contracts | 452   | 102           | 18                 | 332               |   | 332         |
| Total derivative liabilities            | \$ 2,622  | \$ 1,497      | \$ 508             | \$ 617 (c)        |   | \$ 617      |
| December 31, 2016                       |   |               |                    |                   |   |             |
| In millions                             |   |               |                    |                   |   |             |
| Derivative assets                       |   |               |                    |                   |   |             |
| Interest rate contracts:                |   |               |                    |                   |   |             |
| Cleared                                 | \$ 1,498  | \$ 940        | \$ 480             | \$ 78             |   | \$ 78       |
| Exchange-traded                         | 9   |               |                    | 9                 |   | 9           |
| Over-the-counter                        | 2,702   | 1,358         | 164                | 1,180             | \$62  | 1,118       |
| Foreign exchange and other<br>contracts | 407   | 162           | 13                 | 232               |   | 232         |
| Total derivative assets                 | \$ 4,616  | \$ 2,460      | \$ 657             | \$ 1,499 (b)      | \$62  | \$ 1,437    |
| Derivative liabilities                  |   |               |                    |                   |   |             |

| Interest rate contracts:             |          |          |        |            |        |
|--------------------------------------|----------|----------|--------|------------|--------|
| Cleared                              | \$ 1,060 | \$ 940   | \$ 25  | \$ 95      | \$ 95  |
| Exchange-traded                      | 1        |          |        | 1          | 1      |
| Over-the-counter                     | 2,064    | 1,395    | 431    | 238        | 238    |
| Foreign exchange and other contracts | 714      | 125      | 28     | 561        | 561    |
| Total derivative liabilities         | \$ 3,839 | \$ 2,460 | \$ 484 | \$ 895 (c) | \$ 895 |

(a) Reflects our first quarter 2017 change in accounting treatment for variation margin for certain derivative instruments cleared through a central clearing house. The accounting change reduced the asset and liability gross fair values with corresponding reductions to the fair value and cash collateral offsets, resulting in no changes to the net fair value amounts.

(b) Represents the net amount of derivative assets included in Other assets on our Consolidated Balance Sheet.

(c) Represents the net amount of derivative liabilities included in Other liabilities on our Consolidated Balance Sheet.

Table 63 includes over-the-counter (OTC) derivatives, cleared derivatives and exchange-traded derivatives. OTC derivatives represent contracts executed bilaterally with counterparties that are not settled through an organized exchange or cleared through a central clearing house. The majority of OTC derivatives are governed by ISDA documentation or other legally enforceable industry standard master netting agreements. Cleared derivatives represent contracts executed bilaterally with counterparties in the OTC market that are novated to a central clearing house who then becomes our counterparty. Exchange-traded derivatives represent standardized futures and options contracts executed directly on an organized exchange.

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In addition to using master netting agreements and other collateral agreements to reduce credit risk associated with derivative instruments, we also seek to manage credit risk by evaluating credit ratings of counterparties and by using internal credit analysis, limits and monitoring procedures.

At March 31, 2017, we held cash, U.S. government securities and mortgage-backed securities totaling \$.8 billion under master netting agreements and other collateral agreements to collateralize net derivative assets due from counterparties, and we pledged cash totaling \$1.3 billion under these agreements to collateralize net derivative liabilities owed to counterparties and to meet initial margin requirements. These totals may differ from the amounts presented in the preceding offsetting table because these totals may include collateral exchanged under an agreement that does not qualify as a master netting agreement or because the total amount of collateral held or pledged exceeds the net derivative fair values with the counterparty as of the balance sheet date due to timing or other factors, such as initial margin. To the extent not netted against the derivative fair values under a master netting agreement, the receivable for cash pledged is included in

Other assets and the obligation for cash held is included in Other liabilities on our Consolidated Balance Sheet. Securities held from counterparties are not recognized on our balance sheet. Likewise securities we have pledged to counterparties remain on our balance sheet.

Certain derivative agreements contain various credit-risk related contingent provisions, such as those that require our debt to maintain a specified credit rating from one or more of the major credit rating agencies. If our debt ratings were to fall below such specified ratings, the counterparties to the derivative instruments could request immediate payment or demand immediate and ongoing full collateralization on derivative instruments in net liability positions. The aggregate fair value of all derivative instruments with credit-risk-related contingent features that were in a net liability position on March 31, 2017 was \$1.0 billion for which we had posted collateral of \$.5 billion in the normal course of business. The maximum additional amount of collateral we would have been required to post if the credit-risk-related contingent features underlying these agreements had been triggered on March 31, 2017 would be \$.5 billion.

**NOTE 10 EARNINGS PER SHARE****Table 64: Basic and Diluted Earnings Per Common Share**

| In millions, except per share data   | Three months ended March 31 |        |
|--|-----------------------------|--------|
|  | 2017                        | 2016   |
| <b>Basic</b>   |                             |        |
| Net income   | \$ 1,074                    | \$ 943 |
| Less:  |                             |        |
| Net income attributable to noncontrolling interests                        | 17                          | 19     |
| Preferred stock dividends  | 63                          | 63     |
| Preferred stock discount accretion and redemptions                         | 21                          | 2      |
| Net income attributable to common shares                                   | 973                         | 859    |
| Less:  |                             |        |
| Dividends and undistributed earnings allocated to participating securities | 6                           | 6      |
| Net income attributable to basic common shares                             | \$ 967                      | \$ 853 |

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|   |    |      |    |      |
|---|----|------|----|------|
| Basic weighted-average common shares outstanding      |    | 487  |    | 501  |
| Basic earnings per common share (a)                   | \$ | 1.99 | \$ | 1.70 |
| <b>Diluted</b>  |    |      |    |      |
| Net income attributable to basic common shares        | \$ | 967  | \$ | 853  |
| Less: Impact of BlackRock earnings per share dilution |    | 4    |    | 3    |
| Net income attributable to diluted common shares      | \$ | 963  | \$ | 850  |
| Basic weighted-average common shares outstanding      |    | 487  |    | 501  |
| Dilutive potential common shares                      |    | 5    |    | 6    |
| Diluted weighted-average common shares outstanding    |    | 492  |    | 507  |
| Diluted earnings per common share (a)                 | \$ | 1.96 | \$ | 1.68 |

(a) Basic and diluted earnings per share under the two-class method are determined on net income reported on the income statement less earnings allocated to nonvested restricted shares and restricted share units with nonforfeitable dividends and dividend rights (participating securities).

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Activity in total equity for the first three months of 2016 and 2017 follows:

**Table 65: Rollforward of Total Equity**

| In millions   | Shares<br>Outstanding<br>Common<br>Stock | Common<br>Stock | Preferred<br>Stock | Shareholders | Equity    |   | Treasury<br>Stock | Non-<br>controlling<br>Interests | Total<br>Equity |
|---|--|-----------------|--------------------|--------------|-----------|---|-------------------|----------------------------------|-----------------|
|   |  |                 |                    | Capital      | Capital   | Accumulated<br>Other<br>Comprehensive<br>Retained<br>Earnings |                   |                                  |                 |
| Balance at January 1,<br>2016                       | 504                                      | \$2,708         | \$ 3,452           | \$ 12,745    | \$ 29,043 | \$ 130  | \$ (3,368)        | \$ 1,270                         | \$45,980        |
| Net income  |  |                 |                    |              | 924       |   |                   | 19                               | 943             |
| Other comprehensive<br>income (loss), net of<br>tax |  |                 |                    |              |           | 402   |                   |                                  | 402             |
| Cash dividends<br>declared                          |  |                 |                    |              |           |   |                   |                                  |                 |
| Common (\$.51 per<br>share)                         |  |                 |                    |              | (260)     |   |                   |                                  | (260)           |
| Preferred   |  |                 |                    |              | (64)      |   |                   |                                  | (64)            |
| Preferred stock<br>discount accretion               |  |                 | 1                  |              | (1)       |   |                   |                                  |                 |
| Common stock activity<br>(a)                        |  |                 |                    | 2            |           |   |                   |                                  | 2               |
| Treasury stock activity                             | (5)                                      |                 |                    | (11)         |           |   | (423)             |                                  | (434)           |
| Other   |  |                 |                    | (150)        |           |   |                   | (91)                             | (241)           |
| Balance at March 31,<br>2016 (b)                    | 499                                      | \$2,708         | \$ 3,453           | \$ 12,586    | \$ 29,642 | \$ 532  | \$ (3,791)        | \$ 1,198                         | \$46,328        |
| Balance at January 1,<br>2017                       | 485                                      | \$2,709         | \$ 3,977           | \$ 12,674    | \$ 31,670 | \$ (265)  | \$ (5,066)        | \$ 1,155                         | \$46,854        |
| Net income  |  |                 |                    |              | 1,057     |   |                   | 17                               | 1,074           |
| Other comprehensive<br>income (loss), net of<br>tax |  |                 |                    |              |           | (14)  |                   |                                  | (14)            |
| Cash dividends<br>declared                          |  |                 |                    |              |           |   |                   |                                  |                 |
| Common (\$.55 per<br>share)                         |  |                 |                    |              | (271)     |   |                   |                                  | (271)           |
| Preferred   |  |                 |                    |              | (63)      |   |                   |                                  | (63)            |

|  |       |         |          |           |           |          |            |         |           |
|--|-------|---------|----------|-----------|-----------|----------|------------|---------|-----------|
| Preferred stock discount accretion     | 2     | (2)     |          |           |           |          |            |         |           |
| Redemption of noncontrolling interests |       | (19)    |          |           |           | (981)    |            | (1,000) |           |
| Treasury stock activity (c)            | (216) |         |          |           | (257)     |          |            | (473)   |           |
| Other                                  | (162) |         |          |           |           | (42)     |            | (204)   |           |
| Balance at March 31, 2017 (b)          | 485   | \$2,709 | \$ 3,979 | \$ 12,296 | \$ 32,372 | \$ (279) | \$ (5,323) | \$ 149  | \$ 45,903 |

(a) Common stock activity totaled less than .5 million shares issued.

(b) The par value of our preferred stock outstanding was less than \$.5 million at each date and, therefore, is excluded from this presentation.

(c) Treasury stock activity totaled less than .5 million shares issued.

### **Warrants**

We had 5.6 million warrants outstanding at March 31, 2017 and 11.3 million warrants outstanding at December 31, 2016. Each warrant entitles the holder to purchase one share of PNC common stock at an exercise price of \$67.33 per share. In accordance with the terms of the warrants, the warrants are exercised on a non-cash net basis with the warrant holder receiving PNC common shares determined based on the excess of the market price of PNC common stock on the exercise date over the exercise price of the warrant. The outstanding warrants will expire as of December 31, 2018 and are considered in the calculation of diluted earnings per common share in Note 10 Earnings Per Share in this Report.

### **Noncontrolling Interests**

#### **Perpetual Trust Securities**

Our noncontrolling interests balance at March 31, 2017 reflected our March 15, 2017 redemption of \$1.0 billion Fixed-to-Floating Rate Non-Cumulative Exchangeable Perpetual Trust Securities issued by PNC Preferred Funding Trusts I and II with current distribution rates of 2.61% and 2.19%, respectively. The Perpetual Trust Securities were subject to replacement capital covenants dated December 6, 2006 and March 29, 2007 benefiting PNC Capital Trust C as the sole holder of \$200 million of junior subordinated debentures issued by PNC in June 1998. Upon redemption of the Perpetual Trust Securities, the replacement capital covenants terminated and such debentures ceased being covered debt with respect to the replacement capital covenants.

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Details of other comprehensive income (loss) are as follows:

**Table 66: Other Comprehensive Income**

| In millions   | Three Months Ended<br>March 31 |             |
|---|--------------------------------|-------------|
|   | 2017                           | 2016        |
| <b>Net unrealized gains (losses) on non-OTTI securities</b>   |                                |             |
| Increase in net unrealized gains (losses) on non-OTTI securities  | \$ 67                          | \$ 519      |
| Less: Net gains (losses) realized as a yield adjustment reclassified to investment securities interest income | 5                              | 6           |
| Less: Net gains (losses) realized on sales of securities reclassified to noninterest income                   | (7)                            | 9           |
| <b>Net increase (decrease), pre-tax</b>   | <b>69</b>                      | <b>504</b>  |
| Effect of income taxes  | (25)                           | (185)       |
| <b>Net increase (decrease), after-tax</b>   | <b>44</b>                      | <b>319</b>  |
| <b>Net unrealized gains (losses) on OTTI securities</b>   |                                |             |
| Increase in net unrealized gains (losses) on OTTI securities  | 37                             | (39)        |
| Less: OTTI losses realized on securities reclassified to noninterest income                                   |                                | (1)         |
| Less: Net gains (losses) realized on sales of securities reclassified to noninterest income                   | 2                              |             |
| <b>Net increase (decrease), pre-tax</b>   | <b>35</b>                      | <b>(38)</b> |
| Effect of income taxes  | (13)                           | 14          |
| <b>Net increase (decrease), after-tax</b>   | <b>22</b>                      | <b>(24)</b> |
| <b>Net unrealized gains (losses) on cash flow hedge derivatives</b>   |                                |             |
| Increase in net unrealized gains (losses) on cash flow hedge derivatives                                      | (22)                           | 265         |
| Less: Net gains (losses) realized as a yield adjustment reclassified to loan interest income                  | 46                             | 60          |
| Less: Net gains (losses) realized as a yield adjustment reclassified to investment securities interest income | 6                              | 5           |
| Less: Net gains (losses) realized on sales of securities reclassified to noninterest income                   | 3                              |             |
| <b>Net increase (decrease), pre-tax</b>   | <b>(77)</b>                    | <b>200</b>  |
| Effect of income taxes  | 28                             | (73)        |
| <b>Net increase (decrease), after-tax</b>   | <b>(49)</b>                    | <b>127</b>  |
| <b>Pension and other postretirement benefit plan adjustments</b>  |                                |             |
| Net pension and other postretirement benefit activity   | (74)                           | 2           |
| Amortization of actuarial loss (gain) reclassified to other noninterest expense                               | 13                             | 12          |
| Amortization of prior service cost (credit) reclassified to other noninterest expense                         | (1)                            | (2)         |
| <b>Net increase (decrease), pre-tax</b>   | <b>(62)</b>                    | <b>12</b>   |
| Effect of income taxes  | 23                             | (4)         |
| <b>Net increase (decrease), after-tax</b>   | <b>(39)</b>                    | <b>8</b>    |
| <b>Other</b>  |                                |             |
| PNC's portion of BlackRock's OCI  | 2                              | (25)        |
| Net investment hedge derivatives  | (14)                           | 29          |
| Foreign currency translation adjustments and other  | 16                             | (29)        |



|   |         |       |     |
|---|---------|-------|-----|
| SBA I/O Strip sold  |         | (2)   |     |
| <b>Net increase (decrease), pre-tax</b>                   | 4       | (27)  |     |
| Effect of income taxes                                    | 4       | (1)   |     |
| <b>Net increase (decrease), after-tax</b>                 | 8       | (28)  |     |
| <b>Total other comprehensive income (loss), pre-tax</b>   | (31)    |       | 651 |
| Total other comprehensive income, tax effect              | 17      | (249) |     |
| <b>Total other comprehensive income (loss), after-tax</b> | \$ (14) | \$    | 402 |

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**Table of Contents****Table 67: Accumulated Other Comprehensive Income (Loss) Components**

| In millions, after-tax       | Net unrealized gains (losses) |                                   | Net unrealized gains (losses) |                    | Pension and other postretirement benefit plan adjustments | Other    | Total |
|------------------------------|-------------------------------|-----------------------------------|-------------------------------|--------------------|---|----------|-------|
|                              | non-OTTI securities           | gains (losses) on OTTI securities | cash flow hedge derivatives   | on OTTI securities |   |          |       |
| Balance at December 31, 2015 | \$ 286                        | \$ 66                             | \$ 430                        | \$ (554)           | \$ (98)   | \$ 130   |       |
| Net activity                 | 319                           | (24)                              | 127                           | 8                  | (28)  | 402      |       |
| Balance at March 31, 2016    | \$ 605                        | \$ 42                             | \$ 557                        | \$ (546)           | \$ (126)  | \$ 532   |       |
| Balance at December 31, 2016 | \$ 52                         | \$ 106                            | \$ 333                        | \$ (553)           | \$ (203)  | \$ (265) |       |
| Net activity                 | 44                            | 22                                | (49)                          | (39)               | 8   | (14)     |       |
| Balance at March 31, 2017    | \$ 96                         | \$ 128                            | \$ 284                        | \$ (592)           | \$ (195)  | \$ (279) |       |

**NOTE 12 LEGAL PROCEEDINGS**

We establish accruals for legal proceedings, including litigation and regulatory and governmental investigations and inquiries, when information related to the loss contingencies represented by those matters indicates both that a loss is probable and that the amount of loss can be reasonably estimated. Any such accruals are adjusted thereafter as appropriate to reflect changed circumstances. When we are able to do so, we also determine estimates of possible losses or ranges of possible losses, whether in excess of any related accrued liability or where there is no accrued liability, for disclosed legal proceedings ( Disclosed Matters, which are those matters disclosed in this Note 12 as well as those matters disclosed in Note 19 Legal Proceedings in the Notes To Consolidated Financial Statements in our 2016 Form 10-K (such prior disclosure referred to as Prior Disclosure)). For Disclosed Matters where we are able to estimate such possible losses or ranges of possible losses, as of March 31, 2017, we estimate that it is reasonably possible that we could incur losses in an aggregate amount of up to approximately \$425 million. The estimates included in this amount are based on our analysis of currently available information and are subject to significant judgment and a variety of assumptions and uncertainties. As new information is obtained we may change our estimates. Due to the inherent subjectivity of the assessments and unpredictability of outcomes of legal proceedings, any amounts accrued or included in this aggregate amount may not represent the ultimate loss to us from the legal proceedings in question. Thus, our exposure and ultimate losses may be higher, and possibly significantly so, than the amounts accrued or this aggregate amount.

As a result of the types of factors described in Note 19 in our 2016 Form 10-K, we are unable, at this time, to estimate the losses that it is reasonably possible that we could incur or ranges of such losses with respect to some of the matters disclosed, and the aggregate estimated amount provided above does not include an estimate for every Disclosed Matter. Therefore, as the estimated aggregate amount disclosed above does not include all of the Disclosed Matters, the amount disclosed above does not represent our maximum reasonably possible loss exposure for all of the Disclosed Matters. The

estimated aggregate amount also does not reflect any of our exposure to matters not so disclosed, as discussed below under Other.

We include in some of the descriptions of individual Disclosed Matters certain quantitative information related to the plaintiff's claim against us as alleged in the plaintiff's pleadings or other public filings or otherwise publicly available information. While information of this type may provide insight into the potential magnitude of a matter, it does not necessarily represent our estimate of reasonably possible loss or our judgment as to any currently appropriate accrual.

Some of our exposure in Disclosed Matters may be offset by applicable insurance coverage. We do not consider the possible availability of insurance coverage in determining the amounts of any accruals (although we record the amount of related insurance recoveries that are deemed probable up to the amount of the accrual) or in determining any estimates of possible losses or ranges of possible losses.

### **Interchange Litigation**

In March 2017, the U.S. Supreme Court denied the petition for a writ of certiorari challenging the decision of the U.S. Court of Appeals for the Second Circuit's reversal of the order approving a settlement in the cases that had been consolidated for pre-trial proceedings in the U.S. District Court for the Eastern District of New York under the caption *In re Payment Card Interchange Fee and Merchant-Discount Antitrust Litigation* (Master File No. 1:05-md-1720-JG-JO).

### **CBNV Mortgage Litigation**

Between 2001 and 2003, on behalf of either individual plaintiffs or proposed classes of plaintiffs, several separate lawsuits were filed in state and federal courts against Community Bank of Northern Virginia (CBNV), a PNC Bank predecessor, and other defendants asserting claims arising from second mortgage loans made to the plaintiffs. The state lawsuits were removed to federal court and, with the lawsuits that had been filed in federal court, were consolidated for pre-trial proceedings in a multidistrict litigation (MDL) proceeding in the U.S. District Court for the Western

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District of Pennsylvania under the caption *In re: Community Bank of Northern Virginia Lending Practices Litigation* (No. 03-0425 (W.D. Pa.), MDL No. 1674).

In October 2011, the plaintiffs filed a joint consolidated amended class action complaint covering all of the class action lawsuits pending in this proceeding. The amended complaint named several defendants, including CBNV. As relevant to CBNV, the principal allegations in the amended complaint were that a group of persons and entities collectively characterized as the Shumway/Bapst Organization referred prospective second residential mortgage loan borrowers to CBNV, that CBNV charged these borrowers improper title and loan fees at loan closings, that the disclosures provided to the borrowers at loan closings were inaccurate, and that CBNV paid some of the loan fees to the Shumway/Bapst Organization as purported kickbacks for the referrals. The amended complaint asserted claims for violations of the Real Estate Settlement Procedures Act (RESPA), the Truth in Lending Act (TILA), as amended by the Home Ownership and Equity Protection Act (HOEPA), and the Racketeer Influenced and Corrupt Organizations Act (RICO).

The amended complaint sought to certify a class of all borrowers who obtained a second residential non-purchase money mortgage loan, secured by their principal dwelling, including from CBNV, the terms of which made the loan subject to HOEPA. The plaintiffs sought, among other things, unspecified damages (including treble damages under RICO and RESPA), rescission of loans, declaratory and injunctive relief, interest and attorneys' fees. In November 2011, the defendants filed a motion to dismiss the amended complaint. In June 2013, the court granted in part and denied in part the motion, dismissing the claims of any plaintiff whose loan did not originate with or was not assigned to CBNV, narrowing the scope of the RESPA claim, and dismissing several of the named plaintiffs for lack of standing. Also in June 2013, the plaintiffs filed a motion for class certification, which was granted in July 2013. In July 2015, the U.S. Court of Appeals for the Third Circuit affirmed the grant of class certification by the district court. In November 2015, we filed a petition for a writ of certiorari with the U.S. Supreme Court seeking review of the decision of the court of appeals, which was denied in February 2016. We filed motions with the district court for decertification and summary judgment in April 2016.

In August 2016, we reached a settlement with the plaintiffs. In December 2016, the court granted final approval of the settlement. Under this settlement, the matter was submitted to binding arbitration in February 2017 before a panel of three arbitrators, who were to determine whether we would pay the plaintiff class either an amount (inclusive of class counsel fees and expenses) we proposed (\$24 million) or an amount proposed by the plaintiffs (\$70 million), with no discretion to choose any other amount. The arbitrators reached a unanimous

decision in March 2017 deciding in favor of our position and awarding the plaintiffs a total of \$24 million.

## **Captive Mortgage Reinsurance Litigation**

In March 2017, in the lawsuit currently pending against PNC (as successor in interest to National City Corporation and several of its subsidiaries) in the U.S. District Court for the Eastern District of Pennsylvania under the caption *White, et al. v. The PNC Financial Services Group, Inc., et al.* (Civil Action No. 11-7928), the district court certified the issue as to whether the plaintiffs' claim under RESPA is not barred by the statute of limitations under the continuing violations doctrine for interlocutory appeal to the U.S. Court of Appeals for the Third Circuit and stayed the action. Also in March 2017, the court of appeals declined to accept the appeal, and as a result proceedings will resume in the district court.

## **Other Regulatory and Governmental Inquiries**

We are the subject of investigations, audits and other forms of regulatory and governmental inquiry covering a broad range of issues in our consumer, mortgage, brokerage, securities and other financial services businesses, as well as other aspects of our operations. In some cases, these inquiries are part of reviews of specified activities at multiple industry participants; in others, they are directed at PNC individually. These inquiries, including those described in Prior Disclosure, may lead to administrative, civil or criminal proceedings, and possibly result in remedies including fines, penalties, restitution, or alterations in our business practices, and in additional expenses and collateral costs and other consequences. These inquiries may result in significant reputational harm or other adverse collateral consequences even if direct resulting remedies are not material to us.

Our practice is to cooperate fully with regulatory and governmental investigations, audits and other inquiries, including those described in Prior Disclosure.

### **Other**

In addition to the proceedings or other matters described above and in Prior Disclosure, PNC and persons to whom we may have indemnification obligations, in the normal course of business, are subject to various other pending and threatened legal proceedings in which claims for monetary damages and other relief are asserted. We do not anticipate, at the present time, that the ultimate aggregate liability, if any, arising out of such other legal proceedings will have a material adverse effect on our financial position. However, we cannot now determine whether or not any claims asserted against us or others to whom we may have indemnification obligations, whether in the proceedings or other matters described above or otherwise, will have a material adverse effect on our results of operations in any future reporting period, which will depend on, among other things, the amount of the loss resulting from the claim and the amount of income otherwise reported for the reporting period.

**Table of Contents****NOTE 13 COMMITMENTS**

In the normal course of business, we have various commitments outstanding, certain of which are not included on our Consolidated Balance Sheet. The following table presents our outstanding commitments to extend credit along with significant other commitments as of March 31, 2017 and December 31, 2016, respectively.

**Table 68: Commitments to Extend Credit and Other Commitments**

| In millions  | March 31<br>2017 | December 31<br>2016 |
|--|------------------|---------------------|
| Commitments to extend credit                             |                  |                     |
| Total commercial lending                                 | \$ 106,308       | \$ 108,256          |
| Home equity lines of credit                              | 17,719           | 17,438              |
| Credit card  | 22,807           | 22,095              |
| Other  | 4,431            | 4,192               |
| Total commitments to extend credit                       | 151,265          | 151,981             |
| Net outstanding standby letters of credit (a)            | 8,558            | 8,324               |
| Reinsurance agreements (b)                               | 1,766            | 1,835               |
| Standby bond purchase agreements (c)                     | 788              | 790                 |
| Other commitments (d)                                    | 1,073            | 967                 |
| Total commitments to extend credit and other commitments | \$ 163,450       | \$ 163,897          |

- (a) Net outstanding standby letters of credit include \$3.9 billion at both March 31, 2017 and December 31, 2016, which support remarketing programs.
- (b) Represents aggregate maximum exposure up to the specified limits of the reinsurance contracts and reflects estimates based on availability of financial information from insurance carriers. As of March 31, 2017 and December 31, 2016, the aggregate maximum exposure amount comprised \$1.5 billion for accidental death & dismemberment contracts and \$.3 billion for credit life, accident & health contracts.
- (c) We enter into standby bond purchase agreements to support municipal bond obligations.
- (d) Includes \$.5 billion related to investments in qualified affordable housing projects at both March 31, 2017 and December 31, 2016.

**Commitments to Extend Credit**

Commitments to extend credit, or net unfunded loan commitments, represent arrangements to lend funds or provide liquidity subject to specified contractual conditions. These commitments generally have fixed expiration dates, may require payment of a fee and contain termination clauses in the event the customer's credit quality deteriorates.

**Net Outstanding Standby Letters of Credit**

We issue standby letters of credit and share in the risk of standby letters of credit issued by other financial institutions, in each case to support obligations of our customers to third parties, such as insurance requirements and the facilitation of transactions involving capital markets product execution. Approximately 91% and 94% of our net outstanding standby letters of credit were rated as Pass as of March 31, 2017 and December 31, 2016, respectively, with the remainder rated as Below Pass. An internal credit rating of Pass indicates the expected risk of loss is currently low, while a rating of Below Pass indicates a higher degree of risk.

If the customer fails to meet its financial or performance obligation to the third party under the terms of the contract or there is a need to support a remarketing program, then upon a draw by a beneficiary, subject to the terms of the letter of credit, we would be obligated to make payment to them. The standby letters of credit outstanding on March 31, 2017 had terms ranging from less than 1 year to 8 years.

As of March 31, 2017, assets of \$1.2 billion secured certain specifically identified standby letters of credit. In addition, a portion of the remaining standby letters of credit issued on behalf of specific customers is also secured by collateral or guarantees that secure the customers' other obligations to us. The carrying amount of the liability for our obligations related to standby letters of credit and participations in standby letters of credit was \$.2 billion at March 31, 2017 and is included in Other liabilities on our Consolidated Balance Sheet.

#### **NOTE 14 SEGMENT REPORTING**

Effective for the first quarter of 2017, as a result of changes to how we manage our businesses, we realigned our segments and, accordingly, have changed the basis of presentation of our segments, resulting in four reportable business segments:

- Retail Banking
- Corporate & Institutional Banking
- Asset Management Group
- BlackRock

Net interest income in business segment results reflects our internal funds transfer pricing methodology. Assets receive a funding charge and liabilities and capital receive a funding credit based on a transfer pricing methodology that incorporates product repricing characteristics, tenor and other factors. Effective for the first quarter of 2017, we made certain adjustments to our internal funds transfer pricing methodology primarily relating to weighted average lives of certain

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non-maturity deposits based on our recent historical experience. These changes in methodology affected business segment results, primarily adversely impacting net interest income for Corporate & Institutional Banking and Retail Banking, offset by increased net interest income in the Other category.

The prior period presented was revised to conform to the new segment alignment and to our change in internal funds transfer pricing methodology.

Results of individual businesses are presented based on our internal management reporting practices. There is no comprehensive, authoritative body of guidance for management accounting equivalent to GAAP; therefore, the financial results of our individual businesses are not necessarily comparable with similar information for any other company. We periodically refine our internal methodologies as management reporting practices are enhanced. To the extent significant and practicable, retrospective application of new methodologies is made to prior period reportable business segment results and disclosures to create comparability with the current period.

Total business segment financial results differ from total consolidated net income. The impact of these differences is reflected in the Other category in the business segment tables. Other includes residual activities that do not meet the criteria for disclosure as a separate reportable business, such as gains or losses related to BlackRock transactions, integration costs, asset and liability management activities including net securities gains or losses, other-than-temporary impairment of investment securities and certain trading activities, exited businesses, certain non-strategic runoff consumer loan portfolios, private equity investments, intercompany eliminations, most corporate overhead, tax adjustments that are not allocated to business segments and differences between business segment performance reporting and financial statement reporting (GAAP), including the presentation of net income attributable to noncontrolling interests as the segments results exclude their portion of net income attributable to noncontrolling interests. Assets, revenue and earnings attributable to foreign activities were not material in the periods presented for comparative purposes.

Financial results are presented, to the extent practicable, as if each business operated on a stand-alone basis. Additionally, we have aggregated the results for corporate support functions within Other for financial reporting purposes.

Our allocation of the costs incurred by shared support areas not directly aligned with the businesses is primarily based on the use of services.

A portion of capital is intended to cover unexpected losses and is assigned to our business segments using our risk-based economic capital model, including consideration of the goodwill at those business segments, as well as the diversification of risk among the business segments, ultimately reflecting our portfolio risk adjusted capital allocation.

We have allocated the allowances for loan and lease losses and for unfunded loan commitments and letters of credit based on the loan exposures within each business segment's portfolio. Key reserve assumptions and estimation processes react to and are influenced by observed changes in loan portfolio performance experience, the financial strength of the borrower and economic conditions. Key reserve assumptions are periodically updated.

## **Business Segment Products and Services**

**Retail Banking** provides deposit, lending, brokerage, investment management and cash management products and services to consumer and small business customers within our primary geographic markets. Our customers are serviced through our branch network, ATMs, call centers, online banking and mobile channels. The branch network is



located primarily in Pennsylvania, Ohio, New Jersey, Michigan, Illinois, Maryland, Indiana, Florida, North Carolina, Kentucky, Washington, D.C., Delaware, Virginia, Georgia, Alabama, Missouri, Wisconsin and South Carolina. Deposit products include checking, savings and money market accounts and certificates of deposit. Lending products include residential mortgages, home equity loans and lines of credit, auto loans, credit cards, education loans and personal loans and lines of credit. The residential mortgage loans are directly originated within our branch network and nationwide, and are typically underwritten to government agency and/or third-party standards, and either sold, servicing retained, or held on our balance sheet. Our mortgage servicing operation performs all functions related to servicing residential mortgage loans for investors and for loans we own. Brokerage, investment management and cash management products and services include managed accounts, education accounts, retirement accounts and trust and estate services.

**Corporate & Institutional Banking** provides lending, treasury management and capital markets-related products and services to mid-sized and large corporations, government and not-for-profit entities. Lending products include secured and unsecured loans, letters of credit and equipment leases. Treasury management services include cash and investment management, receivables management, disbursement services, funds transfer services, information reporting and global trade services. Capital markets-related products and services include foreign exchange, derivatives, securities, loan syndications, mergers and acquisitions advisory and equity capital markets advisory related services. We also provide commercial loan servicing and technology solutions for the commercial real estate finance industry. Products and services are generally provided within our primary geographic markets, with certain products and services offered nationally and internationally.

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**Asset Management Group** provides personal wealth management for high net worth and ultra high net worth clients and institutional asset management. Wealth management products and services include investment and retirement planning, customized investment management, private banking, tailored credit solutions and trust management and administration for individuals and their families. Our Hawthorn unit provides multi-generational family planning including estate, financial, tax planning, fiduciary, investment management and consulting, private banking, personal administrative services, asset custody and customized performance reporting to ultra high net worth families. Institutional asset management provides advisory, custody and retirement administration services. The business also offers PNC proprietary mutual funds. Institutional clients include corporations, unions, municipalities, non-profits, foundations and endowments, primarily located in our geographic footprint.

**BlackRock**, in which we hold an equity investment, is a leading publicly traded investment management firm providing a broad range of investment and risk management services to institutional and retail clients worldwide. Using a diverse platform of active and index investment strategies across asset classes, BlackRock develops investment outcomes and asset allocation solutions for clients. Product offerings include single- and multi-asset class portfolios investing in equities, fixed income, alternatives and money market instruments. BlackRock also offers an investment and risk management technology platform, risk analytics, advisory and technology services and solutions to a broad base of institutional and wealth management investors.

Our equity investment in BlackRock provides us with an additional source of noninterest income and increases our overall revenue diversification. BlackRock is a publicly traded company, and additional information regarding its business is available in its filings with the Securities and Exchange Commission (SEC). At March 31, 2017, our economic interest in BlackRock was 22%. We received cash dividends from BlackRock of \$89 million and \$83 million during the first three months of 2017 and 2016, respectively.

**Table 69: Results of Businesses**

| Three months ended March 31                             | Corporate & |               | Asset      |           |                        |            |
|---|-------------|---------------|------------|-----------|------------------------|------------|
| In millions   | Retail      | Institutional | Management | BlackRock | Other Consolidated (a) |            |
| 2017  | Banking     | Banking       | Group      |           |                        |            |
| <b>Income Statement</b>                                 |             |               |            |           |                        |            |
| Net interest income                                     | \$ 1,120    | \$ 802        | \$ 71      | \$ 167    | \$ 2,160               |            |
| Noninterest income                                      | 603         | 524           | 218        | \$ 186    | 193                    | 1,724      |
| Total revenue   | 1,723       | 1,326         | 289        | 186       | 360                    | 3,884      |
| Provision for credit losses (benefit)                   | 71          | 25            | (2)        |           | (6)                    | 88         |
| Depreciation and amortization                           | 42          | 36            | 11         |           | 125                    | 214        |
| Other noninterest expense                               | 1,273       | 548           | 206        |           | 161                    | 2,188      |
| Income before income taxes and noncontrolling interests | 337         | 717           | 74         | 186       | 80                     | 1,394      |
| Income taxes (benefit)                                  | 124         | 233           | 27         | 41        | (105)                  | 320        |
| Net income  | \$ 213      | \$ 484        | \$ 47      | \$ 145    | \$ 185                 | \$ 1,074   |
| Average Assets (b)                                      | \$ 87,109   | \$ 142,592    | \$ 7,476   | \$ 6,983  | \$ 122,256             | \$ 366,416 |
| 2016  |             |               |            |           |                        |            |

**Income Statement**

|   |           |            |          |          |            |            |
|---|-----------|------------|----------|----------|------------|------------|
| Net interest income                                     | \$ 1,121  | \$ 785     | \$ 77    | \$ 115   | \$ 2,098   |            |
| Noninterest income                                      | 633       | 441        | 203      | \$ 141   | 1,567      |            |
| Total revenue   | 1,754     | 1,226      | 280      | 141      | 3,665      |            |
| Provision for credit losses (benefit)                   | 72        | 102        | (3)      | (19)     | 152        |            |
| Depreciation and amortization                           | 44        | 36         | 11       | 111      | 202        |            |
| Other noninterest expense                               | 1,255     | 497        | 195      | 132      | 2,079      |            |
| Income before income taxes and noncontrolling interests | 383       | 591        | 77       | 141      | 1,232      |            |
| Income taxes (benefit)                                  | 140       | 193        | 28       | 27       | 289        |            |
| Net income  | \$ 243    | \$ 398     | \$ 49    | \$ 114   | \$ 943     |            |
| Average Assets (b)                                      | \$ 86,213 | \$ 137,270 | \$ 7,887 | \$ 6,775 | \$ 117,768 | \$ 355,913 |

(a) There were no material intersegment revenues for the three months ended March 31, 2017 and 2016.

(b) Period-end balances for BlackRock.

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**Table of Contents****STATISTICAL INFORMATION (UNAUDITED)****The PNC Financial Services Group, Inc.****Average Consolidated Balance Sheet And Net Interest Analysis (a) (b) (c)**

|   | First Quarter 2017 |          |         | Fourth Quarter 2016 |          |         |
|---|--------------------|----------|---------|---------------------|----------|---------|
|   | Average            | Interest | Yields/ | Average             | Interest | Yields/ |
| Taxable-equivalent basis                      | Average            | Income/  | Rates   | Average             | Income/  | Rates   |
| Dollars in millions                           | Balances           | Expense  |         | Balances            | Expense  |         |
| <b>Assets</b>                                 |                    |          |         |                     |          |         |
| Interest-earning assets:                      |                    |          |         |                     |          |         |
| Investment securities                         |                    |          |         |                     |          |         |
| Securities available for sale                 |                    |          |         |                     |          |         |
| Residential mortgage-backed                   |                    |          |         |                     |          |         |
| Agency  | \$ 26,385          | \$ 169   | 2.57%   | \$ 26,374           | \$ 151   | 2.30%   |
| Non-agency                                    | 3,127              | 44       | 5.59%   | 3,303               | 42       | 5.18%   |
| Commercial mortgage-backed                    | 5,919              | 35       | 2.35%   | 6,283               | 36       | 2.25%   |
| Asset-backed                                  | 5,992              | 37       | 2.50%   | 5,977               | 36       | 2.39%   |
| U.S. Treasury and government agencies         |                    |          |         |                     |          |         |
| Other   | 13,101             | 54       | 1.66%   | 12,805              | 46       | 1.41%   |
| Total securities available for sale           | 59,817             | 378      | 2.53%   | 59,979              | 350      | 2.33%   |
| Securities held to maturity                   |                    |          |         |                     |          |         |
| Residential mortgage-backed                   | 11,852             | 83       | 2.79%   | 11,465              | 72       | 2.52%   |
| Commercial mortgage-backed                    | 1,458              | 13       | 3.50%   | 1,532               | 15       | 4.12%   |
| Asset-backed                                  | 556                | 3        | 2.21%   | 585                 | 4        | 2.29%   |
| U.S. Treasury and government agencies         |                    |          |         |                     |          |         |
| Other   | 529                | 4        | 3.07%   | 444                 | 4        | 3.25%   |
| Total securities held to maturity             | 2,041              | 27       | 5.34%   | 2,030               | 27       | 5.35%   |
| Total investment securities                   | 16,436             | 130      | 3.16%   | 16,056              | 122      | 3.04%   |
| Total investment securities                   | 76,253             | 508      | 2.67%   | 76,035              | 472      | 2.48%   |
| <b>Loans</b>                                  |                    |          |         |                     |          |         |
| Commercial                                    | 103,084            | 835      | 3.24%   | 101,880             | 810      | 3.11%   |
| Commercial real estate                        | 29,178             | 239      | 3.27%   | 29,247              | 247      | 3.30%   |
| Equipment lease financing                     | 7,497              | 63       | 3.34%   | 7,398               | 62       | 3.33%   |
| Consumer                                      | 56,843             | 626      | 4.47%   | 57,164              | 624      | 4.35%   |
| Residential real estate                       | 15,651             | 178      | 4.55%   | 15,193              | 176      | 4.64%   |
| Total loans                                   | 212,253            | 1,941    | 3.67%   | 210,882             | 1,919    | 3.59%   |
| Interest-earning deposits with banks          | 24,192             | 49       | .81%    | 25,245              | 36       | .56%    |
| Other interest-earning assets                 | 8,395              | 74       | 3.54%   | 7,983               | 76       | 3.80%   |
| Total interest-earning assets/interest income | 321,093            | 2,572    | 3.22%   | 320,145             | 2,503    | 3.09%   |
| Noninterest-earning assets                    | 45,323             |          |         | 46,041              |          |         |

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|   |            |       |       |            |                |       |
|---|------------|-------|-------|------------|----------------|-------|
| Total assets  | \$ 366,416 |       |       | \$ 366,186 |                |       |
| <b>Liabilities and Equity</b>                       |            |       |       |            |                |       |
| Interest-bearing liabilities:                       |            |       |       |            |                |       |
| Interest-bearing deposits                           |            |       |       |            |                |       |
| Money market  | \$ 63,921  | \$ 36 | .23%  | \$ 67,271  | \$ 35          | .21%  |
| Demand  | 56,797     | 14    | .10%  | 55,223     | 11             | .08%  |
| Savings   | 39,095     | 41    | .42%  | 35,224     | 37             | .42%  |
| Time deposits                                       | 17,058     | 29    | .69%  | 18,409     | 31             | .66%  |
| Total interest-bearing deposits                     | 176,871    | 120   | .28%  | 176,127    | 114            | .26%  |
| Borrowed funds                                      |            |       |       |            |                |       |
| Federal Home Loan Bank borrowings                   | 20,416     | 56    | 1.09% | 17,465     | 45             | 1.01% |
| Bank notes and senior debt                          | 22,992     | 107   | 1.85% | 21,653     | 86             | 1.55% |
| Subordinated debt                                   | 7,102      | 62    | 3.49% | 8,287      | 63             | 3.05% |
| Other   | 4,432      | 15    | 1.36% | 4,127      | 15             | 1.41% |
| Total borrowed funds                                | 54,942     | 240   | 1.74% | 51,532     | 209            | 1.60% |
| Total interest-bearing liabilities/interest expense | 231,813    | 360   | .62%  | 227,659    | 323            | .56%  |
| Noninterest-bearing liabilities and equity:         |            |       |       |            |                |       |
| Noninterest-bearing deposits                        | 78,050     |       |       | 80,925     |                |       |
| Accrued expenses and other liabilities              | 10,081     |       |       | 10,828     |                |       |
| Equity  | 46,472     |       |       | 46,774     |                |       |
| Total liabilities and equity                        | \$ 366,416 |       |       | \$ 366,186 |                |       |
| Interest rate spread                                |            |       |       | 2.60%      |                | 2.53% |
| Impact of noninterest-bearing sources               |            |       |       | .17        |                | .16   |
| Net interest income/margin                          | \$ 2,212   |       | 2.77% |            | \$ 2,180 2.69% |       |

(a) Nonaccrual loans are included in loans, net of unearned income. The impact of financial derivatives used in interest rate risk management is included in the interest income/expense and average yields/rates of the related assets and liabilities. Basis adjustments related to hedged items are included in noninterest-earning assets and noninterest-bearing liabilities. Average balances of securities are based on amortized historical cost (excluding adjustments to fair value, which are included in other noninterest-earning assets). Average balances for certain loans and borrowed funds accounted for at fair value, with changes in fair value recorded in trading noninterest income, are included in noninterest-earning assets and noninterest-bearing liabilities.

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| Third Quarter<br>2016 |                    |                  | Second Quarter<br>2016 |                    |                  | First Quarter<br>2016 |                    |                  |
|-----------------------|--------------------|------------------|------------------------|--------------------|------------------|-----------------------|--------------------|------------------|
| Average               | Interest           | Average          | Average                | Interest           | Average          | Average               | Interest           | Average          |
| Balances              | Income/<br>Expense | Yields/<br>Rates | Balances               | Income/<br>Expense | Yields/<br>Rates | Balances              | Income/<br>Expense | Yields/<br>Rates |
| \$25,825              | \$ 154             | 2.39%            | \$ 24,856              | \$ 153             | 2.46%            | \$ 24,696             | \$ 159             | 2.57%            |
| 3,490                 | 45                 | 5.06%            | 3,728                  | 44                 | 4.79%            | 3,936                 | 44                 | 4.45%            |
| 6,276                 | 39                 | 2.47%            | 6,335                  | 46                 | 2.94%            | 6,586                 | 46                 | 2.79%            |
| 5,823                 | 33                 | 2.31%            | 5,672                  | 33                 | 2.32%            | 5,486                 | 30                 | 2.19%            |
| 9,929                 | 33                 | 1.33%            | 9,673                  | 37                 | 1.50%            | 9,936                 | 39                 | 1.55%            |
| 5,166                 | 39                 | 2.99%            | 5,004                  | 38                 | 3.02%            | 4,847                 | 36                 | 2.99%            |
| 56,509                | 343                | 2.42%            | 55,268                 | 351                | 2.54%            | 55,487                | 354                | 2.55%            |
| 10,521                | 71                 | 2.71%            | 10,215                 | 72                 | 2.81%            | 9,906                 | 75                 | 3.02%            |
| 1,666                 | 15                 | 3.51%            | 1,755                  | 16                 | 3.61%            | 1,821                 | 16                 | 3.53%            |
| 702                   | 3                  | 1.99%            | 708                    | 4                  | 1.91%            | 715                   | 3                  | 1.84%            |
| 264                   | 2                  | 3.81%            | 262                    | 3                  | 3.79%            | 259                   | 2                  | 3.80%            |
| 1,983                 | 33                 | 6.58%            | 1,986                  | 26                 | 5.40%            | 2,081                 | 28                 | 5.35%            |
| 15,136                | 124                | 3.29%            | 14,926                 | 121                | 3.22%            | 14,782                | 124                | 3.37%            |
| 71,645                | 467                | 2.60%            | 70,194                 | 472                | 2.68%            | 70,269                | 478                | 2.72%            |
| 100,320               | 781                | 3.05%            | 99,991                 | 779                | 3.08%            | 99,068                | 771                | 3.08%            |
| 29,034                | 240                | 3.23%            | 28,659                 | 229                | 3.16%            | 27,967                | 248                | 3.51%            |
| 7,463                 | 76                 | 4.06%            | 7,570                  | 65                 | 3.44%            | 7,420                 | 63                 | 3.40%            |
| 57,163                | 621                | 4.32%            | 57,467                 | 610                | 4.28%            | 58,212                | 621                | 4.29%            |
| 14,870                | 171                | 4.60%            | 14,643                 | 177                | 4.84%            | 14,517                | 172                | 4.74%            |
| 208,850               | 1,889              | 3.57%            | 208,330                | 1,860              | 3.56%            | 207,184               | 1,875              | 3.60%            |
| 28,063                | 35                 | .50%             | 26,463                 | 33                 | .51%             | 25,533                | 32                 | .50%             |
| 8,174                 | 66                 | 3.23%            | 7,449                  | 67                 | 3.59%            | 7,764                 | 70                 | 3.62%            |
| 316,732               | 2,457              | 3.07%            | 312,436                | 2,432              | 3.10%            | 310,750               | 2,455              | 3.15%            |
| 47,138                |                    |                  | 46,554                 |                    |                  | 45,163                |                    |                  |
| \$363,870             |                    |                  | \$ 358,990             |                    |                  | \$ 355,913            |                    |                  |
| \$70,076              | \$ 34              | .19%             | \$ 72,442              | \$ 35              | .20%             | \$ 76,392             | \$ 42              | .22%             |
| 53,428                | 10                 | .08%             | 52,218                 | 10                 | .08%             | 49,770                | 9                  | .07%             |
| 31,791                | 32                 | .40%             | 28,131                 | 27                 | .39%             | 23,343                | 23                 | .39%             |
| 18,910                | 31                 | .66%             | 19,056                 | 32                 | .66%             | 19,318                | 31                 | .65%             |

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|           |          |       |            |          |       |            |          |       |
|-----------|----------|-------|------------|----------|-------|------------|----------|-------|
| 174,205   | 107      | .25%  | 171,847    | 104      | .24%  | 168,823    | 105      | .25%  |
| 17,524    | 38       | .86%  | 18,716     | 38       | .80%  | 19,855     | 34       | .68%  |
| 22,896    | 87       | 1.50% | 22,375     | 92       | 1.62% | 20,690     | 87       | 1.66% |
| 8,356     | 65       | 3.06% | 8,336      | 68       | 3.26% | 8,317      | 68       | 3.29% |
| 4,205     | 16       | 1.41% | 4,206      | 14       | 1.39% | 4,764      | 15       | 1.24% |
| 52,981    | 206      | 1.53% | 53,633     | 212      | 1.57% | 53,626     | 204      | 1.51% |
| 227,186   | 313      | .54%  | 225,480    | 316      | .56%  | 222,449    | 309      | .55%  |
| 78,303    |          |       | 75,775     |          |       | 77,306     |          |       |
| 11,855    |          |       | 11,390     |          |       | 10,255     |          |       |
| 46,526    |          |       | 46,345     |          |       | 45,903     |          |       |
| \$363,870 |          |       | \$ 358,990 |          |       | \$ 355,913 |          |       |
|           |          | 2.53% |            |          | 2.54% |            |          | 2.60% |
|           |          | .15   |            |          | .16   |            |          | .15   |
|           | \$ 2,144 | 2.68% |            | \$ 2,116 | 2.70% |            | \$ 2,146 | 2.75% |

- (b) Loan fees for the three months ended March 31, 2017, December 31, 2016, September 30, 2016, June 30, 2016 and March 31, 2016 were \$24 million, \$31 million, \$46 million, \$34 million and \$26 million, respectively.
- (c) Interest income calculated as taxable-equivalent interest income. To provide more meaningful comparisons of interest income and yields for all interest-earning assets, as well as net interest margins, we use interest income on a taxable-equivalent basis in calculating average yields and net interest margin by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments. This adjustment is not permitted under GAAP. The taxable-equivalent adjustments to interest income for the three months ended March 31, 2017, December 31, 2016, September 30, 2016, June 30, 2016 and March 31, 2016 were \$52 million, \$50 million, \$49 million, \$48 million and \$48 million, respectively.

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**Table of Contents****RECONCILIATION OF TAXABLE-EQUIVALENT NET INTEREST INCOME (NON-GAAP) (a)**

| In millions                    | Three months ended |          |
|--------------------------------|--------------------|----------|
|                                | 2017               | 2016     |
| Net interest income (GAAP)     | \$ 2,160           | \$ 2,098 |
| Taxable-equivalent adjustments | 52                 | 48       |
| Net interest income (Non-GAAP) | \$ 2,212           | \$ 2,146 |

(a) The interest income earned on certain earning assets is completely or partially exempt from federal income tax. To provide more meaningful comparisons of net interest income, we use interest income on a taxable-equivalent basis by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments. This adjustment is not permitted under GAAP.

**TRANSITIONAL BASEL III AND PRO FORMA FULLY PHASED-IN BASEL III COMMON EQUITY TIER 1 CAPITAL RATIOS (NON-GAAP) 2016 PERIODS**

| Dollars in millions  | 2016 Transitional Basel III (a)                 |                  | Pro forma Fully Phased-In Basel III (Non-GAAP) (estimated) (b) |                  |
|--|---|------------------|--|------------------|
|  | December 31<br>2016                             | March 31<br>2016 | December 31<br>2016  | March 31<br>2016 |
| Common stock, related surplus and retained earnings, net of treasury stock | \$ 41,987                                       | \$ 41,145        | \$ 41,987  | \$ 41,145        |
| Less regulatory capital adjustments:                                       |   |                  |  |                  |
| Goodwill and disallowed intangibles, net of deferred tax liabilities       | (8,974)   | (9,023)          | (9,073)  | (9,148)          |
| Basel III total threshold deductions                                       | (762)   | (678)            | (1,469)  | (1,139)          |
| Accumulated other comprehensive income (d)                                 | (238)   | 60               | (396)  | 101              |
| All other adjustments  | (214)   | (139)            | (221)  | (148)            |
| Basel III Common equity Tier 1 capital                                     | \$ 31,799                                       | \$ 31,365        | \$ 30,828  | \$ 30,811        |
| Basel III standardized approach risk-weighted assets (e)                   | \$ 300,533                                      | \$ 295,555       | \$ 308,517   | \$ 303,805       |
| Basel III advanced approaches risk-weighted assets (f)                     | N/A   | N/A              | \$ 277,896   | \$ 283,297       |
| Basel III Common equity Tier 1 capital ratio                               | 10.6%   | 10.6%            | 10.0%  | 10.1%            |
| Risk weight and associated rules utilized                                  | Standardized (with 2016 transition adjustments) |                  | Standardized   |                  |

(a) Calculated using the regulatory capital methodology applicable to us during 2016.

(b) PNC utilizes the pro forma fully phased-in Basel III capital ratios, to assess its capital position (without the benefit of phase-ins), as these ratios represent the regulatory capital standards that will ultimately be applicable to PNC under the final Basel III rules.

(c)



Basel III capital ratios and estimates may be impacted by additional regulatory guidance and, in the case of those ratios calculated using the advanced approaches, may be subject to variability based on the ongoing evolution, validation and regulatory approval of PNC's models that are integral to the calculation of advanced approaches risk-weighted assets as PNC moves through the parallel run process.

- (d) Represents net adjustments related to accumulated other comprehensive income for securities currently and previously held as available for sale, as well as pension and other postretirement plans.
- (e) Basel III standardized approach risk-weighted assets are based on the Basel III standardized approach rules and include credit and market risk-weighted assets.
- (f) Basel III advanced approaches risk-weighted assets are based on the Basel III advanced approaches rules, and include credit, market and operational risk-weighted assets. During the parallel run qualification phase PNC has refined the data, models and internal processes used as part of the advanced approaches for determining risk-weighted assets. We anticipate additional refinements may result in increases or decreases to this estimate through the parallel run qualification phase.

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**Table of Contents****PART II OTHER INFORMATION****ITEM 1. LEGAL PROCEEDINGS**

See the information set forth in Note 12 Legal Proceedings in the Notes To Consolidated Financial Statements under Part I, Item 1 of this Report, which is incorporated by reference in response to this item.

**ITEM 1A. RISK FACTORS**

There are no material changes in our risk factors from those previously disclosed in PNC's 2016 Form 10-K in response to Part I, Item 1A.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

Details of our repurchases of PNC common stock during the first quarter of 2017 are included in the following table:

| In thousands, except<br>per share data | Total shares<br>purchased (a) | Average<br>price paid<br>per share | Total shares<br>purchased as<br>part of publicly<br>announced<br>programs (b) | Maximum number<br>of shares that may<br>yet be purchased<br>under the programs<br>(b) |
|--|-------------------------------|------------------------------------|---|---|
| 2017 period                            |                               |                                    |   |   |
| January 1 - 31                         | 1,588                         | \$117.81                           | 1,578   | 57,692  |
| February 1 - 28                        | 1,918                         | \$124.97                           | 1,341   | 56,351  |
| March 1 - 31                           | 2,170                         | \$123.12                           | 2,100   | 54,251  |
| Total                                  | 5,676                         | \$122.26                           |   |   |

(a) Includes PNC common stock purchased in connection with our various employee benefit plans generally related to shares used to cover employee payroll tax withholding requirements. Note 11 Employee Benefit Plans and Note 12 Stock Based Compensation Plans in the Notes to Consolidated Financial Statements in the Notes to Consolidated Financial Statements of our 2016 Annual Report on Form 10-K include additional information regarding our employee benefit and equity compensation plans that use PNC common stock.

(b) On March 11, 2015, we announced that our Board of Directors approved the establishment of a stock repurchase program authorization in the amount of 100 million shares of PNC common stock, effective April 1, 2015. Repurchases are made in open market or privately negotiated transactions and the timing and exact amount of common stock repurchases will depend on a number of factors including, among others, market and general economic conditions, regulatory capital considerations, alternative uses of capital, the potential impact on our credit ratings, and contractual and regulatory limitations, including the results of the supervisory assessment of capital adequacy and capital planning processes undertaken by the Federal Reserve as part of the CCAR process. In June 2016, we announced share repurchase programs of up to \$2.0 billion for the four quarter period beginning with the third quarter of 2016, including repurchases of up to \$200 million related to employee benefit plans. In January 2017, we announced a \$300 million increase in our share repurchase programs for this period. In first quarter of 2017, we repurchased .5 million shares of common stock on the open market, with an average price of \$121.92 and an aggregate repurchase price of \$.6 billion. See the Liquidity and Capital Management portion of the Risk Management section in the Financial Review portion of this Report for more information on the share repurchase programs under the share repurchase authorization for the period July 1, 2016 through June 30, 2017 included in the 2016 capital plan accepted by the Federal Reserve.

## ITEM 6. EXHIBITS

The following exhibit index lists Exhibits filed, or in the case of Exhibits 32.1 and 32.2 furnished, with this Quarterly Report on Form 10-Q:

### EXHIBIT INDEX

|       |  |
|-------|--|
| 10.55 | The Corporation's Executive Incentive Award Plan (formerly The 1996 Executive Incentive Award Plan), as amended and restated effective as of January 1, 2017 |
| 12.1  | Computation of Ratio of Earnings to Fixed Charges  |
| 12.2  | Computation of Ratio of Earnings to Fixed Charges and Preferred Stock Dividends  |
| 31.1  | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |
| 31.2  | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |
| 32.1  | Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350  |
| 32.2  | Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350  |
| 101   | Interactive Data File (XBRL)   |

You can obtain copies of these Exhibits electronically at the SEC's website at [www.sec.gov](http://www.sec.gov) or by mail from the Public Reference Section of the SEC at 100 F Street, N.E., Washington, DC 20549 at prescribed rates. The Exhibits are also available as part of this Form 10-Q on PNC's corporate website at [www.pnc.com/secfilings](http://www.pnc.com/secfilings). Shareholders and bondholders may also obtain copies of Exhibits, without charge, by contacting Shareholder Relations at 800-843-2206 or via e-mail at [investor.relations@pnc.com](mailto:investor.relations@pnc.com). The interactive data file (XBRL) exhibit is only available electronically.

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### **CORPORATE INFORMATION**

The PNC Financial Services Group, Inc.

#### **Corporate Headquarters**

The PNC Financial Services Group, Inc.

The Tower at PNC Plaza

300 Fifth Avenue

Pittsburgh, Pennsylvania 15222-2401

888-762-2265

#### **Stock Listing**

The common stock of The PNC Financial Services Group, Inc. is listed on the New York Stock Exchange under the symbol PNC .

#### **Internet Information**

Our financial reports and information about our products and services are available on the internet at [www.pnc.com](http://www.pnc.com). We provide information for investors on our corporate website under About Us Investor Relations. We use our Twitter account, @pncnews, as an additional way of disseminating to the public information that may be relevant to investors.

We generally post the following under About Us Investor Relations shortly before or promptly following its first use or release: financially-related press releases, including earnings releases and supplemental financial information, various SEC filings, including annual, quarterly and current reports and proxy statements, presentation materials associated with earnings and other investor conference calls or events, and access to live and recorded audio from earnings and other investor conference calls or events. In some cases, we may post the presentation materials for other investor conference calls or events several days prior to the call or event. When warranted, we will also use our website to expedite public access to time-critical information regarding PNC in advance of distribution of a press release or a filing with the SEC disclosing the same information. For earnings and other conference calls or events, we generally include in our posted materials a cautionary statement regarding forward-looking and adjusted information and we provide GAAP reconciliations when we refer to adjusted information and results. Where applicable, we provide GAAP reconciliations for such additional information in materials for that event or in materials for other prior investor presentations or in our annual, quarterly or current reports.

We are required periodically to provide additional public disclosure regarding estimated income, losses and pro forma regulatory capital ratios under supervisory and PNC-developed hypothetical severely adverse economic scenarios, as well as information concerning our capital stress testing processes, pursuant to the stress testing regulations adopted by the Federal Reserve and the OCC. We are also required to make certain additional regulatory capital-related

public disclosures about our capital structure, risk exposures, risk assessment processes, risk-weighted assets and overall capital adequacy, including market risk-related disclosures, under the regulatory capital rules adopted by the

Federal banking agencies. Under these regulations, we may satisfy these requirements through postings on our website, and we have done so and expect to continue to do so without also providing disclosure of this information through filings with the SEC.

Other information posted on our corporate website that may not be available in our filings with the SEC includes information relating to our corporate governance and communications from our chairman to shareholders, as well as our corporate social responsibility activities under [About Us](#) [Corporate Responsibility](#).

Where we have included web addresses in this Report, such as our web address and the web address of the SEC, we have included those web addresses as inactive textual references only. Except as specifically incorporated by reference into this Report, information on those websites is not part hereof.

### **Financial Information**

We are subject to the informational requirements of the Securities Exchange Act of 1934 (Exchange Act) and, in accordance with the Exchange Act, we file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC File Number is 001-09718. You can obtain copies of these and other filings, including exhibits, electronically at the SEC's internet website at [www.sec.gov](http://www.sec.gov) or on our corporate internet website at [www.pnc.com/secfilings](http://www.pnc.com/secfilings). Shareholders and bond holders may also obtain copies of these filings without charge by contacting Shareholder Services at 800-982-7652 or via the online contact form at [www.computershare.com/contactus](http://www.computershare.com/contactus) for copies without exhibits, and by contacting Shareholder Relations at 800-843-2206 or via email at [investor.relations@pnc.com](mailto:investor.relations@pnc.com) for copies of exhibits, including financial statement and schedule exhibits where applicable. The interactive data file (XBRL) exhibit is only available electronically.

### **Corporate Governance at PNC**

Information about our Board of Directors and its committees and corporate governance at PNC is available on our corporate website at [www.pnc.com/corporategovernance](http://www.pnc.com/corporategovernance). Our PNC Code of Business Conduct and Ethics is available on our corporate website at [www.pnc.com/corporategovernance](http://www.pnc.com/corporategovernance). In addition, any future amendments to, or waivers from, a provision of the PNC Code of Business Conduct and Ethics that applies to our directors or executive officers (including our principal executive officer, principal financial officer and principal accounting officer or controller) will be posted at this internet address.

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Shareholders who would like to request printed copies of the PNC Code of Business Conduct and Ethics or our Corporate Governance Guidelines or the charters of our Board's Audit, Nominating and Governance, Personnel and Compensation, or Risk Committees (all of which are posted on the PNC corporate website) may do so by sending their requests to our Corporate Secretary at corporate headquarters at the above address. Copies will be provided without charge to shareholders.

**Inquiries**

For financial services call 888-PNC-2265.

Registered shareholders should contact Shareholder Services at 800-982-7652.

Analysts and institutional investors should contact Bryan Gill, Executive Vice President, Director of Investor Relations, at 412-768-4143 or via email at investor.relations@pnc.com.

News media representatives should contact Marcey Zwiebel, Vice President, Corporate Communications, at 412-762-4550 or via email at corporate.communications@pnc.com.

**Common Stock Prices/Dividends Declared**

The table below sets forth by quarter the range of high and low sale and quarter-end closing prices for our common stock and the cash dividends declared per common share.

|                     | High      | Low       | Close     | Cash<br>Dividends<br>Declared (a) |
|---------------------|-----------|-----------|-----------|-----------------------------------|
| <i>2017 Quarter</i> |           |           |           |                                   |
| First               | \$ 131.83 | \$ 113.66 | \$ 120.24 | \$ .55                            |
| <i>2016 Quarter</i> |           |           |           |                                   |
| First               | \$ 94.26  | \$ 77.67  | \$ 84.57  | \$ .51                            |
| Second              | \$ 90.85  | \$ 77.40  | \$ 81.39  | .51                               |
| Third               | \$ 91.39  | \$ 77.86  | \$ 90.09  | .55                               |
| Fourth              | \$ 118.57 | \$ 87.34  | \$ 116.96 | .55                               |
| Total               |           |           |           | \$ 2.12                           |

(a) Our Board approved a second quarter 2017 cash dividend of \$.55 per common share, which is payable on May 5, 2017.

**Dividend Policy**

Holders of PNC common stock are entitled to receive dividends when declared by the Board of Directors out of funds legally available for this purpose. Our Board of

Directors may not pay or set apart dividends on the common stock until dividends for all past dividend periods on any series of outstanding preferred stock have been paid or declared and set apart for payment. The Board presently intends to continue the policy of paying quarterly cash dividends. The amount of any future dividends will depend on economic and market conditions, our financial condition and operating results, and other factors, including contractual restrictions and applicable government regulations and policies (such as those relating to the ability of bank and

non-bank subsidiaries to pay dividends to the parent company and regulatory capital limitations). The amount of our dividend is also currently subject to the results of the supervisory assessment of capital adequacy and capital planning processes undertaken by the Federal Reserve as part of the CCAR process as described in the Capital Management portion of the Risk Management section of the Financial Review of this Report and in the Supervision and Regulation section in Item 1 of our 2016 Form 10-K.

### **Dividend Reinvestment and Stock Purchase Plan**

The PNC Financial Services Group, Inc. Dividend Reinvestment and Stock Purchase Plan enables holders of our common stock to conveniently purchase additional shares of common stock. You can obtain a prospectus and enrollment form by contacting Shareholder Services at 800-982-7652. Registered shareholders may also contact this phone number regarding dividends and other shareholder services.

### **Stock Transfer Agent and Registrar**

Computershare Trust Company, N.A.

250 Royall Street

Canton, MA 02021

800-982-7652

### **SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on May 3, 2017 on its behalf by the undersigned thereunto duly authorized.

/s/ Robert Q. Reilly  
Robert Q. Reilly  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

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