

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

**Form 10-K**

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

**For the fiscal year ended December 31, 2018**

or

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

**For the transition period from (not applicable)**

Commission file number: 1-6880

**U.S. Bancorp**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

41-0255900  
(I.R.S. Employer  
Identification No.)

800 Nicollet Mall, Minneapolis, Minnesota 55402  
(Address of principal executive offices) (Zip Code)  
(651) 466-3000

(Registrant's telephone number, including area code)  
Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.01 par value per share	New York Stock Exchange
Depository Shares (each representing 1/100th interest in a share of Series A Non-Cumulative Perpetual Preferred Stock, par value \$1.00)	New York Stock Exchange
Depository Shares (each representing 1/1,000th interest in a share of Series B Non-Cumulative Perpetual Preferred Stock, par value \$1.00)	New York Stock Exchange
Depository Shares (each representing 1/1,000th interest in a share of Series F Non-Cumulative Perpetual Preferred Stock, par value \$1.00)	New York Stock Exchange
Depository Shares (each representing 1/1,000th interest in a share of Series H Non-Cumulative Perpetual Preferred Stock, par value \$1.00)	New York Stock Exchange
Depository Shares (each representing 1/1,000th interest in a share of Series K Non-Cumulative Perpetual Preferred Stock, par value \$1.00)	New York Stock Exchange
0.850% Medium-Term Notes, Series X (Senior), due June 7, 2024	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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. (Check one):

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 13(a) of the Exchange Act.

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

As of June 30, 2018, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$81.8 billion based on the closing sale price as reported on the New York Stock Exchange.

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

<u>Class</u>	<u>Outstanding at January 31, 2019</u>
Common Stock, \$.01 par value per share	1,600,622,211

**DOCUMENTS INCORPORATED BY REFERENCE**

<u>Document</u>	<u>Parts Into Which Incorporated</u>
1. Portions of the Annual Report to Shareholders for the Fiscal Year Ended December 31, 2018 (the "2018 Annual Report")	Parts I and II

2. Portions of the Proxy Statement for the Annual Meeting of Shareholders to be held April 16, 2019 (the "Proxy Statement")

Part III

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## PART I

### Item 1. *Business*

#### Forward-Looking Statements

THE FOLLOWING INFORMATION APPEARS IN ACCORDANCE WITH THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995: This report contains forward-looking statements about U.S. Bancorp (“U.S. Bancorp” or the “Company”). Statements that are not historical or current facts, including statements about beliefs and expectations, are forward-looking statements and are based on the information available to, and assumptions and estimates made by, management as of the date hereof. These forward-looking statements cover, among other things, anticipated future revenue and expenses and the future plans and prospects of U.S. Bancorp. Forward-looking statements involve inherent risks and uncertainties, and important factors could cause actual results to differ materially from those anticipated. Deterioration in general business and economic conditions or turbulence in domestic or global financial markets could adversely affect U.S. Bancorp’s revenues and the values of its assets and liabilities, reduce the availability of funding to certain financial institutions, lead to a tightening of credit and increase stock price volatility. Stress in the commercial real estate markets, as well as a downturn in the residential real estate markets, could cause credit losses and deterioration in asset values. In addition, changes to statutes, regulations, or regulatory policies or practices could affect U.S. Bancorp in substantial and unpredictable ways. U.S. Bancorp’s results could also be adversely affected by changes in interest rates; deterioration in the credit quality of its loan portfolios or in the value of the collateral securing those loans; deterioration in the value of its investment securities; legal and regulatory developments; litigation; increased competition from both banks and non-banks; changes in the level of tariffs and other trade policies of the United States and its global trading partners; changes in customer behavior and preferences; breaches in data security; failures to safeguard personal information; effects of mergers and acquisitions and related integration; effects of critical accounting policies and judgments; and management’s ability to effectively manage credit risk, market risk, operational risk, compliance risk, strategic risk, interest rate risk, liquidity risk and reputational risk.

For discussion of these and other risks that may cause actual results to differ from expectations, refer to the sections entitled “Corporate Risk Profile” on pages 38 to 59 and “Risk Factors” on pages 144 to 154 of the 2018 Annual Report. In addition, factors other than these risks also could adversely affect U.S. Bancorp’s results, and the reader should not consider these risks to be a complete set of all potential risks or uncertainties. Forward-looking statements speak only as of the date hereof, and U.S. Bancorp undertakes no obligation to update them in light of new information or future events.

#### General Business Description

U.S. Bancorp is a multi-state financial services holding company headquartered in Minneapolis, Minnesota. U.S. Bancorp was incorporated in Delaware in 1929 and operates as a financial holding company and a bank holding company under the Bank Holding Company Act of 1956. U.S. Bancorp provides a full range of financial services, including lending and depository services, cash management, capital markets, and trust and investment management services. It also engages in credit card services, merchant and ATM processing, mortgage banking, insurance, brokerage and leasing.

U.S. Bancorp’s banking subsidiary, U.S. Bank National Association, is engaged in the general banking business, principally in domestic markets. U.S. Bank National Association, with \$356 billion in deposits at December 31, 2018, provides a wide range of products and services to individuals, businesses, institutional organizations, governmental entities and other financial institutions. Commercial and consumer lending services are principally offered to customers within the Company’s domestic markets, to domestic customers with foreign operations and to large national customers operating in specific industries targeted by the Company. Lending services include traditional credit products as well as credit card services, lease financing and import/export trade, asset-backed lending, agricultural finance and other products. Depository services include checking

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accounts, savings accounts and time certificate contracts. Ancillary services such as capital markets, treasury management and receivable lock-box collection are provided to corporate customers. U.S. Bancorp's bank and trust subsidiaries provide a full range of asset management and fiduciary services for individuals, estates, foundations, business corporations and charitable organizations.

Other U.S. Bancorp non-banking subsidiaries offer investment and insurance products to the Company's customers principally within its domestic markets, and fund administration services to a broad range of mutual and other funds.

Banking and investment services are provided through a network of 3,018 banking offices principally operating in the Midwest and West regions of the United States, through on-line services and over mobile devices. The Company operates a network of 4,681 ATMs and provides 24-hour, seven day a week telephone customer service. Mortgage banking services are provided through banking offices and loan production offices throughout the Company's domestic markets. Lending products may be originated through banking offices, indirect correspondents, brokers or other lending sources. The Company is also one of the largest providers of corporate and purchasing card services and corporate trust services in the United States. A wholly-owned subsidiary, Elavon, Inc. ("Elavon"), provides domestic merchant processing services directly to merchants and through a network of banking affiliations. Wholly-owned subsidiaries, and affiliates of Elavon, provide similar merchant services in Canada, Mexico and segments of Europe. The Company also provides corporate trust and fund administration services in Europe. These foreign operations are not significant to the Company.

On a full-time equivalent basis, as of December 31, 2018, U.S. Bancorp employed 73,333 people.

### **Competition**

The commercial banking business is highly competitive. The Company competes with other commercial banks, savings and loan associations, mutual savings banks, finance companies, mortgage banking companies, credit unions, investment companies, credit card companies and a variety of other financial services, advisory and technology companies. In recent years, competition has increased from institutions not subject to the same regulatory restrictions as domestic banks and bank holding companies. Competition is based on a number of factors, including, among others, customer service, quality and range of products and services offered, price, reputation, interest rates on loans and deposits, lending limits and customer convenience. The Company's ability to continue to compete effectively also depends in large part on its ability to attract new employees and retain and motivate existing employees, while managing compensation and other costs.

### **Government Policies**

The operations of the Company's various businesses are affected by federal and state laws and legislative changes and by policies of various regulatory authorities, including the statutes, and the rules and policies of regulatory authorities, of the numerous states in which they operate, the United States and foreign governments. These policies include, for example, statutory maximum legal lending rates, domestic monetary policies of the Board of Governors of the Federal Reserve System (the "Federal Reserve"), United States fiscal policy, international currency regulations and monetary policies and capital adequacy and liquidity constraints imposed by bank regulatory agencies.

### **Supervision and Regulation**

U.S. Bancorp and its subsidiaries are subject to the extensive regulatory framework applicable to bank holding companies and their subsidiaries. This regulatory framework is intended primarily for the protection of depositors, the deposit insurance fund of the Federal Deposit Insurance Corporation (the "FDIC"), consumers, the stability of the financial system in the United States, and the health of the national economy, and not for investors in bank holding companies such as the Company.

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This section summarizes certain provisions of the principal laws and regulations applicable to the Company and its subsidiaries. The descriptions are not intended to be complete and are qualified in their entirety by reference to the full text of the statutes and regulations described below.

*General* As a bank holding company, the Company is subject to regulation under the Bank Holding Company Act (the “BHC Act”) and to inspection, examination and supervision by the Federal Reserve. U.S. Bank National Association and its subsidiaries, are subject to regulation, examination and supervision primarily by the Office of the Comptroller of the Currency (the “OCC”) and also by the FDIC, the Federal Reserve, the Consumer Financial Protection Bureau (the “CFPB”), the Securities and Exchange Commission (the “SEC”) and the Commodities Futures Trading Commission (the “CFTC”) in certain areas.

Supervision and regulation by the responsible regulatory agency generally includes comprehensive annual reviews of all major aspects of a bank holding company’s or bank’s business and condition, and imposition of periodic reporting requirements and limitations on investments and certain types of activities. U.S. Bank National Association, the Company and the Company’s non-bank affiliates must undergo regular on-site examinations by the appropriate regulatory agency, which examine for adherence to a range of legal and regulatory compliance responsibilities. If they deem the Company to be operating in a manner that is inconsistent with safe and sound banking practices, the applicable regulatory agencies can require the entry into informal or formal supervisory agreements, including board resolutions, memoranda of understanding, written agreements and consent or cease and desist orders, pursuant to which the Company would be required to take identified corrective actions to address cited concerns and to refrain from taking certain actions. Supervision and examinations are confidential, and the outcomes of these actions will not be made public.

Banking and other financial services statutes, regulations and policies are continually under review by Congress, state legislatures and federal and state regulatory agencies. In addition to laws and regulations, state and federal bank regulatory agencies may issue policy statements, interpretive letters and similar written guidance applicable to the Company and its subsidiaries. Any change in the statutes, regulations or regulatory policies applicable to the Company, including changes in their interpretation or implementation, could have a material effect on its business or organization.

Both the scope of the laws and regulations and the intensity of the supervision to which the Company is subject have increased in recent years in response to the financial crisis, as well as other factors such as technological and market changes. Regulatory enforcement and fines have also increased across the banking and financial services sector. Many of these changes have occurred as a result of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) and its implementing regulations, most of which are now in place. While the regulatory environment has entered a period of rebalancing of the post financial crisis framework, the Company expects that its business will remain subject to extensive regulation and supervision.

On May 24, 2018, the Economic Growth, Regulatory Relief and Consumer Protection Act (the “EGRRCPA”) was signed into law. Among other regulatory changes, the EGRRCPA amends various sections of the Dodd-Frank Act, including section 165, which was revised to raise the asset thresholds for determining the application of enhanced prudential standards for bank holding companies from \$50 billion to \$250 billion. Bank holding companies with \$250 billion or more in total consolidated assets, including the Company, remain subject to the Dodd-Frank Act enhanced prudential standards requirements.

The Dodd-Frank Act, as amended by the EGRRCPA, however, mandates that the Federal Reserve tailor the enhanced prudential standards applicable to a banking holding company or category of bank holding companies based on several factors, including size, capital structure, complexity, and other risk-related factors. On October 31, 2018, the Federal banking regulators issued proposed rules pursuant to the EGRRCPA to adjust the thresholds at which certain enhanced prudential standards and capital and liquidity requirements would apply to United States bank holding companies and their depository institutions with \$100 billion or more in total consolidated assets (the “Proposed Tailoring Rules”). Under the Proposed Tailoring Rules, these bank holding

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companies and banks, including the Company and U.S. Bank National Association, would be placed into one of four risk-based categories based on the banking organization's size, status as a global systemically important bank, cross-jurisdictional activity, weighted short-term wholesale funding, nonbank assets and off-balance sheet exposures. The extent to which enhanced prudential standards and certain other capital and liquidity standards would apply to these bank holding companies and banks would depend upon the banking organization's category. Under the Proposed Tailoring Rules, which remain subject to finalization and may be revised, the Company and U.S. Bank National Association would each qualify as a Category III banking organization subject to proposed requirements applicable to banking organizations that are not subject to Category I or II standards and that have at least \$250 billion in total consolidated assets OR at least \$100 billion in total consolidated assets and \$75 billion or more in any one of three indicators: (1) nonbank assets, (2) weighted short-term wholesale funding, or (3) off-balance sheet exposures. In connection with the Proposed Tailoring Rules, the Federal Reserve indicated the firms that would fall into each of the four categories based on data for the second quarter of 2018. According to the Federal Reserve's projections, which could change in accordance with any final rules, the Company and U.S. Bank National Association would be "Category III" banking organizations under the Proposed Tailoring Rules, and several regulatory requirements currently applicable to the Company and U.S. Bank National Association would be reduced or eliminated, as discussed in further detail in the paragraphs that follow.

The ultimate benefits or consequences of the EGRRCPA for the Company, U.S. Bank National Association, their other subsidiaries and their activities will depend on the final form of the Proposed Tailoring Rules and additional rulemakings to implement the Act that are expected to be issued by the United States banking agencies, which cannot be predicted.

*Supervisory Ratings* Federal banking regulators regularly examine the Company and U.S. Bank National Association to evaluate their financial condition and monitor their compliance with laws and regulatory policies. Following those exams, the Company and U.S. Bank National Association are assigned supervisory ratings. These ratings are considered confidential supervisory information and disclosure to third parties is not allowed without permission of the issuing regulator. Violations of laws and regulations or deemed deficiencies in risk management practices may be incorporated into these supervisory ratings. A downgrade in these ratings could limit the Company's ability to pursue acquisitions or conduct other expansionary activities for a period of time, require new or additional regulatory approvals before engaging in certain other business activities or investments, affect U.S. Bank National Association's deposit insurance assessment rate, and impose additional recordkeeping and corporate governance requirements, as well as generally increase regulatory scrutiny of the Company.

In November 2018, the Federal Reserve adopted a new rating system, the Large Financial Institution Rating System ("LFI Rating System"), to align its supervisory rating system for large financial institutions, including the Company, with its current supervisory programs for these firms. As compared to the rating system it replaces, which will continue to be used for smaller bank holding companies, the LFI Rating System places a greater emphasis on capital and liquidity, including related planning and risk management practices. The Company will receive its first ratings under the LFI Rating System in 2020. These ratings will remain confidential.

In August 2017, the Federal Reserve also issued proposed guidance with respect to its expectations regarding the supervisory role of boards of directors of large financial institutions. In addition, in January 2018, the Federal Reserve proposed guidance relating to the supervisory responsibilities of members of senior and business line management for risk management and controls at large financial institutions. Both of these proposals are meant to set regulatory expectations for the governance and controls component of the LFI Rating System.

*Bank Holding Company Activities* The Company elected to become a financial holding company as of March 13, 2000, pursuant to the provisions of the Gramm-Leach-Bliley Act (the "GLBA"). Under the GLBA, qualifying bank holding companies may engage in, and affiliate with financial companies engaging in, a broader range of activities than would otherwise be permitted for a bank holding company. Under the GLBA's system of

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functional regulation, the Federal Reserve acts as an umbrella regulator for the Company, and certain of the Company's subsidiaries are regulated directly by additional agencies based on the particular activities of those subsidiaries.

If a financial holding company or a depository institution controlled by a financial holding company ceases to be well-capitalized or well-managed, the Federal Reserve may impose corrective capital and managerial requirements on the financial holding company, and may place limitations on its ability to conduct all of the business activities that financial holding companies are generally permitted to conduct and its ability to make certain acquisitions. See "Permissible Business Activities" below. If the failure to meet these standards persists, a financial holding company may be required to divest its depository institution subsidiaries, or cease all activities other than those activities that may be conducted by bank holding companies that are not financial holding companies. In addition, if a depository institution controlled by a financial holding company does not receive a Community Reinvestment Act ("CRA") rating of at least "satisfactory" at its most recent examination, the financial holding company will have limitations placed on its ability to conduct all of the business activities that financial holding companies are generally permitted to conduct and its ability to make certain acquisitions.

The Federal Reserve also requires bank holding companies to meet certain applicable capital and management standards. Failure by the Company to meet these standards could limit the Company from engaging in any new activity or acquiring other companies without the prior approval of the Federal Reserve.

*Permissible Business Activities* As a financial holding company, the Company may affiliate with securities firms and insurance companies and engage in other activities that are financial in nature or incidental or complementary to activities that are financial in nature. "Financial in nature" activities include the following: securities underwriting, dealing and market making; sponsoring mutual funds and investment companies; insurance underwriting and agency; merchant banking; and activities that the Federal Reserve, in consultation with the Secretary of the United States Treasury, determines to be financial in nature or incidental to such financial activity. "Complementary activities" are activities that the Federal Reserve determines upon application to be complementary to a financial activity and that do not pose a safety and soundness risk.

The Company generally is not required to obtain Federal Reserve approval to acquire a company (other than a bank holding company, bank or savings association) engaged in activities that are financial in nature or incidental to activities that are financial in nature, as determined by the Federal Reserve, as long as it meets the capital, managerial and CRA requirements to qualify as a financial holding company. However, the Company is required to receive approval for an acquisition in which the total consolidated assets to be acquired exceed \$10 billion. Financial holding companies are also required to obtain the approval of the Federal Reserve before they may acquire more than five percent of the voting shares or substantially all of the assets of an unaffiliated bank holding company, bank or savings association. Banks must receive approval before they may acquire, merge with, acquire substantially all of the assets of or assume any deposits of a bank or savings association and may be required to receive approval for acquisitions of other companies.

*Interstate Banking* A bank holding company may acquire banks in states other than its home state, subject to any state requirement that the bank has been organized and operating for a minimum period of time (not to exceed five years). Also, such an acquisition is not permitted if the bank holding company controls, prior to or following the proposed acquisition, more than 10 percent of the total amount of deposits of insured depository institutions nationwide, or, if the acquisition is the bank holding company's initial entry into the state, more than 30 percent of the deposits of insured depository institutions in the state (or any lesser or greater amount set by the state).

Banks may merge across state lines to create interstate branches and are permitted to establish new branches in another state to the same extent as banks chartered by that state.

*Regulatory Approval for Acquisitions* In determining whether to approve a proposed bank acquisition, federal bank regulators will consider a number of factors, including the effect of the acquisition on competition,

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financial condition and future prospects (including current and projected capital ratios and levels); the competence, experience and integrity of management and its record of compliance with laws and regulations; the convenience and needs of the communities to be served (including the acquiring institution's record of compliance under the CRA); the effectiveness of the acquiring institution in combating money laundering activities; and the extent to which the transaction would result in greater or more concentrated risks to the stability of the United States banking or financial system. In addition, approval of interstate transactions requires that the acquiror satisfy regulatory standards for well-capitalized and well-managed institutions.

*Source of Strength* The Company is required to act as a source of financial strength to U.S. Bank National Association, and to commit resources to support this subsidiary in circumstances where it might not otherwise do so. The Federal Reserve may require a bank holding company to make capital injections into a troubled subsidiary bank and may charge the bank holding company with engaging in unsafe and unsound practices if the bank holding company fails to commit resources to such a subsidiary bank or if it undertakes actions that the Federal Reserve believes might jeopardize the bank holding company's ability to commit resources to such subsidiary bank.

Under these requirements, the Company may in the future be required to provide financial assistance to U.S. Bank National Association, should it experience financial distress. Capital loans by the Company to U.S. Bank National Association would be subordinate in right of payment to deposits and certain other debts of U.S. Bank National Association. In the event of the Company's bankruptcy, any commitment by the Company to a federal bank regulatory agency to maintain the capital of U.S. Bank National Association would be assumed by the bankruptcy trustee and entitled to a priority of payment.

The Federal Reserve is prohibited from requiring payment by a bank holding company to a depository institution if the functional regulator of the depository institution objects to the payment. In those cases, the Federal Reserve could instead require the divestiture of the depository institution and impose operating restrictions pending the divestiture.

*OCC Heightened Standards* The OCC has issued guidelines establishing heightened standards for large national banks such as U.S. Bank National Association. The guidelines establish minimum standards for the design and implementation of a risk governance framework for banks. The OCC may take action against institutions that fail to meet these standards.

*Enhanced Prudential Standards* Under the Dodd-Frank Act, as modified by the EGRRCPA, bank holding companies with consolidated assets of more than \$250 billion, such as the Company, are subject to certain enhanced prudential standards. The prudential standards include enhanced risk-based capital and leverage requirements, enhanced liquidity requirements, enhanced risk management and risk committee requirements, a requirement to submit a resolution plan, single-counterparty credit limits and stress tests. These standards also require the Federal Reserve to impose a maximum 15-to-1 debt-to-equity ratio on a bank holding company with total consolidated assets of \$250 billion or more, if the Financial Stability Oversight Council determines that the company poses a grave threat to the financial stability of the United States and that the imposition of such a debt-to-equity requirement would mitigate such risk. In addition, the Federal Reserve is required to establish early remediation requirements for bank holding companies with total consolidated assets of \$250 billion or more.

Certain of the enhanced prudential standards applicable to the Company are described below in further detail, including changes that have been proposed to these requirements under the Proposed Tailoring Rules.

*Dividend Restrictions* The Company is a legal entity separate and distinct from its subsidiaries. Typically, the majority of the Company's operating funds are received in the form of dividends paid to the Company by U.S. Bank National Association. Federal law imposes limitations on the payment of dividends by national banks.

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In general, dividends payable by U.S. Bank National Association and the Company's trust bank subsidiaries, as national banking associations, are limited by rules that compare dividends to net income for periods defined by regulation.

The Company's ability to declare and pay dividends is also limited by Federal Reserve regulations and policy. Large bank holding companies such as the Company may generally only pay dividends and repurchase stock in accordance with a capital plan that has been reviewed by the Federal Reserve and as to which the Federal Reserve has not objected. See "Comprehensive Capital Analysis and Review" below for further details.

The OCC, the Federal Reserve and the FDIC also have authority to prohibit or limit the payment of dividends by the banking organizations they supervise (including the Company and U.S. Bank National Association), if, in the banking regulator's opinion, payment of a dividend would constitute an unsafe or unsound practice in light of the financial condition of the banking organization.

The Company and U.S. Bank National Association must maintain the applicable common equity tier 1 capital conservation buffer to avoid becoming subject to restrictions on capital distributions, including dividends. As of January 1, 2019, the fully phased in common equity tier 1 capital conservation buffer is 2.5 percent. For more information on the common equity tier 1 capital conservation buffer and the stress buffer requirements that the Federal Reserve has proposed that would replace the common equity tier 1 capital conservation buffer for bank holding companies, see "Capital Requirements" and "Proposed Stress Buffer Requirements" below, respectively.

In addition, Federal Reserve policy on the payment of dividends, stock redemptions and stock repurchases requires that bank holding companies consult with and inform the Federal Reserve in advance of doing any of the following: declaring and paying dividends that could raise safety and soundness concerns (i.e. declaring and paying dividends that exceed earnings for the period for which dividends are being paid); redeeming or repurchasing capital instruments when experiencing financial weakness; and redeeming or repurchasing common stock and perpetual preferred stock, if the result will be a net reduction in the amount of such capital instruments outstanding for the quarter in which the reduction occurs.

*Capital Requirements* The Company is subject to certain regulatory risk-based capital and leverage requirements under the United States Basel III-based capital rules adopted by the Federal Reserve, and U.S. Bank National Association is subject to substantially similar rules adopted by the OCC. These rules implement the Basel III international regulatory capital standards in the United States, as well as certain provisions of the Dodd-Frank Act. These quantitative calculations are minimums, and the Federal Reserve and OCC may determine that a banking organization, based on its size, complexity or risk profile, must maintain a higher level of capital in order to operate in a safe and sound manner. The United States Basel III-based capital rules include two comprehensive methodologies for calculating risk-weighted assets: a general standardized approach and more risk-sensitive advanced approaches, with the Company's capital adequacy being evaluated against the methodology that is most restrictive.

Under the United States Basel III-based capital rules, the Company is subject to a minimum common equity tier 1 capital ratio (common equity tier 1 capital to risk-weighted assets) of 4.5 percent, a minimum tier 1 capital ratio of 6.0 percent and a minimum total capital ratio of 8.0 percent. The Company is also subject to a 2.5 percent common equity tier 1 capital conservation buffer and, if deployed, up to a 2.5 percent common equity tier 1 countercyclical capital buffer on top of the three minimum risk-weighted capital ratios listed above. Banking organizations that fail to meet the effective minimum ratios once the capital conservation buffer is taken into account will be subject to constraints on capital distributions, including dividends and share repurchases and certain discretionary executive compensation, with the severity of the constraints depending on the extent of the shortfall, with progressively more stringent constraints on capital actions as the Company approaches the minimum ratios.

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On April 10, 2018, the Federal Reserve issued a proposal that would create a single, integrated capital requirement by combining the capital conservation buffer requirement with the quantitative assessment of firms' capital plans under the Federal Reserve's Comprehensive Capital Analysis and Review ("CCAR"). Please refer to the "Proposed Stress Buffer Requirements" section below for further details. Although the proposal, if adopted, would change the way in which the minimum ratios are calculated, firms would continue to be subject to progressively more stringent constraints on capital actions as they approach the minimum ratios.

United States banking organizations are also subject to a minimum leverage ratio of 4.0 percent. Banking organizations that calculate their capital requirements using advanced approaches, including the Company, are also subject to a minimum Supplementary Leverage Ratio ("SLR") of 3.0 percent that takes into account both on-balance sheet and certain off-balance sheet exposures. The SLR is defined as tier 1 capital divided by total leverage exposure, which includes both on- and off-balance sheet exposures. The Company began calculating and reporting its SLR beginning in the first quarter of 2015 and became subject to the minimum SLR requirement on January 1, 2018. At December 31, 2018, the Company exceeded the applicable minimum SLR requirement.

In December 2017, the Basel Committee finalized a package of revisions to the Basel III framework. The changes are meant to improve the calculation of risk-weighted assets and improve the comparability of capital ratios by (a) enhancing the robustness and risk sensitivity of the standardized approaches for credit risk, credit valuation adjustment ("CVA") risk and operational risk; (b) constraining the use of the internal model approaches, by placing limits on certain inputs used to calculate capital requirements under the internal ratings-based ("IRB") approach for credit risk and by removing the use of the internal model approaches for CVA risk and for operational risk; (c) introducing a leverage ratio buffer to further limit the leverage of global systemically important banks ("G-SIBs); and (d) replacing the existing Basel II output floor with a more robust risk-sensitive floor based on the Committee's revised Basel III standardized approaches. January 1, 2022 is the implementation date for the revised standardized approach for credit risk and leverage ratio, as well as the IRB, CVA, operational risk, and market risk frameworks. The output floor will be subject to a transitional period beginning in January 1, 2022, with full implementation by January 1, 2027. Federal banking regulators are expected to undertake rulemakings in future years to implement these revisions in the United States.

Under the Proposed Tailoring Rules, the Company, as a Category III banking organization, would no longer be required to calculate risk-based capital ratios under the advanced approaches for purposes of determining regulatory compliance. Instead, the Company's risk-based capital ratios would be calculated using only the standardized approach. The Company would remain subject to the SLR and the countercyclical capital buffer. In addition, the Company, as a Category III banking organization, would be permitted to opt out of recognizing accumulated other comprehensive income ("AOCI") in common equity tier 1 capital for purposes of calculating its regulatory capital ratios. The Company cannot predict whether the final form of the Proposed Tailoring Rules will exempt the Company from using the advanced approaches to calculate risk-based capital ratios or permit the Company to opt out of including AOCI in its calculation of common equity tier 1 capital.

In addition, in December 2018, the United States federal banking agencies finalized rules that provide banking organizations the option to phase-in over a three year period, the day-one adverse effects on regulatory capital that may result from the adoption of the new current expected credit loss accounting rule. For further discussion of the new current expected credit loss accounting rule, see Note 2 of the Notes to Consolidated Financial Statements in the 2018 Annual Report.

For additional information regarding the Company's regulatory capital, see "Capital Management" in the 2018 Annual Report.

*Prompt Corrective Action* The Federal Deposit Insurance Corporation Improvement Act of 1991 (the "FDICIA") provides a framework for regulation of depository institutions and their affiliates (including parent holding companies) by federal banking regulators. As part of that framework, the FDICIA requires the relevant

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federal banking regulator to take “prompt corrective action” with respect to a depository institution if that institution does not meet certain capital adequacy standards. Supervisory actions by the appropriate federal banking regulator under the “prompt corrective action” rules generally depend upon an institution’s classification within five capital categories. An institution that fails to remain well-capitalized becomes subject to a series of restrictions that increase in severity as its capital condition weakens. Such restrictions may include a prohibition on capital distributions, restrictions on asset growth or restrictions on the ability to receive regulatory approval of applications. The FDICIA also provides for enhanced supervisory authority over undercapitalized institutions, including authority for the appointment of a conservator or receiver for the institution.

The regulations apply only to banks and not to bank holding companies such as the Company. However, the Federal Reserve is authorized to take appropriate action at the holding company level, based on the undercapitalized status of the holding company’s subsidiary banking institutions. In certain instances relating to an undercapitalized banking institution, the bank holding company would be required to guarantee the performance of the undercapitalized subsidiary’s capital restoration plan and could be liable for civil money damages for failure to fulfill those guarantee commitments.

*Comprehensive Capital Analysis and Review* The Federal Reserve’s capital plan rule currently requires large bank holding companies with assets in excess of \$50 billion to submit capital plans to the Federal Reserve on an annual basis and to obtain approval from the Federal Reserve for capital distributions proposed in the capital plan in connection with its annual CCAR process. The Company may generally only pay dividends and repurchase stock in accordance with a capital plan that has been reviewed by the Federal Reserve and to which the Federal Reserve has not objected. These capital plans consist of a number of mandatory elements, including an assessment of a company’s sources and uses of capital over a nine-quarter planning horizon assuming both expected and stressful conditions; a detailed description of a company’s process for assessing capital adequacy; a demonstration of a company’s ability to maintain capital above each minimum regulatory capital ratio under expected and stressful conditions; and a demonstration of a company’s ability to achieve, readily and without difficulty, the minimum capital ratios and capital buffers under the United States Basel III-based capital rules.

The Company submitted its 2018 capital plan to the Federal Reserve in April 2018. The Federal Reserve did not object to the Company’s 2018 capital plan.

The Company will submit its 2019 capital plan to the Federal Reserve by April 5, 2019, in accordance with instructions from the Federal Reserve. Applicable stress testing rules require the Federal Reserve to publish the results of its assessment of the Company’s capital plan, including its planned capital distributions, no later than June 30, 2019.

In April 2018, the Federal Reserve issued a proposal to integrate its annual capital planning and stress testing requirements with certain ongoing regulatory capital requirements, which would make changes to capital planning and stress testing processes for bank holding companies subject to the proposed rule, including the Company. Please refer to the “Proposed Stress Buffer Requirements” section below for further details.

*Stress Testing* The Federal Reserve’s CCAR framework and the Dodd-Frank Act stress testing framework require large bank holding companies such as the Company to conduct company-run stress tests and subject them to supervisory stress tests conducted by the Federal Reserve. Among other things, the company-run stress tests employ stress scenarios developed by the Company as well as stress scenarios provided by the Federal Reserve and incorporate the Dodd-Frank Act capital actions, which are intended to normalize capital distributions across large United States bank holding companies. The Federal Reserve conducts CCAR and Dodd-Frank Act supervisory stress tests employing stress scenarios and internal supervisory models. The Federal Reserve’s CCAR and Dodd-Frank Act supervisory stress tests incorporate the Company’s planned capital actions and the Dodd-Frank Act capital actions, respectively. The Federal Reserve and the Company are currently required to publish the results of the annual supervisory and annual company-run stress tests, respectively, no later than June 30 of each year. In addition, all large bank holding companies are currently required to submit a mid-cycle

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company-run stress test employing stress scenarios developed by the Company. The results of this stress test must be submitted to the Federal Reserve for review in early October of each year. The Company is required to publish its results of this stress test no later than the end of November of each year. The Federal Reserve currently publishes summaries of supervisory stress test results for each large bank holding company under both the adverse and severely adverse stress scenarios developed by the Federal Reserve.

National banks with assets in excess of \$50 billion are currently required to submit annual company-run stress test results to the OCC concurrently with their parent bank holding company's CCAR submission to the Federal Reserve. The stress test is based on the OCC's stress scenarios (which are typically the same as the Federal Reserve's stress scenarios) and capital actions that are appropriate for the economic conditions assumed in each scenario. U.S. Bank National Association will submit its stress test in accordance with regulatory requirements by April 5, 2019. The Company is required to publish the results of this stress test no later than June 30, 2019.

Under the Proposed EPS Tailoring Rule, the Company, as a Category III banking organization, would remain subject to annual supervisory stress tests but would be subject to company-run stress tests every two years, instead of annually. Consistent with EGRRCPA, the Federal Reserve also has proposed to eliminate the mid-cycle stress testing requirement for all banking organizations as of 2020 and eliminate the adverse scenario from all stress testing requirements. The Company cannot predict whether the Proposed EPS Tailoring Rule and other related issuances will be adopted as proposed or whether any changes will be made to it that would affect the stress testing requirements applicable to the Company.

*Proposed Stress Buffer Requirements* On April 10, 2018, the Federal Reserve issued a proposal to create a single capital requirement by integrating its annual capital planning and stress testing requirements with certain ongoing regulatory capital requirements. The proposal, which would apply to certain bank holding companies, including the Company, would introduce a stress capital buffer and a stress leverage buffer, or stress buffer requirements, and related changes to the capital planning and stress testing processes. For risk-based capital requirements, the stress capital buffer would replace the existing capital conservation buffer, which is 2.5 percent as of January 1, 2019. The stress capital buffer would equal the greater of (i) the maximum decline in the Company's common equity tier 1 capital ratio under the severely adverse scenario over the supervisory stress test measurement period, plus the sum of the ratios of the dollar amount of its planned common stock dividends to its projected risk-weighted assets for each of the fourth through seventh quarters of the supervisory stress test projection period, and (ii) 2.5 percent.

The proposal would make related changes to capital planning and stress testing processes for bank holding companies subject to the stress buffer requirements. In particular, the proposal would remove the 30 percent dividend payout ratio that has been used as a threshold for heightened supervisory scrutiny and would assume that bank holding companies maintain a constant level of assets and risk-weighted assets throughout the supervisory stress test projection period.

In November 2018, the Federal Reserve's Vice Chairman for Supervision stated that the Federal Reserve does not expect that the proposed stress buffer requirements will go into effect before 2020, and that, although the Federal Reserve expects to finalize certain elements of those requirements as proposed, other elements of the proposal will be re-proposed and again subject to public comment.

*Basel III Liquidity Requirements* Bank holding companies and their domestic bank subsidiaries that calculate their capital requirements using the advanced approaches, including the Company and U.S. Bank National Association, are subject to a minimum Liquidity Coverage Ratio ("LCR"). The LCR is designed to ensure that bank holding companies have sufficient high-quality liquid assets to survive a significant liquidity stress event lasting for 30 calendar days.

In June 2016, the federal banking regulators proposed a rule to implement the Net Stable Funding Ratio ("NSFR"). The NSFR is designed to promote stable, longer-term funding of assets and business activities over a

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one-year time horizon and would apply to the Company and U.S. Bank National Association. Federal banking regulators continue to work on finalizing the rule to implement the NSFR.

Under the Proposed Tailoring Rules, the Company and U.S. Bank National Association, as Category III banking organizations with less than \$75 billion of weighted short-term wholesale funding, would qualify for reduced LCR and proposed NSFR requirements calibrated at 70-85 percent of the full requirements. The Company cannot predict whether the final form of the Proposed Tailoring Rules will subject the Company and U.S. Bank National Association to reduced LCR and proposed NSFR requirements.

*Single-Counterparty Credit Limits* On June 14, 2018, the Federal Reserve finalized rules that establish single-counterparty credit limits (“SCCL”) for large banking organizations, including the Company. Under these rules, the Company is subject to a limit of 25 percent of Tier 1 capital for aggregate net credit exposures to any other unaffiliated counterparty. The Company must comply with the final SCCL rules beginning on January 1, 2020.

*Deposit Insurance* The DIF provides insurance coverage for certain deposits, up to a standard maximum deposit insurance amount of \$250,000 per depositor and is funded through assessments on insured depository institutions, based on the risk each institution poses to the DIF. U.S. Bank National Association accepts customer deposits that are insured by the DIF and therefore must pay insurance premiums. The FDIC may increase U.S. Bank National Association’s insurance premiums based on various factors, including the FDIC’s assessment of its risk profile. Until September 30, 2018, banks with \$10 billion or more in total assets, such as U.S. Bank National Association, were required to pay an assessment surcharge. This requirement ended effective September 30, 2018, as a result of the FDIC’s reserve ratio exceeding 1.35 percent.

In addition, large insured depository institutions, including U.S. Bank National Association, are subject to enhanced deposit account recordkeeping and related information technology system requirements meant to facilitate prompt payment of insured deposits if such an institution were to fail. U.S. Bank National Association must comply with these new requirements by April 1, 2020.

*Powers of the FDIC Upon Insolvency of an Insured Institution* If the FDIC is appointed the conservator or receiver of an insured depository institution upon its insolvency or in certain other events, the FDIC has the power to (a) transfer any of the depository institution’s assets and liabilities to a new obligor without the approval of the depository institution’s creditors; (b) enforce the terms of the depository institution’s contracts pursuant to their terms; or (c) repudiate or disaffirm any contracts (if the FDIC determines that performance of the contract is burdensome and that the repudiation or disaffirmation is necessary to promote the orderly administration of the depository institution). These provisions would be applicable to obligations and liabilities of the Company’s insured depository institution subsidiary, U.S. Bank National Association.

*Depositor Preference* Under federal law, in the event of the liquidation or other resolution of an insured depository institution, the claims of a receiver of the institution for administrative expense and the claims of holders of domestic deposit liabilities (including the FDIC, as subrogee of the depositors) have priority over the claims of other unsecured creditors of the institution, including holders of publicly issued senior or subordinated debt and depositors in non-domestic offices. As a result, those debtholders and depositors would be treated differently from, and could receive, if anything, substantially less than, the depositors in domestic offices of the depository institution.

*Orderly Liquidation Authority* Upon the insolvency of a bank holding company, such as the Company, the FDIC may be appointed as conservator or receiver of the bank holding company if the Secretary of the Treasury determines (upon the written recommendation of the FDIC and the Federal Reserve and after consultation with the President of the United States) that certain conditions set forth in the Dodd-Frank Act regarding the potential impact on financial stability of the financial company’s failure have been met. FDIC rules set forth a comprehensive method for the receivership of a covered financial company. Acting as a conservator or receiver,

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the FDIC would have broad powers to transfer any assets or liabilities of a bank holding company without the approval of its creditors.

*Resolution Plans* As a bank holding company with assets of \$250 billion or more, the Company is required to submit annually to the Federal Reserve and the FDIC a resolution plan for the orderly resolution of the Company and its significant legal entities under the United States Bankruptcy Code or other applicable insolvency laws in a rapid and orderly fashion in the event of future material financial distress or failure. If the Federal Reserve and the FDIC jointly determine that the resolution plan is not credible and the deficiencies are not cured in a timely manner, they may jointly impose on the Company more stringent capital, leverage or liquidity requirements or restrictions on the Company's growth, activities or operations. If the Company were to fail to address the deficiencies in its resolution plan when required, it could eventually be required to divest certain assets or operations. The Company submitted its resolution plan to the Federal Reserve and the FDIC in December 2017. The Federal Reserve and FDIC have extended the filing deadline for certain bank holding companies, including the Company, and as a result the Company's next resolution plan is not due to the Federal Reserve and FDIC until December 31, 2019.

In addition, U.S. Bank National Association is required to file periodically a separate resolution plan with the FDIC that should enable the FDIC, as receiver, to resolve the institution under applicable receivership provisions of the Federal Deposit Insurance Act in a manner that ensures that depositors receive access to their insured deposits within one business day of the institution's failure, maximizes the net present value return from the sale or disposition of its assets and minimizes the amount of any loss to be realized by the institution's creditors. The Company submitted its insured depository institution resolution plan to the FDIC in July 2018. The FDIC's Chairman has indicated that the FDIC intends to release an advanced notice of proposed rulemaking with respect to the FDIC's bank resolution plan requirements meant to better tailor bank resolution plans to a firm's size, complexity and risk profile. Until the FDIC's revisions to its bank resolution plan requirement are finalized, no bank resolution plans will be required to be filed.

The public versions of the resolution plans previously submitted by the Company and U.S. Bank National Association are available on the FDIC's website and, in the case of the Company's resolution plans, also on the Federal Reserve's website.

*Recovery Plans* The OCC has established enforceable guidelines for recovery planning by insured national banks, insured federal savings associations, and insured federal branches of foreign banks with average total consolidated assets of \$250 billion or more, which includes U.S. Bank National Association. The guidelines provide that a covered bank should develop and maintain a recovery plan that is appropriate for its individual risk profile, size, activities, and complexity, including the complexity of its organizational and legal entity structure. The guidelines state that a recovery plan should (a) establish triggers, which are quantitative or qualitative indicators of the risk or existence of severe stress that should always be escalated to management or the board of directors, as appropriate, for purposes of initiating a response; (b) identify a wide range of credible options that a covered bank could undertake to restore financial and operational strength and viability; and (c) address escalation procedures, management reports, and communication procedures. The board of U.S. Bank National Association approved a recovery plan pursuant to these guidelines in December 2018.

*Liability of Commonly Controlled Institutions* An FDIC-insured depository institution can be held liable for any loss incurred or expected to be incurred by the FDIC in connection with another FDIC-insured institution under common control with that institution being "in default" or "in danger of default" (commonly referred to as "cross-guarantee" liability). An FDIC claim for cross-guarantee liability against a depository institution is generally superior in right of payment to claims of the holding company and its affiliates against the depository institution.

*Transactions with Affiliates* There are various legal restrictions on the extent to which the Company and its non-bank subsidiaries may borrow or otherwise engage in certain types of transactions with U.S. Bank National

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Association. Under the Federal Reserve Act and Regulation W, U.S. Bank National Association (and its subsidiaries) is subject to quantitative and qualitative limits on extensions of credit, purchases of assets, and certain other transactions involving its non-bank affiliates. Additionally, transactions between U.S. Bank National Association and its non-bank affiliates are required to be on arm's length terms and must be consistent with standards of safety and soundness.

*Anti-Money Laundering and Sanctions* The Company is subject to several federal laws that are designed to combat money laundering and terrorist financing, and to restrict transactions with persons, companies, or foreign governments sanctioned by United States authorities. This category of laws includes the Bank Secrecy Act (the "BSA"), the Money Laundering Control Act, the USA PATRIOT Act (collectively, "AML laws"), and implementing regulations for the International Emergency Economic Powers Act and the Trading with the Enemy Act, as administered by the United States Treasury Department's Office of Foreign Assets Control ("sanctions laws").

As implemented by federal banking and securities regulators and the Department of the Treasury, AML laws obligate depository institutions and broker-dealers to verify their customers' identity, conduct customer due diligence, report on suspicious activity, file reports of transactions in currency, and conduct enhanced due diligence on certain accounts. Sanctions laws prohibit persons of the United States from engaging in any transaction with a restricted person or restricted country. Depository institutions and broker-dealers are required by their respective federal regulators to maintain policies and procedures in order to ensure compliance with the above obligations. Federal regulators regularly examine BSA/Anti-Money Laundering ("AML") and sanctions compliance programs to ensure their adequacy and effectiveness, and the frequency and extent of such examinations and the remedial actions resulting therefrom have been increasing.

Non-compliance with sanctions laws and/or AML laws or failure to maintain an adequate BSA/AML compliance program can lead to significant monetary penalties and reputational damage, and federal regulators evaluate the effectiveness of an applicant in combating money laundering when determining whether to approve a proposed bank merger, acquisition, restructuring, or other expansionary activity. There have been a number of significant enforcement actions against banks, broker-dealers and non-bank financial institutions with respect to sanctions laws and AML laws and some have resulted in substantial penalties, including against the Company and U.S. Bank National Association. See Note 22 of the Notes to Consolidated Financial Statements in the 2018 Annual Report.

*Community Reinvestment Act* U.S. Bank National Association is subject to the provisions of the CRA. Under the terms of the CRA, banks have a continuing and affirmative obligation, consistent with safe and sound operation, to help meet the credit needs of their communities, including providing credit to individuals residing in low-income and moderate-income neighborhoods. The CRA does not establish specific lending requirements or programs for financial institutions, and does not limit an institution's discretion to develop the types of products and services that it believes are best suited to its particular community in a manner consistent with the CRA.

The OCC regularly assesses U.S. Bank National Association on its record in meeting the credit needs of the community served by that institution, including low-income and moderate-income neighborhoods. The assessment also is considered when the Federal Reserve or OCC reviews applications by banking institutions to acquire, merge or consolidate with another banking institution or its holding company, to establish a new branch office that will accept deposits, or to relocate an office. In the case of a bank holding company applying for approval to acquire a bank or other bank holding company, the Federal Reserve will assess the records of each subsidiary depository institution of the applicant bank holding company, and those records may be the basis for denying the application.

U.S. Bank National Association received a "Satisfactory" CRA rating in its most recent examination, covering the period from January 1, 2009 through December 31, 2011. The OCC commenced its most recent CRA exam in 2017, the results of which will be made public upon completion.

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In April 2018, the United States Department of Treasury issued a memorandum to the federal banking regulators with recommend changes to the CRA's implementing regulations to reduce their complexity and associated burden on banks. Leaders of the federal banking agencies recently have indicated their support for revising the CRA regulatory framework, and on August 28, 2018, the OCC issued an advance notice of proposed rulemaking to solicit ideas for building a new CRA framework. We will continue to evaluate the impact of any changes to the regulations implementing the CRA.

*Regulation of Brokerage, Investment Advisory and Insurance Activities* The Company conducts securities underwriting, dealing and brokerage activities in the United States through U.S. Bancorp Investments, Inc. ("USBII") and other subsidiaries. These activities are subject to regulations of the SEC, the Financial Industry Regulatory Authority and other authorities, including state regulators. These regulations generally cover licensing of securities personnel, interactions with customers, trading operations and periodic examinations.

Securities regulators impose capital requirements on USBII and monitor its financial operations with periodic financial reviews. In addition, USBII is a member of the Securities Investor Protection Corporation, which oversees the liquidation of member broker-dealers that close when the broker-dealer is bankrupt or in financial trouble and imposes reporting requirements and assessments on USBII.

On May 9, 2018, the SEC proposed Regulation Best Interest, which would impose a new standard of conduct on SEC-registered broker-dealers when making recommendations to retail customers, clarify certain aspects of the fiduciary duty that an SEC-registered investment adviser owes to its clients and mandate summary disclosure to retail customers describing their relationship with and services offered by registered broker-dealers and investment advisers. The Company does not expect that the adoption of the proposed Regulation Best Interest, as proposed, would cause a significant change in the practices of USBII.

The operations of the First American family of funds, the Company's proprietary money market fund complex, also are subject to regulation by the SEC, including rules requiring a floating net asset value for institutional prime and tax-free money market funds and permitting the board of directors of the money market funds the ability to limit redemptions during periods of stress (allowing for the use of liquidity fees and redemption gates during such times).

The Company's operations in the areas of insurance brokerage and reinsurance of credit life insurance are subject to regulation and supervision by various state insurance regulatory authorities, including the licensing of insurance brokers and agents.

*Regulation of Derivatives and the Swaps Marketplace* Under the Dodd-Frank Act, U.S. Bank National Association, as a CFTC-registered swap dealer, is subject to rules regarding the regulation of the swaps marketplace and over-the-counter derivatives, including rules that require swap dealers and major swap participants to register with the CFTC and require them to meet robust business conduct standards to lower risk and promote market integrity, to meet certain recordkeeping and reporting requirements so that regulators can better monitor the markets, to centrally clear and trade swaps on regulated exchanges or execution facilities, and to be subject to certain capital and margin requirements. While the CFTC has finalized the majority of its regulations pursuant to the Dodd-Frank Act, the SEC, which has jurisdiction over security-based swaps, has not yet finalized all requirements, and entities that deal in security-based swaps are not yet required to register with the SEC as security-based swap dealers.

In addition, the Federal Reserve, the OCC, the FDIC, the Federal Housing Finance Agency, and the Farm Credit Administration have finalized a rule concerning swap margin and capital requirements for swap dealers regulated by these agencies. The final rule mandates the exchange of initial and variation margin for non-cleared swaps and non-cleared security-based swaps between swap entities regulated by the five agencies and certain counterparties. The amount of margin will vary based on the relative risk of the non-cleared swap or non-cleared security-based swap. The final rule phased in the variation margin requirements between September 1, 2016, and

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March 1, 2017. The initial margin requirements will phase in over four years, which began on September 1, 2016, and will be fully phased-in on September 1, 2020, depending on the level of derivatives activity of the swap dealer and the relevant counterparty.

*The Volcker Rule* Section 13 of the BHC Act and its implementing regulations, commonly referred to as the “Volcker Rule,” prohibit banking entities from engaging in proprietary trading, and prohibits certain interests in, or relationships with, hedge funds or private equity funds. The Volcker Rule also requires annual attestation by a banking entity’s Chief Executive Officer that the banking entity has in place processes to establish, maintain, enforce, review, test and modify a compliance program established in a manner reasonably designed to achieve compliance with the final rule. The Volcker Rule applies to the Company, U.S. Bank National Association and their affiliates. The Company has a Volcker Rule compliance program in place that covers all of its subsidiaries and affiliates, including U.S. Bank National Association.

In May 2018, the five federal agencies with rulemaking authority with respect to the Volcker Rule released a proposal to revise the Volcker Rule. The proposal would tailor the Volcker Rule’s compliance requirements to the amount of a firm’s trading activity, revise the definition of trading account, clarify certain key provisions in the Volcker Rule, and modify the information companies are required to provide the federal agencies. If adopted, the proposed changes to the definition of trading account would likely expand the scope of investing and trading activities subject to the Volcker Rule’s restrictions. The Company is currently evaluating the potential impact that this proposed rule would have on its investing and trading activities.

*Data Privacy and Cybersecurity* Federal and state law contains extensive consumer privacy protection provisions. The GLBA requires financial institutions to periodically disclose their privacy policies and practices relating to sharing such information and enables retail customers to opt out of the Company’s ability to share information with unaffiliated third parties under certain circumstances. Other federal and state laws and regulations impact the Company’s ability to share certain information with affiliates and non-affiliates for marketing and/or non-marketing purposes, or to contact customers with marketing offers. The GLBA also requires financial institutions to implement a comprehensive information security program that includes administrative, technical and physical safeguards to ensure the security and confidentiality of customer records and information. These security and privacy policies and procedures for the protection of personal and confidential information are in effect across all businesses and geographic locations. Federal law also makes it a criminal offense, except in limited circumstances, to obtain or attempt to obtain customer information of a financial nature by fraudulent or deceptive means.

Data privacy and data protection are areas of increasing state legislative focus. For example, in June of 2018, the Governor of California signed into law the California Consumer Protection Act of 2018 (the “CCPA”). The CCPA, which becomes effective on January 1, 2020, applies to for-profit businesses that conduct business in California and meet certain revenue or data collection thresholds. The CCPA will give consumers the right to request disclosure of information collected about them, and whether that information has been sold or shared with others, the right to request deletion of personal information (subject to certain exceptions), the right to opt out of the sale of the consumer’s personal information, and the right not to be discriminated against for exercising these rights. The CCPA contains several exemptions, including an exemption applicable to information that is collected, processed, sold or disclosed pursuant to the GLBA. The California Attorney General has not yet proposed or adopted regulations implementing the CCPA, and the California State Legislature has amended the Act since its passage. The Company has a physical footprint in California and will be required to comply with the CCPA. In addition, similar laws may be adopted by other states where the Company does business. The impact of the CCPA on the Company’s business is yet to be determined. The federal government may also pass data privacy or data protection legislation. In addition, in the European Union (“EU”), privacy law is now governed by the General Data Protection Regulation (“GDPR”), which is directly binding and applicable for each EU member state from May 25, 2018. The GDPR contains enhanced compliance obligations and increased penalties for non-compliance compared to the prior law governing data privacy in the EU.

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Like other lenders, U.S. Bank National Association and other of the Company's subsidiaries use credit bureau data in their underwriting activities. Use of such data is regulated under the Fair Credit Reporting Act ("FCRA"), and the FCRA also regulates reporting information to credit bureaus, prescreening individuals for credit offers, sharing of information between affiliates, and using affiliate data for marketing purposes. Similar state laws may impose additional requirements on the Company and its subsidiaries.

The federal banking regulators, as well as the SEC, CFTC, and related self-regulatory organizations, regularly issue guidance regarding cybersecurity that is intended to enhance cyber risk management among financial institutions. A financial institution is expected to establish lines of defense and to ensure that their risk management processes also address the risk posed by potential threats to the institution. A financial institution's management is expected to maintain sufficient business continuity planning processes to ensure the rapid recovery, resumption and maintenance of the institution's operations after a cyber attack. A financial institution is also expected to develop appropriate processes to enable recovery of data and business operations if the institution or its critical service providers fall victim to a cyber attack.

*Consumer Protection Regulation* Retail banking activities are subject to a variety of statutes and regulations designed to protect consumers, including laws related to fair lending and the prohibition of unfair, deceptive, or abusive acts or practices in connection with the offer, sale, or provision of consumer financial products and services. These laws and regulations include the Truth-in-Lending, Truth-in-Savings, Home Mortgage Disclosure, Equal Credit Opportunity, Fair Credit Reporting, Fair Debt Collection Practices, Real Estate Settlement Procedures, Electronic Funds Transfer, Right to Financial Privacy and Servicemembers Civil Relief Acts. Interest and other charges collected or contracted for by banks are subject to state usury laws and federal laws concerning interest rates.

*Consumer Financial Protection Bureau* U.S. Bank National Association and its subsidiaries are subject to supervision and regulation by the CFPB with respect to federal consumer laws, including many of the laws and regulations described above. The CFPB has undertaken numerous rule-making and other initiatives, including issuing informal guidance and taking enforcement actions against certain financial institutions. The CFPB's rulemaking, examination and enforcement authority has affected and will continue to impact financial institutions involved in the provision of consumer financial products and services, including the Company, U.S. Bank National Association, and the Company's other subsidiaries. These regulatory activities may limit the types of financial services and products the Company may offer, which in turn may reduce the Company's revenues.

*Other Supervision and Regulation* The Company is subject to the disclosure and regulatory requirements of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), both as administered by the SEC, by virtue of the Company's status as a public company. As a listed company on the New York Stock Exchange (the "NYSE"), the Company is subject to the rules of the NYSE for listed companies.

#### **Website Access to SEC Reports**

U.S. Bancorp's internet website can be found at [www.usbank.com](http://www.usbank.com). U.S. Bancorp makes available free of charge on its website its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13 or 15(d) of the Exchange Act, as well as all other reports filed by U.S. Bancorp with the SEC as soon as reasonably practicable after electronically filed with, or furnished to, the SEC.

#### **Additional Information**

Additional information in response to this Item 1 can be found in the 2018 Annual Report on pages 61 to 65 under the heading "Line of Business Financial Review." That information is incorporated into this report by reference.

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**Item 1A. Risk Factors**

Information in response to this Item 1A can be found in the 2018 Annual Report on pages 144 to 154 under the heading “Risk Factors.” That information is incorporated into this report by reference.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

U.S. Bancorp and its significant subsidiaries occupy headquarter offices under a long-term lease in Minneapolis, Minnesota. The Company also leases 10 freestanding operations centers in Cincinnati, Denver, Milwaukee, Minneapolis, Overland Park, Portland and St. Paul. The Company owns 11 principal operations centers in Cincinnati, Coeur d’Alene, Fargo, Milwaukee, Olathe, Owensboro, Portland, St. Louis and St. Paul. At December 31, 2018, the Company’s subsidiaries owned and operated a total of 1,498 facilities and leased an additional 1,928 facilities. The Company believes its current facilities are adequate to meet its needs. Additional information with respect to the Company’s premises and equipment is presented in Note 8 of the Notes to Consolidated Financial Statements included in the 2018 Annual Report. That information is incorporated into this report by reference.

**Item 3. Legal Proceedings**

Information in response to this Item 3 can be found in Note 22 of the Notes to Consolidated Financial Statements included in the 2018 Annual Report. That information is incorporated into this report by reference.

**Item 4. Mine Safety Disclosures**

Not Applicable.

**Capital Covenants**

The Company has entered into several transactions involving the issuance of capital securities (“Capital Securities”) by certain Delaware statutory trusts formed by the Company (the “Trusts”), the issuance by the Company of preferred stock (“Preferred Stock”) or the issuance by an indirect subsidiary of U.S. Bank National Association of preferred stock exchangeable for the Company’s Preferred Stock under certain circumstances (“Exchangeable Preferred Stock”). Simultaneously with the closing of certain of those transactions, the Company entered into a replacement capital covenant, as amended from time to time (as amended, each, a “Replacement Capital Covenant” and collectively, the “Replacement Capital Covenants”) for the benefit of persons that buy, hold or sell a specified series of long-term indebtedness of the Company or U.S. Bank National Association (the “Covered Debt”). Each of the Replacement Capital Covenants provides that neither the Company nor any of its subsidiaries (including any of the Trusts) will repay, redeem or purchase any of the Preferred Stock, Exchangeable Preferred Stock or the Capital Securities and the securities held by the Trust (the “Other Securities”), as applicable, on or before the date specified in the applicable Replacement Capital Covenant, unless the Company has received proceeds from the sale of qualifying securities that (a) have equity-like characteristics that are the same as, or more equity-like than, the applicable characteristics of the Preferred Stock, the Exchangeable Preferred Stock, the Capital Securities or Other Securities, as applicable, at the time of repayment, redemption or purchase, and (b) the Company has obtained the prior approval of the Federal Reserve, if such approval is then required by the Federal Reserve or, in the case of the Exchangeable Preferred Stock, the approval of the OCC.

The Company will provide a copy of any Replacement Capital Covenant to a holder of the relevant Covered Debt. For copies of any of these documents, holders should write to Investor Relations, U.S. Bancorp, 800 Nicollet Mall, Minneapolis, Minnesota 55402, or call (866) 775-9668.

The following table identifies the closing date for each transaction, issuer, series of Capital Securities, Preferred Stock or Exchangeable Preferred Stock issued in the relevant transaction, Other Securities, if any, and applicable Covered Debt as of February 21, 2019, for those securities that remain outstanding.

<b>Closing Date</b>	<b>Issuer</b>	<b>Capital Securities or Preferred Stock</b>	<b>Other Securities</b>	<b>Covered Debt</b>
3/17/06	USB Capital IX and U.S. Bancorp	USB Capital IX's \$675,378,000 of 6.189% Fixed-to-Floating Rate Normal Income Trust Securities	U.S. Bancorp's Series A Non-Cumulative Perpetual Preferred Stock	U.S. Bancorp's 7.50% Subordinated Debentures due 2026 (CUSIP No. 911596AL8)
3/27/06	U.S. Bancorp	U.S. Bancorp's 40,000,000 Depositary Shares (\$25 per Depositary Share) each representing a 1/1000 <sup>th</sup> interest in a share of Series B Non-Cumulative Perpetual Preferred Stock	Not Applicable	U.S. Bancorp's 7.50% Subordinated Debentures due 2026 (CUSIP No. 911596AL8)
12/22/06	USB Realty Corp <sup>(a)</sup> and U.S. Bancorp	USB Realty Corp.'s 5,000 shares of Fixed-to-Floating-Rate Exchangeable Non-Cumulative Perpetual Series A Preferred Stock exchangeable for shares of U.S. Bancorp's Series C Non-Cumulative Perpetual Preferred Stock <sup>(b)</sup>	Not Applicable	U.S. Bancorp's 7.50% Subordinated Debentures due 2026 (CUSIP No. 911596AL8)

(a) *USB Realty Corp. is an indirect subsidiary of U.S. Bank National Association.*

(b) *Under certain circumstances, upon the direction of the OCC, each share of USB Realty Corp.'s Series A Preferred Stock will be automatically exchanged for one share of U.S. Bancorp's Series C Non-Cumulative Perpetual Preferred Stock.*

**PART II**

**Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

On June 28, 2018, the Company announced its Board of Directors had approved an authorization to repurchase up to \$3.0 billion of its common stock, from July 1, 2018 through June 30, 2019. Except as otherwise indicated in the table below, all shares repurchased during the fourth quarter of 2018 were repurchased under this authorization. The following table provides a detailed analysis of all shares repurchased by the Company or any affiliated purchaser during the fourth quarter of 2018:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (In Millions)
October 1-31	7,906,336 <sup>(a)</sup>	\$ 51.75	7,806,336	\$ 1,843
November 1-30	4,526,196	53.56	4,526,196	1,601
December 1-31	3,770,521 <sup>(b)</sup>	48.30	3,695,521	1,422
Total	<u>16,203,053<sup>(c)</sup></u>	<u>\$ 51.46</u>	<u>16,028,053</u>	<u>\$ 1,422</u>

- (a) Includes 100,000 shares of common stock purchased, at an average price per share of \$50.65, in open-market transactions by U.S. Bank National Association in its capacity as trustee of the U.S. Bank 401(k) Savings Plan, which is the Company’s employee retirement savings plan.
- (b) Includes 75,000 shares of common stock purchased, at an average price per share of \$47.43, in open-market transactions by U.S. Bank National Association in its capacity as trustee of the U.S. Bank 401(k) Savings Plan.
- (c) Includes 175,000 shares of common stock purchased, at an average price per share of \$49.27, in open-market transactions by U.S. Bank National Association in its capacity as trustee of the U.S. Bank 401(k) Savings Plan.

**Additional Information**

Additional information in response to this Item 5 can be found in the 2018 Annual Report on page 141 under the heading “U.S. Bancorp Supplemental Financial Data (Unaudited).” That information is incorporated into this report by reference.

**Item 6. Selected Financial Data**

Information in response to this Item 6 can be found in the 2018 Annual Report on page 23 under the heading “Table 1 — Selected Financial Data.” That information is incorporated into this report by reference.

**Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

Information in response to this Item 7 can be found in the 2018 Annual Report on pages 22 to 70 under the heading “Management’s Discussion and Analysis.” That information is incorporated into this report by reference.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Information in response to this Item 7A can be found in the 2018 Annual Report on pages 38 to 59 under the heading “Corporate Risk Profile.” That information is incorporated into this report by reference.

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**Item 8. *Financial Statements and Supplementary Data***

Information in response to this Item 8 can be found in the 2018 Annual Report on pages 71 to 143 under the headings “Report of Management,” “Report of Independent Registered Public Accounting Firm,” “Report of Independent Registered Public Accounting Firm,” “U.S. Bancorp Consolidated Balance Sheet,” “U.S. Bancorp Consolidated Statement of Income,” “U.S. Bancorp Consolidated Statement of Comprehensive Income,” “U.S. Bancorp Consolidated Statement of Shareholders’ Equity,” “U.S. Bancorp Consolidated Statement of Cash Flows,” “Notes to Consolidated Financial Statements,” “U.S. Bancorp Consolidated Balance Sheet — Five Year Summary (Unaudited),” “U.S. Bancorp Consolidated Statement of Income — Five Year Summary (Unaudited),” “U.S. Bancorp Quarterly Consolidated Financial Data (Unaudited),” “U.S. Bancorp Supplemental Financial Data (Unaudited)” and “U.S. Bancorp Consolidated Daily Average Balance Sheet and Related Yields and Rates (Unaudited)”. That information is incorporated into this report by reference.

**Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

**Item 9A. *Controls and Procedures***

Information in response to this Item 9A can be found in the 2018 Annual Report on page 70 under the heading “Controls and Procedures” and on pages 71 and 73 under the headings “Report of Management” and “Report of Independent Registered Public Accounting Firm.” That information is incorporated into this report by reference.

**Item 9B. *Other Information***

None.

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## PART III

### Item 10. *Directors, Executive Officers and Corporate Governance*

#### **Code of Ethics and Business Conduct**

The Company has adopted a Code of Ethics and Business Conduct that applies to its principal executive officer, principal financial officer and principal accounting officer. The Company's Code of Ethics and Business Conduct can be found at [www.usbank.com](http://www.usbank.com) by clicking on "About Us" and then clicking on "Investor Relations" and then clicking on "Corporate Governance" and then clicking on "Code of Ethics." The Company intends to satisfy the disclosure requirements under Item 5.05 of Form 8-K regarding amendments to, or waivers from, certain provisions of the Code of Ethics and Business Conduct that apply to its principal executive officer, principal financial officer and principal accounting officer by posting such information on its website, at the address and location specified above.

#### **Executive Officers of the Registrant**

##### *Andrew Cecere*

Mr. Cecere is Chairman, President and Chief Executive Officer of U.S. Bancorp. Mr. Cecere, 58, has served as President of U.S. Bancorp since January 2016, Chief Executive Officer since April 2017 and Chairman since April 2018. He also served as Vice Chairman and Chief Operating Officer from January 2015 to January 2016 and was U.S. Bancorp's Vice Chairman and Chief Financial Officer from February 2007 until January 2015. Until that time, he served as Vice Chairman, Wealth Management and Investment Services, of U.S. Bancorp since the merger of Firststar Corporation and U.S. Bancorp in February 2001. Previously, he had served as an executive officer of the former U.S. Bancorp, including as Chief Financial Officer from May 2000 through February 2001.

##### *Ismat Aziz*

Ms. Aziz is Executive Vice President and Chief Human Resources Officer of U.S. Bancorp. Ms. Aziz, 51, has served in this position since joining U.S. Bancorp in September 2018. She served as Chief Human Resources Officer of Sprint Corporation from May 2016 until September 2018. Ms. Aziz served as the Chief Human Resources Officer of Sam's Club from April 2012 to April 2016, and as the Senior Vice President of Business Capability and Human Resources of Sam's Club from August 2010 to April 2012. Prior to that time, she served as the Vice President of Business Capability and Human Resources at Sears Canada from June 2009 to August 2010.

##### *James L. Chosy*

Mr. Chosy is Executive Vice President and General Counsel of U.S. Bancorp. Mr. Chosy, 55, has served in this position since March 2013. He also served as Corporate Secretary of U.S. Bancorp from March 2013 until April 2016. From 2001 to 2013, he served as the General Counsel and Secretary of Piper Jaffray Companies. From 1995 to 2001, Mr. Chosy was Vice President and Associate General Counsel of U.S. Bancorp, having also served as Assistant Secretary of U.S. Bancorp from 1995 through 2000 and as Secretary from 2000 until 2001.

##### *Terrance R. Dolan*

Mr. Dolan is Vice Chairman and Chief Financial Officer of U.S. Bancorp. Mr. Dolan, 57, has served in this position since August 2016. From July 2010 to July 2016, he served as Vice Chairman, Wealth Management and Investment Services, of U.S. Bancorp. From September 1998 to July 2010, Mr. Dolan served as U.S. Bancorp's Controller. He additionally held the title of Executive Vice President from January 2002 until June 2010 and Senior Vice President from September 1998 until January 2002.

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***John R. Elmore***

Mr. Elmore is Vice Chairman, Community Banking and Branch Delivery, of U.S. Bancorp. Mr. Elmore, 62, has served in this position since March 2013. From 1999 to 2013, he served as Executive Vice President, Community Banking, of U.S. Bancorp and its predecessor company, Firststar Corporation. Mr. Elmore will retire from U.S. Bancorp on March 1, 2019.

***Leslie V. Godridge***

Ms. Godridge is Vice Chairman, Corporate and Commercial Banking, of U.S. Bancorp. Ms. Godridge, 63, has served in this position since January 2016. From February 2013 until December 2015, she served as Executive Vice President, National Corporate Specialized Industries and Global Treasury Management, of U.S. Bancorp. From February 2007, when she joined U.S. Bancorp, until January 2013, Ms. Godridge served as Executive Vice President, National Corporate and Institutional Banking, of U.S. Bancorp. Prior to that time, she served as Senior Executive Vice President and a member of the Executive Committee at The Bank of New York, where she was head of BNY Asset Management, Private Banking, Consumer Banking and Regional Commercial Banking from 2004 to 2006.

***Gunjan Kedia***

Ms. Kedia is Vice Chairman, Wealth Management and Investment Services, of U.S. Bancorp. Ms. Kedia, 48, has served in this position since joining U.S. Bancorp in December 2016. From October 2008 until May 2016, she served as Executive Vice President of State Street Corporation where she led the core investment servicing business in North and South America and served as a member of State Street's management committee, its senior most strategy and policy committee. Previously, Ms. Kedia was an Executive Vice President of global product management at Bank of New York Mellon from 2004 to 2008.

***James B. Kelligrew***

Mr. Kelligrew is Vice Chairman, Corporate and Commercial Banking, of U.S. Bancorp. Mr. Kelligrew, 53, has served in this position since January 2016. From March 2014 until December 2015, he served as Executive Vice President, Fixed Income and Capital Markets, of U.S. Bancorp, having served as Executive Vice President, Credit Fixed Income, of U.S. Bancorp from May 2009 to March 2014. Prior to that time, he held various leadership positions with Wells Fargo Securities from 2003 to 2009, and with Bank of America Securities from 1993 to 2003.

***Shailesh M. Kotwal***

Mr. Kotwal is Vice Chairman, Payment Services, of U.S. Bancorp. Mr. Kotwal, 54, has served in this position since joining U.S. Bancorp in March 2015. From July 2008 until May 2014, he served as Executive Vice President of TD Bank Group with responsibility for retail banking products and services and as Chair of its enterprise payments council. From 2006 until 2008, he served as President, International, of eFunds Corporation. Previously, Mr. Kotwal served in various leadership roles at American Express Company from 1989 until 2006, including responsibility for operations in North and South America, Europe and the Asia-Pacific regions.

***Katherine B. Quinn***

Ms. Quinn is Vice Chairman and Chief Administrative Officer of U.S. Bancorp. Ms. Quinn, 54, has served in this position since April 2017. From September 2013 to April 2017, she served as Executive Vice President and Chief Strategy and Reputation Officer of U.S. Bancorp and has served on U.S. Bancorp's Managing Committee since January 2015. From September 2010 until January 2013, she served as Chief Marketing Officer of WellPoint, Inc. (now known as Anthem, Inc.), having served as Head of Corporate Marketing of WellPoint from July 2005 until September 2010. Prior to that time, she served as Chief Marketing and Strategy Officer at The Hartford from 2003 until 2005.

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***Jodi L. Richard***

Ms. Richard is Vice Chairman and Chief Risk Officer of U.S. Bancorp. Ms. Richard, 50, has served in this position since October 2018. She served as Executive Vice President and Chief Operational Risk Officer of U.S. Bancorp from January 2018 until October 2018, having served as Senior Vice President and Chief Operational Risk Officer from 2014 until January 2018. Prior to that time, Ms. Richard held various senior leadership roles at HSBC from 2003 until 2014, including Executive Vice President and Head of Operational Risk and Internal Control at HSBC North America from 2008 to 2014. Ms. Richard started her career at the Office of the Comptroller of the Currency in 1990 as a national bank examiner.

***Mark G. Runkel***

Mr. Runkel is Executive Vice President and Chief Credit Officer of U.S. Bancorp. Mr. Runkel, 42, has served in this position since December 2013. From February 2011 until December 2013, he served as Senior Vice President and Credit Risk Group Manager of U.S. Bancorp Retail and Payment Services Credit Risk Management, having served as Senior Vice President and Risk Manager of U.S. Bancorp Retail and Small Business Credit Risk Management from June 2009 until February 2011. From March 2005 until May 2009, he served as Vice President and Risk Manager of U.S. Bancorp.

***Jeffrey H. von Gillern***

Mr. von Gillern is Vice Chairman, Technology and Operations Services, of U.S. Bancorp. Mr. von Gillern, 53, has served in this position since July 2010. From April 2001, when he joined U.S. Bancorp, until July 2010, Mr. von Gillern served as Executive Vice President of U.S. Bancorp, additionally serving as Chief Information Officer from July 2007 until July 2010.

***Timothy A. Welsh***

Mr. Welsh is Vice Chairman, Consumer Banking Sales and Support, of U.S. Bancorp. Mr. Welsh, 53, has served in this position since joining U.S. Bancorp in July 2017. From July 2006 until June 2017, he served as a Senior Partner at McKinsey & Company where he specialized in financial services and the consumer experience. Previously, Mr. Welsh served as a Partner at McKinsey & Company from 1999 to 2006.

**Additional Information**

Additional information in response to this Item 10 can be found in the Proxy Statement under the headings “Other Matters — Section 16(a) Beneficial Ownership Reporting Compliance,” “Proposal 1 — Election of Directors,” “Corporate Governance — Committee Responsibilities” and “Corporate Governance — Committee Member Qualifications.” That information is incorporated into this report by reference.

**Item 11. *Executive Compensation***

Information in response to this Item 11 can be found in the Proxy Statement under the headings “Compensation Discussion and Analysis,” “Compensation Committee Report,” “Executive Compensation” and “Director Compensation.” That information is incorporated into this report by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

**Equity Compensation Plan Information**

The following table summarizes information regarding the Company's equity compensation plans in effect as of December 31, 2018:

<u>Plan Category</u>	<u>Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights</u>	<u>Weighted-average Exercise Price of Outstanding Options, Warrants and Rights</u>	<u>Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in the First Column)</u>
<b>Equity compensation plans approved by security holders</b>			34,713,980 <sup>(3)</sup>
Stock Options	9,115,010 <sup>(1)</sup>	\$ 34.52	
Restricted Stock Units and Performance-Based Restricted Stock Units	6,719,298 <sup>(2)</sup>	-	
<b>Equity compensation plans not approved by security holders</b>	416,688 <sup>(4)</sup>	-	-
<b>Total</b>	<b>16,250,996</b>		<b>34,713,980</b>

(1) Includes shares of the Company's common stock underlying stock options granted under the U.S. Bancorp 2015 Stock Incentive Plan (the "2015 Plan") and the U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan (the "2007 Plan").

(2) Includes shares of the Company's common stock underlying performance-based restricted stock units (awarded to the members of the Company's Managing Committee and settled in shares of the Company's common stock on a one-for-one basis) and restricted stock units (settled in shares of the Company's common stock on a one-for-one basis) under the 2015 Plan, the 2007 Plan and the U.S. Bancorp 2001 Stock Incentive Plan. No exercise price is paid upon vesting, and thus, no exercise price is included in the table.

(3) The 34,713,980 shares of the Company's common stock available for future issuance are reserved under the 2015 Plan. Future awards under the 2015 Plan may be made in the form of stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards, dividend equivalents, stock awards, or other stock-based awards.

(4) These shares of the Company's common stock are issuable pursuant to various current and former deferred compensation plans of U.S. Bancorp and its predecessor entities. No exercise price is paid when shares are issued pursuant to the deferred compensation plans.

The deferred compensation plans allow non-employee directors and members of senior management to defer all or part of their compensation until the earlier of retirement or termination of employment. The deferred compensation is deemed to be invested in one of several investment alternatives at the option of the participant, including shares of U.S. Bancorp common stock. Deferred compensation deemed to be invested in U.S. Bancorp stock will be received in the form of shares of U.S. Bancorp common stock at the time of distribution, unless the Company chooses cash payment.

The 416,688 shares included in the table assume that participants in the plans whose deferred compensation had been deemed to be invested in the Company's common stock had elected to receive all of that deferred compensation in shares of the Company's common stock on December 31, 2018. The U.S. Bank Executive Employees Deferred Compensation Plan (2005 Statement) and the U.S. Bank Outside Directors Deferred Compensation Plan (2005 Statement) are the Company's only deferred compensation plans under which compensation may currently be deferred.

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**Additional Information**

Additional information in response to this Item 12 can be found in the Proxy Statement under the heading “Security Ownership of Certain Beneficial Owners and Management.” That information is incorporated into this report by reference.

**Item 13.      *Certain Relationships and Related Transactions, and Director Independence***

Information in response to this Item 13 can be found in the Proxy Statement under the headings “Corporate Governance — Director Independence,” “Corporate Governance — Committee Member Qualifications” and “Certain Relationships and Related Transactions.” That information is incorporated into this report by reference.

**Item 14.      *Principal Accounting Fees and Services***

Information in response to this Item 14 can be found in the Proxy Statement under the headings “Audit Committee Report and Payment of Fees to Auditor — Fees to Independent Auditor” and “Audit Committee Report and Payment of Fees to Auditor — Administration of Engagement of Independent Auditor.” That information is incorporated into this report by reference.

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**PART IV**

**Item 15. Exhibits, Financial Statement Schedules**

List of documents filed as part of this report

**1. Financial Statements**

- Report of Management
- Report of Independent Registered Public Accounting Firm on the Financial Statements
- Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting
- U.S. Bancorp Consolidated Balance Sheet as of December 31, 2018 and 2017
- U.S. Bancorp Consolidated Statement of Income for each of the three years in the period ended December 31, 2018
- U.S. Bancorp Consolidated Statement of Comprehensive Income for each of the three years in the period ended December 31, 2018
- U.S. Bancorp Consolidated Statement of Shareholders' Equity for each of the three years in the period ended December 31, 2018
- U.S. Bancorp Consolidated Statement of Cash Flows for each of the three years in the period ended December 31, 2018
- Notes to Consolidated Financial Statements
- U.S. Bancorp Consolidated Balance Sheet — Five Year Summary (Unaudited)
- U.S. Bancorp Consolidated Statement of Income — Five Year Summary (Unaudited)
- U.S. Bancorp Quarterly Consolidated Financial Data (Unaudited)
- U.S. Bancorp Supplemental Financial Data (Unaudited)
- U.S. Bancorp Consolidated Daily Average Balance Sheet and Related Yields and Rates (Unaudited)

**2. Financial Statement Schedules**

All financial statement schedules for the Company have been included in the consolidated financial statements or the related footnotes, or are either inapplicable or not required.

**3. Exhibits**

Shareholders may obtain a copy of any of the exhibits to this report upon payment of a fee covering the Company's reasonable expenses in furnishing the exhibits. You can request exhibits by writing to Investor Relations, U.S. Bancorp, 800 Nicollet Mall, Minneapolis, Minnesota 55402.

<u>Exhibit Number</u>	<u>Description</u>
(1)3.1	<a href="#"><u>Restated Certificate of Incorporation, as amended. Filed as Exhibit 3.1 to Form 10-Q for the quarterly period ended September 30, 2018.</u></a>
(1)3.2	<a href="#"><u>Amended and Restated Bylaws. Filed as Exhibit 3.1 to Form 8-K filed on January 20, 2016.</u></a>
4.1	Pursuant to Item 601(b)(4)(iii)(A) of Regulation S-K, copies of instruments defining the rights of holders of long-term debt are not filed. U.S. Bancorp agrees to furnish a copy thereof to the SEC upon request.
(1)(2)10.1(a)	<a href="#"><u>U.S. Bancorp 2001 Stock Incentive Plan. Filed as Exhibit 10.1 to Form 10-K for the year ended December 31, 2001.</u></a>

<b>Exhibit Number</b>	<b>Description</b>
(1)(2)10.1(b)	<a href="#"><u>Amendment No. 1 to U.S. Bancorp 2001 Stock Incentive Plan. Filed as Exhibit 10.2 to Form 10-K for the year ended December 31, 2002.</u></a>
(1)(2)10.2	<a href="#"><u>U.S. Bancorp Annual Executive Incentive Plan. Filed as Exhibit 10.1 to Form 8-K filed on January 16, 2019.</u></a>
(1)(2)10.3	<a href="#"><u>U.S. Bancorp Executive Deferral Plan, as amended. Filed as Exhibit 10.7 to Form 10-K for the year ended December 31, 1999.</u></a>
(1)(2)10.4	<a href="#"><u>Summary of Nonqualified Supplemental Executive Retirement Plan, as amended, of the former U.S. Bancorp. Filed as Exhibit 10.4 to Form 10-K for the year ended December 31, 2001.</u></a>
(1)(2)10.5(a)	<a href="#"><u>U.S. Bancorp Non-Qualified Executive Retirement Plan. Filed as Exhibit 10.16 to Form 10-K for the year ended December 31, 2002.</u></a>
(1)(2)10.5(b)	<a href="#"><u>First, Second and Third Amendments of U.S. Bancorp Non-Qualified Executive Retirement Plan. Filed as Exhibit 10.17 to Form 10-K for the year ended December 31, 2003.</u></a>
(1)(2)10.5(c)	<a href="#"><u>Fourth Amendment of U.S. Bancorp Non-Qualified Executive Retirement Plan. Filed as Exhibit 10.1 to Form 8-K filed on December 23, 2004.</u></a>
(1)(2)10.5(d)	<a href="#"><u>Fifth Amendment of U.S. Bancorp Non-Qualified Executive Retirement Plan. Filed as Exhibit 10.2 to Form 10-Q for the quarterly period ended March 31, 2005.</u></a>
(1)(2)10.5(e)	<a href="#"><u>Sixth Amendment of U.S. Bancorp Non-Qualified Executive Retirement Plan. Filed as Exhibit 10.1 to Form 8-K filed on October 20, 2005.</u></a>
(1)(2)10.5(f)	<a href="#"><u>Seventh Amendment of U.S. Bancorp Non-Qualified Executive Retirement Plan. Filed as Exhibit 10.1(g) to Form 8-K filed on January 7, 2009.</u></a>
(1)(2)10.5(g)	<a href="#"><u>Eighth Amendment of U.S. Bancorp Non-Qualified Executive Retirement Plan. Filed as Exhibit 10.1(h) to Form 8-K filed on January 7, 2009.</u></a>
(1)(2)10.5(h)	<a href="#"><u>Ninth Amendment of U.S. Bancorp Non-Qualified Executive Retirement Plan. Filed as Exhibit 10.1(i) to Form 8-K filed on January 7, 2009.</u></a>
(1)(2)10.5(i)	<a href="#"><u>Tenth Amendment of U.S. Bancorp Non-Qualified Executive Retirement Plan. Filed as Exhibit 10.1(j) to Form 8-K filed on January 7, 2009.</u></a>
(1)(2)10.5(j)	<a href="#"><u>Eleventh Amendment of U.S. Bancorp Non-Qualified Executive Retirement Plan. Filed as Exhibit 10.11(k) to Form 10-K for the year ended December 31, 2009.</u></a>
(1)(2)10.5(k)	<a href="#"><u>Twelfth Amendment of U.S. Bancorp Non-Qualified Executive Retirement Plan. Filed as Exhibit 10.11(l) to Form 10-K for the year ended December 31, 2010.</u></a>
(1)(2)10.5(l)	<a href="#"><u>Thirteenth Amendment of U.S. Bancorp Non-Qualified Executive Retirement Plan. Filed as Exhibit 10.6(l) to Form 10-K for the year ended December 31, 2013.</u></a>
(1)(2)10.6(a)	<a href="#"><u>U.S. Bancorp Executive Employees Deferred Compensation Plan. Filed as Exhibit 10.18 to Form 10-K for the year ended December 31, 2003.</u></a>
(1)(2)10.6(b)	<a href="#"><u>2011 Amendment of U.S. Bancorp Executive Employees Deferred Compensation Plan. Filed as Exhibit 10.9(b) to Form 10-K for the year ended December 31, 2011.</u></a>
(1)(2)10.7(a)	<a href="#"><u>U.S. Bancorp 2005 Executive Employees Deferred Compensation Plan. Filed as Exhibit 10.2 to Form 8-K filed on December 21, 2005.</u></a>
(1)(2)10.7(b)	<a href="#"><u>First Amendment of U.S. Bancorp 2005 Executive Employees Deferred Compensation Plan effective as of January 31, 2009. Filed as Exhibit 10.2(b) to Form 8-K filed on January 7, 2009.</u></a>

<b>Exhibit Number</b>	<b>Description</b>
(1)(2)10.7(c)	<a href="#"><u>Second Amendment of U.S. Bancorp 2005 Executive Employees Deferred Compensation Plan effective as of January 1, 2010. Filed as Exhibit 10.13(c) to Form 10-K for the year ended December 31, 2010.</u></a>
(1)(2)10.7(d)	<a href="#"><u>Third Amendment of U.S. Bancorp 2005 Executive Employees Deferred Compensation Plan. Filed as Exhibit 10.10(d) to Form 10-K for the year ended December 31, 2011.</u></a>
(1)(2)10.8(a)	<a href="#"><u>U.S. Bancorp Outside Directors Deferred Compensation Plan. Filed as Exhibit 10.19 to Form 10-K for the year ended December 31, 2003.</u></a>
(1)(2)10.8(b)	<a href="#"><u>2011 Amendment of U.S. Bancorp Outside Directors Deferred Compensation Plan. Filed as Exhibit 10.11(b) to Form 10-K for the year ended December 31, 2011.</u></a>
(1)(2)10.9(a)	<a href="#"><u>U.S. Bancorp 2005 Outside Directors Deferred Compensation Plan. Filed as Exhibit 10.1 to Form 8-K filed on December 21, 2005.</u></a>
(1)(2)10.9(b)	<a href="#"><u>First Amendment of U.S. Bancorp 2005 Outside Directors Deferred Compensation Plan effective as of January 31, 2009. Filed as Exhibit 10.3(b) to Form 8-K filed on January 7, 2009.</u></a>
(1)(2)10.9(c)	<a href="#"><u>Second Amendment of U.S. Bancorp 2005 Outside Directors Deferred Compensation Plan. Filed as Exhibit 10.12(c) to Form 10-K for the year ended December 31, 2011.</u></a>
(1)(2)10.10(a)	<a href="#"><u>Form of Director Restricted Stock Unit Award Agreement under U.S. Bancorp 2001 Stock Incentive Plan. Filed as Exhibit 10.5 to Form 10-Q for the quarterly period ended September 30, 2004.</u></a>
(1)(2)10.10(b)	<a href="#"><u>Form of Amendment to Director Restricted Stock Unit Award Agreements under U.S. Bancorp 2001 Stock Incentive Plan dated as of December 31, 2008. Filed as Exhibit 10.5(b) to Form 8-K filed on January 7, 2009.</u></a>
(1)(2)10.11	<a href="#"><u>U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan. Filed as Exhibit 10.1 to Form 8-K filed on April 20, 2010.</u></a>
(1)(2)10.12	<a href="#"><u>Form of 2007 Non-Qualified Stock Option Agreement for Executive Officers under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan. Filed as Exhibit 10.2 to Form 8-K filed on April 18, 2007.</u></a>
(1)(2)10.13	<a href="#"><u>Form of Non-Qualified Stock Option Agreement for Executive Officers under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan to be used after December 31, 2008. Filed as Exhibit 10.8(a) to Form 8-K filed on January 7, 2009.</u></a>
(1)(2)10.14	<a href="#"><u>Form of Non-Qualified Stock Option Agreement for Executive Officers (as approved January 16, 2012) under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan. Filed as Exhibit 10.2 to Form 8-K filed on January 18, 2012.</u></a>
(1)(2)10.15	<a href="#"><u>Form of Non-Qualified Stock Option Agreement for Executive Officers (as approved November 14, 2012) under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan. Filed as Exhibit 10.2 to Form 8-K filed on November 19, 2012.</u></a>
(1)(2)10.16	<a href="#"><u>Form of Non-Qualified Stock Option Agreement for Executive Officers (as approved December 9, 2013) under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan. Filed as Exhibit 10.2 to Form 8-K filed on December 13, 2013.</u></a>
(1)(2)10.17	<a href="#"><u>Form of Non-Qualified Stock Option Agreement for Executive Officers under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan to be used after December 31, 2014. Filed as Exhibit 10.2 to Form 8-K filed on December 31, 2014.</u></a>

<u>Exhibit Number</u>	<u>Description</u>
(1)(2)10.18	<a href="#"><u>Form of Restricted Stock Award Agreement for Executive Officers under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan to be used after December 31, 2008. Filed as Exhibit 10.9(a) to Form 8-K filed on January 7, 2009.</u></a>
(1)(2)10.19	<a href="#"><u>Form of Restricted Stock Award Agreement under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan. Filed as Exhibit 10.1 to Form 10-Q filed for the quarterly period ended September 30, 2012.</u></a>
(1)(2)10.20	<a href="#"><u>Form of Restricted Stock Unit Award Agreement for Executive Officers under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan to be used after December 31, 2008. Filed as Exhibit 10.10(a) to Form 8-K filed on January 7, 2009.</u></a>
(1)(2)10.21	<a href="#"><u>Form of Restricted Stock Unit Award Agreement under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan to be used after December 31, 2013. Filed as Exhibit 10.27 to Form 10-K for the year ended December 31, 2013.</u></a>
(1)(2)10.22	<a href="#"><u>Form of Performance Restricted Stock Unit Award Agreement for Executive Officers under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan to be used after December 31, 2014. Filed as Exhibit 10.1 to Form 8-K filed on December 31, 2014.</u></a>
(1)(2)10.23	<a href="#"><u>Form of 2007 Restricted Stock Unit Award Agreement for Non-Employee Directors under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan. Filed as Exhibit 10.1 to Form 10-Q/A for the quarterly period ended September 30, 2007.</u></a>
(1)(2)10.24	<a href="#"><u>Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan to be used after December 31, 2008. Filed as Exhibit 10.11(a) to Form 8-K filed on January 7, 2009.</u></a>
(1)(2)10.25	<a href="#"><u>Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan to be used after December 31, 2013. Filed as Exhibit 10.37 to Form 10-K for the year ended December 31, 2013.</u></a>
(1)(2)10.26	<a href="#"><u>U.S. Bancorp 2015 Stock Incentive Plan. Filed as Exhibit 10.1 to Form 8-K filed on April 23, 2015.</u></a>
(1)(2)10.27	<a href="#"><u>Form of Stock Option Award Agreement for Executive Officers under U.S. Bancorp 2015 Stock Incentive Plan (in use for grants made through 2016). Filed as Exhibit 10.4 to Form 8-K filed on April 23, 2015.</u></a>
(1)(2)10.28	<a href="#"><u>Form of Stock Option Award Agreement for Executive Officers under U.S. Bancorp 2015 Stock Incentive Plan (used for grants made after January 1, 2017). Filed as Exhibit 10.44 to Form 10-K for the year ended December 31, 2016.</u></a>
(1)(2)10.29	<a href="#"><u>Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under U.S. Bancorp 2015 Stock Incentive Plan (in use for grants made through 2016). Filed as Exhibit 10.2 to Form 8-K filed on April 23, 2015.</u></a>
(1)(2)10.30	<a href="#"><u>Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under U.S. Bancorp 2015 Stock Incentive Plan (used for grants made after January 1, 2017). Filed as Exhibit 10.42 to Form 10-K for the year ended December 31, 2016.</u></a>
(1)(2)10.31	<a href="#"><u>Form of Performance Restricted Stock Unit Award Agreement for Executive Officers under U.S. Bancorp 2015 Stock Incentive Plan (in use for grants made through 2016). Filed as Exhibit 10.3 to Form 8-K filed on April 23, 2015.</u></a>
(1)(2)10.32	<a href="#"><u>Form of Performance Restricted Stock Unit Award Agreement for Executive Officers under U.S. Bancorp 2015 Stock Incentive Plan (used for grants made during 2017). Filed as Exhibit 10.43 to Form 10-K for the year ended December 31, 2016.</u></a>

<u>Exhibit Number</u>	<u>Description</u>
(1)(2)10.33	<a href="#">Form of Performance Restricted Stock Unit Award Agreement for Executive Officers under U.S. Bancorp 2015 Stock Incentive Plan (used for grants made after January 1, 2018). Filed as Exhibit 10.39 to Form 10-K for the year ended December 31, 2017.</a>
(2)10.34	<a href="#">Form of Performance Restricted Stock Unit Award Agreement for Executive Officers under U.S. Bancorp 2015 Stock Incentive Plan (used for grants made after January 1, 2019).</a>
(1)(2)10.35	<a href="#">Form of Restricted Stock Unit Agreement used for December 2016 grant to Gunjan Kedia under U.S. Bancorp 2015 Stock Incentive Plan. Filed as Exhibit 10.41 to Form 10-K for the year ended December 31, 2016.</a>
(1)(2)10.36	<a href="#">Form of Restricted Stock Unit Award Agreement for Executive Officers under U.S. Bancorp 2015 Stock Incentive Plan (used for grants made after January 1, 2018). Filed as Exhibit 10.40 to Form 10-K for the year ended December 31, 2017.</a>
(1)(2)10.37	<a href="#">Form of Restricted Stock Unit Award Agreement for Executive Officers under U.S. Bancorp 2015 Stock Incentive Plan (used for grants made after July 1, 2018). Filed as Exhibit 10.1 to Form 10-Q for the quarterly period ended June 30, 2018.</a>
(1)10.38	<a href="#">Deferred Prosecution Agreement, dated February 13, 2018, between U.S. Bancorp and the United States Attorney's Office for the Southern District of New York. Filed as Exhibit 10.1 to Form 8-K filed on February 15, 2018.</a>
(1)10.39	<a href="#">Consent Order and Stipulation and Consent to the Issuance of an Order for a Civil Money Penalty, dated February 13, 2018, between U.S. Bank and the Office of the Comptroller of the Currency. Filed as Exhibit 10.2 to Form 8-K filed on February 15, 2018.</a>
(1)10.40	<a href="#">Stipulation and Order of Settlement and Dismissal, dated February 15, between U.S. Bank and the Financial Crimes Enforcement Network. Filed as Exhibit 10.3 to Form 8-K filed on February 15, 2018.</a>
(1)10.41	<a href="#">Order to Cease and Desist and Order of Assessment of a Civil Money Penalty Issued Upon Consent Pursuant to the Federal Deposit Insurance Act, Amended, dated February 14, among U.S. Bancorp, USB Americas Holding Company and the Board of Governors of the Federal Reserve System. Filed as Exhibit 10.4 to Form 8-K filed on February 15, 2018.</a>
13	<a href="#">2018 Annual Report, pages 21 through 157.</a>
21	<a href="#">Subsidiaries of the Registrant.</a>
23	<a href="#">Consent of Ernst &amp; Young LLP.</a>
24	<a href="#">Power of Attorney.</a>
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.</a>
31.2	<a href="#">Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.</a>
32	<a href="#">Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. section 1350 as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.</a>
101	Financial statements from the Annual Report on Form 10-K of the Company for the year ended December 31, 2018, formatted in Extensible Business Reporting Language: (i) the Consolidated Balance Sheet, (ii) the Consolidated Statement of Income, (iii) the Consolidated Statement of Comprehensive Income, (iv) the Consolidated Statement of Shareholders' Equity, (v) the Consolidated Statement of Cash Flows and (vi) the Notes to Consolidated Financial Statements.

(1) Exhibit has been previously filed with the SEC and is incorporated herein as an exhibit by reference to the prior filing.

(2) Management contracts or compensatory plans or arrangements.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on February 21, 2019, on its behalf by the undersigned, thereunto duly authorized.

**U.S. BANCORP**

By /s/ ANDREW CECERE

Andrew Cecere  
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on February 21, 2019, by the following persons on behalf of the registrant and in the capacities indicated.

**Signature and Title**

/s/ ANDREW CECERE

Andrew Cecere,  
Chairman, President and Chief Executive Officer  
(principal executive officer)

/s/ TERRANCE R. DOLAN

Terrance R. Dolan,  
Vice Chairman and Chief Financial Officer  
(principal financial officer)

/s/ CRAIG E. GIFFORD

Craig E. Gifford,  
Executive Vice President and Controller  
(principal accounting officer)

WARNER L. BAXTER\*

Warner L. Baxter, Director

DOROTHY J. BRIDGES\*

Dorothy J. Bridges, Director

ELIZABETH L. BUSE\*

Elizabeth L. Buse, Director

MARC N. CASPER\*

Mark N. Casper, Director

ARTHUR D. COLLINS, JR.\*

Arthur D. Collins, Jr., Director

KIMBERLY J. HARRIS\*

Kimberly J. Harris, Director

ROLAND A. HERNANDEZ\*

Roland A. Hernandez, Director

DOREEN WOO HO\*

Doreen Woo Ho, Director

Signature and Title

OLIVIA F. KIRTLEY\*

Olivia F. Kirtley, Director

KAREN S. LYNCH\*

Karen S. Lynch, Director

RICHARD P. MCKENNEY\*

Richard P. McKenney, Director

YUSUF I. MEHDI\*

Yusuf I. Mehdi, Director

DAVID B. O'MALEY\*

David B. O'Maley, Director

O'DELL M. OWENS, M.D., M.P.H.\*

O'Dell M. Owens, M.D., M.P.H., Director

CRAIG D. SCHNUCK\*

Craig D. Schnuck, Director

SCOTT W. WINE\*

Scott W. Wine, Director

*\* Andrew Cecere, by signing his name hereto, does hereby sign this document on behalf of each of the above named directors of the registrant pursuant to powers of attorney duly executed by such persons.*

Dated: February 21, 2019

By: /s/ ANDREW CECERE

Andrew Cecere

Attorney-In-Fact

Chairman, President and Chief Executive Officer

**U.S. BANCORP**  
**PERFORMANCE RESTRICTED STOCK UNIT AWARD AGREEMENT**

**THIS AGREEMENT** is made as of <Grant Date> (the “Grant Date”), by and between U.S. Bancorp (the “Company”) and <Participant Name> (the “Participant”), together with the Completed Exhibit A which is incorporated herein by reference (collectively, the “Agreement”), sets forth the terms and conditions of a performance restricted stock unit award representing the right to receive <Number of Target Awards Granted> shares of common stock of the Company, par value \$0.01 per share (the “Common Stock”). The grant of this performance restricted stock unit award is made pursuant to the Company’s 2015 Stock Incentive Plan, which was approved by shareholders on April 21, 2015 (the “Plan”) and is subject to its terms. Capitalized terms that are not defined in the Agreement shall have the meaning ascribed to such terms in the Plan.

The Company and Participant agree as follows:

**1. Award**

Subject to the terms and conditions of the Plan and the Agreement, the Company grants to Participant a performance restricted stock unit award (the “Units”) entitling Participant to <Number of Target Awards Granted> performance restricted stock units (such number of units, the “Target Award Number”). The Target Award Number shall be adjusted upward or downward as provided in the Completed Exhibit A. The number of Units that Participant will receive under the Agreement, after giving effect to such adjustment, is referred to herein as the “Final Award Number.” Each Unit represents the right to receive one share of Common Stock, subject to the vesting requirements and distribution provisions of the Agreement and the terms of the Plan. The shares of Common Stock distributable to Participant with respect to the Units granted hereunder are referred to as the “Shares.” The Completed Exhibit A sets forth (a) the performance period over which the Final Award Number will be determined (the “Performance Period”), and (b) the date on which the Final Award Number will be determined (the “Determination Date”).

**2. Vesting; Forfeiture**

(a) *Time-Based Vesting Conditions.* Subject to the terms and conditions of the Agreement, if the Participant remains continuously employed by the Company or an Affiliate of the Company through the Vesting Date as set forth in the vesting schedule (the “Vesting Schedule”) detailed at the end of this Agreement in the Appendix: Vesting Schedule (the “Scheduled Vesting Date”), the number of Units equal to the Final Award Number shall become vested on the Scheduled Vesting Date and will be settled and Shares delivered in accordance with Section 3, provided that Participant has at all times since the Grant Date complied with the terms of any confidentiality and non-solicitation agreement between the Company or an Affiliate and the Participant. Except as otherwise provided in the Agreement, if Participant ceases to be an employee of the Company and its Affiliates prior to the Scheduled Vesting Date, all Units that have not become vested previously shall be immediately and irrevocably forfeited.

(b) *Continued Vesting Upon Separation From Service Due to Retirement or Disability.* Notwithstanding Section 2(a), if Participant has a Separation From Service (as defined in Section 10) with the Company or any Affiliate by reason of Retirement (as defined in Section 10) or Disability (as defined in Section 10), prior to the Scheduled Vesting Date, and provided such Separation From Service is not a Qualifying Termination (as defined in Section 10), the Units shall not be forfeited, but rather, the Final Award Number will be determined in accordance with Section 1 and the Units shall continue to vest on the Scheduled Vesting Date subject to the terms of the Agreement, including Section 2(f) hereof, and provided that Participant has at all times since the Grant Date complied with the terms of any confidentiality and non-solicitation agreement between the Company or an Affiliate and the Participant.

(c) *Acceleration of Vesting Upon Death.* If Participant ceases to be an employee by reason of death, or if Participant dies after a Separation From Service by reason of Retirement or Disability, prior to the Scheduled Vesting Date, then the Units will become vested in accordance with this Section 2(c). If such death occurs prior to the last day of the Performance Period, a number of Units equal to the Target Award Number will vest upon Participant’s death. If the death occurs on or after the last day of the Performance Period, then a number of Units equal to the Final Award Number will vest and be distributed to the Participant in accordance with Section 3(d). Notwithstanding the foregoing, such vesting is subject to the terms of the Agreement, including Section 2(f) hereof, and provided the Participant has at all times since the Grant Date complied with the terms of any confidentiality and non-solicitation agreement between the Company or an Affiliate and the Participant.

(d) *Acceleration of Vesting Following a Qualifying Termination.* Notwithstanding the vesting provisions contained in Sections 2(a) and 2(b) above, but subject to the other terms and conditions of the Agreement, if Participant experiences a Qualifying Termination prior to the Scheduled Vesting Date, then the Units will become vested in accordance with this Section 2(d). If the Qualifying Termination occurs prior to the last day of the Performance Period, a number of Units equal to the Target Award Number will vest upon Participant's Qualifying Termination. If the Qualifying Termination occurs on or after the last date of the Performance Period, then a number of Units equal to the Final Award Number will vest and be distributed to the Participant in accordance with Section 3(b). Notwithstanding the foregoing, such accelerated vesting is subject to the terms of the Agreement, including Section 2(f) hereof, and provided that the Participant has at all times since the Grant Date complied with the terms of any confidentiality and non-solicitation agreement between the Company or an Affiliate and the Participant. Notwithstanding the foregoing, if in connection with a Change in Control the Units are adjusted, or units in the acquiring or surviving entity are substituted for the Units, or the Plan is terminated, in each case as permitted under the Plan and in accordance with Section 409A, then the terms of such adjustment, substitution or plan termination will govern the treatment of the Units.

(e) *Forfeiture on Termination of Employment for Cause and on Breach of Confidentiality Agreement.* If Participant violates the terms of any confidentiality and non-solicitation agreement between the Company or an Affiliate and the Participant, all Units that have not been settled (and Shares delivered) previously shall be immediately and irrevocably forfeited. If Participant's employment with the Company is terminated for Cause, all Units that have not been settled (and Shares delivered) previously shall be immediately and irrevocably forfeited. Upon forfeiture, Participant shall have no rights relating to the forfeited Units (including, without limitation, any rights to receive a distribution of Shares with respect to the Units and the right to receive Dividend Equivalents).

(f) *Special Risk-Related Cancellation Provisions.* Notwithstanding any other provision of the Agreement, if at any time subsequent to the Grant Date the Committee determines, in its sole discretion, that Participant has subjected the Company to significant financial, reputational, or other risk by (i) failing to comply with Company policies and procedures, including the Code of Ethics and Business Conduct, (ii) violating any law or regulation, (iii) engaging in negligence or willful misconduct, or (iv) engaging in activity resulting in a significant or material control deficiency under the Sarbanes-Oxley Act of 2002, then all or part of the Units granted under the Agreement that have not been settled (and Shares delivered) at the time of such determination may be cancelled. If any Units are cancelled pursuant to this provision, Participant will have no rights with respect to the Units (including, without limitation, any rights to receive a distribution of Shares with respect to the Units and the right to receive Dividend Equivalents).

### **3. Distribution of Shares with Respect to Units**

Subject to the terms of the Agreement, including the restrictions in this Section 3, following the vesting of Units and following the payment of any applicable withholding taxes pursuant to Section 7 hereof, the Company shall cause to be issued and delivered to Participant (including through book entry) Shares registered in the name of Participant or in the name of Participant's legal representatives, beneficiaries or heirs, as the case may be, as follows:

(a) *General Rule.* As soon as administratively feasible following the Scheduled Vesting Date (but in no event later than December 31<sup>st</sup> of the year in which such Scheduled Vesting Date occurs), all Shares issuable pursuant to Units that become vested in accordance with Sections 2(a) through 2(c) hereof shall be distributed to Participant, or in the event of Participant's death, to the representatives of Participant or to any Person to whom the Units have been transferred by will or the applicable laws of descent and distribution.

(b) *Qualifying Termination Distributions.* As soon as administratively feasible following a Separation From Service in connection with a Qualifying Termination (and in any case no later than 60 days following such Separation From Service except as otherwise provided in this Section 3(b)), all Shares issuable pursuant to Units that become vested in accordance with Sections 2(d) hereof shall be distributed to Participant. Notwithstanding the foregoing, any Shares issuable to a Specified Employee (as defined in Section 10) as a result of a Separation From Service in connection with a Qualifying Termination will not be delivered to such Specified Employee until the date that is six months and one day after the date of the Separation From Service. If in connection with a Change in Control the Units are adjusted, or units in the acquiring or surviving entity are substituted for the Units, or the Plan is terminated, in each case as permitted under the Plan and in accordance with Section 409A, then the terms of such adjustment, substitution or plan termination will govern the treatment of the Units, including the time and manner of settlement of the Units.

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(c) *Distributions Following Retirement or Disability.* If a Participant has a Separation From Service due to Retirement or Disability (so long as such Separation From Service is not in connection with a Qualifying Termination), the distribution of Shares with respect to Units will not be accelerated, and Shares will be distributed as soon as administratively feasible following the applicable Scheduled Vesting Dates (but in no event later than December 31<sup>st</sup> of the year in which such Scheduled Vesting Date occurs).

(d) *Distributions Following Death.* As soon as administratively feasible following the death of a Participant (but in no event later than 90 days following such death) all Shares issuable pursuant to Units that become vested pursuant to Section 2(c) shall be distributed to the Participant.

In the event that the number of Shares distributable pursuant to this Section 3 is a number that is not a whole number, then the number of Shares distributed shall be rounded down to the nearest whole number.

#### **4. Rights as Shareholder; Dividend Equivalents**

Prior to the distribution of Shares with respect to Units pursuant to Section 3 above, Participant shall not have ownership or rights of ownership of any Shares underlying the Units; provided, however, that Participant shall be entitled to accrue cash Dividend Equivalents on outstanding Units (i.e. Units that have not been forfeited, cancelled or settled), whether vested or unvested, if cash dividends on the Common Stock are declared by the Board on or after the Grant Date. Prior to the Determination Date, Participant will accrue cash Dividend Equivalents on Units equal to the Target Award Number. Specifically, when cash dividends are paid with respect to a share of outstanding Common Stock, an amount of cash per Unit equal to the cash dividend paid with respect to a share of outstanding Common Stock will be accrued with respect to each Unit in Participant's Target Award Number. On the Determination Date, the dollar amount of Participant's cumulative accrued Dividend Equivalents as of the Determination Date will be multiplied by Participant's Target Award Number Percentage to determine the amount of cash Dividend Equivalents that will be paid to Participant. Dividend Equivalents will be paid in cash as soon as administratively feasible following the date on which the underlying Units giving rise to the Dividend Equivalents are settled and paid out, but in no event later than December 31<sup>st</sup> of the year in which the underlying Units are distributed in accordance with Section 3. The Dividend Equivalents shall be treated as earnings on, and as a separate amount from, the Units for purposes of Section 409A of the Code.

#### **5. Restriction on Transfer**

Except for transfers by will or the applicable laws of descent and distribution, the Units cannot be sold, assigned, transferred, gifted, pledged, or in any manner encumbered, alienated, attached or disposed of, and any purported sale, assignment, transfer, gift, pledge, alienation, attachment or encumbrance shall be void and unenforceable against the Company. No such attempt to transfer the Units, whether voluntary or involuntary, by operation of law or otherwise (except by will or laws of descent and distribution), shall vest the purported transferee with any interest or right in or with respect to the Units or the Shares issuable with respect to the Units.

#### **6. Securities Law Compliance**

The delivery of all or any of the Shares in accordance with this Award shall be effective only at such time that the issuance of such Shares will not violate any state or federal securities or other laws. The Company is under no obligation to effect any registration of the Shares under the Securities Act of 1933 or to effect any state registration or qualification of the Shares. The Company may, in its sole discretion, delay the delivery of the Shares or place restrictive legends on such Shares in order to ensure that the issuance of any Shares will be in compliance with federal or state securities laws and the rules of the New York Stock Exchange or any other exchange upon which the Common Stock is traded.

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## **7. Income Tax Withholding**

In order to comply with all applicable federal, state, local and foreign income and payroll tax laws or regulations, the Company may take such action as it deems appropriate to ensure that all applicable withholding, income or other taxes, which are the sole and absolute responsibility of Participant, are withheld or collected from Participant. Without limiting the foregoing, the Company may, but is not obligated to, permit or require the satisfaction of tax withholding obligations through net Share settlement at the time of delivery of Shares (i.e. the Company withholds a portion of the Shares otherwise to be delivered with a Fair Market Value, as such term is defined in the Plan, equal to the amount of such taxes, but only to the extent necessary to satisfy certain statutory withholding requirements to avoid adverse accounting treatment under ASC 718) or through an open market sale of Shares otherwise to be delivered, in each case pursuant to such rules and procedures as may be established by the Company.

## **8. Miscellaneous**

(a) The Agreement is issued pursuant to the Plan and is subject to its terms. The Plan is available for inspection during business hours at the principal office of the Company. In addition, the Plan may be viewed on the Fidelity Website at [www.netbenefits.com](http://www.netbenefits.com) (or the website of any other stock plan administrator selected by the Company in the future).

(b) The Agreement shall not confer on Participant any right with respect to continuance of employment with the Company or any Affiliate, nor will it interfere in any way with the right of the Company or any Affiliate to terminate such employment at any time.

(c) Participant acknowledges that the grant, vesting or any payment with respect to this Award, and the sale or other taxable disposition of the Shares issued with respect to the Units hereunder may have tax consequences pursuant to the Code or under local, state or international tax laws. It is intended that the Award shall comply with Section 409A of the Code, and the provisions of the Agreement and the Plan shall be construed and administered accordingly. Any amendment or modification of the Award (to the extent permitted under the terms of the Plan), will be undertaken in a manner intended to comply with Section 409A, to the extent applicable. Notwithstanding the foregoing, there is no guaranty or assurance as to the tax treatment of the Award. Participant acknowledges that Participant is relying solely and exclusively on Participant's own professional tax and investment advisors with respect to any and all such matters (and is not relying, in any manner, on the Company or any of its employees or representatives). Participant understands and agrees that any and all tax consequences resulting from the Award and its grant, vesting, amendment, or any payment with respect thereto, and the sale or other taxable disposition of the Shares acquired pursuant to the Award, is solely and exclusively the responsibility of Participant without any expectation or understanding that the Company or any of its employees or representatives will pay or reimburse Participant for such taxes or other items.

## **9. Venue**

Any claim or action brought with respect to this Award shall be brought in a federal or state court located in Minneapolis, Minnesota.

## **10. Definitions**

For purposes of the Agreement, the following terms shall have the definitions as set forth below:

(a) **"Change in Control"** shall have the meaning ascribed to it in the Plan, but only if the event or circumstances constituting such change in control also constitute a change in ownership or effective control of the Company, or a change in the ownership of a substantial portion of the assets of the Company, within the meaning of Section 409A of the Code.

(b) **"Disability"** means leaving active employment and qualifying for and receiving disability benefits under the Company's long-term disability programs as in effect from time to time.

(c) **"Qualifying Termination"** means:

(A) Participant's Separation From Service as a result of the Company's termination of Participant's employment for any reason other than Cause within 12 months following a Change in Control, provided that such a termination will not be a Qualifying Termination if: i) the Company has notified the Participant in writing more than 30 days prior to the Announcement Date that Participant's employment is not expected to

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continue for more than 12 months following the date of such notification, and Participant's employment is in fact terminated within such 12 month period; or ii) Participant has announced in writing, prior to the date the Company provides a Notice of Termination to Participant, that Participant intends to terminate his or her employment; or

(B) Participant's Separation From Service as a result of Disability within 12 months following a Change in Control; or

(C) Participant's Separation From Service (other than as a result of Participant's termination of employment by the Company for Cause) within 12 months following a Change in Control, if, at the time of such Separation From Service, Participant is age 55 or older and has had 10 or more years of employment with the Company or its Affiliates following such Participant's most recent date of hire by the Company or its Affiliates.

For purposes of this definition, the term Company shall be deemed to include any Person that has assumed this Award (or provided a substitute award to Participant) in connection with a Change in Control.

(d) "**Retirement**" means a Separation From Service (other than for Cause) by a Participant who is age 55 or older and has had 10 or more years of employment with the Company or its Affiliates following such Participant's most recent date of hire by the Company or its Affiliates.

(e) "**Separation From Service**" means a Participant's separation from service with the Company and its affiliates, as determined under Treasury Regulation section 1.409A-1(h)(1), provided, that the term "affiliate" shall mean a business entity which is affiliated in ownership with the Company and that is treated as a single employer under the rules of section 414(b) and (c) of the Code (applying the eighty percent common ownership standard).

(f) "**Specified Employee**" shall mean any Participant who is a specified employee for purposes of section 1.409A-1(i) of the U.S. Treasury Regulations, determined in accordance with the rules set forth in the separate document entitled "U.S. Bank Specified Employee Determination."

Appendix  
Vesting Schedule

<Vesting Schedule>

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**EXHIBIT A TO**  
**PERFORMANCE RESTRICTED STOCK UNIT AWARD AGREEMENT**

This Exhibit A to the Performance Restricted Stock Unit Award Agreement sets forth the manner in which the Final Award Number will be determined for each Participant.

**Definitions**

Capitalized terms used but not defined herein shall have the same meanings assigned to them in the Plan, and the Performance Restricted Stock Unit Award Agreement. The following terms used in the text of this Exhibit A and in the ROE Performance Matrix shall have the meanings set forth below:

“Company ROE Maximum” means \_\_\_\_ %.

“Company ROE Minimum” means \_\_\_\_ %.

“Company ROE Result” means the ROE achieved by the Company during the Performance Period.

“Company ROE Target” means \_\_\_\_ %.

“Determination Date” means the date on which the Final Award Number is determined, which date shall not be later than 45 days after the last day of the Performance Period.

“Final Award Number” means the “Final Award Number” determined in accordance with this Exhibit A.

“Peer Group Companies” means the following companies: \_\_\_\_\_.

“Peer Group ROE Ranking Maximum” means the \_\_\_\_ percentile.

“Peer Group ROE Ranking Minimum” means the \_\_\_\_ percentile.

“Peer Group ROE Ranking Target” means the \_\_\_\_ percentile.

“Peer Group ROE” means the ROE achieved by the Peer Group Companies during the Performance Period.

“Peer Group ROE Ranking” means the percentile rank of the Company ROE Result relative to Peer Group ROE.

“Performance Period” means the period commencing on January 1, 20\_\_ and ending December 31, 20\_\_.

“ROE” means (a) net income applicable to the common shareholders of a company during the Performance Period, divided by (b) that company’s average common shareholders’ equity during the Performance Period.

“ROE Performance Matrix” means the ROE Performance Matrix set forth in this Exhibit A.

“Target Award Number” means the “Target Award Number” set forth in a Participant’s Performance Restricted Stock Unit Award Agreement.

“Target Award Number Percentage” means the “Target Award Number Percentage” determined in accordance with the ROE Performance Matrix and the related rules set forth in this Exhibit A.

## Determination of Final Award Number

Each Participant has been granted a number of Units equal to the Target Award Number. The Target Award Number will be adjusted upward or downward depending on (a) whether the Company ROE Result is greater or less than the Company ROE Target, and (b) the Peer Group ROE Ranking. The Final Award Number for each Participant will be determined by multiplying (i) the Target Award Number Percentage by (ii) the Target Award Number. The Target Award Number Percentage will be determined in accordance with the following ROE Performance Matrix and the related rules below:

### ROE PERFORMANCE MATRIX

		Target Award Number Percentage		
Company ROE Result (Vertical Axis)	Company ROE Maximum (___%) or more	75%	125%	150%
	Company ROE Target (___%)	50%	100%	125%
	Company ROE Minimum (___%) or less (but greater than zero)	25%	50%	75%
	Company ROE is 0% or less	0%	0%	0%
		Peer Group ROE Ranking Minimum or below	Peer Group ROE Ranking Target	Peer Group ROE Ranking Maximum or above
		<b>Peer Group ROE Ranking (Horizontal Axis)</b>		

In determining the Target Award Number Percentage in accordance with the ROE Performance Matrix, the following rules will apply:

- If the Company ROE Result is greater than the Company ROE Minimum and less than the Company ROE Target, the Target Award Number Percentage on the vertical axis will be determined by interpolation of the Company ROE Result between the Company ROE Minimum and the Company ROE Target.
- If the Company ROE Result is greater than the Company ROE Target and less than the Company ROE Maximum, the Target Award Number Percentage on the vertical axis will be determined by interpolation of the Company ROE Result between the Company ROE Target and the Company ROE Maximum.
- If the Peer Group ROE Ranking is greater than the Peer Group ROE Ranking Minimum and less than the Peer Group ROE Ranking Target, the Target Award Number Percentage on the horizontal axis will be determined by interpolation of the Peer Group ROE Ranking between the Peer Group ROE Minimum and the Peer Group ROE Target.
- If the Peer Group ROE Ranking is greater than the Peer ROE Group Ranking Target and less than the Peer Group ROE Ranking Maximum, the Target Award Number Percentage on the horizontal axis will be determined by interpolation of the Peer Group ROE Ranking between the Peer Group ROE Target and the Peer Group ROE Maximum.

- 
- After the Target Award Number Percentage on each of the vertical axis and horizontal axis has been determined, the actual Target Award Number Percentage will be determined by interpolation of the data points (*i.e.*, the percentages) set forth in the ROE Performance Matrix.
  - In no event shall the Target Award Number Percentage be greater than 150.0%.

The Final Award Number for each Participant shall be determined by the Committee on the Determination Date.

**Committee Determinations**

The Committee shall make all determinations necessary to arrive at the Final Award Number for each Participant. The Committee shall determine the Company ROE Result by reference to the Company's audited financial statements as of and for the year ending on the last day of the Performance Period. The Committee shall determine the Peer Group ROE Ranking by reference to publicly available financial information regarding the Peer Companies. Any determination by the Committee pursuant to this Exhibit A will be binding upon each Participant and the Company.

**No Fractional Units**

In the event the Final Award Number is a number of Units that is not a whole number, then the Final Award Number shall be rounded down to the nearest whole number.

## FINANCIAL TABLE OF CONTENTS

The following pages discuss in detail the financial results we achieved in 2018 — results that reflect how we are creating the future now.

The following information appears in accordance with the Private Securities Litigation Reform Act of 1995:

This report contains forward-looking statements about U.S. Bancorp. Statements that are not historical or current facts, including statements about beliefs and expectations, are forward-looking statements and are based on the information available to, and assumptions and estimates made by, management as of the date hereof. These forward-looking statements cover, among other things, anticipated future revenue and expenses and the future plans and prospects of U.S. Bancorp. Forward-looking statements involve inherent risks and uncertainties, and important factors could cause actual results to differ materially from those anticipated. Deterioration in general business and economic conditions or turbulence in domestic or global financial markets could adversely affect U.S. Bancorp's revenues and the values of its assets and liabilities, reduce the availability of funding to certain financial institutions, lead to a tightening of credit, and increase stock price volatility. Stress in the commercial real estate markets, as well as a downturn in the residential real estate markets, could cause credit losses and deterioration in asset values. In addition, changes to statutes, regulations, or regulatory policies or practices could affect U.S. Bancorp in substantial and unpredictable ways. U.S. Bancorp's results could also be adversely affected by changes in interest rates; deterioration in the credit quality of its loan portfolios or in the value of the collateral securing those loans; deterioration in the value of its investment securities; legal and regulatory developments; litigation; increased competition from both banks and non-banks; changes in the level of tariffs and other trade policies of the United States and its global trading partners; changes in customer behavior and preferences; breaches in data security; failures to safeguard personal information; effects of mergers and acquisitions and related integration; effects of critical accounting policies and judgments; and management's ability to effectively manage credit risk, market risk, operational risk, compliance risk, strategic risk, interest rate risk, liquidity risk and reputational risk.

Additional factors could cause actual results to differ from expectations, including the risks discussed in the "Corporate Risk Profile" section on pages 38–59 and the "Risk Factors" section on pages 144–154 of this report. In addition, factors other than these risks also could adversely affect U.S. Bancorp's results, and the reader should not consider these risks to be a complete set of all potential risks or uncertainties. Forward-looking statements speak only as of the date hereof, and U.S. Bancorp undertakes no obligation to update them in light of new information or future events.

22	Management's Discussion and Analysis
22	Overview
24	Statement of Income Analysis
29	Balance Sheet Analysis
38	Corporate Risk Profile
38	Overview
39	Credit Risk Management
51	Residual Value Risk Management
51	Operational Risk Management
52	Compliance Risk Management
52	Interest Rate Risk Management
54	Market Risk Management
55	Liquidity Risk Management
58	Capital Management
60	Fourth Quarter Summary
61	Line of Business Financial Review
66	Non-GAAP Financial Measures
68	Accounting Changes
68	Critical Accounting Policies
70	Controls and Procedures
71	Reports of Management and Independent Accountants
74	Consolidated Financial Statements and Notes
138	Five-Year Consolidated Financial Statements
140	Quarterly Consolidated Financial Data
141	Supplemental Financial Data
144	Company Information
155	Executive Officers
157	Directors

# Management's Discussion and Analysis

## Overview

U.S. Bancorp and its subsidiaries (the "Company") delivered record financial performance in 2018. In a year where the economy expanded at a moderate rate and the labor market continued to strengthen, the Company had record net revenue, net income and diluted earnings per share, while continuing to invest in technology and innovation to drive growth and improve efficiencies in the future.

The Company earned \$7.1 billion in 2018, an increase of \$878 million (14.1 percent) over 2017, principally due to total net revenue growth, lower noninterest expense and the impact of the Tax Cuts and Job Act ("tax reform") enacted by Congress in late 2017. Net interest income increased as a result of the impact of rising interest rates on assets, earning assets growth, and higher yields on the reinvestment of securities, partially offset by higher rates on deposits and changes in funding mix. Noninterest income increased due to strong growth in payment services revenue and trust and investment management fees. The Company's continued focus on controlling expenses allowed it to achieve an industry-leading efficiency ratio of 55.1 percent in 2018. In addition, the Company's return on average assets and return on average common equity were 1.55 percent and 15.4 percent, respectively, the highest among its peers.

The Company remains deeply committed to value creation for shareholders, and during the third quarter of 2018, increased its dividend rate per common share by 23 percent. Overall, the Company returned 74 percent of its earnings to common shareholders through dividends and common share repurchases during 2018. This result was accomplished by the Company generating steady growth in commercial and consumer lending, by building momentum in its core business, particularly within Wealth Management and Investment Services and Payment Services, and by maintaining a strong capital base.

The Company's common equity tier 1 to risk-weighted assets ratio using the Basel III standardized approach and Basel III advanced approaches were 9.1 percent and 11.8 percent, respectively, at December 31, 2018. Refer to Table 23 for a summary of the statutory capital ratios in effect for the Company at December 31, 2018 and 2017. Further, credit rating organizations rate the Company's debt among the highest of any bank in the world. This comparative financial strength provides the Company with favorable funding costs, strong liquidity and the ability to attract new customers.

In 2018, average loans increased \$4.2 billion (1.5 percent) over 2017, reflecting growth from new and existing customers. Loan growth included increases in commercial loans, residential mortgages, credit card loans and other retail loans. These increases were partially offset by a decrease in commercial real estate loans, due to customers paying down balances over the past year, as well as a decrease in loans covered by loss sharing agreements with the Federal Deposit Insurance Corporation ("FDIC") ("covered" loans). During the fourth quarter of 2018, the majority of the Company's covered loans were sold and the loss share coverage expired. As of December 31, 2018, any remaining loan balances were reclassified to be included in their respective portfolio category.

The Company's provision for credit losses decreased \$11 million (0.8 percent) in 2018, compared with 2017, reflecting stable credit quality in the Company's loan portfolios. The provision for credit losses was \$25 million higher than net charge-offs in 2018, compared with \$60 million higher than net charge-offs in 2017. The increase in the allowance for credit losses during 2018 reflected continued loan portfolio growth.

The Company's strong 2018 financial results and momentum in its lending and fee businesses position it well for 2019. Loan growth accelerated in late 2018 even though the Company maintained its disciplined underwriting standards. The Company had strong 2018 sales activity in its fee businesses and continued to expand customer relationships across all of its businesses. Technology and innovation investment, such as digital, digital analytics and real-time payment capabilities remain a priority for the Company, however, the Company plans to remain vigilant in its expense discipline, driving long-term growth and creating value for shareholders. In addition, the Office of the Comptroller of the Currency terminated its 2015 Consent Order related to the Company's Anti-Money Laundering and Bank Secrecy Act program and controls in late 2018. Since 2014, the Company has made significant investments to risk management and compliance to enhance and strengthen this program. The exit from the consent order will give the Company more flexibility to optimize its existing branch network and to selectively expand into new markets with a digitally-led and branch-lite strategy.

**TABLE 1** Selected Financial Data

Year Ended December 31 (Dollars and Shares in Millions, Except Per Share Data)	2018	2017	2016	2015	2014
<b>Condensed Income Statement</b>					
Net interest income	\$ 12,919	\$ 12,380	\$ 11,666	\$ 11,151	\$ 10,949
Taxable-equivalent adjustment(a)	116	205	203	213	222
Net interest income (taxable-equivalent basis)(b)	13,035	12,585	11,869	11,364	11,171
Noninterest income	9,572	9,260	9,268	8,818	8,872
Securities gains (losses), net	30	57	22	—	3
Total net revenue	22,637	21,902	21,159	20,182	20,046
Noninterest expense	12,464	12,790	11,527	10,807	10,600
Provision for credit losses	1,379	1,390	1,324	1,132	1,229
Income before taxes	8,794	7,722	8,308	8,243	8,217
Income taxes and taxable-equivalent adjustment	1,670	1,469	2,364	2,310	2,309
Net income	7,124	6,253	5,944	5,933	5,908
Net (income) loss attributable to noncontrolling interests	(28)	(35)	(56)	(54)	(57)
Net income attributable to U.S. Bancorp	\$ 7,096	\$ 6,218	\$ 5,888	\$ 5,879	\$ 5,851
Net income applicable to U.S. Bancorp common shareholders	\$ 6,784	\$ 5,913	\$ 5,589	\$ 5,608	\$ 5,583
<b>Per Common Share</b>					
Earnings per share	\$ 4.15	\$ 3.53	\$ 3.25	\$ 3.18	\$ 3.10
Diluted earnings per share	4.14	3.51	3.24	3.16	3.08
Dividends declared per share	1.34	1.16	1.07	1.01	.97
Book value per share(c)	28.01	26.34	24.63	23.28	21.68
Market value per share	45.70	53.58	51.37	42.67	44.95
Average common shares outstanding	1,634	1,677	1,718	1,764	1,803
Average diluted common shares outstanding	1,638	1,683	1,724	1,772	1,813
<b>Financial Ratios</b>					
Return on average assets	1.55%	1.39%	1.36%	1.44%	1.54%
Return on average common equity	15.4	13.8	13.4	14.0	14.7
Net interest margin (taxable-equivalent basis)(a)	3.14	3.10	3.04	3.09	3.28
Efficiency ratio(b)	55.1	58.5	54.5	53.5	52.9
Net charge-offs as a percent of average loans outstanding	.48	.48	.47	.47	.55
<b>Average Balances</b>					
Loans	\$280,701	\$276,537	\$267,811	\$250,459	\$241,692
Loans held for sale	3,230	3,574	4,181	5,784	3,148
Investment securities(d)	113,940	111,820	107,922	103,161	90,327
Earning assets	415,067	406,421	389,877	367,445	340,994
Assets	457,014	448,582	433,313	408,865	380,004
Noninterest-bearing deposits	78,196	81,933	81,176	79,203	73,455
Deposits	333,462	333,514	312,810	287,151	266,640
Short-term borrowings	21,790	15,022	19,906	27,960	30,252
Long-term debt	37,450	35,601	36,220	33,566	26,535
Total U.S. Bancorp shareholders' equity	49,763	48,466	47,339	44,813	42,837
<b>Period End Balances</b>					
Loans	\$286,810	\$280,432	\$273,207	\$260,849	\$247,851
Investment securities	112,165	112,499	109,275	105,587	101,043
Assets	467,374	462,040	445,964	421,853	402,529
Deposits	345,475	347,215	334,590	300,400	282,733
Long-term debt	41,340	32,259	33,323	32,078	32,260
Total U.S. Bancorp shareholders' equity	51,029	49,040	47,298	46,131	43,479
<b>Asset Quality</b>					
Nonperforming assets	\$ 989	\$ 1,200	\$ 1,603	\$ 1,523	\$ 1,808
Allowance for credit losses	4,441	4,417	4,357	4,306	4,375
Allowance for credit losses as a percentage of period-end loans	1.55%	1.58%	1.59%	1.65%	1.77%
<b>Capital Ratios</b>					
<b>Basel III standardized approach:</b>					
Common equity tier 1 capital	9.1%	9.3%	9.4%	9.6%	9.7%
Tier 1 capital	10.7	10.8	11.0	11.3	11.3
Total risk-based capital	12.6	12.9	13.2	13.3	13.6
Leverage	9.0	8.9	9.0	9.5	9.3
Common equity tier 1 capital to risk-weighted assets for the Basel III advanced approaches	11.8	12.0	12.2	12.5	12.4
Tangible common equity to tangible assets(b)	7.8	7.6	7.5	7.6	7.5
Tangible common equity to risk-weighted assets(b)	9.4	9.4	9.2	9.2	9.3
Common equity tier 1 capital to risk-weighted assets estimated for the Basel III fully implemented standardized approach(b)		9.1	9.1	9.1	9.0
Common equity tier 1 capital to risk-weighted assets estimated for the Basel III fully implemented advanced approaches(b)		11.6	11.7	11.9	11.8

(a) Based on federal income tax rates of 21 percent for 2018 and 35 percent for 2017, 2016, 2015 and 2014, for those assets and liabilities whose income or expense is not included for federal income tax purposes.

(b) See Non-GAAP Financial Measures beginning on page 66.

(c) Calculated as U.S. Bancorp common shareholders' equity divided by common shares outstanding at end of the period.

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

**Earnings Summary** The Company reported net income attributable to U.S. Bancorp of \$7.1 billion in 2018, or \$4.14 per diluted common share, compared with \$6.2 billion, or \$3.51 per diluted common share, in 2017. Return on average assets and return on average common equity were 1.55 percent and 15.4 percent, respectively, in 2018, compared with 1.39 percent and 13.8 percent, respectively, in 2017. The results for 2018 included the impact of a gain from the sale of the Company's ATM servicing business and the sale of a majority of its FDIC covered loans, charges related to severance, certain asset impairments, an accrual for legal matters, and the favorable impact to deferred tax assets and liabilities related to changes in estimates from tax reform. Combined, these items increased 2018 diluted earnings per common share by \$0.03.

Total net revenue for 2018 was \$735 million (3.4 percent) higher than 2017, reflecting a 4.4 percent increase in net interest income (3.6 percent on a taxable-equivalent basis), and a 3.1 percent increase in noninterest income. The increase in net interest income from the prior year was mainly a result of the impact of rising interest rates on assets, earning assets growth, and higher yields on the reinvestment of securities, partially offset by higher rates on deposits and changes in funding mix. The increase in noninterest income was primarily driven by strong growth in payment services revenue and trust and investment management fees, along with an increase in other noninterest income which reflected a gain on the sale of the Company's ATM servicing business offset by charges for asset impairments related to the sale of FDIC covered loans and certain other assets. These increases in noninterest income were partially offset by decreases in mortgage banking revenue and commercial products revenue.

Noninterest expense in 2018 was \$326 million (2.5 percent) lower than 2017, reflecting a decrease in marketing and business development expense due to lower charitable contributions to the Company's foundation and a decrease in other noninterest expense driven by lower costs related to tax-advantaged projects, lower FDIC insurance expense, and a reduction in mortgage servicing costs, as well as the impact of the settlement of a regulatory matter recorded in 2017. Partially offsetting these decreases were increased compensation expense supporting business growth and compliance programs, merit increases, and variable compensation related to revenue growth, higher employee benefits expense, and an increase in technology and communications expense in support of business growth.

## Statement of Income Analysis

**Net Interest Income** Net interest income, on a taxable-equivalent basis, was \$13.0 billion in 2018, compared with \$12.6 billion in 2017 and \$11.9 billion in 2016. The \$450 million (3.6 percent) increase in net interest income, on a taxable-equivalent basis, in 2018 compared with 2017, was principally driven by the impact of rising interest rates, earning assets growth, and higher yields on securities, partially offset by changes in loan mix, higher rates on deposits, and changes in funding mix, as well as the impact of tax reform which reduced the taxable-equivalent adjustment benefit related to tax exempt assets. Average earning assets were \$8.6 billion (2.1 percent) higher in 2018, compared with 2017, driven by increases in loans, other earning assets and investment securities. The net interest margin, on a taxable-equivalent basis, in 2018 was 3.14 percent, compared with 3.10 percent in 2017 and 3.04 percent in 2016. The increase in the net interest margin in 2018, compared with 2017, was principally due to higher interest rates, partially offset by changes in deposit and funding mix, changes in loan mix, higher cash balances and the impact of tax reform. Refer to the "Interest Rate Risk Management" section for further information on the sensitivity of the Company's net interest income to changes in interest rates.

Average total loans were \$280.7 billion in 2018, compared with \$276.5 billion in 2017. The \$4.2 billion (1.5 percent) increase was driven by growth in commercial loans, residential mortgages, credit card loans and other retail loans, partially offset by decreases in commercial real estate and covered loans. The \$3.0 billion (3.1 percent) increase in average commercial loans was driven by higher demand for loans from new and existing customers. Average residential mortgages increased \$3.1 billion (5.3 percent) reflecting origination activity. Average credit card balances increased \$766 million (3.7 percent) due to customer account growth and higher revolving balances. The \$720 million (1.3 percent) increase in average other retail loans was primarily due to higher auto, installment and retail leasing loans, partially offset by the impact of the sale of the Company's federally guaranteed student loan portfolio during 2018 and a decrease in home equity loans. Average commercial real estate loans decreased \$2.1 billion (5.0 percent) in 2018, compared with 2017, due to customers paying down balances over the past year. Average covered loans decreased \$1.3 billion (37.1 percent), the result of the sale in late 2018 of the majority of these balances.

**TABLE 2** Analysis of Net Interest Income(a)

Year Ended December 31 (Dollars in Millions)	2018	2017	2016	2018 v 2017	2017 v 2016
<b>Components of Net Interest Income</b>					
Income on earning assets (taxable-equivalent basis)	\$ 16,298	\$ 14,559	\$ 13,342	\$ 1,739	\$ 1,217
Expense on interest-bearing liabilities (taxable-equivalent basis)	3,263	1,974	1,473	1,289	501
Net interest income (taxable-equivalent basis)(b)	\$ 13,035	\$ 12,585	\$ 11,869	\$ 450	\$ 716
Net interest income, as reported	\$ 12,919	\$ 12,380	\$ 11,666	\$ 539	\$ 714
<b>Average Yields and Rates Paid</b>					
Earning assets yield (taxable-equivalent basis)	3.93%	3.58%	3.42%	.35%	.16%
Rate paid on interest-bearing liabilities (taxable-equivalent basis)	1.04	.65	.51	.39	.14
Gross interest margin (taxable-equivalent basis)	2.89%	2.93%	2.91%	(.04)%	.02%
Net interest margin (taxable-equivalent basis)	3.14%	3.10%	3.04%	.04%	.06%
<b>Average Balances</b>					
Investment securities(c)	\$113,940	\$111,820	\$107,922	\$ 2,120	\$ 3,898
Loans	280,701	276,537	267,811	4,164	8,726
Earning assets	415,067	406,421	389,877	8,646	16,544
Interest-bearing liabilities	314,506	302,204	287,760	12,302	14,444

(a) Interest and rates are presented on a fully taxable-equivalent basis based on a federal income tax rate of 21 percent for 2018 and 35 percent for 2017 and 2016.

(b) See Non-GAAP Financial Measures beginning on page 66.

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

Average investment securities in 2018 were \$2.1 billion (1.9 percent) higher than 2017, primarily due to purchases of U.S. Treasury, mortgage-backed and state and political securities, net of prepayments and maturities.

Average total deposits for 2018 were essentially unchanged from 2017. Average noninterest-bearing deposits were \$3.7 billion (4.6 percent) lower in 2018, compared with 2017, primarily due to decreases in business deposits within Corporate and Commercial Banking and trust balances within Wealth Management and Investment Services. Average total savings deposits for 2018 were \$1.2 billion (0.6 percent) lower than 2017, driven by decreases in Corporate and Commercial Banking, and Wealth Management and Investment Services balances, partially offset by an increase in Consumer and Business Banking balances. The decline in Corporate and Commercial Banking total savings balances reflected run-off related to the business merger of a large financial services customer. Average time deposits for 2018 were \$4.9 billion (14.5 percent) higher than 2017. The increase was primarily driven by increases in those deposits managed as an alternative to other funding sources such as wholesale borrowing, based largely on relative pricing and liquidity characteristics, as well as consumer customers' migration to certificates of deposits for higher yields.

The \$716 million (6.0 percent) increase in net interest income, on a taxable-equivalent basis, in 2017 compared with 2016, was principally driven by the impact of rising interest rates and loan growth. Average earning assets were \$16.5 billion (4.2 percent) higher in 2017, compared with 2016, driven by

increases in loans, other earning assets and investment securities. The increase in the net interest margin in 2017, compared with 2016, was principally due to higher interest rates and changes in the loan portfolio mix, partially offset by rising funding costs and higher cash balances.

Average total loans increased \$8.7 billion (3.3 percent) in 2017, compared with 2016, driven by growth in commercial loans, residential mortgages, credit card loans and other retail loans, partially offset by decreases in commercial real estate and covered loans. Average commercial loans increased \$3.9 billion (4.2 percent) in 2017, compared with 2016, driven by higher demand for loans from new and existing customers. The \$3.1 billion (5.6 percent) increase in residential mortgages reflected origination activity. Average credit card balances increased \$416 million (2.0 percent) due to customer growth. The \$3.1 billion (5.9 percent) increase in average other retail loans was primarily due to higher auto, installment and retail leasing loans, partially offset by decreases in home equity loans and runoff of student loan balances. Average commercial real estate loans decreased \$963 million (2.2 percent) in 2017, compared with 2016, primarily the result of disciplined underwriting of construction and development loans and customers paying down balances, while average covered loans decreased \$776 million (18.4 percent), the result of portfolio run-off.

Average investment securities in 2017 were \$3.9 billion (3.6 percent) higher than 2016, primarily due to purchases of U.S. Treasury and mortgage-backed securities, net of prepayments and maturities, in support of liquidity management.

**TABLE 3** Net Interest Income — Changes Due to Rate and Volume(a)

Year Ended December 31 (Dollars in Millions)	2018 v 2017			2017 v 2016		
	Volume	Yield/Rate	Total	Volume	Yield/Rate	Total
Increase (decrease) in						
<b>Interest Income</b>						
Investment securities	\$ 44	\$ 302	\$ 346	\$ 79	\$ 68	\$ 147
Loans held for sale	(14)	35	21	(22)	12	(10)
<b>Loans</b>						
Commercial	96	568	664	109	426	535
Commercial real estate	(89)	182	93	(38)	128	90
Residential mortgages	115	71	186	115	(5)	110
Credit card	86	101	187	45	109	154
Other retail	30	164	194	125	33	158
Covered loans	(65)	24	(41)	(37)	12	(25)
Total loans	173	1,110	1,283	319	703	1,022
Other earning assets	34	55	89	57	1	58
Total earning assets	237	1,502	1,739	433	784	1,217
<b>Interest Expense</b>						
Interest-bearing deposits						
Interest checking	3	63	66	4	38	42
Money market savings	(29)	463	434	36	259	295
Savings accounts	1	23	24	3	(5)	(2)
Time deposits	41	263	304	5	79	84
Total interest-bearing deposits	16	812	828	48	371	419
Short-term borrowings	68	170	238	(24)	76	52
Long-term debt	41	182	223	(13)	43	30
Total interest-bearing liabilities	125	1,164	1,289	11	490	501
Increase (decrease) in net interest income	\$ 112	\$ 338	\$ 450	\$ 422	\$ 294	\$ 716

(a) This table shows the components of the change in net interest income by volume and rate on a taxable-equivalent basis based on federal income tax rates of 21 percent for 2018 and 35 percent for 2017 and 2016. This table does not take into account the level of noninterest-bearing funding, nor does it fully reflect changes in the mix of assets and liabilities. The change in interest not solely due to changes in volume or rates has been allocated on a pro-rata basis to volume and yield/rate.

Average total deposits for 2017 were \$20.7 billion (6.6 percent) higher than 2016. Average noninterest-bearing deposits for 2017 were \$757 million (0.9 percent) higher than 2016, reflecting increases in Wealth Management and Investment Services, and Consumer and Business Banking balances, offset by a decrease in Corporate and Commercial Banking balances. Average total savings deposits for 2017 were \$19.2 billion (9.7 percent) higher than 2016, a result of growth across all business lines. Average time deposits, which are managed based largely on relative pricing and liquidity characteristics, increased \$751 million (2.3 percent) in 2017, compared with 2016.

**Provision for Credit Losses** The provision for credit losses reflects changes in the size and credit quality of the entire portfolio of loans. The Company maintains an allowance for credit losses considered appropriate by management for probable and estimable incurred losses, based on factors discussed in the "Analysis and Determination of Allowance for Credit Losses" section.

In 2018, the provision for credit losses was \$1.4 billion, compared with \$1.4 billion and \$1.3 billion in 2017 and 2016, respectively. The provision for credit losses was higher than net charge-offs by \$25 million, \$60 million and \$55 million in 2018, 2017 and 2016, respectively. The increase in the allowance for credit losses during 2018 reflected loan portfolio growth and the continued maturity of vintages within the credit card portfolio, partially offset by improvements in the credit quality of the commercial loan and residential mortgage portfolios. Nonperforming assets decreased \$211 million (17.6 percent) from December 31, 2017 to December 31, 2018, primarily driven by improvements in residential mortgages, commercial loans, commercial real estate loans and other real estate owned ("OREO"), partially offset by increases in nonperforming other retail loans and other nonperforming assets. Net charge-offs increased \$24 million (1.8 percent) in 2018 from 2017 primarily due to higher credit card loan net charge-offs, partially offset by lower commercial loan, commercial real estate loan and residential mortgage net charge-offs.

## Table of Contents

The increase in the allowance for credit losses during 2017 was driven by loan portfolio growth, the maturity of vintages within the credit card portfolio and exposures related to 2017 weather events, partially offset by improvements in the energy and residential mortgage portfolios. Nonperforming assets decreased \$403 million (25.1 percent) from December 31, 2016 to December 31, 2017, primarily driven by improvements in commercial loans, residential mortgages and OREO balances, partially offset by an increase in nonperforming commercial real estate loans. Net charge-offs increased \$61 million (4.8 percent) in 2017 from 2016 primarily due to higher credit card and other retail loan net charge-offs, partially offset by lower net charge-offs related to residential mortgages and by commercial loan recoveries.

Refer to "Corporate Risk Profile" for further information on the provision for credit losses, net charge-offs, nonperforming assets and other factors considered by the Company in assessing the credit quality of the loan portfolio and establishing the allowance for credit losses.

**Noninterest Income** Noninterest income in 2018 was \$9.6 billion, compared with \$9.3 billion in both 2017 and in 2016. The \$285 million (3.1 percent) increase in 2018 over 2017 reflected strong growth in payment services revenue and trust and investment management fees, along with an increase in other

noninterest income. These increases were partially offset by lower mortgage banking revenue and commercial products revenue, which were impacted by industry trends in these categories. Payment services revenue was higher in 2018, compared with 2017, due to an 8.7 percent increase in credit and debit card revenue, a 12.0 percent increase in corporate payment products revenue and a 3.0 percent increase in merchant processing services revenue, all driven by higher sales volumes. Trust and investment management fees were 6.4 percent higher due primarily to business growth and favorable market conditions during most of 2018. Other noninterest income increased 17.6 percent primarily due to the net impact of a \$340 million gain from the sale of the Company's ATM servicing business, partially offset by \$264 million of charges for asset impairments related to the sale of a majority of the Company's covered loans and certain other assets, both recorded in 2018. In addition, the increase in other noninterest income reflected higher tax-advantaged project syndication revenue in 2018. Mortgage banking revenue decreased 13.7 percent in 2018, compared with 2017, primarily due to lower mortgage production and compression in gain on sale margins, while commercial products revenue decreased 6.2 percent in 2018 compared with 2017, primarily due to lower corporate bond underwriting fees and trading revenue.

**TABLE 4** Noninterest Income

Year Ended December 31 (Dollars in Millions)	2018	2017	2016	2018 v 2017	2017 v 2016
Credit and debit card revenue	\$1,401	\$1,289	\$1,206	8.7%	6.9%
Corporate payment products revenue	644	575	541	12.0	6.3
Merchant processing services	1,531	1,486	1,498	3.0	(.8)
ATM processing services	308	303	277	1.7	9.4
Trust and investment management fees	1,619	1,522	1,427	6.4	6.7
Deposit service charges	762	732	706	4.1	3.7
Treasury management fees	594	618	583	(3.9)	6.0
Commercial products revenue	895	954	971	(6.2)	(1.8)
Mortgage banking revenue	720	834	979	(13.7)	(14.8)
Investment products fees	188	173	169	8.7	2.4
Securities gains (losses), net	30	57	22	(47.4)	*
Other	910	774	911	17.6	(15.0)
<b>Total noninterest income</b>	<b>\$9,602</b>	<b>\$9,317</b>	<b>\$9,290</b>	<b>3.1%</b>	<b>.3%</b>

\* Not meaningful.

## Table of Contents

The \$27 million (0.3 percent) increase in 2017 noninterest income over 2016 was primarily due to increases in payment services revenue, trust and investment management fees, and treasury management fees, as well as higher gains on sales of investment securities, partially offset by decreases in mortgage banking revenue and other noninterest income. Payment services revenue was higher in 2017, compared with 2016, due to a 6.9 percent increase in credit and debit card revenue and a 6.3 percent increase in corporate payment products revenue, both driven by higher sales volumes. Trust and investment management fees were 6.7 percent higher due to favorable market conditions, and net asset and account growth, while treasury management fees increased 6.0 percent due to higher transaction volume. Mortgage banking revenue decreased 14.8 percent in 2017, compared with 2016, primarily due to lower origination and sales volumes from home refinancing activities which were higher in 2016, and lower margins on mortgage loan sales. Other revenue was 15.0 percent lower in 2017 compared with 2016, primarily due to lower equity investment income, which was higher in 2016 due to the sale of the Company's membership interest in Visa Europe Limited to Visa Inc. during that year.

**Noninterest Expense** Noninterest expense in 2018 was \$12.5 billion, compared with \$12.8 billion in 2017 and \$11.5 billion in 2016. The Company's efficiency ratio was 55.1 percent in 2018, compared with 58.5 percent in 2017 and 54.5 percent in 2016. The \$326 million (2.5 percent) decrease in noninterest expense in 2018 from 2017 reflected decreases in marketing and business development expense and other noninterest expense, partially offset by increases in compensation, employee benefits and technology and communications expenses. Marketing and business development expense decreased 20.8 percent in 2018, compared with 2017, primarily due to a large contribution made by the Company to the U.S. Bank Foundation during 2017. Other noninterest expense

decreased 32.4 percent in 2018, compared with 2017, primarily due to the recognition of a \$608 million accrual in 2017 for the settlement of a regulatory matter, as well as lower costs related to tax-advantaged projects, lower FDIC assessment costs driven by the elimination of an FDIC insurance surcharge in late 2018, and a reduction in mortgage servicing costs. Compensation expense increased 7.2 percent in 2018 over 2017, principally driven by the impact of hiring to support business growth technology initiatives and compliance programs, merit increases and higher variable compensation related to business production, partially offset by a special bonus awarded to eligible employees in 2017. Employee benefits expense increased 8.6 percent in 2018 primarily due to increased medical costs and staffing, while technology and communications expense increased 8.3 percent in support of business investment and core growth.

The \$1.3 billion (11.0 percent) increase in noninterest expense in 2017 over 2016 was primarily due to higher compensation expense, marketing and business development expense and other noninterest expense, partially offset by lower professional services expense. Compensation expense increased 10.2 percent in 2017 over 2016, principally due to the impact of hiring to support business growth and compliance programs, merit increases, higher variable compensation related to business production and the 2017 special bonus awarded to eligible employees. Employee benefits expense was 12.5 percent higher primarily driven by increased medical costs. Marketing and business development expense was higher 24.6 percent, primarily due to an increase in charitable contributions to the U.S. Bank Foundation. In addition, other expense increased 25.5 percent in 2017, compared with 2016, primarily due to the impact of the accrual recorded in 2017 for the settlement of a regulatory matter and higher FDIC insurance expense. Offsetting these increases was a decrease in professional services expense of 16.5 percent, primarily due to fewer consulting services as compliance programs neared maturity during 2017.

**TABLE 5** Noninterest Expense

Year Ended December 31 (Dollars in Millions)	2018	2017	2016	2018 v 2017	2017 v 2016
Compensation	\$ 6,162	\$ 5,746	\$ 5,212	7.2%	10.2%
Employee benefits	1,231	1,134	1,008	8.6	12.5
Net occupancy and equipment	1,063	1,019	988	4.3	3.1
Professional services	407	419	502	(2.9)	(16.5)
Marketing and business development	429	542	435	(20.8)	24.6
Technology and communications	978	903	877	8.3	3.0
Postage, printing and supplies	324	323	311	.3	3.9
Other intangibles	161	175	179	(8.0)	(2.2)
Other	1,709	2,529	2,015	(32.4)	25.5
Total noninterest expense	\$12,464	\$12,790	\$11,527	(2.5)%	11.0%
Efficiency ratio(a)	55.1%	58.5%	54.5%		

(a) See Non-GAAP Financial Measures beginning on page 66.

## Table of Contents

**Pension Plans** Because of the long-term nature of pension plans, the related accounting is complex and can be impacted by several factors, including investment funding policies, accounting methods and actuarial assumptions.

The Company's pension accounting reflects the long-term nature of the benefit obligations and the investment horizon of plan assets. Amounts recorded in the financial statements reflect actuarial assumptions about participant benefits and plan asset returns. Changes in actuarial assumptions and differences in actual plan experience, compared with actuarial assumptions, are deferred and recognized in expense in future periods. Differences related to participant benefits are recognized in expense over the future service period of the employees. Differences related to the expected return on plan assets are included in expense over a period of approximately 15 years.

Pension expense is expected to decrease by \$43 million in 2019 primarily due to a higher discount rate. Because of the complexity of forecasting pension plan activities, the accounting methods utilized for pension plans, the Company's ability to respond to factors affecting the plans and the hypothetical nature of actuarial assumptions, the actual pension expense decrease may differ from the expected amount. The decrease in pension expense will result in a decrease in 2019 employee benefits expense of \$16 million and a decrease in other noninterest expense of \$27 million, compared with 2018.

Refer to Note 16 of the Notes to the Consolidated Financial Statements for further information on the Company's pension plan funding practices, investment policies and asset allocation strategies, and accounting policies for pension plans.

The following table shows an analysis of hypothetical changes in the discount rate and long-term rate of return ("LTROR"):

Discount Rate (Dollars in Millions)	Down 100	Up 100
	Basis Points	Basis Points
Incremental benefit (expense)	\$ (105)	\$ 89
Percent of 2018 net income	(1.11)%	.94%

LTROR (Dollars in Millions)	Down 100	Up 100
	Basis Points	Basis Points
Incremental benefit (expense)	\$ (53)	\$ 53
Percent of 2018 net income	(.56)%	.56%

**Income Tax Expense** In late 2017, tax reform was enacted that, among other provisions, reduced the federal statutory rate for corporations from 35 percent to 21 percent effective in 2018. In accordance with generally accepted accounting principles ("GAAP"), the Company revalued its deferred tax assets and liabilities at December 31, 2017, resulting in an estimated net tax benefit of \$910 million, which the Company recorded in 2017. The 2018 provision for income taxes was \$1.6 billion (an effective rate of 17.9 percent) and reflected the reduced federal statutory rate and the favorable impact of deferred tax assets and liabilities adjustments related to tax reform estimates. The 2017 provision for income taxes was \$1.3 billion (an effective rate of 16.8 percent) and reflected the impact of tax reform enacted during the period. The 2016 provision for income taxes was \$2.2 billion (an effective rate of 26.7 percent).

For further information on income taxes, refer to Note 18 of the Notes to Consolidated Financial Statements.

## Balance Sheet Analysis

Average earning assets were \$415.1 billion in 2018, compared with \$406.4 billion in 2017. The increase in average earning assets of \$8.6 billion (2.1 percent) was primarily due to increases in loans of \$4.2 billion (1.5 percent), other earning assets of \$2.7 billion (18.7 percent) and investment securities of \$2.1 billion (1.9 percent).

For average balance information, refer to Consolidated Daily Average Balance Sheet and Related Yields and Rates on pages 142 and 143.

**Loans** The Company's loan portfolio was \$286.8 billion at December 31, 2018, compared with \$280.4 billion at December 31, 2017, an increase of \$6.4 billion (2.3 percent). The increase was driven by increases in residential mortgages of \$5.3 billion (8.8 percent), commercial loans of \$4.9 billion (5.0 percent) and credit card loans of \$1.2 billion (5.3 percent), partially offset by decreases in other commercial real estate loans of \$924 million (2.3 percent), other retail loans of \$894 million (1.6 percent) and the impact of the sale of the majority of the Company's covered loans. Table 6 provides a summary of the loan distribution by product type, while Table 12 provides a summary of the selected loan maturity distribution by loan category. Average total loans increased \$4.2 billion (1.5 percent) in 2018, compared with 2017. The increase was due to growth in most loan portfolio categories in 2018.

**Commercial** Commercial loans, including lease financing, increased \$4.9 billion (5.0 percent) at December 31, 2018, compared with December 31, 2017. Average commercial loans increased \$3.0 billion (3.1 percent) in 2018, compared with 2017. The growth was primarily driven by higher demand from new and existing customers. Table 7 provides a summary of commercial loans by industry and geographical location.

**Commercial Real Estate** The Company's portfolio of commercial real estate loans, which includes commercial mortgages and construction and development loans, decreased \$924 million (2.3 percent) at December 31, 2018, compared with December 31, 2017, primarily the result of customers paying down balances. Average commercial real estate loans decreased \$2.1 billion (5.0 percent) in 2018, compared with 2017. Table 8 provides a summary of commercial real estate loans by property type and geographical location.

The Company reclassifies construction loans to the commercial mortgage category if permanent financing criteria are met. In 2018, approximately \$355 million of construction loans were reclassified to the commercial mortgage category. At December 31, 2018 and 2017, \$130 million and \$161 million, respectively, of tax-exempt industrial development loans were secured by real estate. The Company's commercial mortgage and construction and development loans had unfunded commitments of \$10.3 billion and \$10.1 billion at December 31, 2018 and 2017, respectively.

**TABLE 6** Loan Portfolio Distribution

At December 31 (Dollars in Millions)	2018		2017		2016		2015		2014	
	Amount	Percent of Total								
<b>Commercial</b>										
Commercial	\$ 96,849	33.8%	\$ 91,958	32.8%	\$ 87,928	32.2%	\$ 83,116	31.9%	\$ 74,996	30.2%
Lease financing	5,595	1.9	5,603	2.0	5,458	2.0	5,286	2.0	5,381	2.2
Total commercial	102,444	35.7	97,561	34.8	93,386	34.2	88,402	33.9	80,377	32.4
<b>Commercial Real Estate</b>										
Commercial mortgages	28,596	10.0	29,367	10.5	31,592	11.6	31,773	12.2	33,360	13.5
Construction and development	10,943	3.8	11,096	4.0	11,506	4.2	10,364	3.9	9,435	3.8
Total commercial real estate	39,539	13.8	40,463	14.5	43,098	15.8	42,137	16.1	42,795	17.3
<b>Residential Mortgages</b>										
Residential mortgages	53,034	18.5	46,685	16.6	43,632	16.0	40,425	15.5	38,598	15.6
Home equity loans, first liens	12,000	4.2	13,098	4.7	13,642	5.0	13,071	5.0	13,021	5.2
Total residential mortgages	65,034	22.7	59,783	21.3	57,274	21.0	53,496	20.5	51,619	20.8
<b>Credit Card</b>	23,363	8.1	22,180	7.9	21,749	7.9	21,012	8.1	18,515	7.5
<b>Other Retail</b>										
Retail leasing	8,546	3.0	7,988	2.8	6,316	2.3	5,232	2.0	5,871	2.4
Home equity and second mortgages	16,122	5.6	16,327	5.8	16,369	6.0	16,384	6.3	15,916	6.4
Revolving credit	3,088	1.1	3,183	1.1	3,282	1.2	3,354	1.3	3,309	1.3
Installment	9,676	3.4	8,989	3.2	8,087	3.0	7,030	2.7	6,242	2.5
Automobile	18,719	6.5	18,934	6.8	17,571	6.4	16,587	6.3	14,822	6.0
Student	279	.1	1,903	.7	2,239	.8	2,619	1.0	3,104	1.3
Total other retail	56,430	19.7	57,324	20.4	53,864	19.7	51,206	19.6	49,264	19.9
<b>Covered Loans</b>	—	—	3,121	1.1	3,836	1.4	4,596	1.8	5,281	2.1
Total loans	\$286,810	100.0%	\$280,432	100.0%	\$273,207	100.0%	\$260,849	100.0%	\$247,851	100.0%

The Company also finances the operations of real estate developers and other entities with operations related to real estate. These loans are not secured directly by real estate but have similar characteristics to commercial real estate loans.

These loans were included in the commercial loan category and totaled \$9.8 billion and \$9.4 billion at December 31, 2018 and 2017, respectively.

**TABLE 7** Commercial Loans by Industry Group and Geography

At December 31 (Dollars in Millions)	2018		2017	
	Loans	Percent	Loans	Percent
<b>Industry Group</b>				
Manufacturing	\$ 15,064	14.7%	\$14,710	15.1%
Real estate, rental and leasing	12,270	12.0	12,461	12.8
Finance and insurance	10,301	10.0	8,639	8.8
Wholesale trade	8,310	8.1	7,383	7.6
Retail trade	8,211	8.0	8,952	9.2
Healthcare and social assistance	5,769	5.6	6,517	6.7
Public administration	4,773	4.7	5,116	5.2
Arts, entertainment and recreation	4,089	4.0	3,853	3.9
Information	3,576	3.5	3,403	3.5
Transport and storage	3,559	3.5	3,198	3.3
Professional, scientific and technical services	3,358	3.3	3,499	3.6
Educational services	3,139	3.1	3,414	3.5
Utilities	2,760	2.7	1,933	2.0
Other services	1,691	1.6	1,698	1.7
Mining	1,636	1.6	1,590	1.6
Agriculture, forestry, fishing and hunting	1,235	1.2	1,429	1.5
Other	12,703	12.4	9,766	10.0
<b>Total</b>	<b>\$102,444</b>	<b>100.0%</b>	<b>\$97,561</b>	<b>100.0%</b>
<b>Geography</b>				
California	\$ 13,507	13.2%	\$14,086	14.4%
Colorado	4,071	4.0	3,979	4.1
Illinois	5,356	5.2	5,245	5.4
Minnesota	7,832	7.6	7,406	7.6
Missouri	3,274	3.2	3,525	3.6
Ohio	4,913	4.8	4,330	4.5
Oregon	2,135	2.1	2,044	2.1
Washington	3,672	3.6	3,699	3.8
Wisconsin	3,630	3.5	3,539	3.6
Iowa, Kansas, Nebraska, North Dakota, South Dakota	5,094	5.0	4,806	4.9
Arkansas, Indiana, Kentucky, Tennessee	5,488	5.3	5,206	5.3
Idaho, Montana, Wyoming	1,114	1.1	1,225	1.3
Arizona, Nevada, New Mexico, Utah	4,183	4.1	3,836	3.9
<b>Total banking region</b>	<b>64,269</b>	<b>62.7</b>	<b>62,926</b>	<b>64.5</b>
Florida, Michigan, New York, Pennsylvania, Texas	18,031	17.6	16,408	16.8
All other states	20,144	19.7	18,227	18.7
<b>Total outside Company's banking region</b>	<b>38,175</b>	<b>37.3</b>	<b>34,635</b>	<b>35.5</b>
<b>Total</b>	<b>\$102,444</b>	<b>100.0%</b>	<b>\$97,561</b>	<b>100.0%</b>

**Residential Mortgages** Residential mortgages held in the loan portfolio at December 31, 2018, increased \$5.3 billion (8.8 percent) over December 31, 2017, as origination activity more than offset the effect of customers paying down balances during 2018. Average residential mortgages increased \$3.1 billion (5.3 percent) in 2018, compared with 2017. Residential mortgages originated and placed in the Company's loan portfolio include well-secured jumbo mortgages and branch-originated first lien home equity loans to borrowers with high credit quality.

**Credit Card** Total credit card loans increased \$1.2 billion (5.3 percent) at December 31, 2018, compared with December 31, 2017, reflecting new and existing customer growth during the year. Average credit card balances increased \$766 million (3.7 percent) in 2018, compared with 2017.

**TABLE 8** Commercial Real Estate Loans by Property Type and Geography

At December 31 (Dollars in Millions)	2018		2017	
	Loans	Percent	Loans	Percent
<b>Property Type</b>				
Business owner occupied	\$ 9,769	24.7%	\$10,205	25.2%
Commercial property				
Industrial	1,695	4.3	1,580	3.9
Office	5,351	13.5	5,023	12.4
Retail	4,150	10.5	4,502	11.1
Other commercial	3,399	8.6	3,757	9.3
Multi-family	8,592	21.7	8,922	22.0
Hotel/motel	3,520	8.9	3,719	9.2
Residential homebuilders	2,764	7.0	2,489	6.2
Healthcare facilities	299	.8	266	.7
Total	\$39,539	100.0%	\$40,463	100.0%
<b>Geography</b>				
California	\$ 9,784	24.7%	\$ 9,558	23.6%
Colorado	1,883	4.8	1,764	4.4
Illinois	1,484	3.8	1,605	4.0
Minnesota	1,896	4.8	2,031	5.0
Missouri	1,157	2.9	1,359	3.3
Ohio	1,278	3.2	1,445	3.6
Oregon	1,718	4.3	1,847	4.6
Washington	3,383	8.6	3,499	8.6
Wisconsin	1,892	4.8	2,036	5.0
Iowa, Kansas, Nebraska, North Dakota, South Dakota	2,085	5.3	2,210	5.5
Arkansas, Indiana, Kentucky, Tennessee	2,045	5.2	1,889	4.7
Idaho, Montana, Wyoming	962	2.4	1,163	2.9
Arizona, Nevada, New Mexico, Utah	3,130	7.9	3,134	7.7
Total banking region	32,697	82.7	33,540	82.9
Florida, Michigan, New York, Pennsylvania, Texas	3,613	9.1	3,688	9.1
All other states	3,229	8.2	3,235	8.0
Total outside Company's banking region	6,842	17.3	6,923	17.1
Total	\$39,539	100.0%	\$40,463	100.0%

**Other Retail** Total other retail loans, which include retail leasing, home equity and second mortgages and other retail loans, decreased \$894 million (1.6 percent) at December 31, 2018, compared with December 31, 2017, reflecting the sale of the Company's federally guaranteed student loan portfolio during 2018, along with decreases in auto loans and home equity loans. Partially offsetting these decreases were increases in installment and retail leasing loans. Average other retail loans increased \$720 million (1.3 percent) in 2018, compared with 2017. The increase was primarily due to higher auto, installment and retail

leasing loans, partially offset by decreases in student loans and home equity loans. Of the total residential mortgages, credit card and other retail loans outstanding at December 31, 2018, approximately 72.8 percent were to customers located in the Company's primary banking region, essentially unchanged from December 31, 2017. Tables 9, 10 and 11 provide a geographic summary of residential mortgages, credit card loans and other retail loans outstanding, respectively, as of December 31, 2018 and 2017.

**TABLE 9** Residential Mortgages by Geography

At December 31 (Dollars in Millions)	2018		2017	
	Loans	Percent	Loans	Percent
California	\$20,176	31.0%	\$16,914	28.3%
Colorado	3,586	5.5	3,380	5.7
Illinois	3,301	5.1	3,109	5.2
Minnesota	4,322	6.6	4,247	7.1
Missouri	1,710	2.6	1,748	2.9
Ohio	2,062	3.2	2,145	3.6
Oregon	2,427	3.7	2,413	4.0
Washington	3,702	5.7	3,403	5.7
Wisconsin	1,527	2.4	1,526	2.5
Iowa, Kansas, Nebraska, North Dakota, South Dakota	2,055	3.2	2,086	3.5
Arkansas, Indiana, Kentucky, Tennessee	3,170	4.9	3,166	5.3
Idaho, Montana, Wyoming	1,326	2.0	1,294	2.2
Arizona, Nevada, New Mexico, Utah	4,851	7.5	4,489	7.5
Total banking region	54,215	83.4	49,920	83.5
Florida, Michigan, New York, Pennsylvania, Texas	4,744	7.3	4,448	7.4
All other states	6,075	9.3	5,415	9.1
Total outside Company's banking region	10,819	16.6	9,863	16.5
Total	\$65,034	100.0%	\$59,783	100.0%

**TABLE 10** Credit Card Loans by Geography

At December 31 (Dollars in Millions)	2018		2017	
	Loans	Percent	Loans	Percent
California	\$ 2,399	10.3%	\$ 2,245	10.1%
Colorado	808	3.5	772	3.5
Illinois	1,176	5.0	1,089	4.9
Minnesota	1,275	5.5	1,271	5.7
Missouri	758	3.2	725	3.3
Ohio	1,215	5.2	1,185	5.4
Oregon	684	2.9	666	3.0
Washington	877	3.8	857	3.9
Wisconsin	1,017	4.3	990	4.5
Iowa, Kansas, Nebraska, North Dakota, South Dakota	1,100	4.7	1,048	4.7
Arkansas, Indiana, Kentucky, Tennessee	1,661	7.1	1,603	7.2
Idaho, Montana, Wyoming	384	1.6	376	1.7
Arizona, Nevada, New Mexico, Utah	1,183	5.1	1,092	4.9
Total banking region	14,537	62.2	13,919	62.8
Florida, Michigan, New York, Pennsylvania, Texas	4,440	19.0	4,193	18.9
All other states	4,386	18.8	4,068	18.3
Total outside Company's banking region	8,826	37.8	8,261	37.2
Total	\$23,363	100.0%	\$22,180	100.0%

**TABLE 11** Other Retail Loans by Geography

At December 31 (Dollars in Millions)	2018		2017	
	Loans	Percent	Loans	Percent
California	\$ 9,826	17.4%	\$ 9,119	15.9%
Colorado	2,079	3.7	2,144	3.8
Illinois	2,938	5.2	3,193	5.6
Minnesota	3,298	5.8	3,619	6.3
Missouri	1,961	3.5	2,142	3.7
Ohio	2,626	4.7	2,800	4.9
Oregon	1,530	2.7	1,545	2.7
Washington	1,755	3.1	1,735	3.0
Wisconsin	1,350	2.4	1,562	2.7
Iowa, Kansas, Nebraska, North Dakota, South Dakota	2,343	4.2	2,534	4.4
Arkansas, Indiana, Kentucky, Tennessee	2,951	5.2	3,108	5.4
Idaho, Montana, Wyoming	1,043	1.8	1,033	1.8
Arizona, Nevada, New Mexico, Utah	2,976	5.3	2,958	5.2
Total banking region	36,676	65.0	37,492	65.4
Florida, Michigan, New York, Pennsylvania, Texas	11,752	20.8	11,547	20.1
All other states	8,002	14.2	8,285	14.5
Total outside Company's banking region	19,754	35.0	19,832	34.6
Total	\$56,430	100.0%	\$57,324	100.0%

The Company generally retains portfolio loans through maturity; however, the Company's intent may change over time based upon various factors such as ongoing asset/liability management activities, assessment of product profitability, credit risk, liquidity needs, and capital implications. If the Company's intent or ability to hold an existing portfolio loan changes, it is transferred to loans held for sale.

**Loans Held for Sale** Loans held for sale, consisting primarily of residential mortgages to be sold in the secondary market, were

\$2.1 billion at December 31, 2018, compared with \$3.6 billion at December 31, 2017. The decrease in loans held for sale was principally due to a lower level of mortgage loan closings in late 2018, compared with the same period of 2017. Almost all of the residential mortgage loans the Company originates or purchases for sale follow guidelines that allow the loans to be sold into existing, highly liquid secondary markets; in particular in government agency transactions and to government sponsored enterprises ("GSEs").

**TABLE 12** Selected Loan Maturity Distribution

At December 31, 2018 (Dollars in Millions)	One Year or Less	Over One Through Five Years	Over Five Years	Total
Commercial	\$38,934	\$ 59,129	\$ 4,381	\$102,444
Commercial real estate	11,298	21,552	6,689	39,539
Residential mortgages	2,703	9,643	52,688	65,034
Credit card	23,363	—	—	23,363
Other retail	11,364	31,016	14,050	56,430
Total loans	\$87,662	\$121,340	\$ 77,808	\$286,810
Total of loans due after one year with				
Predetermined interest rates				\$ 93,295
Floating interest rates				\$105,853

**Investment Securities** The Company uses its investment securities portfolio to manage interest rate risk, provide liquidity (including the ability to meet regulatory requirements), generate interest and dividend income, and as collateral for public deposits and wholesale funding sources. While the Company intends to hold its investment securities indefinitely, it may sell available-for-sale securities in response to structural changes in the balance sheet and related interest rate risk and to meet liquidity requirements, among other factors.

Investment securities totaled \$112.2 billion at December 31, 2018, compared with \$112.5 billion at December 31, 2017. The \$334 million (0.3 percent) decrease reflected a \$686 million unfavorable change in net unrealized gains (losses) on available-for-sale investment securities, partially offset by \$470 million of net investment securities purchases.

Average investment securities were \$113.9 billion in 2018, compared with \$111.8 billion in 2017. The weighted-average yield of the available-for-sale portfolio was 2.57 percent at December 31, 2018, compared with 2.25 percent at December 31, 2017. The weighted-average maturity of the available-for-sale portfolio was 5.4 years at December 31, 2018, compared with 5.1 years at December 31, 2017. The weighted-average yield of the held-to-maturity portfolio was 2.46 percent at December 31, 2018, compared with 2.14 percent at December 31, 2017. The weighted-average maturity of the held-to-maturity portfolio was 5.2 years at December 31, 2018, compared with 4.7 years at December 31, 2017. Investment securities by type are shown in Table 13.

The Company's available-for-sale securities are carried at fair value with changes in fair value reflected in other comprehensive income (loss) unless a security is deemed to be other-than-temporarily impaired. At December 31, 2018, the Company's net unrealized losses on available-for-sale securities were \$1.3 billion, compared with \$580 million at December 31, 2017. The unfavorable change in net unrealized gains (losses) was primarily due to decreases in the fair value of U.S. Treasury, mortgage-backed and state and political securities as a result of changes in interest rates. Gross unrealized losses on available-for-sale securities totaled \$1.4 billion at December 31, 2018, compared with \$888 million at December 31, 2017. The Company conducts a regular assessment of its investment portfolio to determine whether any securities are other-than-temporarily impaired. When assessing unrealized losses for other-than-temporary impairment, the Company considers the nature of the investment, the financial condition of the issuer, the extent and duration of unrealized losses, expected cash flows of underlying assets and market conditions. At December 31, 2018, the Company had no plans to sell securities with unrealized losses, and believes it is more likely than not that it would not be required to sell such securities before recovery of their amortized cost.

Refer to Notes 4 and 21 in the Notes to Consolidated Financial Statements for further information on investment securities.

**TABLE 13** Investment Securities

At December 31, 2018 (Dollars in Millions)	Available-for-Sale				Held-to-Maturity			
	Amortized Cost	Fair Value	Weighted-Average Maturity in Years	Weighted-Average Yield <sup>(e)</sup>	Amortized Cost	Fair Value	Weighted-Average Maturity in Years	Weighted-Average Yield <sup>(e)</sup>
<b>U.S. Treasury and Agencies</b>								
Maturing in one year or less	\$ 2,231	\$ 2,221	.5	1.49%	\$ 650	\$ 647	.5	1.73%
Maturing after one year through five years	16,735	16,416	2.8	1.75	3,459	3,338	4.2	1.64
Maturing after five years through ten years	638	620	7.4	2.82	993	976	5.9	2.36
Maturing after ten years	—	—	—	—	—	—	—	—
Total	\$ 19,604	\$ 19,257	2.7	1.76%	\$ 5,102	\$ 4,961	4.1	1.79%
<b>Mortgage-Backed Securities(a)</b>								
Maturing in one year or less	\$ 60	\$ 60	.2	3.85%	\$ 65	\$ 65	.8	2.37%
Maturing after one year through five years	19,058	18,598	4.4	2.38	18,247	17,688	4.1	2.17
Maturing after five years through ten years	18,987	18,648	6.4	2.81	22,280	21,891	6.2	2.84
Maturing after ten years	2,439	2,448	14.2	3.45	328	327	13.9	3.34
Total	\$ 40,544	\$ 39,754	5.9	2.65%	\$ 40,920	\$ 39,971	5.3	2.54%
<b>Asset-Backed Securities(a)</b>								
Maturing in one year or less	\$ —	\$ —	—	—%	\$ —	\$ —	—	—%
Maturing after one year through five years	397	403	3.5	3.69	3	4	3.3	3.19
Maturing after five years through ten years	—	—	—	—	2	3	5.6	3.29
Maturing after ten years	—	—	—	—	—	1	15.6	3.20
Total	\$ 397	\$ 403	3.5	3.69%	\$ 5	\$ 8	4.1	3.22%
<b>Obligations of State and Political Subdivisions(b)(c)</b>								
Maturing in one year or less	\$ 284	\$ 287	.5	5.67%	\$ —	\$ —	.2	6.49%
Maturing after one year through five years	552	558	3.5	4.53	1	1	3.1	6.65
Maturing after five years through ten years	4,093	4,069	7.9	4.36	5	6	7.2	1.97
Maturing after ten years	1,907	1,787	19.1	4.09	—	—	—	—
Total	\$ 6,836	\$ 6,701	10.4	4.35%	\$ 6	\$ 7	6.8	2.45%
<b>Other</b>								
Maturing in one year or less	\$ —	\$ —	—	—%	\$ 9	\$ 9	.6	3.68%
Maturing after one year through five years	—	—	—	—	8	8	1.4	3.34
Maturing after five years through ten years	—	—	—	—	—	—	—	—
Maturing after ten years	—	—	—	—	—	—	—	—
Total	\$ —	\$ —	—	—%	\$ 17	\$ 17	1.0	3.52%
<b>Total investment securities(d)</b>	<b>\$ 67,381</b>	<b>\$ 66,115</b>	<b>5.4</b>	<b>2.57%</b>	<b>\$ 46,050</b>	<b>\$ 44,964</b>	<b>5.2</b>	<b>2.46%</b>

(a) Information related to asset and mortgage-backed securities included above is presented based upon weighted-average maturities that take into account anticipated future prepayments.

(b) Information related to obligations of state and political subdivisions is presented based upon yield to first optional call date if the security is purchased at a premium, and yield to maturity if the security is purchased at par or a discount.

(c) Maturity calculations for obligations of state and political subdivisions are based on the first optional call date for securities with a fair value above par and the contractual maturity date for securities with a fair value equal to or below par.

(d) The weighted-average maturity of the available-for-sale investment securities was 5.1 years at December 31, 2017, with a corresponding weighted-average yield of 2.25 percent. The weighted-average maturity of the held-to-maturity investment securities was 4.7 years at December 31, 2017, with a corresponding weighted-average yield of 2.14 percent.

(e) Weighted-average yields for obligations of state and political subdivisions are presented on a fully-taxable equivalent basis based on a federal income tax rate of 21 percent for 2018 and 35 percent for 2017. Yields on available-for-sale and held-to-maturity investment securities are computed based on amortized cost balances, excluding any premiums or discounts recorded related to the transfer of investment securities at fair value from available-for-sale to held-to-maturity.

At December 31 (Dollars in Millions)	2018		2017	
	Amortized Cost	Percent of Total	Amortized Cost	Percent of Total
U.S. Treasury and agencies	\$ 24,706	21.8%	\$ 28,767	25.5%
Mortgage-backed securities	81,464	71.8	77,606	68.6
Asset-backed securities	402	.4	419	.4
Obligations of state and political subdivisions	6,842	6.0	6,246	5.5
Other	17	—	41	—
Total investment securities	\$ 113,431	100.0%	\$ 113,079	100.0%

**TABLE 14** Deposits

The composition of deposits was as follows:

At December 31 (Dollars in Millions)	2018		2017		2016		2015		2014	
	Amount	Percent of Total								
Noninterest-bearing deposits	\$ 81,811	23.7%	\$ 87,557	25.2%	\$ 86,097	25.7%	\$ 83,766	27.9%	\$ 77,323	27.3%
Interest-bearing deposits										
Interest checking	73,994	21.4	74,520	21.5	66,298	19.8	59,169	19.7	55,058	19.5
Money market savings	100,396	29.1	107,973	31.1	109,947	32.9	86,159	28.7	76,536	27.1
Savings accounts	44,720	12.9	43,809	12.6	41,783	12.5	38,468	12.8	35,249	12.4
Total savings deposits	219,110	63.4	226,302	65.2	218,028	65.2	183,796	61.2	166,843	59.0
Time deposits less than \$100,000	7,422	2.1	7,315	2.1	8,040	2.4	9,050	3.0	10,609	3.8
Time deposits greater than \$100,000										
Domestic	19,958	5.8	10,792	3.1	7,230	2.2	7,272	2.4	10,636	3.8
Foreign	17,174	5.0	15,249	4.4	15,195	4.5	16,516	5.5	17,322	6.1
Total interest-bearing deposits	263,664	76.3	259,658	74.8	248,493	74.3	216,634	72.1	205,410	72.7
Total deposits	\$345,475	100.0%	\$347,215	100.0%	\$334,590	100.0%	\$300,400	100.0%	\$282,733	100.0%

The maturity of time deposits was as follows:

At December 31, 2018 (Dollars in Millions)	Time Deposits Less Than \$100,000		Time Deposits Greater Than \$100,000			Total	
			Domestic	Foreign			
Three months or less	\$	1,069	\$	5,060	\$	17,117	\$23,246
Three months through six months		1,063		6,171		47	7,281
Six months through one year		1,924		5,813		8	7,745
Thereafter		3,366		2,914		2	6,282
Total	\$	7,422	\$	19,958	\$	17,174	\$44,554

**Deposits** Total deposits were \$345.5 billion at December 31, 2018, compared with \$347.2 billion at December 31, 2017. The \$1.7 billion (0.5 percent) decrease in total deposits reflected decreases in total savings and noninterest-bearing deposits, partially offset by an increase in time deposits. Average total deposits in 2018 were essentially unchanged from 2017.

Interest-bearing savings deposits decreased \$7.2 billion (3.2 percent) at December 31, 2018, compared with December 31, 2017. The decrease was related to lower money market and interest checking account balances, partially offset by higher savings account deposit balances. Money market deposit balances decreased \$7.6 billion (7.0 percent), primarily due to lower Wealth Management and Investment Services, Corporate and Commercial Banking, and Consumer and Business Banking balances. The decline in Corporate and Commercial Banking balances reflected run-off related to the business merger of a large financial services customer. Interest checking balances decreased \$526 million (0.7 percent) primarily due to lower Wealth Management and Investment Services balances, partially offset by higher Consumer and Business Banking and Corporate and Commercial Banking balances. Savings account balances increased \$911 million (2.1 percent), primarily due to higher Consumer and Business Banking balances. Average interest-bearing savings deposits in 2018 decreased \$1.2 billion (0.6 percent), compared with 2017, reflecting lower Corporate and Commercial Banking and Wealth Management and Investment Services balances, partially offset by higher Consumer and Business Banking balances.

Noninterest-bearing deposits at December 31, 2018, decreased \$5.7 billion (6.6 percent) from December 31, 2017. Average noninterest-bearing deposits decreased \$3.7 billion (4.6 percent) in 2018, compared with 2017. The decreases were primarily due to lower Corporate and Commercial Banking and Wealth Management and Investment Services balances.

Interest-bearing time deposits at December 31, 2018, increased \$11.2 billion (33.6 percent), compared with December 31, 2017. Average time deposits increased \$4.9 billion (14.5 percent) in 2018, compared with 2017. The increases were primarily driven by increases in those deposits managed as an alternative to other funding sources such as wholesale borrowing, based largely on relative pricing and liquidity characteristics, as well as consumer customers' migration to certificates of deposits for higher yields.

**Borrowings** The Company utilizes both short-term and long-term borrowings as part of its asset/liability management and funding strategies. Short-term borrowings, which include federal funds purchased, commercial paper, repurchase agreements, borrowings secured by high-grade assets and other short-term borrowings, were \$14.1 billion at December 31, 2018, compared with \$16.7 billion at December 31, 2017. The \$2.5 billion (15.1 percent) decrease in short-term borrowings was primarily due to a decrease in short-term Federal Home Loan Bank ("FHLB") advances and lower commercial paper balances, partially offset by higher repurchase agreement balances.

Long-term debt was \$41.3 billion at December 31, 2018, compared with \$32.3 billion at December 31, 2017. The \$9.1 billion (28.2 percent) increase was primarily due to issuances of \$9.5 billion of bank notes and \$2.1 billion of medium-term notes, partially offset by a \$901 million decrease in FHLB advances and \$1.5 billion of medium-term note maturities.

Refer to Notes 12 and 13 of the Notes to Consolidated Financial Statements for additional information regarding short-term borrowings and long-term debt, and the "Liquidity Risk Management" section for discussion of liquidity management of the Company.

## Corporate Risk Profile

**Overview** Managing risks is an essential part of successfully operating a financial services company. The Company's Board of Directors has approved a risk management framework which establishes governance and risk management requirements for all risk-taking activities. This framework includes Company and business line risk appetite statements which set boundaries for the types and amount of risk that may be undertaken in pursuing business objectives and initiatives. The Board of Directors, primarily through its Risk Management Committee, oversees performance relative to the risk management framework, risk appetite statements, and other policy requirements.

The Executive Risk Committee ("ERC"), which is chaired by the Chief Risk Officer and includes the Chief Executive Officer and other members of the executive management team, oversees execution against the risk management framework and risk appetite statements. The ERC focuses on current and emerging risks, including strategic and reputational risks, by directing timely and comprehensive actions. Senior operating committees have also been established, each responsible for overseeing a specified category of risk.

The Company's most prominent risk exposures are credit, interest rate, market, liquidity, operational, compliance, strategic, and reputational. Credit risk is the risk of not collecting the interest and/or the principal balance of a loan, investment or derivative contract when it is due. Interest rate risk is the potential reduction of net interest income or market valuations as a result of changes in interest rates. Market risk arises from fluctuations in interest rates, foreign exchange rates, and security prices that may result in changes in the values of financial instruments, such as trading and available-for-sale securities, mortgage loans held for sale ("MLHFS"), mortgage servicing rights ("MSRs") and derivatives that are accounted for on a fair value basis. Liquidity risk is the possible inability to fund obligations or new business at a reasonable cost and in a timely manner. Operational risk is the risk of loss resulting from inadequate or failed internal processes, people or systems, or from external events, including the risk of loss resulting from breaches in data security. Operational risk can also include the risk of loss due to failures by third parties with which the Company does business. Compliance risk is the risk that the Company may suffer legal or regulatory sanctions, material financial loss, or loss of reputation through failure to

comply with laws, regulations, rules, standards of good practice, and codes of conduct. Strategic risk is the risk to current or projected financial condition arising from adverse business decisions, poor implementation of business decisions, or lack of responsiveness to changes in the banking industry and operating environment. Reputational risk is the risk to current or anticipated earnings, capital, or franchise or enterprise value arising from negative public opinion. This risk may impair the Company's competitiveness by affecting its ability to establish new customer relationships, offer new services or continue serving existing customer relationships. In addition to the risks identified above, other risk factors exist that may impact the Company. Refer to "Risk Factors" beginning on page 144, for a detailed discussion of these factors.

The Company's Board and management-level governance committees are supported by a "three lines of defense" model for establishing effective checks and balances. The first line of defense, the business lines, manages risks in conformity with established limits and policy requirements. In turn, business line leaders and their risk officers establish programs to ensure conformity with these limits and policy requirements. The second line of defense, which includes the Chief Risk Officer's organization as well as policy and oversight activities of corporate support functions, translates risk appetite and strategy into actionable risk limits and policies. The second line of defense monitors first line of defense conformity with limits and policies, and provides reporting and escalation of emerging risks and other concerns to senior management and the Risk Management Committee of the Board of Directors. The third line of defense, internal audit, is responsible for providing the Audit Committee of the Board of Directors and senior management with independent assessment and assurance regarding the effectiveness of the Company's governance, risk management, and control processes.

Management regularly provides reports to the Risk Management Committee of the Board of Directors. The Risk Management Committee discusses with management the Company's risk management performance, and provides a summary of key risks to the entire Board of Directors, covering the status of existing matters, areas of potential future concern and specific information on certain types of loss events. The Risk Management Committee considers quarterly reports by management assessing the Company's performance relative to the risk appetite statements and the associated risk limits, including:

- Macroeconomic environment and other qualitative considerations, such as regulatory and compliance changes, litigation developments, and technology and cybersecurity;
- Credit measures, including adversely rated and nonperforming loans, leveraged transactions, credit concentrations and lending limits;
- Interest rate and market risk, including market value and net income simulation, and trading-related Value at Risk ("VaR");

## Table of Contents

- Liquidity risk, including funding projections under various stressed scenarios;
- Operational and compliance risk, including losses stemming from events such as fraud, processing errors, control breaches, breaches in data security or adverse business decisions, as well as reporting on technology performance, and various legal and regulatory compliance measures;
- Capital ratios and projections, including regulatory measures and stressed scenarios; and
- Strategic and reputational risk considerations, impacts and responses.

**Credit Risk Management** The Company's strategy for credit risk management includes well-defined, centralized credit policies, uniform underwriting criteria, and ongoing risk monitoring and review processes for all commercial and consumer credit exposures. The strategy also emphasizes diversification on a geographic, industry and customer level, regular credit examinations and management reviews of loans exhibiting deterioration of credit quality. The Risk Management Committee oversees the Company's credit risk management process.

In addition, credit quality ratings as defined by the Company, are an important part of the Company's overall credit risk management and evaluation of its allowance for credit losses. Loans with a pass rating represent those loans not classified on the Company's rating scale for problem credits, as minimal risk has been identified. Loans with a special mention or classified rating, including loans that are 90 days or more past due and still accruing, nonaccrual loans, those loans considered troubled debt restructurings ("TDRs"), and loans in a junior lien position that are current but are behind a modified or delinquent loan in a first lien position, encompass all loans held by the Company that it considers to have a potential or well-defined weakness that may put full collection of contractual cash flows at risk. The Company's internal credit quality ratings for consumer loans are primarily based on delinquency and nonperforming status, except for a limited population of larger loans within those portfolios that are individually evaluated. For this limited population, the determination of the internal credit quality rating may also consider collateral value and customer cash flows. The Company strives to identify potential problem loans early, record any necessary charge-offs promptly and maintain appropriate allowance levels for probable incurred loan losses. Refer to Notes 1 and 5 in the Notes to Consolidated Financial Statements for further discussion of the Company's loan portfolios including internal credit quality ratings.

The Company categorizes its loan portfolio into two segments, which is the level at which it develops and documents a systematic methodology to determine the allowance for credit losses. The Company's two loan portfolio segments are commercial lending and consumer lending. Previously, the Company categorized covered loans, along with the FDIC's related loss share coverage, in a separate covered loans segment. As of December 31, 2018, the majority of these loans were sold and the loss share coverage expired, with any

remaining balances reclassified to be included in the loan segment they would have otherwise been included in had the loss share coverage not been in place.

The commercial lending segment includes loans and leases made to small business, middle market, large corporate, commercial real estate, financial institution, non-profit and public sector customers. Key risk characteristics relevant to commercial lending segment loans include the industry and geography of the borrower's business, purpose of the loan, repayment source, borrower's debt capacity and financial flexibility, loan covenants, and nature of pledged collateral, if any. These risk characteristics, among others, are considered in determining estimates about the likelihood of default by the borrowers and the severity of loss in the event of default. The Company considers these risk characteristics in assigning internal risk ratings to, or forecasting losses on, these loans, which are the significant factors in determining the allowance for credit losses for loans in the commercial lending segment.

The consumer lending segment represents loans and leases made to consumer customers, including residential mortgages, credit card loans, and other retail loans such as revolving consumer lines, auto loans and leases, home equity loans and lines, and student loans, a run-off portfolio. Home equity or second mortgage loans are junior lien closed-end accounts fully disbursed at origination. These loans typically are fixed rate loans, secured by residential real estate, with a 10- or 15-year fixed payment amortization schedule. Home equity lines are revolving accounts giving the borrower the ability to draw and repay balances repeatedly, up to a maximum commitment, and are secured by residential real estate. These include accounts in either a first or junior lien position. Typical terms on home equity lines in the portfolio are variable rates benchmarked to the prime rate, with a 10- or 15-year draw period during which a minimum payment is equivalent to the monthly interest, followed by a 20- or 10-year amortization period, respectively. At December 31, 2018, substantially all of the Company's home equity lines were in the draw period. Approximately \$1.4 billion, or 10 percent, of the outstanding home equity line balances at December 31, 2018, will enter the amortization period within the next 36 months. Key risk characteristics relevant to consumer lending segment loans primarily relate to the borrowers' capacity and willingness to repay and include unemployment rates and other economic factors, customer payment history and credit scores, and in some cases, updated loan-to-value ("LTV") information reflecting current market conditions on real estate-based loans. These risk characteristics, among others, are reflected in forecasts of delinquency levels, bankruptcies and losses which are the primary factors in determining the allowance for credit losses for the consumer lending segment.

The Company further disaggregates its loan portfolio segments into various classes based on their underlying risk characteristics. The two classes within the commercial lending segment are commercial loans and commercial real estate loans. The three classes within the consumer lending segment are residential mortgages, credit card loans and other retail loans.

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## Table of Contents

Because business processes and credit risks associated with unfunded credit commitments are essentially the same as for loans, the Company utilizes similar processes to estimate its liability for unfunded credit commitments. The Company also engages in non-lending activities that may give rise to credit risk, including derivative transactions for balance sheet hedging purposes, foreign exchange transactions, deposit overdrafts and interest rate contracts for customers, investments in securities and other financial assets, and settlement risk, including Automated Clearing House transactions and the processing of credit card transactions for merchants. These activities are subject to credit review, analysis and approval processes.

**Economic and Other Factors** In evaluating its credit risk, the Company considers changes, if any, in underwriting activities, the loan portfolio composition (including product mix and geographic, industry or customer-specific concentrations), collateral values, trends in loan performance and macroeconomic factors, such as changes in unemployment rates, gross domestic product and consumer bankruptcy filings, as well as the potential impact on customers and the domestic economy resulting from new tariffs or increases in existing tariffs.

During 2018, domestic economic conditions continued to be favorable as evidenced by overall growth and a strong labor market with the lowest unemployment rate in decades. The domestic economy has experienced an increase in productivity growth over the past few years which has coincided with a rebound in business investment, including increases in capital spending in many sectors. Business investment is being supported by tax reform which lowers the cost of capital as well as by continued strong profitability of domestic companies. As a result, the Federal Reserve Bank continued to slowly increase short-term interest rates during 2018. However, global economic conditions that have exhibited strong growth over the past several years, reflecting higher consumer confidence, increased business investment and reduced political risks, have begun to moderate. In addition, uncertainty remains of the impact on the domestic economy resulting from tax reform, new tariffs, increases in existing tariffs, or future changes in interest rates or other domestic economic or trade policies. Current or anticipated changes to these policies that lessen their expansionary effect on the domestic economy could slow or further slow the expansion of the domestic and global economies.

**Credit Diversification** The Company manages its credit risk, in part, through diversification of its loan portfolio which is achieved through limit setting by product type criteria, such as industry, and identification of credit concentrations. As part of its normal business activities, the Company offers a broad array of traditional commercial lending products and specialized products such as asset-based lending, commercial lease financing, agricultural credit, warehouse mortgage lending, small business lending, commercial real estate lending, health care lending and correspondent banking financing. The Company also offers an array of consumer lending products, including residential mortgages, credit card loans, auto loans, retail leases, home

equity loans and lines, revolving credit arrangements and other consumer loans. These consumer lending products are primarily offered through the branch office network, home mortgage and loan production offices, mobile and on-line banking, and indirect distribution channels, such as auto dealers. The Company monitors and manages the portfolio diversification by industry, customer and geography. Table 6 provides information with respect to the overall product diversification and changes in the mix during 2018.

The commercial loan class is diversified among various industries with higher concentrations in manufacturing, finance and insurance, wholesale trade, retail trade, and real estate, rental and leasing. Additionally, the commercial loan class is diversified across the Company's geographical markets with 62.7 percent of total commercial loans within the Company's Consumer and Business Banking region. Credit relationships outside of the Company's Consumer and Business Banking region relate to the corporate banking, mortgage banking, auto dealer and leasing businesses, focusing on large national customers and specifically targeted industries, such as healthcare, utilities, energy and public administration. Loans to mortgage banking customers are primarily warehouse lines which are collateralized with the underlying mortgages. The Company regularly monitors its mortgage collateral position to manage its risk exposure. Table 7 provides a summary of significant industry groups and geographical locations of commercial loans outstanding at December 31, 2018 and 2017.

The commercial real estate loan class reflects the Company's focus on serving business owners within its geographic footprint as well as regional and national investment-based real estate owners and builders. Within the commercial real estate loan class, different property types have varying degrees of credit risk. Table 8 provides a summary of the significant property types and geographical locations of commercial real estate loans outstanding at December 31, 2018 and 2017. At December 31, 2018, approximately 24.7 percent of the commercial real estate loans represented business owner-occupied properties that tend to exhibit less credit risk than non owner-occupied properties. The investment-based real estate mortgages are diversified among various property types with somewhat higher concentrations in multi-family, office and retail properties. From a geographical perspective, the Company's commercial real estate loan class is generally well diversified. However, at December 31, 2018, 24.7 percent of the Company's commercial real estate loans were secured by collateral in California, which has historically experienced higher credit quality deterioration in recessionary periods due to excess inventory levels and declining valuations. Included in commercial real estate at year-end 2018 was approximately \$416 million in loans related to land held for development and \$471 million of loans related to residential and commercial acquisition and development properties. These loans are subject to quarterly monitoring for changes in local market conditions due to a higher credit risk profile. The commercial real estate loan class is diversified across the Company's geographical markets with 82.7 percent of total commercial real

## Table of Contents

estate loans outstanding at December 31, 2018, within the Company's Consumer and Business Banking region.

The Company's consumer lending segment utilizes several distinct business processes and channels to originate consumer credit, including traditional branch lending, mobile and on-line banking, indirect lending, correspondent banks and loan brokers. Each distinct underwriting and origination activity manages unique credit risk characteristics and prices its loan production commensurate with the differing risk profiles.

Residential mortgage originations are generally limited to prime borrowers and are performed through the Company's branches, loan production offices, mobile and on-line services, and a wholesale network of originators. The Company may retain residential mortgage loans it originates on its balance sheet or sell the loans into the secondary market while retaining the servicing rights and customer relationships. Utilizing the secondary markets enables the Company to effectively reduce its credit and other asset/liability risks. For residential mortgages that are retained in the Company's portfolio and for home equity and second mortgages, credit risk is also diversified by geography and managed by adherence to LTV and borrower credit criteria during the underwriting process.

The Company estimates updated LTV information on its outstanding residential mortgages quarterly, based on a method that combines automated valuation model updates and relevant home price indices. LTV is the ratio of the loan's outstanding principal balance to the current estimate of property value. For home equity and second mortgages, combined loan-to-value ("CLTV") is the combination of the first mortgage original principal balance and the second lien outstanding principal balance, relative to the current estimate of property value. Certain loans do not have a LTV or CLTV, primarily due to lack of availability of relevant automated valuation model and/or home price indices values, or lack of necessary valuation data on acquired loans.

The following tables provide summary information of residential mortgages and home equity and second mortgages by LTV and borrower type at December 31, 2018:

Residential Mortgages (Dollars in Millions)	Interest		Total	Percent of Total
	Only	Amortizing		
<b>Loan-to-Value</b>				
Less than or equal to 80%	\$2,141	\$ 53,869	\$56,010	86.1%
Over 80% through 90%	12	4,480	4,492	6.9
Over 90% through 100%	1	627	628	1.0
Over 100%	–	356	356	.6
No LTV available	–	28	28	–
Loans purchased from GNMA mortgage pools(a)	–	3,520	3,520	5.4
<b>Total</b>	<b>\$2,154</b>	<b>\$ 62,880</b>	<b>\$65,034</b>	<b>100.0%</b>
<b>Borrower Type</b>				
Prime borrowers	\$2,154	\$ 58,661	\$60,815	93.5%
Sub-prime borrowers	–	699	699	1.1
Loans purchased from GNMA mortgage pools(a)	–	3,520	3,520	5.4
<b>Total</b>	<b>\$2,154</b>	<b>\$ 62,880</b>	<b>\$65,034</b>	<b>100.0%</b>

(a) Represents loans purchased from Government National Mortgage Association ("GNMA") mortgage pools whose payments are primarily insured by the Federal Housing Administration or guaranteed by the United States Department of Veterans Affairs.

Home Equity and Second Mortgages (Dollars in Millions)	Lines	Loans	Total	Percent of Total
Less than or equal to 80%	\$11,997	\$ 875	\$12,872	79.9%
Over 80% through 90%	1,713	757	2,470	15.3
Over 90% through 100%	342	79	421	2.6
Over 100%	164	14	178	1.1
No LTV/CLTV available	172	9	181	1.1
<b>Total</b>	<b>\$14,388</b>	<b>\$1,734</b>	<b>\$16,122</b>	<b>100.0%</b>
<b>Borrower Type</b>				
Prime borrowers	\$14,347	\$1,682	\$16,029	99.4%
Sub-prime borrowers	41	52	93	.6
<b>Total</b>	<b>\$14,388</b>	<b>\$1,734</b>	<b>\$16,122</b>	<b>100.0%</b>

## Table of Contents

Home equity and second mortgages were \$16.1 billion at December 31, 2018, compared with \$16.3 billion at December 31, 2017, and included \$4.2 billion of home equity lines in a first lien position and \$11.9 billion of home equity and second mortgage loans and lines in a junior lien position. Loans and lines in a junior lien position at December 31, 2018, included approximately \$4.9 billion of loans and lines for which the Company also serviced the related first lien loan, and approximately \$7.0 billion where the Company did not service the related first lien loan. The Company was able to determine the status of the related first liens using information the Company has as the servicer of the first lien or information reported on customer credit bureau files. The Company also evaluates other indicators of credit risk for these junior lien loans and lines, including delinquency, estimated average CLTV ratios and updated weighted-average credit scores in making its assessment of credit risk, related loss estimates and determining the allowance for credit losses.

The following table provides a summary of delinquency statistics and other credit quality indicators for the Company's junior lien positions at December 31, 2018:

(Dollars in Millions)	Junior Liens Behind		Total
	Company Owned or Serviced First Lien	Third Party	
		First Lien	
Total	\$ 4,868	\$ 6,993	\$11,861
Percent 30 - 89 days past due	.45%	.54%	.50%
Percent 90 days or more past due	.04%	.08%	.06%
Weighted-average CLTV	69%	66%	67%
Weighted-average credit score	780	776	778

See the "Analysis and Determination of the Allowance for Credit Losses" section for additional information on how the Company determines the allowance for credit losses for loans in a junior lien position.

Credit card and other retail loans are diversified across customer segments and geographies. Diversification in the credit card portfolio is achieved with broad customer relationship distribution through the Company's and financial institution partners' branches, retail and affinity partners, and digital channels.

Tables 9, 10 and 11 provide a geographical summary of the residential mortgage, credit card and other retail loan portfolios, respectively.

**Loan Delinquencies** Trends in delinquency ratios are an indicator, among other considerations, of credit risk within the Company's loan portfolios. The entire balance of a loan account is considered delinquent if the minimum payment contractually required to be made is not received by the date specified on the billing statement. The Company measures delinquencies, both including and excluding nonperforming loans, to enable comparability with other companies. Delinquent loans purchased from Government National Mortgage Association ("GNMA") mortgage pools whose repayments are primarily insured by the Federal Housing Administration or guaranteed by the United States Department of Veterans Affairs, are excluded from delinquency statistics. In addition, in certain situations, a consumer lending customer's account may be re-aged to remove it from delinquent status. Generally, the purpose of re-aging accounts is to assist customers who have recently overcome temporary financial difficulties and have demonstrated both the ability and willingness to resume regular payments. To qualify for re-aging, the account must have been open for at least nine months and cannot have been re-aged during the preceding 365 days. An account may not be re-aged more than two times in a five-year period. To qualify for re-aging, the customer must also have made three regular minimum monthly payments within

**TABLE 15** Delinquent Loan Ratios as a Percent of Ending Loan Balances

At December 31 90 days or more past due <b>excluding</b> nonperforming loans	2018	2017	2016	2015	2014
<b>Commercial</b>					
Commercial	.07%	.06%	.06%	.06%	.05%
Lease financing	—	—	—	—	—
Total commercial	.07	.06	.06	.05	.05
<b>Commercial Real Estate</b>					
Commercial mortgages	—	—	.01	—	.02
Construction and development	—	.05	.05	.13	.14
Total commercial real estate	—	.01	.02	.03	.05
<b>Residential Mortgages(a)</b>	.18	.22	.27	.33	.40
<b>Credit Card</b>	1.25	1.28	1.16	1.09	1.13
<b>Other Retail</b>					
Retail leasing	.04	.03	.02	.02	.02
Home equity and second mortgages	.35	.28	.25	.25	.26
Other	.15	.15	.13	.11	.12
Total other retail	.19	.17	.15	.15	.15
<b>Covered Loans</b>	—	4.74	5.53	6.31	7.48
Total loans	.20%	.26%	.28%	.32%	.38%
<b>At December 31 90 days or more past due <b>including</b> nonperforming loans</b>					
Commercial	.27%	.31%	.57%	.25%	.19%
Commercial real estate	.29	.37	.31	.33	.65
Residential mortgages(a)	.63	.96	1.31	1.66	2.07
Credit card	1.25	1.28	1.18	1.13	1.30
Other retail	.54	.46	.45	.46	.53
Covered loans	—	4.93	5.68	6.48	7.74
Total loans	.49%	.62%	.78%	.78%	.97%

(a) Delinquent loan ratios exclude \$1.7 billion, \$1.9 billion, \$2.5 billion, \$2.9 billion, and \$3.1 billion at December 31, 2018, 2017, 2016, 2015, and 2014, respectively, of loans purchased from GNMA mortgage pools whose repayments are primarily insured by the Federal Housing Administration or guaranteed by the United States Department of Veterans Affairs. Including these loans, the ratio of residential mortgages 90 days or more past due including all nonperforming loans was 3.21 percent, 4.16 percent, 5.73 percent, 7.15 percent, and 8.02 percent at December 31, 2018, 2017, 2016, 2015, and 2014, respectively.

the last 90 days. In addition, the Company may re-age the consumer lending account of a customer who has experienced longer-term financial difficulties and apply modified, concessionary terms and conditions to the account. Such additional re-ages are limited to one in a five-year period and must meet the qualifications for re-aging described above. All re-aging strategies must be independently approved by the Company's risk management department. Commercial lending loans are generally not subject to re-aging policies.

Accruing loans 90 days or more past due totaled \$584 million at December 31, 2018, compared with \$720 million at

December 31, 2017, and \$764 million at December 31, 2016. Accruing loans 90 days or more past due are not included in nonperforming assets and continue to accrue interest because they are adequately secured by collateral, are in the process of collection and are reasonably expected to result in repayment or restoration to current status, or are managed in homogeneous portfolios with specified charge-off timeframes adhering to regulatory guidelines. The ratio of accruing loans 90 days or more past due to total loans was 0.20 percent at December 31, 2018, compared with 0.26 percent at December 31, 2017, and 0.28 percent at December 31, 2016.

## Table of Contents

The following table provides summary delinquency information for residential mortgages, credit card and other retail loans included in the consumer lending segment:

At December 31 (Dollars in Millions)	Amount		As a Percent of Ending Loan Balances	
	2018	2017	2018	2017
<b>Residential Mortgages(a)</b>				
30-89 days	\$181	\$198	.27%	.33%
90 days or more	114	130	.18	.22
Nonperforming	296	442	.46	.74
<b>Total</b>	<b>\$591</b>	<b>\$770</b>	<b>.91%</b>	<b>1.29%</b>
<b>Credit Card</b>				
30-89 days	\$324	\$302	1.39%	1.37%
90 days or more	293	284	1.25	1.28
Nonperforming	—	1	—	—
<b>Total</b>	<b>\$617</b>	<b>\$587</b>	<b>2.64%</b>	<b>2.65%</b>
<b>Other Retail</b>				
<b>Retail Leasing</b>				
30-89 days	\$ 37	\$ 33	.43%	.41%
90 days or more	3	2	.04	.03
Nonperforming	12	8	.14	.10
<b>Total</b>	<b>\$ 52</b>	<b>\$ 43</b>	<b>.61%</b>	<b>.54%</b>
<b>Home Equity and Second Mortgages</b>				
30-89 days	\$ 90	\$ 78	.56%	.48%
90 days or more	57	45	.35	.28
Nonperforming	145	126	.90	.77
<b>Total</b>	<b>\$292</b>	<b>\$249</b>	<b>1.81%</b>	<b>1.53%</b>
<b>Other(b)</b>				
30-89 days	\$276	\$265	.87%	.80%
90 days or more	48	48	.15	.15
Nonperforming	40	34	.13	.10
<b>Total</b>	<b>\$364</b>	<b>\$347</b>	<b>1.15%</b>	<b>1.05%</b>

(a) Excludes \$430 million of loans 30-89 days past due and \$1.7 billion of loans 90 days or more past due at December 31, 2018, purchased from GNMA mortgage pools that continue to accrue interest, compared with \$385 million and \$1.9 billion at December 31, 2017, respectively.

(b) Includes revolving credit, installment, automobile and student loans.

**Restructured Loans** In certain circumstances, the Company may modify the terms of a loan to maximize the collection of amounts due when a borrower is experiencing financial difficulties or is expected to experience difficulties in the near-term. In most cases the modification is either a concessionary reduction in interest rate, extension of the maturity date or reduction in the principal balance that would otherwise not be considered.

**Troubled Debt Restructurings** Concessionary modifications are classified as TDRs unless the modification results in only an insignificant delay in the payments to be received. TDRs accrue interest if the borrower complies with the revised terms and conditions and has demonstrated repayment performance at a level commensurate with the modified terms over several payment cycles, which is generally six months or greater. At

December 31, 2018, performing TDRs were \$3.9 billion, compared with \$4.0 billion, \$4.2 billion, \$4.7 billion and \$5.1 billion at December 31, 2017, 2016, 2015 and 2014, respectively. Loans classified as TDRs are considered impaired loans for reporting and measurement purposes.

The Company continues to work with customers to modify loans for borrowers who are experiencing financial difficulties. Many of the Company's TDRs are determined on a case-by-case basis in connection with ongoing loan collection processes. The modifications vary within each of the Company's loan classes. Commercial lending segment TDRs generally include extensions of the maturity date and may be accompanied by an increase or decrease to the interest rate. The Company may also work with the borrower to make other changes to the loan to mitigate losses, such as obtaining additional collateral and/or guarantees to support the loan.

The Company has also implemented certain residential mortgage loan restructuring programs that may result in TDRs. The Company modifies residential mortgage loans under Federal Housing Administration, United States Department of Veterans Affairs, and its own internal programs. Under these programs, the Company offers qualifying homeowners the opportunity to permanently modify their loan and achieve more affordable monthly payments by providing loan concessions. These concessions may include adjustments to interest rates, conversion of adjustable rates to fixed rates, extensions of maturity dates or deferrals of payments, capitalization of accrued interest and/or outstanding advances, or in limited situations, partial forgiveness of loan principal. In most instances, participation in residential mortgage loan restructuring programs requires the customer to complete a short-term trial period. A permanent loan modification is contingent on the customer successfully completing the trial period arrangement, and the loan documents are not modified until that time. The Company reports loans in a trial period arrangement as TDRs and continues to report them as TDRs after the trial period.

Credit card and other retail loan TDRs are generally part of distinct restructuring programs providing customers modification solutions over a specified time period, generally up to 60 months.

In accordance with regulatory guidance, the Company considers secured consumer loans that have had debt discharged through bankruptcy where the borrower has not reaffirmed the debt to be TDRs. If the loan amount exceeds the collateral value, the loan is charged down to collateral value and the remaining amount is reported as nonperforming.

Acquired loans restructured after acquisition are not considered TDRs for purposes of the Company's accounting and disclosure if the loans evidenced credit deterioration as of the acquisition date and are accounted for in pools.

## Table of Contents

The following table provides a summary of TDRs by loan class, including the delinquency status for TDRs that continue to accrue interest and TDRs included in nonperforming assets:

At December 31, 2018 (Dollars in Millions)	Performing TDRs	As a Percent of Performing TDRs		Nonperforming TDRs	Total TDRs
		30-89 Days Past Due	90 Days or More Past Due		
Commercial	\$ 258	4.7%	1.8%	\$ 106(a)	\$ 364
Commercial real estate	164	3.2	–	34(b)	198
Residential mortgages	1,413	3.4	4.0	200	1,613(d)
Credit card	245	11.6	6.2	–	245
Other retail	138	7.5	8.2	45(c)	183(e)
TDRs, excluding loans purchased from GNMA mortgage pools	2,218	4.7	3.9	385	2,603
Loans purchased from GNMA mortgage pools(g)	1,639	–	–	–	1,639(f)
Total	\$ 3,857	2.7%	2.3%	\$ 385	\$4,242

(a) Primarily represents loans less than six months from the modification date that have not met the performance period required to return to accrual status (generally six months) and small business credit cards with a modified rate equal to 0 percent.

(b) Primarily represents loans less than six months from the modification date that have not met the performance period required to return to accrual status (generally six months).

(c) Primarily represents loans with a modified rate equal to 0 percent.

(d) Includes \$290 million of residential mortgage loans to borrowers that have had debt discharged through bankruptcy and \$37 million in trial period arrangements or previously placed in trial period arrangements but not successfully completed.

(e) Includes \$74 million of other retail loans to borrowers that have had debt discharged through bankruptcy and \$10 million in trial period arrangements or previously placed in trial period arrangements but not successfully completed.

(f) Includes \$192 million of Federal Housing Administration and United States Department of Veterans Affairs residential mortgage loans to borrowers that have had debt discharged through bankruptcy and \$370 million in trial period arrangements or previously placed in trial period arrangements but not successfully completed.

(g) Approximately 6.1 percent and 45.8 percent of the total TDR loans purchased from GNMA mortgage pools are 30-89 days past due and 90 days or more past due, respectively, but are not classified as delinquent as their repayments are insured by the Federal Housing Administration or guaranteed by the United States Department of Veterans Affairs.

**Short-term Modifications** The Company makes short-term modifications that it does not consider to be TDRs, in limited circumstances, to assist borrowers experiencing temporary hardships. Consumer lending programs include payment reductions, deferrals of up to three past due payments, and the ability to return to current status if the borrower makes required payments. The Company may also make short-term modifications to commercial lending loans, with the most common modification being an extension of the maturity date of three months or less. Such extensions generally are used when the maturity date is imminent and the borrower is experiencing some level of financial stress, but the Company believes the borrower will pay all contractual amounts owed. Short-term modifications were not material at December 31, 2018.

**Nonperforming Assets** The level of nonperforming assets represents another indicator of the potential for future credit losses. Nonperforming assets include nonaccrual loans, restructured loans not performing in accordance with modified terms and not accruing interest, restructured loans that have not met the performance period required to return to accrual status, OREO and other nonperforming assets owned by the Company. Interest payments collected from assets on nonaccrual status are generally applied against the principal balance and not recorded

as income. However, interest income may be recognized for interest payments if the remaining carrying amount of the loan is believed to be collectible.

At December 31, 2018, total nonperforming assets were \$989 million, compared with \$1.2 billion at December 31, 2017 and \$1.6 billion at December 31, 2016. The \$211 million (17.9 percent) decrease in nonperforming assets, from December 31, 2017 to December 31, 2018, was driven by improvements in nonperforming residential mortgages, commercial loans, commercial real estate loans and OREO due to continued improving economic conditions, partially offset by increases in nonperforming other retail loans and other nonperforming assets. The ratio of total nonperforming assets to total loans and other real estate was 0.34 percent at December 31, 2018, compared with 0.43 percent at December 31, 2017, and 0.59 percent at December 31, 2016.

OREO was \$111 million at December 31, 2018, compared with \$162 million at December 31, 2017 and \$212 million at December 31, 2016, and was related to foreclosed properties that previously secured loan balances. These balances exclude foreclosed GNMA loans whose repayments are primarily insured by the Federal Housing Administration or guaranteed by the United States Department of Veterans Affairs.

**TABLE 16** Nonperforming Assets(a)

At December 31 (Dollars in Millions)	2018	2017	2016	2015	2014
<b>Commercial</b>					
Commercial	\$186	\$ 225	\$ 443	\$ 160	\$ 99
Lease financing	23	24	40	14	13
Total commercial	209	249	483	174	112
<b>Commercial Real Estate</b>					
Commercial mortgages	76	108	87	92	175
Construction and development	39	34	37	35	84
Total commercial real estate	115	142	124	127	259
<b>Residential Mortgages(b)</b>	296	442	595	712	864
<b>Credit Card</b>	–	1	3	9	30
<b>Other Retail</b>					
Retail leasing	12	8	2	3	1
Home equity and second mortgages	145	126	128	136	170
Other	40	34	27	23	16
Total other retail	197	168	157	162	187
<b>Covered Loans</b>	–	6	6	8	14
Total nonperforming loans	817	1,008	1,368	1,192	1,466
<b>Other Real Estate(c)</b>	111	141	186	280	288
<b>Covered Other Real Estate</b>	–	21	26	32	37
<b>Other Assets</b>	61	30	23	19	17
Total nonperforming assets	\$989	\$1,200	\$1,603	\$1,523	\$1,808
Accruing loans 90 days or more past due(b)	\$584	\$ 720	\$ 764	\$ 831	\$ 945
Nonperforming loans to total loans	.28%	.36%	.50%	.46%	.59%
Nonperforming assets to total loans plus other real estate(c)	.34%	.43%	.59%	.58%	.73%

## Changes in Nonperforming Assets

(Dollars in Millions)	Commercial and Commercial Real Estate	Residential Mortgages, Credit Card and Other Retail	Total
<b>Balance December 31, 2017</b>	\$ 404	\$ 796	\$ 1,200
Additions to nonperforming assets			
New nonaccrual loans and foreclosed properties	427	370	797
Advances on loans	18	4	22
Total additions	445	374	819
Reductions in nonperforming assets			
Paydowns, payoffs	(167)	(149)	(316)
Net sales	(131)	(160)	(291)
Return to performing status	(20)	(181)	(201)
Charge-offs(d)	(193)	(29)	(222)
Total reductions	(511)	(519)	(1,030)
Net additions to (reductions in) nonperforming assets	(66)	(145)	(211)
<b>Balance December 31, 2018</b>	\$ 338	\$ 651	\$ 989

(a) Throughout this document, nonperforming assets and related ratios do not include accruing loans 90 days or more past due.

(b) Excludes \$1.7 billion, \$1.9 billion, \$2.5 billion, \$2.9 billion and \$3.1 billion at December 31, 2018, 2017, 2016, 2015 and 2014, respectively, of loans purchased from GNMA mortgage pools that are 90 days or more past due that continue to accrue interest, as their repayments are primarily insured by the Federal Housing Administration or guaranteed by the United States Department of Veterans Affairs.

(c) Foreclosed GNMA loans of \$235 million, \$267 million, \$373 million, \$535 million and \$641 million at December 31, 2018, 2017, 2016, 2015 and 2014, respectively, continue to accrue interest and are recorded as other assets and excluded from nonperforming assets because they are insured by the Federal Housing Administration or guaranteed by the United States Department of Veterans Affairs.

(d) Charge-offs exclude actions for certain card products and loan sales that were not classified as nonperforming at the time the charge-off occurred.

## Table of Contents

The following table provides an analysis of OREO, excluding those balances reported as covered under FDIC loss sharing agreements in prior periods, as a percent of their related loan balances, including geographical location detail for residential (residential mortgage, home equity and second mortgage) and commercial (commercial and commercial real estate) loan balances:

(Dollars in Millions)	Amount		As a Percent of Ending Loan Balances	
	December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017
<b>Residential</b>				
Illinois	\$ 11	\$ 14	.25%	.32%
California	11	13	.04	.06
New York	8	8	.97	1.01
Ohio	6	6	.22	.21
New Jersey	6	6	1.09	1.28
All other states	64	88	.13	.19
Total residential	106	135	.13	.18
<b>Commercial</b>				
California	3	4	.01	.02
Idaho	1	1	.09	.07
All other states	1	1	—	—
Total commercial	5	6	—	—
<b>Total</b>	<b>\$ 111</b>	<b>\$ 141</b>	<b>.04%</b>	<b>.05%</b>

**Analysis of Loan Net Charge-offs** Total loan net charge-offs were \$1.4 billion in 2018, compared with \$1.3 billion in both 2017 and 2016. The \$24 million (1.8 percent) increase in total net charge-offs in 2018, compared with 2017, reflected higher credit card and other retail loan net charge-offs, partially offset by lower commercial, commercial real estate and residential mortgage loan net charge-offs. The ratio of total loan net charge-offs to average loans outstanding was 0.48 percent in 2018, compared with 0.48 percent in 2017 and 0.47 percent in 2016.

Commercial and commercial real estate loan net charge-offs for 2018 were \$232 million (0.17 percent of average loans outstanding), compared with \$264 million (0.19 percent of average loans outstanding) in 2017 and \$312 million (0.23 percent of average loans outstanding) in 2016. The decrease in net charge-offs in 2018, compared with 2017, reflected lower commercial and commercial real estate loan charge-offs, partially offset by lower commercial loan recoveries in 2018. The decrease in net charge-offs in 2017, compared with 2016, reflected higher commercial loan recoveries in 2017.

Residential mortgage loan net charge-offs for 2018 were \$17 million (0.03 percent of average loans outstanding), compared with \$37 million (0.06 percent of average loans

outstanding) in 2017 and \$60 million (0.11 percent of average loans outstanding) in 2016. Credit card loan net charge-offs in 2018 were \$846 million (3.90 percent of average loans outstanding), compared with \$786 million (3.76 percent of average loans outstanding) in 2017 and \$676 million (3.30 percent of average loans outstanding) in 2016. Other retail loan net charge-offs for 2018 were \$259 million (0.46 percent of average loans outstanding), compared with \$243 million (0.44 percent of average loans outstanding) in 2017 and \$221 million (0.42 percent of average loans outstanding) in 2016. The increase in total residential mortgage, credit card and other retail loan net charge-offs in 2018, compared with 2017, reflected higher credit card and other retail loan net charge-offs due to portfolio growth and maturity of vintages within the credit card portfolio, partially offset by lower residential mortgage loan net charge-offs due to continuing improvement in economic conditions during 2018. The increase in total residential mortgage, credit card and other retail loan net charge-offs in 2017, compared with 2016, also reflected higher credit card and other retail loan net charge-offs, partially offset by lower residential mortgage loan net charge-offs.

**TABLE 17** Net Charge-offs as a Percent of Average Loans Outstanding

Year Ended December 31	2018	2017	2016	2015	2014
<b>Commercial</b>					
Commercial	.25%	.27%	.35%	.26%	.26%
Lease financing	.25	.31	.34	.27	.17
Total commercial	.25	.28	.35	.26	.26
<b>Commercial Real Estate</b>					
Commercial mortgages	(.06)	.03	(.01)	.02	(.03)
Construction and development	(.02)	(.07)	(.08)	(.33)	(.05)
Total commercial real estate	(.05)	—	(.03)	(.07)	(.03)
<b>Residential Mortgages</b>	.03	.06	.11	.21	.38
<b>Credit Card</b>	3.90	3.76	3.30	3.61	3.73
<b>Other Retail</b>					
Retail leasing	.15	.14	.09	.09	.03
Home equity and second mortgages	(.02)	(.03)	.01	.24	.61
Other	.79	.75	.71	.65	.71
Total other retail	.46	.44	.42	.45	.60
<b>Covered Loans</b>	—	—	—	—	.15
Total loans	.48%	.48%	.47%	.47%	.55%

**Analysis and Determination of the Allowance for Credit Losses** The allowance for credit losses reserves for probable and estimable losses incurred in the Company's loan and lease portfolio, including unfunded credit commitments. The allowance for credit losses is increased through provisions charged to earnings and reduced by net charge-offs. Management evaluates the adequacy of the allowance for incurred losses on a quarterly basis. The evaluation of each element and the overall allowance is based on a continuing assessment of problem loans, recent loss experience and other factors, including external factors such as regulatory guidance and economic conditions. Because business processes and credit risks associated with unfunded credit commitments are essentially the same as for loans, the Company utilizes similar processes to estimate its liability for unfunded credit commitments, which is included in other liabilities in the Consolidated Balance Sheet. Both the allowance for loan losses and the liability for unfunded credit commitments are included in the Company's analysis of credit losses and reported reserve ratios.

At December 31, 2018, the allowance for credit losses was \$4.4 billion (1.55 percent of period-end loans), compared with an allowance of \$4.4 billion (1.58 percent of period-end loans) at December 31, 2017. The ratio of the allowance for credit losses to nonperforming loans was 544 percent at December 31, 2018, compared with 438 percent at December 31, 2017. The ratio of the allowance for credit losses to annual loan net charge-offs at December 31, 2018, was 328 percent, compared with 332 percent at December 31, 2017. Management determined the allowance for credit losses was appropriate at December 31, 2018.

The allowance recorded for loans in the commercial lending segment is based on reviews of individual credit relationships and considers the migration analysis of commercial lending segment loans and actual loss experience. For each loan type, this historical loss experience is adjusted as necessary to consider any relevant changes in portfolio composition, lending policies,

underwriting standards, risk management practices or economic conditions. The results of the analysis are evaluated quarterly to confirm the selected loss experience is appropriate for each commercial loan type. The allowance recorded for impaired loans greater than \$5 million in the commercial lending segment is based on an individual loan analysis utilizing expected cash flows discounted using the original effective interest rate, the observable market price of the loan, or the fair value of the collateral, less selling costs, for collateral-dependent loans, rather than the migration analysis. The allowance recorded for all other commercial lending segment loans is determined on a homogenous pool basis and includes consideration of product mix, risk characteristics of the portfolio, delinquency status, bankruptcy experience, portfolio growth and historical losses, adjusted for current trends. The allowance established for commercial lending segment loans was \$2.2 billion at December 31, 2018, unchanged from December 31, 2017, reflecting overall portfolio growth, offset by improvement in credit quality.

The allowance recorded for TDR loans and purchased impaired loans in the consumer lending segment is determined on a homogenous pool basis utilizing expected cash flows discounted using the original effective interest rate of the pool, or the prior quarter effective rate, respectively. The allowance for collateral-dependent loans in the consumer lending segment is determined based on the fair value of the collateral less costs to sell. The allowance recorded for all other consumer lending segment loans is determined on a homogenous pool basis and includes consideration of product mix, risk characteristics of the portfolio, bankruptcy experience, delinquency status, refreshed LTV ratios when possible, portfolio growth and historical losses, adjusted for current trends. Credit card and other retail loans 90 days or more past due are generally not placed on nonaccrual status because of the relatively short period of time to charge-off and, therefore, are excluded from nonperforming loans and measures that include nonperforming loans as part of the calculation.

**TABLE 18** Summary of Allowance for Credit Losses

(Dollars in Millions)	2018	2017	2016	2015	2014
Balance at beginning of year	\$4,417	\$4,357	\$4,306	\$4,375	\$4,537
<b>Charge-Offs</b>					
<b>Commercial</b>					
Commercial	328	387	388	289	278
Lease financing	22	27	29	25	27
Total commercial	350	414	417	314	305
<b>Commercial real estate</b>					
Commercial mortgages	6	28	12	20	21
Construction and development	3	2	10	2	15
Total commercial real estate	9	30	22	22	36
Residential mortgages	48	65	85	135	216
Credit card	970	887	759	726	725
<b>Other retail</b>					
Retail leasing	21	16	9	8	6
Home equity and second mortgages	25	31	40	73	121
Other	337	308	283	238	257
Total other retail	383	355	332	319	384
Covered loans(a)	—	—	—	—	13
Total charge-offs	1,760	1,751	1,615	1,516	1,679
<b>Recoveries</b>					
<b>Commercial</b>					
Commercial	91	140	81	84	92
Lease financing	8	10	11	11	18
Total commercial	99	150	92	95	110
<b>Commercial real estate</b>					
Commercial mortgages	23	20	16	15	30
Construction and development	5	10	19	35	19
Total commercial real estate	28	30	35	50	49
Residential mortgages	31	28	25	26	21
Credit card	124	101	83	75	67
<b>Other retail</b>					
Retail leasing	9	6	4	3	4
Home equity and second mortgages	28	36	39	35	26
Other	87	70	68	60	66
Total other retail	124	112	111	98	96
Covered loans(a)	—	—	—	—	2
Total recoveries	406	421	346	344	345
<b>Net Charge-Offs</b>					
<b>Commercial</b>					
Commercial	237	247	307	205	186
Lease financing	14	17	18	14	9
Total commercial	251	264	325	219	195
<b>Commercial real estate</b>					
Commercial mortgages	(17)	8	(4)	5	(9)
Construction and development	(2)	(8)	(9)	(33)	(4)
Total commercial real estate	(19)	—	(13)	(28)	(13)
Residential mortgages	17	37	60	109	195
Credit card	846	786	676	651	658
<b>Other retail</b>					
Retail leasing	12	10	5	5	2
Home equity and second mortgages	(3)	(5)	1	38	95
Other	250	238	215	178	191
Total other retail	259	243	221	221	288
Covered loans(a)	—	—	—	—	11
Total net charge-offs	1,354	1,330	1,269	1,172	1,334
Provision for credit losses	1,379	1,390	1,324	1,132	1,229
Other changes(b)	(1)	—	(4)	(29)	(57)
Balance at end of year	\$4,441	\$4,417	\$4,357	\$4,306	\$4,375
<b>Components</b>					
Allowance for loan losses	\$3,973	\$3,925	\$3,813	\$3,863	\$4,039
Liability for unfunded credit commitments	468	492	544	443	336
Total allowance for credit losses	\$4,441	\$4,417	\$4,357	\$4,306	\$4,375
<b>Allowance for Credit Losses as a Percentage of</b>					
Period-end loans	1.55%	1.58%	1.59%	1.65%	1.77%
Nonperforming loans	544	438	318	361	298
Nonperforming and accruing loans 90 days or more past due	317	256	204	213	181
Nonperforming assets	449	368	272	283	242
Net charge-offs	328	332	343	367	328

(a) Relates to covered loan charge-offs and recoveries not reimbursable by the FDIC.

(b) Includes net changes in credit losses to be reimbursed by the FDIC and reductions in the allowance for covered loans where the reversal of a previously recorded allowance was offset by an associated decrease in the indemnification asset, and the impact of any loan sales.

**TABLE 19** Elements of the Allowance for Credit Losses

At December 31 (Dollars in Millions)	Allowance Amount					Allowance as a Percent of Loans				
	2018	2017	2016	2015	2014	2018	2017	2016	2015	2014
<b>Commercial</b>										
Commercial	\$1,388	\$1,298	\$1,376	\$1,231	\$1,094	1.43%	1.41%	1.56%	1.48%	1.46%
Lease financing	66	74	74	56	52	1.18	1.32	1.36	1.06	.97
Total commercial	1,454	1,372	1,450	1,287	1,146	1.42	1.41	1.55	1.46	1.43
<b>Commercial Real Estate</b>										
Commercial mortgages	269	295	282	285	479	.94	1.00	.89	.90	1.44
Construction and development	531	536	530	439	247	4.85	4.83	4.61	4.24	2.62
Total commercial real estate	800	831	812	724	726	2.02	2.05	1.88	1.72	1.70
<b>Residential Mortgages</b>	455	449	510	631	787	.70	.75	.89	1.18	1.52
<b>Credit Card</b>	1,102	1,056	934	883	880	4.72	4.76	4.29	4.20	4.75
<b>Other Retail</b>										
Retail leasing	25	21	11	12	14	.29	.26	.17	.23	.24
Home equity and second mortgages	265	298	300	448	470	1.64	1.83	1.83	2.73	2.95
Other	340	359	306	283	287	1.07	1.09	.98	.96	1.04
Total other retail	630	678	617	743	771	1.12	1.18	1.15	1.45	1.57
<b>Covered Loans</b>	–	31	34	38	65	–	.99	.89	.83	1.23
<b>Total allowance</b>	<b>\$4,441</b>	<b>\$4,417</b>	<b>\$4,357</b>	<b>\$4,306</b>	<b>\$4,375</b>	<b>1.55%</b>	<b>1.58%</b>	<b>1.59%</b>	<b>1.65%</b>	<b>1.77%</b>

When evaluating the appropriateness of the allowance for credit losses for any loans and lines in a junior lien position, the Company considers the delinquency and modification status of the first lien. At December 31, 2018, the Company serviced the first lien on 41 percent of the home equity loans and lines in a junior lien position. The Company also considers information received from its primary regulator on the status of the first liens that are serviced by other large servicers in the industry and the status of first lien mortgage accounts reported on customer credit bureau files. Regardless of whether or not the Company services the first lien, an assessment is made of economic conditions, problem loans, recent loss experience and other factors in determining the allowance for credit losses. Based on the available information, the Company estimated \$274 million or 1.7 percent of its total home equity portfolio at December 31, 2018, represented non-delinquent junior liens where the first lien was delinquent or modified.

The Company uses historical loss experience on the loans and lines in a junior lien position where the first lien is serviced by the Company, or can be identified in credit bureau data, to establish loss estimates for junior lien loans and lines the Company services that are current, but the first lien is delinquent or modified. Historically, the number of junior lien defaults has been a small percentage of the total portfolio (approximately 1 percent annually), while the long-term average loss rate on loans that default has been approximately 90 percent. In addition, the Company obtains updated credit scores on its home equity portfolio each quarter, and in some cases more frequently, and uses this information to qualitatively supplement its loss estimation methods. Credit score distributions for the portfolio are monitored monthly and any changes in the distribution are one of

the factors considered in assessing the Company's loss estimates. In its evaluation of the allowance for credit losses, the Company also considers the increased risk of loss associated with home equity lines that are contractually scheduled to convert from a revolving status to a fully amortizing payment and with residential lines and loans that have a balloon payoff provision.

The allowance established for consumer lending segment loans was \$2.2 billion at December 31, 2018, unchanged from December 31, 2017, reflecting overall portfolio growth, along with the continued maturing of vintages within the credit card portfolio, offset by continued improvement in housing market conditions.

In addition, the evaluation of the appropriate allowance for credit losses on purchased non-impaired loans acquired after January 1, 2009, in the various loan segments considers credit discounts recorded as a part of the initial determination of the fair value of the loans. For these loans, no allowance for credit losses is recorded at the purchase date. Credit discounts representing the principal losses expected over the life of the loans are a component of the initial fair value. Subsequent to the purchase date, the methods utilized to estimate the required allowance for credit losses for these loans is similar to originated loans; however, the Company records a provision for credit losses only when the required allowance exceeds any remaining credit discounts.

The evaluation of the appropriate allowance for credit losses for purchased impaired loans in the various loan segments considers the expected cash flows to be collected from the borrower. These loans are initially recorded at fair value and, therefore, no allowance for credit losses is recorded at the purchase date.

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## [Table of Contents](#)

Subsequent to the purchase date, the expected cash flows of purchased loans are subject to evaluation. Decreases in expected cash flows are recognized by recording an allowance for credit losses. If the expected cash flows on the purchased loans increase such that a previously recorded impairment allowance can be reversed, the Company records a reduction in the allowance. Increases in expected cash flows of purchased loans, when there are no reversals of previous impairment allowances, are recognized over the remaining life of the loans. Refer to Note 1 of the Notes to Consolidated Financial Statements, for more information.

The Company's methodology for determining the appropriate allowance for credit losses for both loan segments also considers the imprecision inherent in the methodologies used. As a result, in addition to the amounts determined under the methodologies described above, management also considers the potential impact of other qualitative factors which include, but are not limited to, the following: economic factors; geographic and other concentration risks; delinquency and nonaccrual trends; current business conditions; changes in lending policy, underwriting standards and other relevant business practices; results of internal review; and the regulatory environment. The consideration of these items results in adjustments to allowance amounts included in the Company's allowance for credit losses for both loan segments. Table 19 shows the amount of the allowance for credit losses by loan class and underlying portfolio category.

Although the Company determines the amount of each element of the allowance separately and considers this process to be an important credit management tool, the entire allowance for credit losses is available for the entire loan portfolio. The actual amount of losses incurred can vary significantly from the estimated amounts.

**Residual Value Risk Management** The Company manages its risk to changes in the residual value of leased vehicles, office and business equipment, and other assets through disciplined residual valuation setting at the inception of a lease, diversification of its leased assets, regular residual asset valuation reviews and monitoring of residual value gains or losses upon the disposition of assets. Lease originations are subject to the same well-defined underwriting standards referred to in the "Credit Risk Management" section, which includes an evaluation of the residual value risk. Retail lease residual value risk is mitigated further by effective end-of-term marketing of off-lease vehicles.

Included in the retail leasing portfolio was approximately \$6.6 billion of retail leasing residuals at December 31, 2018, compared with \$5.9 billion at December 31, 2017. The Company monitors concentrations of leases by manufacturer and vehicle type. As of December 31, 2018, vehicle lease residuals related to sport utility vehicles were 50.1 percent of the portfolio, while truck and auto classes represented approximately 21.7 percent and 15.4 percent of the portfolio, respectively. At year-end 2018, the individual vehicle model with the largest residual value outstanding represented 11.8 percent of the aggregate residual

value of all vehicles in the portfolio. This risk is generally mitigated by collateral, as well as residual value guarantees provided by the manufacturer in certain circumstances. At December 31, 2018, the weighted-average origination term of the portfolio was 40 months, unchanged from December 31, 2017. At December 31, 2018, the commercial leasing portfolio had \$495 million of residuals, compared with \$510 million at December 31, 2017. At year-end 2018, lease residuals related to business and office equipment represented 32.8 percent of the total residual portfolio, while trucks and other transportation equipment represented 28.7 percent.

**Operational Risk Management** Operational risk is the risk of loss resulting from inadequate or failed internal processes, people, or systems, or from external events, including the risk of loss resulting from fraud, litigation and breaches in data security. The Company operates in many different businesses in diverse markets and relies on the ability of its employees and systems to process a high number of transactions. Operational risk is inherent in all business activities, and the management of this risk is important to the achievement of the Company's objectives. Business lines have direct and primary responsibility and accountability for identifying, controlling, and monitoring operational risks embedded in their business activities. The Company maintains a system of controls with the objective of providing proper transaction authorization and execution, proper system operations, proper oversight of third parties with whom it does business, safeguarding of assets from misuse or theft, and ensuring the reliability and security of financial and other data.

Business continuation and disaster recovery planning is also critical to effectively managing operational risks. Each business unit of the Company is required to develop, maintain and test these plans at least annually to ensure that recovery activities, if needed, can support mission critical functions, including technology, networks and data centers supporting customer applications and business operations.

While the Company believes it has designed effective processes to minimize operational risks, there is no absolute assurance that business disruption or operational losses would not occur from an external event or internal control breakdown. On an ongoing basis, management makes process changes and investments to enhance its systems of internal controls and business continuity and disaster recovery plans.

In the past, the Company has experienced attack attempts on its computer systems, including various denial-of-service attacks on customer-facing websites. The Company has not experienced any material losses relating to these attempts, as a result of its controls, processes and systems to protect its networks, computers, software and data from attack, damage or unauthorized access. However, attack attempts on the Company's computer systems are increasing, and the Company continues to develop and enhance its controls and processes to protect against these attempts.

## Table of Contents

**Compliance Risk Management** The Company may suffer legal or regulatory sanctions, material financial loss, or damage to its reputation through failure to comply with laws, regulations, rules, standards of good practice, and codes of conduct, including those related to compliance with Bank Secrecy Act/anti-money laundering requirements, sanctions compliance requirements as administered by the Office of Foreign Assets Control, consumer protection and other requirements. The Company has controls and processes in place for the assessment, identification, monitoring, management and reporting of compliance risks and issues. In addition, the significant increase in regulation and regulatory oversight initiatives over the past several years has increased the importance of the Company's compliance risk management activities. Refer to "Supervision and Regulation" in the Company's Annual Report on Form 10-K for further discussion of the regulatory framework applicable to bank holding companies and their subsidiaries, and the recent substantial changes to that regulation.

**Interest Rate Risk Management** In the banking industry, changes in interest rates are a significant risk that can impact earnings, market valuations and the safety and soundness of an entity. To manage the impact on net interest income and the market value of assets and liabilities, the Company manages its exposure to changes in interest rates through asset and liability management activities within guidelines established by its Asset Liability Committee ("ALCO") and approved by the Board of Directors. The ALCO has the responsibility for approving and ensuring compliance with the ALCO management policies, including interest rate risk exposure. The Company uses net interest income simulation analysis and market value of equity modeling for measuring and analyzing consolidated interest rate risk. The Company has established policy limits within which it manages the overall interest rate risk profile, and at December 31, 2018 and 2017, the Company was within those limits.

**Net Interest Income Simulation Analysis** One of the primary tools used to measure interest rate risk and the effect of interest

rate changes on net interest income is simulation analysis. The monthly analysis incorporates substantially all of the Company's assets and liabilities and off-balance sheet instruments, together with forecasted changes in the balance sheet and assumptions that reflect the current interest rate environment. Through this simulation, management estimates the impact on net interest income of a 200 basis point ("bps") upward or downward gradual change of market interest rates over a one-year period. The simulation also estimates the effect of immediate and sustained parallel shifts in the yield curve of 50 bps as well as the effect of immediate and sustained flattening or steepening of the yield curve. This simulation includes assumptions about how the balance sheet is likely to be affected by changes in loan and deposit growth. Assumptions are made to project interest rates for new loans and deposits based on historical analysis, management's outlook and re-pricing strategies. These assumptions are reviewed and validated on a periodic basis with sensitivity analysis being provided for key variables of the simulation. The results are reviewed monthly by the ALCO and are used to guide asset/liability management strategies.

The Company manages its interest rate risk position by holding assets with desired interest rate risk characteristics on its balance sheet, implementing certain pricing strategies for loans and deposits and selecting derivatives and various funding and investment portfolio strategies.

Table 20 summarizes the projected impact to net interest income over the next 12 months of various potential interest rate changes. The sensitivity of the projected impact to net interest income over the next 12 months is dependent on balance sheet growth, product mix, deposit behavior, pricing and funding decisions. While the Company utilizes assumptions based on historical information and expected behaviors, actual outcomes could vary significantly. For example, if deposit outflows are more limited (stable) than the assumptions the Company used in preparing Table 20, the projected impact to net interest income would increase to 1.58 percent in the "Up 50 bps" and 3.62 percent in the "Up 200 bps" scenarios.

**TABLE 20** Sensitivity of Net Interest Income

	December 31, 2018				December 31, 2017			
	Down 50 bps Immediate	Up 50 bps Immediate	Down 200 bps Gradual	Up 200 bps Gradual	Down 50 bps Immediate	Up 50 bps Immediate	Down 200 bps Gradual	Up 200 bps Gradual
Net interest income	(1.43)%	1.02%	(3.90)%	1.45%	(2.07)%	1.13%	*	1.72%

\* Given the level of interest rates, downward rate scenario is not computed.

## Table of Contents

**Market Value of Equity Modeling** The Company also manages interest rate sensitivity by utilizing market value of equity modeling, which measures the degree to which the market values of the Company's assets and liabilities and off-balance sheet instruments will change given a change in interest rates. The valuation analysis is dependent upon certain key assumptions about the nature of assets and liabilities with non-contractual maturities. Management estimates the average life and rate characteristics of asset and liability accounts based upon historical analysis and management's expectation of rate behavior. Retail and wholesale loan prepayment assumptions are based on several key factors, including but not limited to, age, loan term, product type, seasonality and underlying contractual rates, as well as macroeconomic factors including unemployment rates, housing price indices, geography, interest rates and commercial real estate price indices. These factors are updated regularly based on historical experience and forward market expectations. The balance and pricing assumptions of deposits that have no stated maturity are based on historical performance, the competitive environment, customer behavior, and product mix. These assumptions are validated on a periodic basis. A sensitivity analysis of key variables of the valuation analysis is provided to the ALCO monthly and is used to guide asset/liability management strategies.

Management measures the impact of changes in market interest rates under a number of scenarios, including immediate and sustained parallel shifts, and flattening or steepening of the yield curve. A 200 bps increase would have resulted in a 2.3 percent decrease in the market value of equity at December 31, 2018, compared with a 3.1 percent decrease at December 31, 2017. A 200 bps decrease would have resulted in a 7.3 percent decrease in the market value of equity at December 31, 2018, compared with an 8.0 percent decrease at December 31, 2017.

**Use of Derivatives to Manage Interest Rate and Other Risks** To manage the sensitivity of earnings and capital to interest rate, prepayment, credit, price and foreign currency fluctuations (asset and liability management positions), the Company enters into derivative transactions. The Company uses derivatives for asset and liability management purposes primarily in the following ways:

- To convert fixed-rate debt from fixed-rate payments to floating-rate payments;
- To convert the cash flows associated with floating-rate debt from floating-rate payments to fixed-rate payments;
- To mitigate changes in value of the Company's unfunded mortgage loan commitments, funded MLHFS and MSR's;
- To mitigate remeasurement volatility of foreign currency denominated balances; and
- To mitigate the volatility of the Company's net investment in foreign operations driven by fluctuations in foreign currency exchange rates.

The Company may enter into derivative contracts that are either exchange-traded, centrally cleared through clearinghouses or over-the-counter. In addition, the Company enters into interest

rate and foreign exchange derivative contracts to support the business requirements of its customers (customer-related positions). The Company minimizes the market and liquidity risks of customer-related positions by either entering into similar offsetting positions with broker-dealers, or on a portfolio basis by entering into other derivative or non-derivative financial instruments that partially or fully offset the exposure from these customer-related positions. The Company does not utilize derivatives for speculative purposes.

The Company does not designate all of the derivatives that it enters into for risk management purposes as accounting hedges because of the inefficiency of applying the accounting requirements and may instead elect fair value accounting for the related hedged items. In particular, the Company enters into interest rate swaps, swaptions, forward commitments to buy to-be-announced securities ("TBAs"), U.S. Treasury and Eurodollar futures and options on U.S. Treasury futures to mitigate fluctuations in the value of its MSR's, but does not designate those derivatives as accounting hedges. The estimated net sensitivity to changes in interest rates of the fair value of the MSR's and the related derivative instruments at December 31, 2018, to an immediate 25, 50 and 100 bps downward movement in interest rates would be a decrease of approximately \$1 million, \$8 million and \$46 million, respectively. An immediate upward movement in interest rates at December 31, 2018, of 25, 50 and 100 bps would result in a decrease of approximately \$2 million, \$6 million and \$26 million, in the fair value of the MSR's and related derivative instruments, respectively. Refer to Note 9 of the Notes to Consolidated Financial Statements for additional information regarding MSR's.

Additionally, the Company uses forward commitments to sell TBAs and other commitments to sell residential mortgage loans at specified prices to economically hedge the interest rate risk in its residential mortgage loan production activities. At December 31, 2018, the Company had \$2.3 billion of forward commitments to sell, hedging \$1.2 billion of MLHFS and \$1.5 billion of unfunded mortgage loan commitments. The forward commitments to sell and the unfunded mortgage loan commitments on loans intended to be sold are considered derivatives under the accounting guidance related to accounting for derivative instruments and hedging activities. The Company has elected the fair value option for the MLHFS.

Derivatives are subject to credit risk associated with counterparties to the contracts. Credit risk associated with derivatives is measured by the Company based on the probability of counterparty default. The Company manages the credit risk of its derivative positions by diversifying its positions among various counterparties, by entering into master netting arrangements, and, where possible, by requiring collateral arrangements. The Company may also transfer counterparty credit risk related to interest rate swaps to third parties through the use of risk participation agreements. In addition, certain interest rate swaps, interest rate forwards and credit contracts are required to be centrally cleared through clearinghouses to further mitigate counterparty credit risk.

## Table of Contents

For additional information on derivatives and hedging activities, refer to Notes 19 and 20 in the Notes to Consolidated Financial Statements..

**Market Risk Management** In addition to interest rate risk, the Company is exposed to other forms of market risk, principally related to trading activities which support customers' strategies to manage their own foreign currency, interest rate risk and funding activities. For purposes of its internal capital adequacy assessment process, the Company considers risk arising from its trading activities, as well as the remeasurement volatility of foreign currency denominated balances included on its Consolidated Balance Sheet (collectively, "Covered Positions"), employing methodologies consistent with the requirements of regulatory rules for market risk. The Company's Market Risk Committee ("MRC"), within the framework of the ALCO, oversees market risk management. The MRC monitors and reviews the Company's Covered Positions and establishes policies for market risk management, including exposure limits for each portfolio. The Company uses a VaR approach to measure general market risk. Theoretically, VaR represents the statistical risk of loss the Company has to adverse market movements over a one-day time horizon. The Company uses the Historical Simulation method to calculate VaR for its Covered Positions measured at the ninety-ninth percentile using a one-year look-back period for distributions derived from past market data. The market factors used in the calculations include those pertinent to market risks inherent in the underlying trading portfolios, principally those that affect the Company's corporate bond trading business, foreign currency transaction business, client derivatives business, loan trading business and municipal securities business, as well as those inherent in the Company's foreign denominated balances and the derivatives used to mitigate the related remeasurement volatility. On average, the Company expects the one-day VaR to be exceeded by actual losses two to three times per year related to these positions. The Company monitors the effectiveness of its risk programs by back-testing the performance of its VaR models, regularly updating the historical data used by the VaR models and stress testing. If the Company were to experience market losses in excess of the estimated VaR more often than expected, the VaR models and associated assumptions would be analyzed and adjusted.

The average, high, low and period-end one-day VaR amounts for the Company's Covered Positions were as follows:

Year Ended December 31 (Dollars in Millions)	2018	2017
Average	\$ 1	\$ 1
High	1	2
Low	1	1
Period-end	1	1

The Company did not experience any actual losses for its combined Covered Positions that exceeded VaR during 2018 and 2017. The Company stress tests its market risk measurements to provide management with perspectives on market events that may not be captured by its VaR models, including worst case historical market movement combinations that have not necessarily occurred on the same date.

The Company calculates Stressed VaR using the same underlying methodology and model as VaR, except that a historical continuous one-year look-back period is utilized that reflects a period of significant financial stress appropriate to the Company's Covered Positions. The period selected by the Company includes the significant market volatility of the last four months of 2008.

The average, high, low and period-end one-day Stressed VaR amounts for the Company's Covered Positions were as follows:

Year Ended December 31 (Dollars in Millions)	2018	2017
Average	\$ 5	\$ 4
High	8	6
Low	2	2
Period-end	6	4

Valuations of positions in client derivatives and foreign currency activities are based on discounted cash flow or other valuation techniques using market-based assumptions. These valuations are compared to third party quotes or other market prices to determine if there are significant variances. Significant variances are approved by senior management in the Company's corporate functions. Valuation of positions in the corporate bond trading, loan trading and municipal securities businesses are based on trader marks. These trader marks are evaluated against third party prices, with significant variances approved by senior management in the Company's corporate functions.

The Company also measures the market risk of its hedging activities related to residential MLHFS and MSRs using the Historical Simulation method. The VaRs are measured at the ninety-ninth percentile and employ factors pertinent to the market risks inherent in the valuation of the assets and hedges. The Company monitors the effectiveness of the models through back-testing, updating the data and regular validations. A three-year look-back period is used to obtain past market data for the models.

## Table of Contents

The average, high and low VaR amounts for the residential MLHFS and related hedges and the MSRs and related hedges were as follows:

Year Ended December 31 (Dollars in Millions)	2018	2017
<b>Residential Mortgage Loans Held For Sale and Related Hedges</b>		
Average	\$ 1	\$ –
High	2	2
Low	–	–
<b>Mortgage Servicing Rights and Related Hedges</b>		
Average	\$ 5	\$ 7
High	7	10
Low	4	6

**Liquidity Risk Management** The Company's liquidity risk management process is designed to identify, measure, and manage the Company's funding and liquidity risk to meet its daily funding needs and to address expected and unexpected changes in its funding requirements. The Company engages in various activities to manage its liquidity risk. These activities include diversifying its funding sources, stress testing, and holding readily-marketable assets which can be used as a source of liquidity if needed. In addition, the Company's profitable operations, sound credit quality and strong capital position have enabled it to develop a large and reliable base of core deposit funding within its market areas and in domestic and global capital markets.

The Company's Board of Directors approves the Company's liquidity policy. The Risk Management Committee of the Company's Board of Directors oversees the Company's liquidity risk management process and approves a contingency funding plan. The ALCO reviews the Company's liquidity policy and limits, and regularly assesses the Company's ability to meet funding requirements arising from adverse company-specific or market events.

The Company's liquidity policy requires it to maintain diversified wholesale funding sources to avoid maturity, entity and market concentrations. The Company operates a Cayman Islands branch for issuing Eurodollar time deposits. In addition, the Company has relationships with dealers to issue national market retail and institutional savings certificates and short-term and medium-term notes. The Company also maintains a significant correspondent banking network and relationships. Accordingly, the Company has access to national federal funds, funding through repurchase agreements and sources of stable certificates of deposit and commercial paper.

The Company regularly projects its funding needs under various stress scenarios and maintains a contingency funding plan consistent with the Company's access to diversified sources of contingent funding. The Company maintains a substantial level of total available liquidity in the form of on-balance sheet and off-balance sheet funding sources. These liquidity sources include cash at the Federal Reserve Bank and certain European central banks, unencumbered liquid assets, and capacity to borrow from the FHLB and at the Federal Reserve Bank's Discount Window.

Unencumbered liquid assets in the Company's available-for-sale and held-to-maturity investment portfolios provide asset liquidity through the Company's ability to sell the securities or pledge and borrow against them. At December 31, 2018, the fair value of unencumbered available-for-sale and held-to-maturity investment securities totaled \$100.2 billion, compared with \$100.3 billion at December 31, 2017. Refer to Table 13 and "Balance Sheet Analysis" for further information on investment securities maturities and trends. Asset liquidity is further enhanced by the Company's practice of pledging loans to access secured borrowing facilities through the FHLB and Federal Reserve Bank. At December 31, 2018, the Company could have borrowed an additional \$98.8 billion from the FHLB and Federal Reserve Bank based on collateral available for additional borrowings.

The Company's diversified deposit base provides a sizeable source of relatively stable and low-cost funding, while reducing the Company's reliance on the wholesale markets. Total deposits were \$345.5 billion at December 31, 2018, compared with \$347.2 billion at December 31, 2017. Refer to Table 14 and "Balance Sheet Analysis" for further information on the Company's deposits.

Additional funding is provided by long-term debt and short-term borrowings. Long-term debt was \$41.3 billion at December 31, 2018, and is an important funding source because of its multi-year borrowing structure. Refer to Note 13 of the Notes to Consolidated Financial Statements for information on the terms and maturities of the Company's long-term debt issuances and "Balance Sheet Analysis" for discussion on long-term debt trends. Short-term borrowings were \$14.1 billion at December 31, 2018, and supplement the Company's other funding sources. Refer to Note 12 of the Notes to Consolidated Financial Statements and "Balance Sheet Analysis" for information on the terms and trends of the Company's short-term borrowings.

The Company's ability to raise negotiated funding at competitive prices is influenced by rating agencies' views of the Company's credit quality, liquidity, capital and earnings. Table 21 details the rating agencies' most recent assessments.

In addition to assessing liquidity risk on a consolidated basis, the Company monitors the parent company's liquidity. The parent company's routine funding requirements consist primarily of operating expenses, dividends paid to shareholders, debt service, repurchases of common stock and funds used for acquisitions. The parent company obtains funding to meet its obligations from dividends collected from its subsidiaries and the issuance of debt and capital securities. The Company establishes limits for the minimal number of months into the future where the parent company can meet existing and forecasted obligations with cash and securities held that can be readily monetized. The Company measures and manages this limit in both normal and adverse conditions. The Company maintains sufficient funding to meet expected capital and debt service obligations for 24 months without the support of dividends from subsidiaries and assuming access to the wholesale markets is maintained. The Company maintains sufficient liquidity to meet expected capital and debt

**TABLE 21** Debt Ratings

	Moody's	Standard & Poor's	Fitch	Dominion Bond Rating Service
<b>U.S. Bancorp</b>				
Long-term issuer rating	A1	A+	AA-	AA
Short-term issuer rating		A-1	F1+	R-1 (middle)
Senior unsecured debt	A1	A+	AA-	AA
Subordinated debt	A1	A-	A+	AA (low)
Junior subordinated debt	A2	BBB		AA (low)
Preferred stock	A3	BBB	BBB	A
Commercial paper	P-1		F1+	
<b>U.S. Bank National Association</b>				
Long-term issuer rating	A1	AA-	AA-	AA (high)
Short-term issuer rating	P-1	A-1+	F1+	R-1 (high)
Long-term deposits	Aa1		AA	AA (high)
Short-term deposits	P-1		F1+	
Senior unsecured debt	A1	AA-	AA-	AA (high)
Subordinated debt	A1	A	A+	AA
Commercial paper	P-1	A-1+	F1+	
Counterparty risk assessment	Aa2(cr)/P-1(cr)			
Counterparty risk rating	Aa3/P-1			
Baseline credit assessment	aa3			

service obligations for 12 months under adverse conditions without the support of dividends from subsidiaries or access to the wholesale markets. The parent company is currently well in excess of required liquidity minimums.

Under United States Securities and Exchange Commission rules, the parent company is classified as a "well-known seasoned issuer," which allows it to file a registration statement that does not have a limit on issuance capacity. "Well-known seasoned issuers" generally include those companies with outstanding common securities with a market value of at least \$700 million held by non-affiliated parties or those companies that have issued at least \$1 billion in aggregate principal amount of non-convertible securities, other than common equity, in the last three years. However, the parent company's ability to issue debt and other securities under a registration statement filed with the United States Securities and Exchange Commission under these rules is limited by the debt issuance authority granted by the Company's Board of Directors and/or the ALCO policy.

At December 31, 2018, parent company long-term debt outstanding was \$16.3 billion, compared with \$15.8 billion at December 31, 2017. The increase was primarily due to the issuance of \$2.1 billion of medium-term notes, partially offset by \$1.5 billion of medium-term note maturities. As of December 31, 2018, there was \$1.5 billion of parent company debt scheduled to mature in 2019. Future debt maturities may be met through medium-term note and capital security issuances and dividends from subsidiaries, as well as from parent company cash and cash equivalents.

Dividend payments to the Company by its subsidiary bank are subject to regulatory review and statutory limitations and, in some instances, regulatory approval. In general, dividends to the parent company from its banking subsidiary are limited by rules which compare dividends to net income for regulatorily-defined periods.

For further information, see Note 23 of the Notes to Consolidated Financial Statements.

The Company is subject to a regulatory Liquidity Coverage Ratio ("LCR") requirement which requires banks to maintain an adequate level of unencumbered high quality liquid assets to meet estimated liquidity needs over a 30-day stressed period. At December 31, 2018, the Company was compliant with this requirement.

**European Exposures** The Company provides merchant processing and corporate trust services in Europe either directly or through banking affiliations in Europe. Operating cash for these businesses is deposited on a short-term basis typically with certain European central banks. For deposits placed at other European banks, exposure is mitigated by the Company placing deposits at multiple banks and managing the amounts on deposit at any bank based on institution-specific deposit limits. At December 31, 2018, the Company had an aggregate amount on deposit with European banks of approximately \$7.1 billion, predominately with the Central Bank of Ireland and Bank of England.

In addition, the Company provides financing to domestic multinational corporations that generate revenue from customers in European countries, transacts with various European banks as counterparties to certain derivative-related activities, and through a subsidiary, manages money market funds that hold certain investments in European sovereign debt. Any deterioration in economic conditions in Europe, including the potential negative impact resulting from the United Kingdom's upcoming withdrawal from the European Union, is unlikely to have a significant effect on the Company related to these activities.

**Off-Balance Sheet Arrangements** Off-balance sheet arrangements include any contractual arrangements to which an unconsolidated entity is a party, under which the Company has an obligation to provide credit or liquidity enhancements or

**TABLE 22** Contractual Obligations

At December 31, 2018 (Dollars in Millions)	Payments Due By Period				Total
	One Year or Less	Over One Through Three Years	Over Three Through Five Years	Over Five Years	
<b>Contractual Obligations(a)</b>					
Long-term debt(b)	\$ 8,080	\$ 13,126	\$ 6,086	\$14,048	\$41,340
Operating leases	291	491	348	482	1,612
Benefit obligations(c)	23	53	59	200	335
Time deposits	38,272	4,954	1,324	4	44,554
Contractual interest payments(d)	1,861	1,620	967	1,012	5,460
Equity investment commitments	1,839	877	29	65	2,810
Other(e)	233	37	21	108	399
<b>Total</b>	<b>\$50,599</b>	<b>\$ 21,158</b>	<b>\$ 8,834</b>	<b>\$15,919</b>	<b>\$96,510</b>

(a) Unrecognized tax positions of \$335 million at December 31, 2018, are excluded as the Company cannot make a reasonably reliable estimate of the period of cash settlement with the respective taxing authority.

(b) Includes obligations under capital leases.

(c) Amounts only include obligations related to the unfunded non-qualified pension plans.

(d) Includes accrued interest and future contractual interest obligations.

(e) Primarily includes purchase obligations for goods and services covered by noncancellable contracts including cancellation fees.

market risk support. Off-balance sheet arrangements also include any obligation related to a variable interest held in an unconsolidated entity that provides financing, liquidity, credit enhancement or market risk support. The Company has not utilized private label asset securitizations as a source of funding.

Commitments to extend credit are legally binding and generally have fixed expiration dates or other termination clauses. Many of the Company's commitments to extend credit expire without being drawn and, therefore, total commitment amounts do not necessarily represent future liquidity requirements or the Company's exposure to credit loss. Commitments to extend credit also include consumer credit lines that are cancelable upon notification to the consumer. Total contractual amounts of commitments to extend credit at December 31, 2018 were \$314.3 billion. The Company also issues and confirms various types of letters of credit, including standby and commercial. Total contractual amounts of letters of credit at December 31, 2018 were \$11.7 billion. For more information on the Company's commitments to extend credit and letters of credit, refer to Note 22 in the Notes to Consolidated Financial Statements.

The Company's off-balance sheet arrangements with unconsolidated entities primarily consist of private investment funds or partnerships that make equity investments, provide debt financing or support community-based investments in tax-advantaged projects. In addition to providing investment returns, these arrangements in many cases assist the Company in complying with requirements of the Community Reinvestment Act. The investments in these entities generate a return primarily through the realization of federal and state income tax credits and other tax benefits, such as tax deductions from operating losses of the investments, over specified time periods. The entities in which the Company invests are generally considered variable interest entities ("VIEs"). The Company's recorded net investment in these entities as of December 31, 2018 was approximately \$3.0 billion.

The Company also has non-controlling financial investments in private funds and partnerships considered VIEs. The Company's recorded investment in these entities was approximately \$27 million at December 31, 2018, and the Company had unfunded commitments to invest an additional \$25 million. For more information on the Company's interests in unconsolidated VIEs, refer to Note 7 in the Notes to Consolidated Financial Statements.

Guarantees are contingent commitments issued by the Company to customers or other third parties requiring the Company to perform if certain conditions exist or upon the occurrence or nonoccurrence of a specified event, such as a scheduled payment to be made under contract. The Company's primary guarantees include commitments from securities lending activities in which indemnifications are provided to customers; indemnification or buy-back provisions related to sales of loans and tax credit investments; and merchant charge-back guarantees through the Company's involvement in providing merchant processing services. For certain guarantees, the Company may have access to collateral to support the guarantee, or through the exercise of other recourse provisions, be able to offset some or all of any payments made under these guarantees.

The Company and certain of its subsidiaries, along with other Visa U.S.A. Inc. member banks, have a contingent guarantee obligation to indemnify Visa Inc. for potential losses arising from antitrust lawsuits challenging the practices of Visa U.S.A. Inc. and MasterCard International. The indemnification by the Company and other Visa U.S.A. Inc. member banks has no maximum amount. Refer to Note 22 in the Notes to Consolidated Financial Statements for further details regarding guarantees, other commitments, and contingent liabilities, including maximum potential future payments and current carrying amounts.

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## [Table of Contents](#)

**Capital Management** The Company is committed to managing capital to maintain strong protection for depositors and creditors and for maximum shareholder benefit. The Company continually assesses its business risks and capital position. The Company also manages its capital to exceed regulatory capital requirements for banking organizations. To achieve its capital goals, the Company employs a variety of capital management tools, including dividends, common share repurchases, and the issuance of subordinated debt, non-cumulative perpetual preferred stock, common stock and other capital instruments.

On September 18, 2018, the Company announced its Board of Directors had approved a 23 percent increase in the Company's dividend rate per common share, from \$0.30 per quarter to \$0.37 per quarter.

The Company repurchased approximately 54 million shares of its common stock in 2018, compared with approximately 50 million shares in 2017. The average price paid for the shares repurchased in 2018 was \$52.57 per share, compared with \$52.89 per share in 2017. As of December 31, 2018, the approximate dollar value of shares that may yet be purchased by the Company under the current share repurchase program approved by the Board of Directors was \$1.4 billion. For a more complete analysis of activities impacting shareholders' equity and capital management programs, refer to Note 14 of the Notes to Consolidated Financial Statements.

Total U.S. Bancorp shareholders' equity was \$51.0 billion at December 31, 2018, compared with \$49.0 billion at December 31, 2017. The increase was primarily the result of corporate earnings and a preferred stock issuance, partially offset by common share repurchases, dividends and changes in unrealized gains and losses on available-for-sale investment securities included in other comprehensive income (loss).

The regulatory capital requirements effective for the Company follow Basel III, which includes two comprehensive methodologies for calculating risk-weighted assets: a general standardized approach and more risk-sensitive advanced approaches, with the Company's capital adequacy being evaluated against the methodology that is most restrictive. Currently, the standardized approach is most restrictive. Beginning January 1, 2018, the regulatory capital requirements effective for the Company reflect the full implementation of Basel III. Prior to 2018, the Company's capital ratios reflected certain transitional adjustments. Under Basel III, banking regulators

define minimum capital requirements for banks and financial services holding companies. These requirements are expressed in the form of a minimum common equity tier 1 capital ratio, tier 1 capital ratio, total risk-based capital ratio, tier 1 leverage ratio and, for those banks calculating capital adequacy using advanced approaches, a tier 1 total leverage exposure, or supplementary leverage, ratio. The minimum required level for these ratios at December 31, 2018, was 6.375 percent, 7.875 percent, 9.875 percent, 4.0 percent, and 3.0 percent, respectively. The Company targets its regulatory capital levels, at both the bank and bank holding company level, to exceed the "well-capitalized" threshold for these ratios. At December 31, 2018, the minimum "well-capitalized" threshold for the common equity tier 1 capital ratio, tier 1 capital ratio, total risk-based capital ratio, tier 1 leverage ratio, and tier 1 total leverage exposure ratio was 6.5 percent, 8.0 percent, 10.0 percent, 5.0 percent, and 3.0 percent, respectively. The most recent notification from the Office of the Comptroller of the Currency categorized the Company's bank subsidiary as "well-capitalized" under the FDIC Improvement Act prompt corrective action provisions that are applicable to all banks. There are no conditions or events since that notification that management believes have changed the risk-based category of its covered subsidiary bank.

As an approved mortgage seller and servicer, U.S. Bank National Association, through its mortgage banking division, is required to maintain various levels of shareholder's equity, as specified by various agencies, including the United States Department of Housing and Urban Development, Government National Mortgage Association, Federal Home Loan Mortgage Corporation and the Federal National Mortgage Association. At December 31, 2018, U.S. Bank National Association met these requirements.

Table 23 provides a summary of statutory regulatory capital ratios in effect for the Company at December 31, 2018 and 2017.

The Company believes certain other capital ratios are useful in evaluating its capital adequacy. The Company's tangible common equity, as a percent of tangible assets and as a percent of risk-weighted assets calculated under the standardized approach, was 7.8 percent and 9.4 percent, respectively, at December 31, 2018, compared with 7.6 percent and 9.4 percent, respectively, at December 31, 2017.

**TABLE 23** Regulatory Capital Ratios

At December 31 (Dollars in Millions)	U.S. Bancorp		U.S. Bank National Association	
	2018	2017	2018	2017
<b>Basel III standardized approach:</b>				
Common equity tier 1 capital	\$ 34,724	\$ 34,369	\$ 38,318	\$ 37,586
Tier 1 capital	40,741	39,806	38,351	37,701
Total risk-based capital	48,178	47,503	45,960	45,466
Risk-weighted assets	381,661	367,771	374,299	361,973
Common equity tier 1 capital as a percent of risk-weighted assets	9.1%	9.3%	10.2%	10.4%
Tier 1 capital as a percent of risk-weighted assets	10.7	10.8	10.2	10.4
Total risk-based capital as a percent of risk-weighted assets	12.6	12.9	12.3	12.6
Tier 1 capital as a percent of adjusted quarterly average assets (leverage ratio)	9.0	8.9	8.6	8.6
<b>Basel III advanced approaches:</b>				
Common equity tier 1 capital	\$ 34,724	\$ 34,369	\$ 38,318	\$ 37,586
Tier 1 capital	40,741	39,806	38,351	37,701
Total risk-based capital	45,136	44,477	42,883	42,414
Risk-weighted assets	295,002	287,211	287,897	281,659
Common equity tier 1 capital as a percent of risk-weighted assets	11.8%	12.0%	13.3%	13.3%
Tier 1 capital as a percent of risk-weighted assets	13.8	13.9	13.3	13.4
Total risk-based capital as a percent of risk-weighted assets	15.3	15.5	14.9	15.1
Tier 1 capital as a percent of total on- and off-balance sheet leverage exposure (total leverage exposure ratio)	7.2		6.9	

Bank Regulatory Capital Requirements

	Minimum	Well-Capitalized
<b>2018</b>		
Common equity tier 1 capital as a percent of risk-weighted assets	6.375%	6.500%
Tier 1 capital as a percent of risk-weighted assets	7.875	8.000
Total risk-based capital as a percent of risk-weighted assets	9.875	10.000
Tier 1 capital as a percent of adjusted quarterly average assets (leverage ratio)	4.000	5.000
Tier 1 capital as a percent of total on- and off-balance sheet leverage exposure (total leverage exposure ratio)	3.000	3.000
<b>2017</b>		
Common equity tier 1 capital as a percent of risk-weighted assets	5.750%	6.500%
Tier 1 capital as a percent of risk-weighted assets	7.250	8.000
Total risk-based capital as a percent of risk-weighted assets	9.250	10.000
Tier 1 capital as a percent of adjusted quarterly average assets (leverage ratio)	4.000	5.000

**TABLE 24** Fourth Quarter Results

	Three Months Ended December 31,	
	2018	2017
(Dollars and Shares in Millions, Except Per Share Data)		
<b>Condensed Income Statement</b>		
Net interest income	\$3,303	\$3,175
Taxable-equivalent adjustment(a)	28	53
Net interest income (taxable-equivalent basis)(b)	3,331	3,228
Noninterest income	2,493	2,360
Securities gains (losses), net	5	10
Total net revenue	5,829	5,598
Noninterest expense	3,280	3,899
Provision for credit losses	368	335
Income before taxes	2,181	1,364
Income taxes and taxable-equivalent adjustment	319	(322)
Net income	1,862	1,686
Net (income) loss attributable to noncontrolling interests	(6)	(4)
Net income attributable to U.S. Bancorp	\$1,856	\$1,682
Net income applicable to U.S. Bancorp common shareholders	\$1,777	\$1,611
<b>Per Common Share</b>		
Earnings per share	\$ 1.10	\$ .97
Diluted earnings per share	\$ 1.10	\$ .97
Dividends declared per share	\$ .37	\$ .30
Average common shares outstanding	1,615	1,659
Average diluted common shares outstanding	1,618	1,664
<b>Financial Ratios</b>		
Return on average assets	1.59%	1.46%
Return on average common equity	15.8	14.7
Net interest margin (taxable-equivalent basis)(a)	3.15	3.11
Efficiency ratio(b)	56.3	69.8

(a) Based on federal income tax rates of 21 percent for 2018 and 35 percent for 2017, for those assets and liabilities whose income or expense is not included for federal income tax purposes.

(b) See Non-GAAP Financial Measures beginning on page 66.

## Fourth Quarter Summary

The Company reported net income attributable to U.S. Bancorp of \$1.9 billion for the fourth quarter of 2018, or \$1.10 per diluted common share, compared with \$1.7 billion, or \$0.97 per diluted common share, for the fourth quarter of 2017. Return on average assets and return on average common equity were 1.59 percent and 15.8 percent, respectively, for the fourth quarter of 2018, compared with 1.46 percent and 14.7 percent, respectively, for the fourth quarter of 2017. The results for the fourth quarter of 2018 included the impact of the gain from the sale of the Company's ATM servicing business and the sale of a majority of its covered loans, charges related to severance, certain asset impairments, the accrual for legal matters, and the favorable impact to deferred tax assets and liabilities related to changes in estimates from tax reform.

Total net revenue for the fourth quarter of 2018, was \$231 million (4.1 percent) higher than the fourth quarter of 2017, reflecting a 4.0 percent increase in net interest income and a 5.4 percent increase in noninterest income. The increase in net interest income from the fourth quarter of 2017 was mainly a result of the impact of rising interest rates on assets, earning

assets growth, and higher yields on the reinvestment of securities, partially offset by higher rates on deposits and funding mix changes. The noninterest income increase was driven by strong growth in payment services revenue and trust and investment management fees, along with higher other noninterest income, partially offset by decreases in mortgage banking revenue and ATM processing services revenue.

Noninterest expense in the fourth quarter of 2018 was \$619 million (15.9 percent) lower than the fourth quarter of 2017, reflecting a decrease in marketing and business development expense due to lower charitable contributions to the Company's foundation and a decrease in other noninterest expense driven by lower costs related to tax-advantaged projects, lower FDIC insurance expense, and a reduction in mortgage servicing costs, as well as the impact of the settlement of a regulatory matter recorded in the fourth quarter of 2017. Partially offsetting these decreases were increased compensation expense related to supporting business growth and compliance programs, merit increases, and variable compensation related to revenue growth, higher employee benefits expense, and higher technology and communications expense in support of business growth.

## Table of Contents

Fourth quarter 2018 net interest income, on a taxable-equivalent basis, was \$3.3 billion, compared with \$3.2 billion in the fourth quarter of 2017. The \$103 million (3.2 percent) increase was principally driven by the impact of rising interest rates, earning assets growth, and higher yields on securities, partially offset by higher rates on deposits and changes in funding mix, as well as the impact of tax reform which reduced the taxable-equivalent adjustment benefit related to tax exempt assets. Average earning assets were \$7.0 billion (1.7 percent) higher in the fourth quarter of 2018, compared with the fourth quarter of 2017, reflecting increases of \$3.9 billion (1.4 percent) in average loans and \$3.0 billion (18.0 percent) in average other earning assets. The net interest margin, on a taxable-equivalent basis, in the fourth quarter of 2018 was 3.15 percent, compared with 3.11 percent in the fourth quarter of 2017. The increase in net interest margin was primarily due to higher interest rates, partially offset by changes in deposit and funding mix, changes in loan mix, higher cash balances and the impact of tax reform.

Noninterest income in the fourth quarter of 2018 was \$2.5 billion, representing an increase of \$128 million (5.4 percent) over the fourth quarter of 2017. The increase reflected strong growth in payment services revenue and trust and investment management fees, along with an increase in other noninterest income. These increases were partially offset by lower mortgage banking revenue and ATM processing services revenue. The increase in payment services revenue reflected higher credit and debit card revenue of \$40 million (11.7 percent), corporate payment products revenue of \$15 million (10.1 percent), and merchant processing services revenue of \$15 million (4.0 percent), all driven by higher sales volumes. Trust and investment management fees increased \$15 million (3.8 percent) principally due to business growth. Other noninterest income increased \$105 million (51.2 percent) in the fourth quarter of 2018, compared with the same period of the prior year, reflecting the net impact in the fourth quarter of 2018 of the \$340 million gain from the sale of the Company's ATM servicing business and \$264 million of charges for asset impairments related to the sale of a majority of the Company's covered loans and certain other assets, as well as higher equity investment income. Mortgage banking revenue decreased \$31 million (15.3 percent) primarily due to lower mortgage production. Also, ATM processing services revenue decreased \$26 million (32.5 percent) due to the sale of the Company's ATM servicing business.

Noninterest expense in the fourth quarter of 2018 was \$3.3 billion, compared with \$3.9 billion in the same period of 2017, representing a decrease of \$619 million (15.9 percent). The decrease was primarily due to lower marketing and business development expense and other noninterest expense, partially offset by higher personnel costs and technology and communications expense. Marketing and business development expense decreased \$136 million (54.2 percent) primarily due to a large contribution made by the Company to the U.S. Bank Foundation in the prior year. Other noninterest expense decreased \$611 million (54.3 percent) in the fourth quarter of

2018, compared with the fourth quarter of 2017, primarily due to the recording of the accrual in the fourth quarter of the prior year for the settlement of a regulatory matter, lower costs related to tax-advantaged projects, lower FDIC assessment costs and a reduction in mortgage servicing costs. These decreases were partially offset by severance charges and an accrual for a legal matter both recorded in the fourth quarter of 2018. Compensation expense in the fourth quarter of 2018 increased \$69 million (4.6 percent) over the same period of the prior year, principally due to the impact of hiring to support business growth and compliance programs, merit increases, and higher variable compensation related to business production, partially offset by the special bonus awarded to certain eligible employees in the fourth quarter of 2017. Employee benefits expense increased \$17 million (5.8 percent), primarily driven by increased medical costs, while technology and communications expense increased \$18 million (7.6 percent) primarily due to technology investment initiatives in support of business growth.

The provision for credit losses for the fourth quarter of 2018 was \$368 million, an increase of \$33 million (9.9 percent) from the same period of 2017. The provision for credit losses was \$15 million higher than net charge-offs in the fourth quarter of 2018 and \$10 million higher than net charge-offs in the fourth quarter of 2017. The increase in the allowance for credit losses during the fourth quarter of 2018 reflected loan portfolio growth. Net charge-offs were \$353 million in the fourth quarter of 2018, compared with \$325 million in the fourth quarter of 2017. The net charge-off ratio was 0.49 percent in the fourth quarter of 2018, compared with 0.46 percent in the fourth quarter of 2017.

The provision for income taxes was \$291 million (an effective rate of 13.5 percent) for the fourth quarter of 2018, reflecting the favorable impact of deferred tax assets and liabilities adjustments related to tax reform legislation enacted in late 2017. The provision for income taxes for the fourth quarter of 2017 reflected the estimated \$910 million net tax benefit of the Company initially revaluing its deferred tax assets and liabilities due to tax reform, resulting in an effective tax benefit rate of 28.6 percent for the period.

## Line of Business Financial Review

The Company's major lines of business are Corporate and Commercial Banking, Consumer and Business Banking, Wealth Management and Investment Services, Payment Services, and Treasury and Corporate Support. These operating segments are components of the Company about which financial information is prepared and is evaluated regularly by management in deciding how to allocate resources and assess performance.

**Basis for Financial Presentation** Business line results are derived from the Company's business unit profitability reporting systems by specifically attributing managed balance sheet assets, deposits and other liabilities and their related income or expense. The allowance for credit losses and related provision expense are allocated to the lines of business based on the related loan balances managed. Goodwill and other intangible assets are

**TABLE 25** Line of Business Financial Performance

Year Ended December 31 (Dollars in Millions)	Corporate and Commercial Banking			Consumer and Business Banking		
	2018	2017	Percent Change	2018	2017	Percent Change
<b>Condensed Income Statement</b>						
Net interest income (taxable-equivalent basis)	\$ 2,938	\$ 2,905	1.1%	\$ 6,164	\$ 5,832	5.7%
Noninterest income	844	915	(7.8)	2,302	2,386	(3.5)
Securities gains (losses), net	—	(3)	*	—	—	—
Total net revenue	3,782	3,817	(.9)	8,466	8,218	3.0
Noninterest expense	1,578	1,552	1.7	5,217	5,056	3.2
Other intangibles	4	4	—	27	30	(10.0)
Total noninterest expense	1,582	1,556	1.7	5,244	5,086	3.1
Income before provision and income taxes	2,200	2,261	(2.7)	3,222	3,132	2.9
Provision for credit losses	65	(14)	*	232	337	(31.2)
Income before income taxes	2,135	2,275	(6.2)	2,990	2,795	7.0
Income taxes and taxable-equivalent adjustment	534	828	(35.5)	748	1,018	(26.5)
Net income	1,601	1,447	10.6	2,242	1,777	26.2
Net (income) loss attributable to noncontrolling interests	—	—	—	—	—	—
Net income attributable to U.S. Bancorp	\$ 1,601	\$ 1,447	10.6	\$ 2,242	\$ 1,777	26.2
<b>Average Balance Sheet</b>						
Commercial	\$ 75,010	\$ 73,483	2.1%	\$ 9,855	\$ 9,980	(1.3)%
Commercial real estate	18,869	20,452	(7.7)	16,272	16,702	(2.6)
Residential mortgages	6	6	—	58,549	55,939	4.7
Credit card	—	—	—	—	—	—
Other retail	1	—	*	53,990	53,199	1.5
Total loans, excluding covered loans	93,886	93,941	(.1)	138,666	135,820	2.1
Covered loans	—	—	—	2,169	3,445	(37.0)
Total loans	93,886	93,941	(.1)	140,835	139,265	1.1
Goodwill	1,647	1,647	—	3,605	3,632	(.7)
Other intangible assets	11	13	(15.4)	2,953	2,740	7.8
Assets	102,834	102,528	.3	155,290	153,815	1.0
Noninterest-bearing deposits	33,074	36,030	(8.2)	27,526	27,680	(.6)
Interest checking	10,046	9,950	1.0	50,135	47,231	6.1
Savings products	41,889	45,764	(8.5)	61,484	60,496	1.6
Time deposits	17,966	16,136	11.3	13,321	12,894	3.3
Total deposits	102,975	107,880	(4.5)	152,466	148,301	2.8
Total U.S. Bancorp shareholders' equity	10,465	9,870	6.0	11,816	11,133	6.1

\* Not meaningful

(a) Presented net of related rewards and rebate costs and certain partner payments of \$2.2 billion and \$2.0 billion for 2018 and 2017, respectively.

(b) Includes revenue generated from certain contracts with customers of \$7.4 billion and \$7.1 billion for 2018 and 2017, respectively.

[Table of Contents](#)

Wealth Management and Investment Services			Payment Services			Treasury and Corporate Support			Consolidated Company		
2018	2017	Percent Change	2018	2017	Percent Change	2018	2017	Percent Change	2018	2017	Percent Change
\$ 1,122	\$ 1,007	11.4%	\$ 2,445	\$ 2,403	1.7%	\$ 366	\$ 438	(16.4)%	\$ 13,035	\$ 12,585	3.6%
1,748	1,643	6.4	3,601(a)	3,368(a)	6.9	1,077	948	13.6	9,572(b)	9,260(b)	3.4
—	—	—	—	—	—	30	60	(50.0)	30	57	(47.4)
2,870	2,650	8.3	6,046	5,771	4.8	1,473	1,446	1.9	22,637	21,902	3.4
1,780	1,617	10.1	2,875	2,662	8.0	853	1,728	(50.6)	12,303	12,615	(2.5)
16	20	(20.0)	114	121	(5.8)	—	—	—	161	175	(8.0)
1,796	1,637	9.7	2,989	2,783	7.4	853	1,728	(50.6)	12,464	12,790	(2.5)
1,074	1,013	6.0	3,057	2,988	2.3	620	(282)	*	10,173	9,112	11.6
(2)	(1)	*	1,081	1,082	(.1)	3	(14)	*	1,379	1,390	(.8)
1,076	1,014	6.1	1,976	1,906	3.7	617	(268)	*	8,794	7,722	13.9
270	368	(26.6)	495	693	(28.6)	(377)	(1,438)	73.8	1,670	1,469	13.7
806	646	24.8	1,481	1,213	22.1	994	1,170	(15.0)	7,124	6,253	13.9
—	—	—	—	(13)	*	(28)	(22)	(27.3)	(28)	(35)	20.0
\$ 806	\$ 646	24.8	\$ 1,481	\$ 1,200	23.4	\$ 966	\$ 1,148	(15.9)	\$ 7,096	\$ 6,218	14.1
\$ 3,779	\$ 3,436	10.0%	\$ 9,026	\$ 8,082	11.7%	\$ 1,184	\$ 923	28.3%	\$ 98,854	\$ 95,904	3.1%
520	511	1.8	—	—	—	4,316	4,412	(2.2)	39,977	42,077	(5.0)
3,333	2,831	17.7	—	—	—	5	8	(37.5)	61,893	58,784	5.3
—	—	—	21,672	20,906	3.7	—	—	—	21,672	20,906	3.7
1,740	1,755	(.9)	404	459	(12.0)	1	3	(66.7)	56,136	55,416	1.3
9,372	8,533	9.8	31,102	29,447	5.6	5,506	5,346	3.0	278,532	273,087	2.0
—	—	—	—	—	—	—	5	*	2,169	3,450	(37.1)
9,372	8,533	9.8	31,102	29,447	5.6	5,506	5,351	2.9	280,701	276,537	1.5
1,618	1,617	.1	2,569	2,465	4.2	—	—	—	9,439	9,361	.8
63	81	(22.2)	406	400	1.5	—	—	—	3,433	3,234	6.2
12,445	11,750	5.9	36,916	35,009	5.4	149,529	145,480	2.8	457,014	448,582	1.9
14,011	14,846	(5.6)	1,099	1,037	6.0	2,486	2,340	6.2	78,196	81,933	(4.6)
9,929	10,729	(7.5)	—	—	—	44	43	2.3	70,154	67,953	3.2
42,223	42,978	(1.8)	107	102	4.9	742	529	40.3	146,445	149,869	(2.3)
3,858	4,008	(3.7)	3	2	50.0	3,519	719	*	38,667	33,759	14.5
70,021	72,561	(3.5)	1,209	1,141	6.0	6,791	3,631	87.0	333,462	333,514	—
2,475	2,421	2.2	6,629	6,275	5.6	19,006	19,398	(2.0)	50,391	49,097	2.6

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## Table of Contents

assigned to the lines of business based on the mix of business of an entity acquired by the Company. Within the Company, capital levels are evaluated and managed centrally; however, capital is allocated to the operating segments to support evaluation of business performance. Business lines are allocated capital on a risk-adjusted basis considering economic and regulatory capital requirements. Generally, the determination of the amount of capital allocated to each business line includes credit and operational capital allocations following a Basel III regulatory framework. Interest income and expense is determined based on the assets and liabilities managed by the business line. Because funding and asset liability management is a central function, funds transfer-pricing methodologies are utilized to allocate a cost of funds used or credit for funds provided to all business line assets and liabilities, respectively, using a matched funding concept. Also, each business unit is allocated the taxable-equivalent benefit of tax-exempt products. The residual effect on net interest income of asset/liability management activities is included in Treasury and Corporate Support. Noninterest income and expenses directly managed by each business line, including fees, service charges, salaries and benefits, and other direct revenues and costs are accounted for within each segment's financial results in a manner similar to the consolidated financial statements. Occupancy costs are allocated based on utilization of facilities by the lines of business. Generally, operating losses are charged to the line of business when the loss event is realized in a manner similar to a loan charge-off. Noninterest expenses incurred by centrally managed operations or business lines that directly support another business line's operations are charged to the applicable business line based on its utilization of those services, primarily measured by the volume of customer activities, number of employees or other relevant factors. These allocated expenses are reported as net shared services expense within noninterest expense. Certain activities that do not directly support the operations of the lines of business or for which the lines of business are not considered financially accountable in evaluating their performance are not charged to the lines of business. The income or expenses associated with these corporate activities is reported within the Treasury and Corporate Support line of business. Income taxes are assessed to each line of business at a standard tax rate with the residual tax expense or benefit to arrive at the consolidated effective tax rate included in Treasury and Corporate Support.

Designations, assignments and allocations change from time to time as management systems are enhanced, methods of evaluating performance or product lines change or business segments are realigned to better respond to the Company's diverse customer base. During 2018, certain organization and methodology changes were made and, accordingly, 2017 results were restated and presented on a comparable basis.

**Corporate and Commercial Banking** Corporate and Commercial Banking offers lending, equipment finance and small-ticket leasing, depository services, treasury management, capital markets services, international trade services and other financial services to middle market, large corporate, commercial real

estate, financial institution, non-profit and public sector clients. Corporate and Commercial Banking contributed \$1.6 billion of the Company's net income in 2018, or an increase of \$154 million (10.6 percent), compared with 2017.

Net revenue decreased \$35 million (0.9 percent) in 2018, compared with 2017. Net interest income, on a taxable-equivalent basis, increased \$33 million (1.1 percent) in 2018, compared with 2017, primarily due to the impact of rising rates on the margin benefit from deposits, partially offset by lower rates on loans, reflecting a competitive marketplace, and lower deposit balances. The decrease in noninterest-bearing deposit balances reflected customers deploying balances to support business growth, while lower interest-bearing deposits reflected balance sheet run-off related to the business merger of a larger financial services customer. Noninterest income decreased \$68 million (7.5 percent) in 2018, compared with 2017, primarily due to lower corporate bond underwriting fees and treasury management fees.

Noninterest expense increased \$26 million (1.7 percent) in 2018, compared with 2017, reflecting higher net shared services expense driven by technology development and investment in infrastructure, partially offset by lower FDIC insurance expense and lower variable compensation expense related to capital markets activities. The provision for credit losses increased \$79 million in 2018, compared with 2017, primarily due to an unfavorable change in the reserve allocation, partially offset by lower net charge-offs.

**Consumer and Business Banking** Consumer and Business Banking delivers products and services through banking offices, telephone servicing and sales, on-line services, direct mail, ATM processing and mobile devices. It encompasses community banking, metropolitan banking and indirect lending, as well as mortgage banking. Consumer and Business Banking contributed \$2.2 billion of the Company's net income in 2018, or an increase of \$465 million (26.2 percent), compared with 2017.

Net revenue increased \$248 million (3.0 percent) in 2018, compared with 2017. Net interest income, on a taxable-equivalent basis, increased \$332 million (5.7 percent) in 2018, compared with 2017, primarily due to the impact of rising rates on the margin benefit from deposits, along with growth in average loan and core deposit balances, partially offset by lower rates on loans. Noninterest income decreased \$84 million (3.5 percent) in 2018, compared with 2017, principally driven by lower mortgage banking revenue, in line with industry trends, primarily due to lower mortgage production, and a reduction in other noninterest income driven by lower end of term gains in retail leasing revenue due to lower vehicle sales. These decreases were partially offset by higher deposit service charges and ATM processing servicing revenue, reflecting higher transaction volumes.

Noninterest expense increased \$158 million (3.1 percent) in 2018, compared with 2017, primarily due to higher net shared services expense and higher personnel expense, reflecting the impact of investments supporting business growth and development as well as higher production related incentives. These increases were partially offset by lower mortgage banking costs. The provision for credit losses decreased \$105 million

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## [Table of Contents](#)

(31.2 percent) in 2018, compared with 2017, reflecting a favorable change in the reserve allocation as well as lower net charge-offs.

**Wealth Management and Investment Services** Wealth Management and Investment Services provides private banking, financial advisory services, investment management, retail brokerage services, insurance, trust, custody and fund servicing through four businesses: Wealth Management, Global Corporate Trust & Custody, U.S. Bancorp Asset Management and Fund Services. Wealth Management and Investment Services contributed \$806 million of the Company's net income in 2018, or an increase of \$160 million (24.8 percent), compared with 2017.

Net revenue increased \$220 million (8.3 percent) in 2018, compared with 2017. Net interest income, on a taxable-equivalent basis, increased \$115 million (11.4 percent) in 2018, compared with 2017, primarily due to the impact of rising rates on the margin benefit from deposits. Noninterest income increased \$105 million (6.4 percent) in 2018, compared with 2017, principally due to favorable market conditions for the majority of 2018, business growth and net asset inflows.

Noninterest expense increased \$159 million (9.7 percent) in 2018, compared with 2017, primarily due to increased net shared service expense and higher personnel expense driven by investments to support business growth, higher production related incentives and increased staffing to support business development.

**Payment Services** Payment Services includes consumer and business credit cards, stored-value cards, debit cards, corporate, government and purchasing card services, consumer lines of credit and merchant processing. Payment Services contributed \$1.5 billion of the Company's net income in 2018, or an increase of \$281 million (23.4 percent), compared with 2017.

Net revenue increased \$275 million (4.8 percent) in 2018, compared with 2017. Net interest income, on a taxable-equivalent basis, increased \$42 million (1.7 percent) in 2018, compared with 2017, primarily due to higher average loan volumes, partially offset by compression of loan rates in a rising rate environment. Noninterest income increased \$233 million (6.9 percent) in 2018, compared with 2017, primarily due to higher credit and debit card revenue, corporate payment products revenue and merchant processing services revenue, all driven by higher sales volumes.

Noninterest expense increased \$206 million (7.4 percent) in 2018, compared with 2017, principally due to higher net shared services expense and personnel expense driven by implementation costs of capital investments, higher production related incentives and increased staffing to support business development. The provision for credit losses was essentially

unchanged in 2018, compared with 2017, primarily due to higher net charge-offs, offset by a favorable change in the reserve allocation.

**Treasury and Corporate Support** Treasury and Corporate Support includes the Company's investment portfolios, funding, capital management, interest rate risk management, income taxes not allocated to the business lines, including most investments in tax-advantaged projects, and the residual aggregate of those expenses associated with corporate activities that are managed on a consolidated basis. Treasury and Corporate Support recorded net income of \$966 million in 2018, compared with \$1.1 billion in 2017.

Net revenue increased \$27 million (1.9 percent) in 2018, compared with 2017. Net interest income, on a taxable-equivalent basis, decreased \$72 million (16.4 percent) in 2018, compared with 2017, primarily due to higher funding costs and changes in funding mix, partially offset by growth in the investment portfolio. Noninterest income increased \$99 million (9.8 percent) in 2018, compared with 2017, reflecting the impacts of 2018 gains on the sales of the Company's ATM servicing business and student loans, partially offset by certain 2018 asset impairments, including the FDIC covered loans sold during 2018, as well as a decrease in gains recognized on the sale of investment securities.

Noninterest expense decreased \$875 million (50.6 percent) in 2018, compared with 2017, principally due to the net impact of the accrual for the settlement of a regulatory matter, the charitable contribution made to the U.S. Bank Foundation and the special bonus awarded to eligible employees all recorded in 2017, partially offset by severance charges and the accrual for legal matters recorded in 2018. Noninterest expense further decreased in 2018, compared with 2017, due to a favorable change in net shared services expense allocated to manage the business and lower costs related to tax advantaged projects. These decreases were partially offset by higher personnel expense driven by increased staffing, higher variable compensation, and technology development related to business development efforts. The provision for credit losses was \$17 million higher in 2018, compared with 2017, due to a higher net charge-offs, partially offset by a favorable change in the reserve allocation.

Income taxes are assessed to each line of business at a managerial tax rate of 25.0 percent starting in 2018 due to tax reform, compared with 36.4 percent in 2017. The residual tax expense or benefit to arrive at the consolidated effective tax rate included is in Treasury and Corporate Support. Income tax expense increased \$1.1 billion in 2018, compared with 2017, primarily due to the net impact of tax reform on the Company's tax related assets and liabilities recorded in 2017 and 2018, partially offset by a lower corporate tax rate effective in 2018.

## Non-GAAP Financial Measures

In addition to capital ratios defined by banking regulators, the Company considers various other measures when evaluating capital utilization and adequacy, including:

- Tangible common equity to tangible assets, and
- Tangible common equity to risk-weighted assets.

These capital measures are viewed by management as useful additional methods of evaluating the Company's utilization of its capital held and the level of capital available to withstand unexpected negative market or economic conditions. Additionally, presentation of these measures allows investors, analysts and banking regulators to assess the Company's capital position relative to other financial services companies. These capital measures are not defined in GAAP, or are not defined in banking regulations. As a result, these capital measures disclosed by the Company may be considered non-GAAP financial measures. In addition, certain capital measures related to prior periods are presented on the same basis as those capital

measures in the current period. The effective capital ratios defined by banking regulations for these periods were subject to certain transitional provisions. Management believes this information helps investors assess trends in the Company's capital adequacy.

The Company also discloses net interest income and related ratios and analysis on a taxable-equivalent basis, which may also be considered non-GAAP financial measures. The Company believes this presentation to be the preferred industry measurement of net interest income as it provides a relevant comparison of net interest income arising from taxable and tax-exempt sources. In addition, certain performance measures, including the efficiency ratio and net interest margin utilize net interest income on a taxable-equivalent basis.

There may be limits in the usefulness of these measures to investors. As a result, the Company encourages readers to consider the consolidated financial statements and other financial information contained in this report in their entirety, and not to rely on any single financial measure.

## Table of Contents

The following table shows the Company's calculation of these non-GAAP financial measures:

At December 31 (Dollars in Millions)	2018	2017	2016	2015	2014
Total equity	\$ 51,657	\$ 49,666	\$ 47,933	\$ 46,817	\$ 44,168
Preferred stock	(5,984)	(5,419)	(5,501)	(5,501)	(4,756)
Noncontrolling interests	(628)	(626)	(635)	(686)	(689)
Goodwill (net of deferred tax liability)(1)	(8,549)	(8,613)	(8,203)	(8,295)	(8,403)
Intangible assets, other than mortgage servicing rights	(601)	(583)	(712)	(838)	(824)
Tangible common equity(a)	35,895	34,425	32,882	31,497	29,496
Total assets	467,374	462,040	445,964	421,853	402,529
Goodwill (net of deferred tax liability)(1)	(8,549)	(8,613)	(8,203)	(8,295)	(8,403)
Intangible assets, other than mortgage servicing rights	(601)	(583)	(712)	(838)	(824)
Tangible assets(b)	458,224	452,844	437,049	412,720	393,302
Risk-weighted assets, determined in accordance with the Basel III standardized approach(c)	381,661	367,771	358,237	341,360	317,398
Tangible common equity (as calculated above)		34,425	32,882	31,497	29,496
Adjustments(2)		(550)	(55)	67	172
Common equity tier 1 capital estimated for the Basel III fully implemented standardized and advanced approaches(d)		33,875	32,827	31,564	29,668
Risk-weighted assets, determined in accordance with prescribed transitional standardized approach regulatory requirements		367,771	358,237	341,360	317,398
Adjustments(3)		4,473	4,027	3,892	11,110
Risk-weighted assets estimated for the Basel III fully implemented standardized approach(e)		372,244	362,264	345,252	328,508
Risk-weighted assets, determined in accordance with prescribed transitional advanced approaches regulatory requirements		287,211	277,141	261,668	248,596
Adjustments(4)		4,769	4,295	4,099	3,270
Risk-weighted assets estimated for the Basel III fully implemented advanced approaches(f)		291,980	281,436	265,767	251,866
<b>Ratios</b>					
Tangible common equity to tangible assets(a)/(b)	7.8%	7.6%	7.5%	7.6%	7.5%
Tangible common equity to risk-weighted assets(a)/(c)	9.4	9.4	9.2	9.2	9.3
Common equity tier 1 capital to risk-weighted assets estimated for the Basel III fully implemented standardized approach(d)/(e)		9.1	9.1	9.1	9.0
Common equity tier 1 capital to risk-weighted assets estimated for the Basel III fully implemented advanced approaches(d)/(f)		11.6	11.7	11.9	11.8

	Three Months Ended		Year Ended December 31				
	December 31		2018	2017	2016	2015	2014
	2018	2017	2018	2017	2016	2015	2014
Net interest income	\$3,303	\$3,175	\$12,919	\$12,380	\$11,666	\$11,151	\$10,949
Taxable-equivalent adjustment(5)	28	53	116	205	203	213	222
Net interest income, on a taxable-equivalent basis	3,331	3,228	13,035	12,585	11,869	11,364	11,171
Net interest income, on a taxable-equivalent basis (as calculated above)	3,331	3,228	13,035	12,585	11,869	11,364	11,171
Noninterest income	2,498	2,370	9,602	9,317	9,290	8,818	8,875
Less: Securities gains (losses), net	5	10	30	57	22	—	3
Total net revenue, excluding net securities gains (losses)(g)	5,824	5,588	22,607	21,845	21,137	20,182	20,043
Noninterest expense(h)	3,280	3,899	12,464	12,790	11,527	10,807	10,600
Efficiency ratio(h)/(g)	56.3%	69.8%	55.1%	58.5%	54.5%	53.5%	52.9%

(1) Includes goodwill related to certain investments in unconsolidated financial institutions per prescribed regulatory requirements.

(2) Includes net losses on cash flow hedges included in accumulated other comprehensive income (loss) and other adjustments.

(3) Includes higher risk-weighting for unfunded loan commitments, investment securities, residential mortgages, MSRs and other adjustments.

(4) Primarily reflects higher risk-weighting for MSRs.

(5) Based on federal income tax rates of 21 percent for 2018 and 35 percent for 2017, 2016, 2015 and 2014, for those assets and liabilities whose income or expense is not included for federal income tax purposes.

## Accounting Changes

Note 2 of the Notes to Consolidated Financial Statements discusses accounting standards recently issued but not yet required to be adopted and the expected impact of these changes in accounting standards. To the extent the adoption of new accounting standards materially affects the Company's financial condition or results of operations, the impacts are discussed in the applicable section(s) of the Management's Discussion and Analysis and the Notes to Consolidated Financial Statements.

## Critical Accounting Policies

The accounting and reporting policies of the Company comply with accounting principles generally accepted in the United States and conform to general practices within the banking industry. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions. The Company's financial position and results of operations can be affected by these estimates and assumptions, which are integral to understanding the Company's financial statements. Critical accounting policies are those policies management believes are the most important to the portrayal of the Company's financial condition and results, and require management to make estimates that are difficult, subjective or complex. Most accounting policies are not considered by management to be critical accounting policies. Several factors are considered in determining whether or not a policy is critical in the preparation of financial statements. These factors include, among other things, whether the estimates are significant to the financial statements, the nature of the estimates, the ability to readily validate the estimates with other information (including third party sources or available prices), sensitivity of the estimates to changes in economic conditions and whether alternative accounting methods may be utilized under GAAP. Management has discussed the development and the selection of critical accounting policies with the Company's Audit Committee.

Significant accounting policies are discussed in Note 1 of the Notes to Consolidated Financial Statements. Those policies considered to be critical accounting policies are described below.

**Allowance for Credit Losses** The allowance for credit losses is established to provide for probable and estimable losses incurred in the Company's credit portfolio. The methods utilized to estimate the allowance for credit losses, key assumptions and quantitative and qualitative information considered by management in determining the appropriate allowance for credit losses are discussed in the "Credit Risk Management" section.

Management's evaluation of the appropriate allowance for credit losses is often the most critical of all the accounting estimates for a banking institution. It is an inherently subjective process impacted by many factors as discussed throughout the Management's Discussion and Analysis section of the Annual Report. Although methodologies utilized to determine each element of the allowance reflect management's assessment of credit risk as identified through assessments completed of individual credits and of homogenous pools affected by material

credit events, degrees of imprecision exist in these measurement tools due in part to subjective judgments involved and an inherent lag in the data available to quantify current conditions and events that affect credit loss reserve estimates. As discussed in the "Analysis and Determination of Allowance for Credit Losses" section, management considers the effect of changes in economic conditions, risk management practices, and other factors that contribute to imprecision of loss estimates in determining the allowance for credit losses. If not considered, incurred losses in the credit portfolio related to imprecision and other subjective factors could have a dramatic adverse impact on the liquidity and financial viability of a banking institution.

Given the many subjective factors affecting the credit portfolio, changes in the allowance for credit losses may not directly coincide with changes in the risk ratings of the credit portfolio reflected in the risk rating process. This is in part due to the timing of the risk rating process in relation to changes in the business cycle, the exposure and mix of loans within risk rating categories, levels of nonperforming loans and the timing of charge-offs and recoveries. The allowance for credit losses on commercial lending segment loans measures the incurred loss content on the remaining portfolio exposure, while nonperforming loans and net charge-offs are measures of specific impairment events that have already been confirmed. Therefore, the degree of change in the commercial lending allowance may differ from the level of changes in nonperforming loans and net charge-offs. Management maintains an appropriate allowance for credit losses by updating aggregate allowance rates to reflect changes in economic uncertainty or business cycle conditions.

Some factors considered in determining the appropriate allowance for credit losses are quantifiable while other factors require qualitative judgment. Management conducts an analysis with respect to the accuracy of risk ratings and the volatility of inherent losses, and utilizes this analysis along with qualitative factors that can affect the precision of credit loss estimates, including economic conditions, such as changes in unemployment or bankruptcy rates, and concentration risks, such as risks associated with specific industries, collateral valuations, and loans to highly leveraged enterprises, in determining the overall level of the allowance for credit losses. The Company's determination of the allowance for commercial lending segment loans is sensitive to the assigned credit risk ratings and inherent loss rates at December 31, 2018. If 10 percent of period ending loan balances (including unfunded commitments) within each risk category of this segment of the loan portfolio were to experience downgrades of two risk categories, the allowance for credit losses would increase by approximately \$252 million at December 31, 2018. The Company believes the allowance for credit losses appropriately considers the imprecision in estimating credit losses based on credit risk ratings and inherent loss rates but actual losses may differ from those estimates. If inherent loss or estimated loss rates for commercial lending segment loans were to increase by 10 percent, the allowance for credit losses would increase by approximately \$179 million at December 31, 2018. The

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## Table of Contents

Company's determination of the allowance for consumer lending segment loans is sensitive to changes in estimated loss rates and estimated impairments on restructured loans. In the event that estimated losses for this segment of the loan portfolio increased by 10 percent, the allowance for credit losses would increase by approximately \$172 million at December 31, 2018. Because several quantitative and qualitative factors are considered in determining the allowance for credit losses, these sensitivity analyses do not necessarily reflect the nature and extent of future changes in the allowance for credit losses. They are intended to provide insights into the impact of adverse changes in risk rating and inherent losses and do not imply any expectation of future deterioration in the risk rating or loss rates. Given current processes employed by the Company, management believes the risk ratings and inherent loss rates currently assigned are appropriate. It is possible that others, given the same information, may at any point in time reach different reasonable conclusions that could be significant to the Company's financial statements. Refer to the "Analysis and Determination of the Allowance for Credit Losses" section for further information.

**Fair Value Estimates** A portion of the Company's assets and liabilities are carried at fair value on the Consolidated Balance Sheet, with changes in fair value recorded either through earnings or other comprehensive income (loss) in accordance with applicable accounting principles generally accepted in the United States. These include all of the Company's available-for-sale investment securities, derivatives and other trading instruments, MSR and MLHFS. The estimation of fair value also affects other loans held for sale, which are recorded at the lower-of-cost-or-fair value. The determination of fair value is important for certain other assets that are periodically evaluated for impairment using fair value estimates, including goodwill and other intangible assets, impaired loans, OREO and other repossessed assets.

Fair value is generally defined as the exit price at which an asset or liability could be exchanged in a current transaction between willing, unrelated parties, other than in a forced or liquidation sale. Fair value is based on quoted market prices in an active market, or if market prices are not available, is estimated using models employing techniques such as matrix pricing or discounting expected cash flows. The significant assumptions used in the models, which include assumptions for interest rates, discount rates, prepayments and credit losses, are independently verified against observable market data where possible. Where observable market data is not available, the estimate of fair value becomes more subjective and involves a high degree of judgment. In this circumstance, fair value is estimated based on management's judgment regarding the value that market participants would assign to the asset or liability. This valuation process takes into consideration factors such as market illiquidity. Imprecision in estimating these factors can impact the amount recorded on the balance sheet for a particular asset or liability with related impacts to earnings or other comprehensive income (loss).

When available, trading and available-for-sale securities are valued based on quoted market prices. However, certain securities are traded less actively and, therefore, quoted market

prices may not be available. The determination of fair value may require benchmarking to similar instruments or performing a discounted cash flow analysis using estimates of future cash flows and prepayment, interest and default rates. For more information on investment securities, refer to Note 4 of the Notes to Consolidated Financial Statements.

As few derivative contracts are listed on an exchange, the majority of the Company's derivative positions are valued using valuation techniques that use readily observable market inputs. Certain derivatives, however, must be valued using techniques that include unobservable inputs. For these instruments, the significant assumptions must be estimated and, therefore, are subject to judgment. Note 19 of the Notes to Consolidated Financial Statements provides a summary of the Company's derivative positions.

Refer to Note 21 of the Notes to Consolidated Financial Statements for additional information regarding estimations of fair value.

**Mortgage Servicing Rights** MSR are capitalized as separate assets when loans are sold and servicing is retained, or may be purchased from others. The Company records MSR at fair value. Because MSR do not trade in an active market with readily observable prices, the Company determines the fair value by estimating the present value of the asset's future cash flows utilizing market-based prepayment rates, option adjusted spread, and other assumptions validated through comparison to trade information, industry surveys and independent third party valuations. Changes in the fair value of MSR are recorded in earnings during the period in which they occur. Risks inherent in the valuation of MSR include higher than expected prepayment rates and/or delayed receipt of cash flows. The Company utilizes derivatives, including interest rate swaps, swaptions, forward commitments to buy TBAs, U.S. Treasury and Eurodollar futures and options on U.S. Treasury futures, to mitigate the valuation risk. Refer to Notes 9 and 21 of the Notes to Consolidated Financial Statements for additional information on the assumptions used in determining the fair value of MSR and an analysis of the sensitivity to changes in interest rates of the fair value of the MSR portfolio and the related derivative instruments used to mitigate the valuation risk.

**Goodwill and Other Intangibles** The Company records all assets and liabilities acquired in purchase acquisitions, including goodwill and other intangibles, at fair value. Goodwill is not amortized but is subject, at a minimum, to annual tests for impairment. In certain situations, interim impairment tests may be required if events occur or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Other intangible assets are amortized over their estimated useful lives using straight-line and accelerated methods and are subject to impairment if events or circumstances indicate a possible inability to realize the carrying amount.

The initial recognition of goodwill and other intangible assets and subsequent impairment analysis require management to make subjective judgments concerning estimates of how the

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## Table of Contents

acquired assets will perform in the future using valuation methods including discounted cash flow analysis. Additionally, estimated cash flows may extend beyond ten years and, by their nature, are difficult to determine over an extended timeframe. Events and factors that may significantly affect the estimates include, among others, competitive forces, customer behaviors and attrition, changes in revenue growth trends, cost structures, technology, changes in discount rates and specific industry and market conditions. In determining the reasonableness of cash flow estimates, the Company reviews historical performance of the underlying assets or similar assets in an effort to assess and validate assumptions utilized in its estimates.

In assessing the fair value of reporting units, the Company considers the stage of the current business cycle and potential changes in market conditions in estimating the timing and extent of future cash flows. Also, management often utilizes other information to validate the reasonableness of its valuations, including public market comparables, and multiples of recent mergers and acquisitions of similar businesses. Valuation multiples may be based on revenue, price-to-earnings and tangible capital ratios of comparable public companies and business segments. These multiples may be adjusted to consider competitive differences, including size, operating leverage and other factors. The carrying amount of a reporting unit is determined based on the amount of equity required for the reporting unit's activities, considering the specific assets and liabilities of the reporting unit. The Company determines the amount of equity for each reporting unit on a risk-adjusted basis considering economic and regulatory capital requirements, capital markets activity in the Company's Corporate and Commercial Banking segment and includes deductions and limitations related to certain types of assets including MSRs and purchased credit card relationship intangibles. The Company does not assign corporate assets and liabilities to reporting units that do not relate to the operations of the reporting unit or are not considered in determining the fair value of the reporting unit. These assets and liabilities primarily relate to the Company's investment securities portfolio and other investments (including direct equity investments, bank-owned life insurance and tax-advantaged investments) and corporate debt and other funding liabilities. In the most recent goodwill impairment test, the portion of the Company's total equity allocated to the Treasury and Corporate Support operating segment included approximately \$3 billion in excess of the economic and regulatory capital requirements of that segment.

The Company's annual assessment of potential goodwill impairment was completed during the third quarter of 2018. Based on the results of this assessment, no goodwill impairment was recognized. The Company continues to monitor goodwill and other intangible assets for impairment indicators throughout the year.

**Income Taxes** The Company estimates income tax expense based on amounts expected to be owed to the various tax jurisdictions in which it operates, including federal, state and local domestic jurisdictions, and an insignificant amount to foreign jurisdictions. The estimated income tax expense is reported in the

Consolidated Statement of Income. Accrued taxes are reported in other assets or other liabilities on the Consolidated Balance Sheet and represent the net estimated amount due to or to be received from taxing jurisdictions either currently or deferred to future periods. Deferred taxes arise from differences between assets and liabilities measured for financial reporting purposes versus income tax reporting purposes. Deferred tax assets are recognized if, in management's judgment, their realizability is determined to be more likely than not. Uncertain tax positions that meet the more likely than not recognition threshold are measured to determine the amount of benefit to recognize. An uncertain tax position is measured at the largest amount of benefit management believes is more likely than not to be realized upon settlement. In estimating accrued taxes, the Company assesses the relative merits and risks of the appropriate tax treatment considering statutory, judicial and regulatory guidance in the context of the tax position. Because of the complexity of tax laws and regulations, interpretation can be difficult and subject to legal judgment given specific facts and circumstances. It is possible that others, given the same information, may at any point in time reach different reasonable conclusions regarding the estimated amounts of accrued taxes.

Changes in the estimate of accrued taxes occur periodically due to changes in tax rates, interpretations of tax laws, the status of examinations being conducted by various taxing authorities, and newly enacted statutory, judicial and regulatory guidance that impacts the relative merits and risks of tax positions. These changes, when they occur, affect accrued taxes and can be significant to the operating results of the Company. Refer to Note 18 of the Notes to Consolidated Financial Statements for additional information regarding income taxes.

## Controls and Procedures

Under the supervision and with the participation of the Company's management, including its principal executive officer and principal financial officer, the Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")). Based upon this evaluation, the principal executive officer and principal financial officer have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective.

During the most recently completed fiscal quarter, there was no change made in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

The annual report of the Company's management on internal control over financial reporting is provided on page 71. The attestation report of Ernst & Young LLP, the Company's independent accountants, regarding the Company's internal control over financial reporting is provided on page 73.

## Report of Management

Responsibility for the financial statements and other information presented throughout this Annual Report rests with the management of U.S. Bancorp. The Company believes the consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States and present the substance of transactions based on the circumstances and management's best estimates and judgment.

In meeting its responsibilities for the reliability of the financial statements, management is responsible for establishing and maintaining an adequate system of internal control over financial reporting as defined by Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. The Company's system of internal control is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of publicly filed financial statements in accordance with accounting principles generally accepted in the United States.

To test compliance, the Company carries out an extensive audit program. This program includes a review for compliance with written policies and procedures and a comprehensive review of the adequacy and effectiveness of the system of internal control. Although control procedures are designed and tested, it must be recognized that there are limits inherent in all systems of internal control and, therefore, errors and irregularities may nevertheless occur. Also, estimates and judgments are required to assess and balance the relative cost and expected benefits of the controls. Projection of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Board of Directors of the Company has an Audit Committee composed of directors who are independent of U.S. Bancorp. The Audit Committee meets periodically with management, the internal auditors and the independent accountants to consider audit results and to discuss internal accounting control, auditing and financial reporting matters.

Management assessed the effectiveness of the Company's system of internal control over financial reporting as of December 31, 2018. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in its Internal Control-Integrated Framework (2013 framework). Based on our assessment and those criteria, management believes the Company designed and maintained effective internal control over financial reporting as of December 31, 2018.

The Company's independent accountants, Ernst & Young LLP, have been engaged to render an independent professional opinion on the financial statements and issue an attestation report on the Company's internal control over financial reporting. Their opinion on the financial statements appearing on page 72 and their attestation on internal control over financial reporting appearing on page 73 are based on procedures conducted in accordance with auditing standards of the Public Company Accounting Oversight Board (United States).

## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of U.S. Bancorp

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of U.S. Bancorp (the Company) as of December 31, 2018 and 2017, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2018, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the consolidated financial position of the Company at December 31, 2018 and 2017, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 21, 2019 expressed an unqualified opinion thereon.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

The logo for Ernst & Young LLP is written in a cursive, handwritten style. The letters are dark and the overall appearance is that of a signature.

We have served as the Company's auditor since 2003.

Minneapolis, Minnesota  
February 21, 2019

## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of U.S. Bancorp

### Opinion on Internal Control over Financial Reporting

We have audited U.S. Bancorp's internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, U.S. Bancorp (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2018 and 2017, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2018 and our report dated February 21, 2019 expressed an unqualified opinion thereon.

### Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying *Management's Assessment of U.S. Bancorp's Internal Control Over Financial Reporting*. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The logo for Ernst + Young LLP, featuring the company name in a stylized, handwritten-style font.

Minneapolis, Minnesota  
February 21, 2019

## Consolidated Financial Statements and Notes Table of Contents

<b>Consolidated Financial Statements</b>	
<a href="#">Consolidated Balance Sheet</a>	75
<a href="#">Consolidated Statement of Income</a>	76
<a href="#">Consolidated Statement of Comprehensive Income</a>	77
<a href="#">Consolidated Statement of Shareholders' Equity</a>	78
<a href="#">Consolidated Statement of Cash Flows</a>	79
<b>Notes to Consolidated Financial Statements</b>	
<a href="#">Note 1 — Significant Accounting Policies</a>	80
<a href="#">Note 2 — Accounting Changes</a>	87
<a href="#">Note 3 — Restrictions on Cash and Due From Banks</a>	88
<a href="#">Note 4 — Investment Securities</a>	89
<a href="#">Note 5 — Loans and Allowance for Credit Losses</a>	91
<a href="#">Note 6 — Leases</a>	98
<a href="#">Note 7 — Accounting for Transfers and Servicing of Financial Assets and Variable Interest Entities</a>	98
<a href="#">Note 8 — Premises and Equipment</a>	99
<a href="#">Note 9 — Mortgage Servicing Rights</a>	100
<a href="#">Note 10 — Intangible Assets</a>	101
<a href="#">Note 11 — Deposits</a>	102
<a href="#">Note 12 — Short-Term Borrowings</a>	102
<a href="#">Note 13 — Long-Term Debt</a>	103
<a href="#">Note 14 — Shareholders' Equity</a>	104
<a href="#">Note 15 — Earnings Per Share</a>	109
<a href="#">Note 16 — Employee Benefits</a>	109
<a href="#">Note 17 — Stock-Based Compensation</a>	114
<a href="#">Note 18 — Income Taxes</a>	116
<a href="#">Note 19 — Derivative Instruments</a>	118
<a href="#">Note 20 — Netting Arrangements for Certain Financial Instruments and Securities Financing Activities</a>	123
<a href="#">Note 21 — Fair Values of Assets and Liabilities</a>	125
<a href="#">Note 22 — Guarantees and Contingent Liabilities</a>	131
<a href="#">Note 23 — U.S. Bancorp (Parent Company)</a>	135
<a href="#">Note 24 — Subsequent Events</a>	137

# U.S. Bancorp Consolidated Balance Sheet

At December 31 (Dollars in Millions)

2018

2017

<b>Assets</b>		
Cash and due from banks	\$ 21,453	\$ 19,505
Investment securities		
Held-to-maturity (fair value \$44,964 and \$43,723, respectively)	46,050	44,362
Available-for-sale (\$2,057 and \$689 pledged as collateral, respectively)(a)	66,115	68,137
Loans held for sale (including \$2,035 and \$3,534 of mortgage loans carried at fair value, respectively)	2,056	3,554
Loans		
Commercial	102,444	97,561
Commercial real estate	39,539	40,463
Residential mortgages	65,034	59,783
Credit card	23,363	22,180
Other retail	56,430	57,324
Covered loans	—	3,121
Total loans	286,810	280,432
Less allowance for loan losses	(3,973)	(3,925)
Net loans	282,837	276,507
Premises and equipment	2,457	2,432
Goodwill	9,369	9,434
Other intangible assets	3,392	3,228
Other assets (including \$843 and \$238 of trading securities at fair value pledged as collateral, respectively)(a)	33,645	34,881
Total assets	<u>\$467,374</u>	<u>\$462,040</u>
<b>Liabilities and Shareholders' Equity</b>		
Deposits		
Noninterest-bearing	\$ 81,811	\$ 87,557
Interest-bearing(b)	263,664	259,658
Total deposits	345,475	347,215
Short-term borrowings	14,139	16,651
Long-term debt	41,340	32,259
Other liabilities	14,763	16,249
Total liabilities	415,717	412,374
Shareholders' equity		
Preferred stock	5,984	5,419
Common stock, par value \$0.01 a share — authorized: 4,000,000,000 shares; issued: 2018 and 2017 — 2,125,725,742 shares	21	21
Capital surplus	8,469	8,464
Retained earnings	59,065	54,142
Less cost of common stock in treasury: 2018 — 517,391,021 shares; 2017 — 470,080,231 shares	(20,188)	(17,602)
Accumulated other comprehensive income (loss)	(2,322)	(1,404)
Total U.S. Bancorp shareholders' equity	51,029	49,040
Noncontrolling interests	628	626
Total equity	51,657	49,666
Total liabilities and equity	<u>\$467,374</u>	<u>\$462,040</u>

(a) Includes only collateral pledged by the Company where counterparties have the right to sell or pledge the collateral.

(b) Includes time deposits greater than \$250,000 balances of \$15.3 billion and \$6.8 billion at December 31, 2018 and 2017, respectively.

See Notes to Consolidated Financial Statements.

# U.S. Bancorp

## Consolidated Statement of Income

Year Ended December 31 (Dollars and Shares in Millions, Except Per Share Data)	2018	2017	2016
<b>Interest Income</b>			
Loans	\$13,120	\$11,788	\$10,777
Loans held for sale	165	144	154
Investment securities	2,616	2,232	2,078
Other interest income	272	182	125
Total interest income	16,173	14,346	13,134
<b>Interest Expense</b>			
Deposits	1,869	1,041	622
Short-term borrowings	378	141	92
Long-term debt	1,007	784	754
Total interest expense	3,254	1,966	1,468
Net interest income	12,919	12,380	11,666
Provision for credit losses	1,379	1,390	1,324
Net interest income after provision for credit losses	11,540	10,990	10,342
<b>Noninterest Income</b>			
Credit and debit card revenue	1,401	1,289	1,206
Corporate payment products revenue	644	575	541
Merchant processing services	1,531	1,486	1,498
ATM processing services	308	303	277
Trust and investment management fees	1,619	1,522	1,427
Deposit service charges	762	732	706
Treasury management fees	594	618	583
Commercial products revenue	895	954	971
Mortgage banking revenue	720	834	979
Investment products fees	188	173	169
Securities gains (losses), net			
Realized gains (losses), net	30	57	27
Total other-than-temporary impairment	-	-	(6)
Portion of other-than-temporary impairment recognized in other comprehensive income (loss)	-	-	1
Total securities gains (losses), net	30	57	22
Other	910	774	911
Total noninterest income	9,602	9,317	9,290
<b>Noninterest Expense</b>			
Compensation	6,162	5,746	5,212
Employee benefits	1,231	1,134	1,008
Net occupancy and equipment	1,063	1,019	988
Professional services	407	419	502
Marketing and business development	429	542	435
Technology and communications	978	903	877
Postage, printing and supplies	324	323	311
Other intangibles	161	175	179
Other	1,709	2,529	2,015
Total noninterest expense	12,464	12,790	11,527
Income before income taxes	8,678	7,517	8,105
Applicable income taxes	1,554	1,264	2,161
Net income	7,124	6,253	5,944
Net (income) loss attributable to noncontrolling interests	(28)	(35)	(56)
Net income attributable to U.S. Bancorp	\$ 7,096	\$ 6,218	\$ 5,888
Net income applicable to U.S. Bancorp common shareholders	\$ 6,784	\$ 5,913	\$ 5,589
Earnings per common share	\$ 4.15	\$ 3.53	\$ 3.25
Diluted earnings per common share	\$ 4.14	\$ 3.51	\$ 3.24
Average common shares outstanding	1,634	1,677	1,718
Average diluted common shares outstanding	1,638	1,683	1,724

See Notes to Consolidated Financial Statements.

## U.S. Bancorp Consolidated Statement of Comprehensive Income

Year Ended December 31 (Dollars in Millions)	2018	2017	2016
Net income	\$7,124	\$6,253	\$5,944
<b>Other Comprehensive Income (Loss)</b>			
Changes in unrealized gains and losses on investment securities available-for-sale	(656)	178	(858)
Other-than-temporary impairment not recognized in earnings on investment securities available-for-sale	—	—	(1)
Changes in unrealized gains and losses on derivative hedges	39	(5)	74
Foreign currency translation	3	(2)	(28)
Changes in unrealized gains and losses on retirement plans	(302)	(41)	(255)
Reclassification to earnings of realized gains and losses	93	77	247
Income taxes related to other comprehensive income (loss)	205	(76)	305
Total other comprehensive income (loss)	(618)	131	(516)
Comprehensive income	6,506	6,384	5,428
Comprehensive (income) loss attributable to noncontrolling interests	(28)	(35)	(56)
Comprehensive income attributable to U.S. Bancorp	\$6,478	\$6,349	\$5,372

See Notes to Consolidated Financial Statements.

# U.S. Bancorp

## Consolidated Statement of Shareholders' Equity

(Dollars and Shares in Millions, Except Per Share Data)	U.S. Bancorp Shareholders							Total U.S. Bancorp Shareholders' Equity	Noncontrolling Interests	Total Equity
	Common Shares Outstanding	Preferred Stock	Common Stock	Capital Surplus	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)			
<b>Balance December 31, 2015</b>	1,745	\$ 5,501	\$ 21	\$8,376	\$46,377	\$(13,125)	\$ (1,019)	\$ 46,131	\$ 686	\$46,817
Net income (loss)					5,888			5,888	56	5,944
Other comprehensive income (loss)							(516)	(516)		(516)
Preferred stock dividends(a)					(281)			(281)		(281)
Common stock dividends (\$1.07 per share)					(1,842)			(1,842)		(1,842)
Issuance of common and treasury stock	13			(71)		445		374		374
Purchase of treasury stock	(61)					(2,600)		(2,600)		(2,600)
Distributions to noncontrolling interests									(56)	(56)
Purchase of noncontrolling interests				1	9			10	(50)	(40)
Net other changes in noncontrolling interests									(1)	(1)
Stock option and restricted stock grants				134				134		134
<b>Balance December 31, 2016</b>	1,697	\$ 5,501	\$ 21	\$8,440	\$50,151	\$(15,280)	\$ (1,535)	\$ 47,298	\$ 635	\$47,933
Net income (loss)					6,218			6,218	35	6,253
Other comprehensive income (loss)							131	131		131
Preferred stock dividends(b)					(267)			(267)		(267)
Common stock dividends (\$1.16 per share)					(1,950)			(1,950)		(1,950)
Issuance of preferred stock		993						993		993
Redemption of preferred stock		(1,075)			(10)			(1,085)		(1,085)
Issuance of common and treasury stock	8			(138)		300		162		162
Purchase of treasury stock	(49)					(2,622)		(2,622)		(2,622)
Distributions to noncontrolling interests									(47)	(47)
Net other changes in noncontrolling interests									3	3
Stock option and restricted stock grants				162				162		162
<b>Balance December 31, 2017</b>	1,656	\$ 5,419	\$ 21	\$8,464	\$54,142	\$(17,602)	\$ (1,404)	\$ 49,040	\$ 626	\$49,666
Changes in accounting principles(c)					299		(300)	(1)		(1)
Net income (loss)					7,096			7,096	28	7,124
Other comprehensive income (loss)							(618)	(618)		(618)
Preferred stock dividends(d)					(282)			(282)		(282)
Common stock dividends (\$1.34 per share)					(2,190)			(2,190)		(2,190)
Issuance of preferred stock		565						565		565
Issuance of common and treasury stock	6			(167)		258		91		91
Purchase of treasury stock	(54)					(2,844)		(2,844)		(2,844)
Distributions to noncontrolling interests									(31)	(31)
Net other changes in noncontrolling interests									5	5
Stock option and restricted stock grants				172				172		172
<b>Balance December 31, 2018</b>	1,608	\$ 5,984	\$ 21	\$8,469	\$59,065	\$(20,188)	\$ (2,322)	\$ 51,029	\$ 628	\$51,657

(a) Reflects dividends declared per share on the Company's Series A, Series B, Series F, Series G, Series H and Series I Non-Cumulative Perpetual Preferred Stock of \$3,558.382, \$889.58, \$1,625.00, \$1,500.00, \$1,287.52 and \$1,281.25, respectively.

(b) Reflects dividends declared per share on the Company's Series A, Series B, Series F, Series G, Series H, Series I and Series J Non-Cumulative Perpetual Preferred Stock of \$3,548.61, \$887.15, \$1,625.00, \$375.00, \$1,287.52, \$1,281.25 and \$890.69, respectively.

(c) Reflects the adoption of new accounting guidance on January 1, 2018 to reclassify the impact of the reduced federal statutory rate for corporations included in 2017 tax reform legislation from accumulated other comprehensive income to retained earnings.

(d) Reflects dividends declared per share on the Company's Series A, Series B, Series F, Series H, Series I, Series J and Series K Non-Cumulative Perpetual Preferred Stock of \$3,548.61, \$887.15, \$1,625.00, \$1,287.52, \$1,281.25, \$1,325.00 and \$576.74, respectively.

See Notes to Consolidated Financial Statements.

# U.S. Bancorp

## Consolidated Statement of Cash Flows

Year Ended December 31 (Dollars in Millions)	2018	2017	2016
<b>Operating Activities</b>			
Net income attributable to U.S. Bancorp	\$ 7,096	\$ 6,218	\$ 5,888
Adjustments to reconcile net income to net cash provided by operating activities			
Provision for credit losses	1,379	1,390	1,324
Depreciation and amortization of premises and equipment	306	293	291
Amortization of intangibles	161	175	179
(Gain) loss on sale of loans held for sale	(394)	(772)	(954)
(Gain) loss on sale of securities and other assets	(510)	(502)	(617)
Loans originated for sale in the secondary market, net of repayments	(29,214)	(35,743)	(42,867)
Proceeds from sales of loans held for sale	30,730	37,462	41,605
Other, net	1,010	(2,049)	487
Net cash provided by operating activities	10,564	6,472	5,336
<b>Investing Activities</b>			
Proceeds from sales of available-for-sale investment securities	1,400	3,084	9,877
Proceeds from maturities of held-to-maturity investment securities	6,619	8,306	9,733
Proceeds from maturities of available-for-sale investment securities	11,411	13,042	14,625
Purchases of held-to-maturity investment securities	(9,793)	(9,712)	(9,171)
Purchases of available-for-sale investment securities	(10,077)	(17,860)	(29,684)
Net increase in loans outstanding	(9,234)	(8,054)	(13,383)
Proceeds from sales of loans	4,862	2,458	2,604
Purchases of loans	(3,694)	(3,040)	(2,881)
Other, net	(471)	(350)	322
Net cash used in investing activities	(8,977)	(12,126)	(17,958)
<b>Financing Activities</b>			
Net (decrease) increase in deposits	(1,740)	12,625	34,192
Net (decrease) increase in short-term borrowings	(2,512)	2,688	(13,914)
Proceeds from issuance of long-term debt	12,078	9,434	10,715
Principal payments or redemption of long-term debt	(2,928)	(10,517)	(9,495)
Proceeds from issuance of preferred stock	565	993	–
Proceeds from issuance of common stock	86	159	355
Repurchase of preferred stock	–	(1,085)	–
Repurchase of common stock	(2,822)	(2,631)	(2,556)
Cash dividends paid on preferred stock	(274)	(284)	(267)
Cash dividends paid on common stock	(2,092)	(1,928)	(1,810)
Purchase of noncontrolling interests	–	–	(40)
Net cash provided by financing activities	361	9,454	17,180
Change in cash and due from banks	1,948	3,800	4,558
Cash and due from banks at beginning of period	19,505	15,705	11,147
Cash and due from banks at end of period	\$ 21,453	\$ 19,505	\$ 15,705
<b>Supplemental Cash Flow Disclosures</b>			
Cash paid for income taxes	\$ 365	\$ 555	\$ 595
Cash paid for interest	3,056	2,086	1,591
Net noncash transfers to foreclosed property	115	163	156

See Notes to Consolidated Financial Statements.

## Notes to Consolidated Financial Statements

### **NOTE 1** Significant Accounting Policies

U.S. Bancorp is a multi-state financial services holding company headquartered in Minneapolis, Minnesota. U.S. Bancorp and its subsidiaries (the "Company") provide a full range of financial services, including lending and depository services through banking offices principally in the Midwest and West regions of the United States. The Company also engages in credit card, merchant, and ATM processing, mortgage banking, cash management, capital markets, insurance, trust and investment management, brokerage, and leasing activities, principally in domestic markets.

**Basis of Presentation** The consolidated financial statements include the accounts of the Company and its subsidiaries and all variable interest entities ("VIEs") for which the Company has both the power to direct the activities of the VIE that most significantly impact the VIE's economic performance, and the obligation to absorb losses or right to receive benefits of the VIE that could potentially be significant to the VIE. Consolidation eliminates all significant intercompany accounts and transactions. Certain items in prior periods have been reclassified to conform to the current presentation.

**Uses of Estimates** The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual experience could differ from those estimates.

### Business Segments

Within the Company, financial performance is measured by major lines of business based on the products and services provided to customers through its distribution channels. The Company has five reportable operating segments:

**Corporate and Commercial Banking** Corporate and Commercial Banking offers lending, equipment finance and small-ticket leasing, depository services, treasury management, capital markets services, international trade services and other financial services to middle market, large corporate, commercial real estate, financial institution, non-profit and public sector clients.

**Consumer and Business Banking** Consumer and Business Banking delivers products and services through banking offices, telephone servicing and sales, on-line services, direct mail, ATM processing and mobile devices. It encompasses community banking, metropolitan banking and indirect lending, as well as mortgage banking.

**Wealth Management and Investment Services** Wealth Management and Investment Services provides private banking, financial advisory services, investment management, retail brokerage services, insurance, trust, custody and fund servicing

through four businesses: Wealth Management, Global Corporate Trust & Custody, U.S. Bancorp Asset Management and Fund Services.

**Payment Services** Payment Services includes consumer and business credit cards, stored-value cards, debit cards, corporate, government and purchasing card services, consumer lines of credit and merchant processing.

**Treasury and Corporate Support** Treasury and Corporate Support includes the Company's investment portfolios, funding, capital management, interest rate risk management, income taxes not allocated to business lines, including most investments in tax-advantaged projects, and the residual aggregate of those expenses associated with corporate activities that are managed on a consolidated basis.

**Segment Results** Accounting policies for the lines of business are the same as those used in preparation of the consolidated financial statements with respect to activities specifically attributable to each business line. However, the preparation of business line results requires management to allocate funding costs and benefits, expenses and other financial elements to each line of business. For details of these methodologies and segment results, see "Basis for Financial Presentation" and Table 25 "Line of Business Financial Performance" included in Management's Discussion and Analysis which is incorporated by reference into these Notes to Consolidated Financial Statements.

### Securities

Realized gains or losses on securities are determined on a trade date basis based on the specific amortized cost of the investments sold.

**Trading Securities** Securities held for resale are classified as trading securities and are included in other assets and reported at fair value. Changes in fair value and realized gains or losses are reported in noninterest income.

**Available-for-sale Securities** Debt securities that are not trading securities but may be sold before maturity in response to changes in the Company's interest rate risk profile, funding needs, demand for collateralized deposits by public entities or other reasons. Available-for-sale securities are carried at fair value with unrealized net gains or losses reported within other comprehensive income (loss). Declines in fair value for credit-related other-than-temporary impairment, if any, are reported in noninterest income.

**Held-to-maturity Securities** Debt securities for which the Company has the positive intent and ability to hold to maturity are reported at historical cost adjusted for amortization of premiums and accretion of discounts. Declines in fair value for credit-related other-than-temporary impairment, if any, are reported in noninterest income.

**Securities Purchased Under Agreements to Resell and Securities Sold Under Agreements to Repurchase** Securities purchased under agreements to resell and securities sold under agreements to repurchase are accounted for as collateralized financing transactions with a receivable or payable recorded at the amounts at which the securities were acquired or sold, plus accrued interest. Collateral requirements are continually monitored and additional collateral is received or provided as required. The Company records a receivable or payable for cash collateral paid or received.

## Equity Investments

Equity investments in entities where the Company has a significant influence (generally between 20 percent and 50 percent ownership), but does not control the entity, are accounted for using the equity method. Investments in limited partnerships and similarly structured limited liability companies where the Company's ownership interest is greater than 5 percent are accounted for using the equity method. Equity investments not using the equity method are accounted for at fair value with changes in fair value and realized gains or losses reported in noninterest income, unless fair value is not readily determinable, in which case the investment is carried at cost subject to adjustments for any observable market transactions on the same or similar instruments of the investee. Most of the Company's equity investments do not have readily determinable fair values. All equity investments are evaluated for impairment at least annually and more frequently if certain criteria are met.

## Loans

The Company offers a broad array of lending products and categorizes its loan portfolio into two segments, which is the level at which it develops and documents a systematic methodology to determine the allowance for credit losses. The Company's two loan portfolio segments are commercial lending and consumer lending. Previously, the Company categorized loans covered under loss sharing or similar credit protection agreements with the Federal Deposit Insurance Corporation ("FDIC"), along with the related indemnification asset, in a separate covered loans segment. As the majority of these loans were sold and the loss share coverage expired, any remaining balances were reclassified to be included in the loan segment they would have otherwise been included in had the loss share coverage not been in place. The Company further disaggregates its loan portfolio segments into various classes based on their underlying risk characteristics. The two classes within the commercial lending segment are commercial loans and commercial real estate loans. The three classes within the consumer lending segment are residential mortgages, credit card loans and other retail loans.

The Company's accounting methods for loans differ depending on whether the loans are originated or purchased, and for purchased loans, whether the loans were acquired at a discount related to evidence of credit deterioration since date of origination.

**Originated Loans Held for Investment** Loans the Company originates as held for investment are reported at the principal amount outstanding, net of unearned income, net deferred loan fees or costs, and any direct principal charge-offs. Interest income is accrued on the unpaid principal balances as earned. Loan and commitment fees and certain direct loan origination costs are deferred and recognized over the life of the loan and/or commitment period as yield adjustments.

**Purchased Loans** All purchased loans (non-impaired and impaired) acquired after January 1, 2009 are initially measured at fair value as of the acquisition date in accordance with applicable authoritative accounting guidance. Credit discounts are included in the determination of fair value. An allowance for credit losses is not recorded at the acquisition date for loans purchased after January 1, 2009. In accordance with applicable authoritative accounting guidance, purchased non-impaired loans acquired in a business combination prior to January 1, 2009 were generally recorded at the predecessor's carrying value including an allowance for credit losses.

In determining the acquisition date fair value of purchased impaired loans, and in subsequent accounting, the Company generally aggregates purchased consumer loans and certain smaller balance commercial loans into pools of loans with common risk characteristics, while accounting for larger balance commercial loans individually. Expected cash flows at the purchase date in excess of the fair value of loans are recorded as interest income over the life of the loans if the timing and amount of the future cash flows is reasonably estimable. Subsequent to the purchase date, increases in cash flows over those expected at the purchase date are recognized as interest income prospectively. The present value of any decreases in expected cash flows, other than from decreases in variable interest rates, after the purchase date is recognized by recording an allowance for credit losses. Revolving loans, including lines of credit and credit cards loans, and leases are excluded from purchased impaired loans accounting.

For purchased loans acquired after January 1, 2009 that are not deemed impaired at acquisition, credit discounts representing the principal losses expected over the life of the loan are a component of the initial fair value. Subsequent to the purchase date, the methods utilized to estimate the required allowance for credit losses for these loans is similar to originated loans; however, the Company records a provision for credit losses only when the required allowance exceeds any remaining credit discounts. The remaining differences between the purchase price and the unpaid principal balance at the date of acquisition are recorded in interest income over the life of the loans.

**Commitments to Extend Credit** Unfunded commitments for residential mortgage loans intended to be held for sale are considered derivatives and recorded in other assets and other liabilities on the Consolidated Balance Sheet at fair value with changes in fair value recorded in noninterest income. All other unfunded loan commitments are not considered derivatives and are not reported on the Consolidated Balance Sheet. For loans purchased after January 1, 2009, the fair value of the unfunded

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## Table of Contents

credit commitments is generally considered in the determination of the fair value of the loans recorded at the date of acquisition. Reserves for credit exposure on all other unfunded credit commitments are recorded in other liabilities.

**Allowance for Credit Losses** The allowance for credit losses is established for probable and estimable losses incurred in the Company's loan and lease portfolio, including unfunded credit commitments. The allowance for credit losses is increased through provisions charged to earnings and reduced by net charge-offs. Management evaluates the adequacy of the allowance for incurred losses on a quarterly basis.

The allowance recorded for loans in the commercial lending segment is based on reviews of individual credit relationships and considers the migration analysis of commercial lending segment loans and actual loss experience. For each loan type, this historical loss experience is adjusted as necessary to consider any relevant changes in portfolio composition, lending policies, underwriting standards, risk management practices or economic conditions. The results of the analysis are evaluated quarterly to confirm the selected loss experience is appropriate for each commercial loan type. The allowance recorded for impaired loans greater than \$5 million in the commercial lending segment is based on an individual loan analysis utilizing expected cash flows discounted using the original effective interest rate, the observable market price of the loan, or the fair value of the collateral, less selling costs, for collateral-dependent loans, rather than the migration analysis. The allowance recorded for all other commercial lending segment loans is determined on a homogenous pool basis and includes consideration of product mix, risk characteristics of the portfolio, delinquency status, bankruptcy experience, portfolio growth and historical losses, adjusted for current trends. The Company also considers the impacts of any loan modifications made to commercial lending segment loans and any subsequent payment defaults to its expectations of cash flows, principal balance, and current expectations about the borrower's ability to pay in determining the allowance for credit losses.

The allowance recorded for Troubled Debt Restructuring ("TDR") loans and purchased impaired loans in the consumer lending segment is determined on a homogenous pool basis utilizing expected cash flows discounted using the original effective interest rate of the pool, or the prior quarter effective rate, respectively. The allowance for collateral-dependent loans in the consumer lending segment is determined based on the fair value of the collateral less costs to sell. The allowance recorded for all other consumer lending segment loans is determined on a homogenous pool basis and includes consideration of product mix, risk characteristics of the portfolio, bankruptcy experience, delinquency status, refreshed loan-to-value ratios when possible, portfolio growth and historical losses, adjusted for current trends. The Company also considers any modifications made to consumer lending segment loans including the impacts of any subsequent payment defaults since modification in determining the allowance for credit losses, such as the borrower's ability to pay under the restructured terms, and the timing and amount of payments.

In addition, subsequent payment defaults on loan modifications considered TDRs are considered in the underlying factors used in the determination of the appropriateness of the allowance for credit losses. For each loan segment, the Company estimates future loan charge-offs through a variety of analysis, trends and underlying assumptions. With respect to the commercial lending segment, TDRs may be collectively evaluated for impairment where observed performance history, including defaults, is a primary driver of the loss allocation. For commercial TDRs individually evaluated for impairment, attributes of the borrower are the primary factors in determining the allowance for credit losses. However, historical loss experience is also incorporated into the allowance methodology applied to this category of loans. With respect to the consumer lending segment, performance of the portfolio, including defaults on TDRs, is considered when estimating future cash flows.

The Company's methodology for determining the appropriate allowance for credit losses for each loan segment also considers the imprecision inherent in the methodologies used. As a result, in addition to the amounts determined under the methodologies described above, management also considers the potential impact of other qualitative factors which include, but are not limited to, economic factors; geographic and other concentration risks; delinquency and nonaccrual trends; current business conditions; changes in lending policy, underwriting standards and other relevant business practices; results of internal review; and the regulatory environment. The consideration of these items results in adjustments to allowance amounts included in the Company's allowance for credit losses for each of the above loan segments.

The Company also assesses the credit risk associated with off-balance sheet loan commitments, letters of credit, and derivatives. Credit risk associated with derivatives is reflected in the fair values recorded for those positions. The liability for off-balance sheet credit exposure related to loan commitments and other credit guarantees is included in other liabilities. Because business processes and credit risks associated with unfunded credit commitments are essentially the same as for loans, the Company utilizes similar processes to estimate its liability for unfunded credit commitments.

**Credit Quality** The credit quality of the Company's loan portfolios is assessed as a function of net credit losses, levels of nonperforming assets and delinquencies, and credit quality ratings as defined by the Company.

For all loan classes, loans are considered past due based on the number of days delinquent except for monthly amortizing loans which are classified delinquent based upon the number of contractually required payments not made (for example, two missed payments is considered 30 days delinquent). When a loan is placed on nonaccrual status, unpaid accrued interest is reversed, reducing interest income in the current period.

Commercial lending segment loans are generally placed on nonaccrual status when the collection of principal and interest has become 90 days past due or is otherwise considered doubtful. Commercial lending segment loans are generally fully or

## [Table of Contents](#)

partially charged down to the fair value of the collateral securing the loan, less costs to sell, when the loan is placed on nonaccrual.

Consumer lending segment loans are generally charged-off at a specific number of days or payments past due. Residential mortgages and other retail loans secured by 1-4 family properties are generally charged down to the fair value of the collateral securing the loan, less costs to sell, at 180 days past due. Residential mortgage loans and lines in a first lien position are placed on nonaccrual status in instances where a partial charge-off occurs unless the loan is well secured and in the process of collection. Residential mortgage loans and lines in a junior lien position secured by 1-4 family properties are placed on nonaccrual status at 120 days past due or when they are behind a first lien that has become 180 days or greater past due or placed on nonaccrual status. Any secured consumer lending segment loan whose borrower has had debt discharged through bankruptcy, for which the loan amount exceeds the fair value of the collateral, is charged down to the fair value of the related collateral and the remaining balance is placed on nonaccrual status. Credit card loans continue to accrue interest until the account is charged-off. Credit cards are charged-off at 180 days past due. Other retail loans not secured by 1-4 family properties are charged-off at 120 days past due; and revolving consumer lines are charged-off at 180 days past due. Similar to credit cards, other retail loans are generally not placed on nonaccrual status because of the relative short period of time to charge-off. Certain retail customers having financial difficulties may have the terms of their credit card and other loan agreements modified to require only principal payments and, as such, are reported as nonaccrual.

For all loan classes, interest payments received on nonaccrual loans are generally recorded as a reduction to a loan's carrying amount while a loan is on nonaccrual and are recognized as interest income upon payoff of the loan. However, interest income may be recognized for interest payments if the remaining carrying amount of the loan is believed to be collectible. In certain circumstances, loans in any class may be restored to accrual status, such as when a loan has demonstrated sustained repayment performance or no amounts are past due and prospects for future payment are no longer in doubt; or when the loan becomes well secured and is in the process of collection. Loans where there has been a partial charge-off may be returned to accrual status if all principal and interest (including amounts previously charged-off) is expected to be collected and the loan is current. Generally, purchased impaired loans are considered accruing loans. However, the timing and amount of future cash flows for some loans is not reasonably estimable, and those loans are classified as nonaccrual loans with interest income not recognized until the timing and amount of the future cash flows can be reasonably estimated.

The Company classifies its loan portfolios using internal credit quality ratings on a quarterly basis. These ratings include pass, special mention and classified, and are an important part of the Company's overall credit risk management process and evaluation of the allowance for credit losses. Loans with a pass

rating represent those loans not classified on the Company's rating scale for problem credits, as minimal credit risk has been identified. Special mention loans are those loans that have a potential weakness deserving management's close attention. Classified loans are those loans where a well-defined weakness has been identified that may put full collection of contractual cash flows at risk. It is possible that others, given the same information, may reach different reasonable conclusions regarding the credit quality rating classification of specific loans.

**Troubled Debt Restructurings** In certain circumstances, the Company may modify the terms of a loan to maximize the collection of amounts due when a borrower is experiencing financial difficulties or is expected to experience difficulties in the near-term. Concessionary modifications are classified as TDRs unless the modification results in only an insignificant delay in payments to be received. The Company recognizes interest on TDRs if the borrower complies with the revised terms and conditions as agreed upon with the Company and has demonstrated repayment performance at a level commensurate with the modified terms over several payment cycles, which is generally six months or greater. To the extent a previous restructuring was insignificant, the Company considers the cumulative effect of past restructurings related to the receivable when determining whether a current restructuring is a TDR. Loans classified as TDRs are considered impaired loans for reporting and measurement purposes.

The Company has implemented certain restructuring programs that may result in TDRs. However, many of the Company's TDRs are also determined on a case-by-case basis in connection with ongoing loan collection processes.

For the commercial lending segment, modifications generally result in the Company working with borrowers on a case-by-case basis. Commercial and commercial real estate modifications generally include extensions of the maturity date and may be accompanied by an increase or decrease to the interest rate, which may not be deemed a market interest rate. In addition, the Company may work with the borrower in identifying other changes that mitigate loss to the Company, which may include additional collateral or guarantees to support the loan. To a lesser extent, the Company may waive contractual principal. The Company classifies all of the above concessions as TDRs to the extent the Company determines that the borrower is experiencing financial difficulty.

Modifications for the consumer lending segment are generally part of programs the Company has initiated. The Company modifies residential mortgage loans under Federal Housing Administration, United States Department of Veterans Affairs, or its own internal programs. Under these programs, the Company offers qualifying homeowners the opportunity to permanently modify their loan and achieve more affordable monthly payments by providing loan concessions. These concessions may include adjustments to interest rates, conversion of adjustable rates to fixed rates, extension of maturity dates or deferrals of payments, capitalization of accrued interest and/or outstanding advances, or in limited situations, partial forgiveness of loan principal. In most

## Table of Contents

instances, participation in residential mortgage loan restructuring programs requires the customer to complete a short-term trial period. A permanent loan modification is contingent on the customer successfully completing the trial period arrangement, and the loan documents are not modified until that time. The Company reports loans in a trial period arrangement as TDRs and continues to report them as TDRs after the trial period.

Credit card and other retail loan TDRs are generally part of distinct restructuring programs providing customers experiencing financial difficulty with modifications whereby balances may be amortized up to 60 months, and generally include waiver of fees and reduced interest rates.

In addition, the Company considers secured loans to consumer borrowers that have debt discharged through bankruptcy where the borrower has not reaffirmed the debt to be TDRs.

Acquired loans restructured after acquisition are not considered TDRs for accounting and disclosure purposes if the loans evidenced credit deterioration as of the acquisition date and are accounted for in pools.

**Impaired Loans** For all loan classes, a loan is considered to be impaired when, based on current events or information, it is probable the Company will be unable to collect all amounts due per the contractual terms of the loan agreement. Impaired loans include all nonaccrual and TDR loans. For all loan classes, interest income on TDR loans is recognized under the modified terms and conditions if the borrower has demonstrated repayment performance at a level commensurate with the modified terms over several payment cycles. Interest income is generally not recognized on other impaired loans until the loan is paid off. However, interest income may be recognized for interest payments if the remaining carrying amount of the loan is believed to be collectible.

Factors used by the Company in determining whether all principal and interest payments due on commercial and commercial real estate loans will be collected and, therefore, whether those loans are impaired include, but are not limited to, the financial condition of the borrower, collateral and/or guarantees on the loan, and the borrower's estimated future ability to pay based on industry, geographic location and certain financial ratios. The evaluation of impairment on residential mortgages, credit card loans and other retail loans is primarily driven by delinquency status of individual loans or whether a loan has been modified, and considers any government guarantee where applicable.

**Leases** The Company's lease portfolio includes both direct financing and leveraged leases. The net investment in direct financing leases is the sum of all minimum lease payments and estimated residual values, less unearned income. Unearned income is recorded in interest income over the terms of the leases to produce a level yield.

The investment in leveraged leases is the sum of all lease payments, less nonrecourse debt payments, plus estimated residual values, less unearned income. Income from leveraged

leases is recognized over the term of the leases based on the unrecovered equity investment.

Residual values on leased assets are reviewed regularly for other-than-temporary impairment. Residual valuations for retail automobile leases are based on independent assessments of expected used car sale prices at the end-of-term. Impairment tests are conducted based on these valuations considering the probability of the lessee returning the asset to the Company, re-marketing efforts, insurance coverage and ancillary fees and costs. Valuations for commercial leases are based upon external or internal management appraisals. When there is impairment of the Company's interest in the residual value of a leased asset, the carrying value is reduced to the estimated fair value with the writedown recognized in the current period.

**Other Real Estate** Other real estate owned ("OREO") is included in other assets, and is property acquired through foreclosure or other proceedings on defaulted loans. OREO is initially recorded at fair value, less estimated selling costs. The fair value of OREO is evaluated regularly and any decreases in value along with holding costs, such as taxes and insurance, are reported in noninterest expense.

## Loans Held For Sale

Loans held for sale ("LHFS") represent mortgage loans intended to be sold in the secondary market and other loans that management has an active plan to sell. LHFS are carried at the lower-of-cost-or-fair value as determined on an aggregate basis by type of loan with the exception of loans for which the Company has elected fair value accounting, which are carried at fair value. The credit component of any writedowns upon the transfer of loans to LHFS is reflected in loan charge-offs.

Where an election is made to carry the LHFS at fair value, any change in fair value is recognized in noninterest income. Where an election is made to carry LHFS at lower-of-cost-or-fair value, any further decreases are recognized in noninterest income and increases in fair value above the loan cost basis are not recognized until the loans are sold. Fair value elections are made at the time of origination or purchase based on the Company's fair value election policy. The Company has elected fair value accounting for substantially all its mortgage loans held for sale ("MLHFS").

## Derivative Financial Instruments

In the ordinary course of business, the Company enters into derivative transactions to manage various risks and to accommodate the business requirements of its customers. Derivative instruments are reported in other assets or other liabilities at fair value. Changes in a derivative's fair value are recognized currently in earnings unless specific hedge accounting criteria are met.

All derivative instruments that qualify and are designated for hedge accounting are recorded at fair value and classified as either a hedge of the fair value of a recognized asset or liability

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## Table of Contents

("fair value hedge"); a hedge of a forecasted transaction or the variability of cash flows to be received or paid related to a recognized asset or liability ("cash flow hedge"); or a hedge of the volatility of a net investment in foreign operations driven by changes in foreign currency exchange rates ("net investment hedge"). Changes in the fair value of a derivative that is highly effective and designated as a fair value hedge, and the offsetting changes in the fair value of the hedged item, are recorded in earnings. Changes in the fair value of a derivative that is highly effective and designated as a cash flow hedge are recorded in other comprehensive income (loss) until cash flows of the hedged item are realized. Changes in the fair value of net investment hedges that are highly effective are recorded in other comprehensive income (loss). The Company performs an assessment, at inception and, at a minimum, quarterly thereafter, to determine the effectiveness of the derivative in offsetting changes in the value or cash flows of the hedged item(s).

If a derivative designated as a cash flow hedge is terminated or ceases to be highly effective, the gain or loss in other comprehensive income (loss) is amortized to earnings over the period the forecasted hedged transactions impact earnings. If a hedged forecasted transaction is no longer probable, hedge accounting is ceased and any gain or loss included in other comprehensive income (loss) is reported in earnings immediately, unless the forecasted transaction is at least reasonably possible of occurring, whereby the amounts remain within other comprehensive income (loss).

### Revenue Recognition

In the ordinary course of business, the Company recognizes income derived from various revenue generating activities. Certain revenues are generated from contracts where they are recognized when, or as services or products are transferred to customers for amounts the Company expects to be entitled. Revenue generating activities related to financial assets and liabilities are also recognized; including mortgage servicing fees, loan commitment fees, foreign currency remeasurements, and gains and losses on securities, equity investments and unconsolidated subsidiaries. Certain specific policies include the following:

**Credit and Debit Card Revenue** Credit and debit card revenue includes interchange from credit and debit cards processed through card association networks, annual fees, and other transaction and account management fees. Interchange rates are generally set by the credit card associations and based on purchase volumes and other factors. The Company records interchange as services are provided. Transaction and account management fees are recognized as services are provided, except for annual fees which are recognized over the applicable period. Costs for rewards programs and certain payments to partners and credit card associations are also recorded within credit and debit card revenue when services are provided. The Company predominately records credit and debit card revenue within the Payment Services line of business.

**Corporate Payment Products Revenue** Corporate payment products revenue primarily includes interchange from corporate and purchasing cards processed through card association networks and revenue from proprietary network transactions. The Company records corporate payment products revenue as services are provided. Certain payments to credit card associations and customers are also recorded within corporate payment products revenue as services are provided. Corporate payment products revenue is recorded within the Payment Services line of business.

**Merchant Processing Services** Merchant processing services revenue consists principally of merchant discount and other transaction and account management fees charged to merchants for the electronic processing of card association network transactions, less interchange paid to the card-issuing bank, card association assessments, and revenue sharing amounts. All of these are recognized at the time the merchant's services are performed. The Company may enter into revenue sharing agreements with referral partners or in connection with purchases of merchant contracts from sellers. The revenue sharing amounts are determined primarily on sales volume processed or revenue generated for a particular group of merchants. Merchant processing revenue also includes revenues related to point-of-sale equipment recorded as sales when the equipment is shipped or as earned for equipment rentals. The Company records merchant processing services revenue within the Payment Services line of business.

**ATM Processing Services** Revenue from ATM transaction processing and settlement services is recognized at the time the services are performed. Certain payments to partners and card associations are also recorded within ATM processing services revenue as services are provided. The Company records ATM processing services revenue within the Consumer and Business Banking line of business.

**Trust and Investment Management Fees** Trust and investment management fees are recognized over the period in which services are performed and are based on a percentage of the fair value of the assets under management or administration, fixed based on account type, or transaction-based fees. Services provided to clients include trustee, transfer agent, custodian, fiscal agent, escrow, fund accounting and administration services. Services provided to mutual funds may include selling, distribution and marketing services. Trust and investment management fees are predominately recorded within the Wealth Management and Investment Services line of business.

**Deposit Service Charges** Deposit service charges include service charges on deposit accounts received under depository agreements with customers to provide access to deposited funds, serve as a custodian of funds, and when applicable, pay interest on deposits. Checking or savings accounts may contain fees for various services used on a day to day basis by a customer. Fees are recognized as services are delivered to and consumed by the customer, or as penalty fees are charged.

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## Table of Contents

Deposit service charges are reported primarily within the Consumer and Business Banking line of business.

**Treasury Management Fees** Treasury management fees include fees for a broad range of products and services that enables customers to manage their cash more efficiently. These products and services include cash and investment management, receivables management, disbursement services, funds transfer services, and information reporting. Revenue is recognized as products and services are provided to customers. The Company reflects a discount calculated on monthly average collected customer balances. Total treasury management fees are reported primarily within the Corporate and Commercial Banking and Consumer and Business Banking lines of business.

**Commercial Products Revenue** Commercial products revenue primarily includes revenue related to ancillary services provided to Corporate and Commercial Banking and Consumer and Business Banking customers, including standby letter of credit fees, non-yield related loan fees, capital markets related revenue, sales of direct financing leases, and loan and syndication fees. Sales of direct financing leases are recognized at the point of sale. In addition, the Company may lead or participate with a group of underwriters in raising investment capital on behalf of securities issuers and charge underwriting fees. These fees are recognized at securities issuance. The Company, in its role as lead underwriter, arranges deal structuring and use of outside vendors for the underwriting group. The Company recognizes only those fees and expenses related to its underwriting commitment.

**Mortgage Banking Revenue** Mortgage banking revenue includes revenue derived from mortgages originated and subsequently sold, generally with servicing retained. The primary components include: gains and losses on mortgage sales; servicing revenue; changes in fair value for mortgage loans originated with the intent to sell and measured at fair value under the fair value option; changes in fair value for derivative commitments to purchase and originate mortgage loans; changes in the fair value of mortgage servicing rights ("MSRs"); and the impact of risk management activities associated with the mortgage origination pipeline, funded loans and MSRs. Net interest income from mortgage loans is recorded in interest income. Refer to Other Significant Policies in Note 1, as well as Note 9 and Note 21 for a further discussion of MSRs. Mortgage banking revenue is reported within the Consumer and Business Banking line of business.

**Investment Products Fees** Investment products fees include commissions related to the execution of requested security trades, distribution fees from sale of mutual funds, and investment advisory fees. Commissions and investment advisory fees are recognized as services are delivered to and utilized by the customer. Distribution fees are received over time, are dependent on the consumer maintaining their mutual fund asset position and the value of such position. These revenues are estimated and recognized at the point a significant reversal of revenue becomes remote. Investment products fees are

predominately reported within the Wealth Management and Investment Services line of business.

**Other Noninterest Income** Other noninterest income is primarily related to financial assets including income on unconsolidated subsidiaries and equity method investments, gains on sale of other investments and corporate owned life insurance proceeds. The Company reports other noninterest income across all lines of business.

## Other Significant Policies

**Goodwill and Other Intangible Assets** Goodwill is recorded on acquired businesses if the purchase price exceeds the fair value of the net assets acquired. Other intangible assets are recorded at their fair value upon completion of a business acquisition or certain other transactions, and generally represent the value of customer contracts or relationships. Goodwill is not amortized but is subject, at a minimum, to annual tests for impairment at a reporting unit level. In certain situations, an interim impairment test may be required if events occur or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Other intangible assets are amortized over their estimated useful lives, using straight-line and accelerated methods and are subject to impairment if events or circumstances indicate a possible inability to realize the carrying amount. Determining the amount of goodwill impairment, if any, includes assessing the current implied fair value of the reporting unit as if it were being acquired in a business combination and comparing it to the carrying amount of the reporting unit's goodwill. Determining the amount of other intangible asset impairment, if any, includes assessing the present value of the estimated future cash flows associated with the intangible asset and comparing it to the carrying amount of the asset.

**Income Taxes** Deferred taxes are recorded to reflect the tax consequences on future years of differences between the tax basis of assets and liabilities and their financial reporting carrying amounts. The Company uses the deferral method of accounting on investments that generate investment tax credits. Under this method, the investment tax credits are recognized as a reduction to the related asset. Beginning January 1, 2014, the Company presents the expense on certain qualified affordable housing investments in tax expense rather than noninterest expense.

**Mortgage Servicing Rights** MSRs are capitalized as separate assets when loans are sold and servicing is retained or if they are purchased from others. MSRs are recorded at fair value. The Company determines the fair value by estimating the present value of the asset's future cash flows utilizing market-based prepayment rates, option adjusted spread, and other assumptions validated through comparison to trade information, industry surveys and independent third party valuations. Changes in the fair value of MSRs are recorded in earnings as mortgage banking revenue during the period in which they occur.

**Pensions** For purposes of its pension plans, the Company utilizes its fiscal year-end as the measurement date. At the measurement

## Table of Contents

date, plan assets are determined based on fair value, generally representing observable market prices or the net asset value provided by the funds' trustee or administrator. The actuarial cost method used to compute the pension liabilities and related expense is the projected unit credit method. The projected benefit obligation is principally determined based on the present value of projected benefit distributions at an assumed discount rate. The discount rate utilized is based on the investment yield of high quality corporate bonds available in the marketplace with maturities equal to projected cash flows of future benefit payments as of the measurement date. Periodic pension expense (or income) includes service costs, interest costs based on the assumed discount rate, the expected return on plan assets based on an actuarially derived market-related value and amortization of actuarial gains and losses. Service cost is included in employee benefits expense on the Consolidated Statement of Income, with all other components of periodic pension expense included in other noninterest expense on the Consolidated Statement of Income. Pension accounting reflects the long-term nature of benefit obligations and the investment horizon of plan assets, and can have the effect of reducing earnings volatility related to short-term changes in interest rates and market valuations. Actuarial gains and losses include the impact of plan amendments and various unrecognized gains and losses which are deferred and amortized over the future service periods of active employees. The market-related value utilized to determine the expected return on plan assets is based on fair value adjusted for the difference between expected returns and actual performance of plan assets. The unrealized difference between actual experience and expected returns is included in expense over a period of approximately fifteen years. The overfunded or underfunded status of the plans is recorded as an asset or liability on the Consolidated Balance Sheet, with changes in that status recognized through other comprehensive income (loss).

**Premises and Equipment** Premises and equipment are stated at cost less accumulated depreciation and depreciated primarily on a straight-line basis over the estimated life of the assets. Estimated useful lives range up to 40 years for newly constructed buildings and from 3 to 25 years for furniture and equipment.

Capitalized leases, less accumulated amortization, are included in premises and equipment. Capitalized lease obligations are included in long-term debt. Capitalized leases are amortized on a straight-line basis over the lease term and the amortization is included in depreciation expense.

**Stock-Based Compensation** The Company grants stock-based awards, which may include restricted stock, restricted stock units and options to purchase common stock of the Company. Stock option grants are for a fixed number of shares to employees and directors with an exercise price equal to the fair value of the shares at the date of grant. Restricted stock and restricted stock unit grants are awarded at no cost to the recipient. Stock-based compensation for awards is recognized in the Company's results of operations over the vesting period. The Company immediately recognizes compensation cost of awards

to employees that meet retirement status, despite their continued active employment. The amortization of stock-based compensation reflects estimated forfeitures adjusted for actual forfeiture experience. As compensation expense is recognized, a deferred tax asset is recorded that represents an estimate of the future tax deduction from exercise or release of restrictions. At the time stock-based awards are exercised, cancelled, expire, or restrictions are released, the Company may be required to recognize an adjustment to tax expense, depending on the market price of the Company's common stock at that time.

**Per Share Calculations** Earnings per common share is calculated using the two-class method under which earnings are allocated to common shareholders and holders of participating securities. Unvested stock-based compensation awards that contain nonforfeitable rights to dividends or dividend equivalents are considered participating securities under the two-class method. Net income applicable to U.S. Bancorp common shareholders is then divided by the weighted-average number of common shares outstanding to determine earnings per common share. Diluted earnings per common share is calculated by adjusting income and outstanding shares, assuming conversion of all potentially dilutive securities.

## NOTE 2 Accounting Changes

**Revenue Recognition** Effective January 1, 2018, the Company adopted accounting guidance, issued by the Financial Accounting Standards Board ("FASB") in May 2014, clarifying the principles for recognizing revenue from certain contracts with customers. The guidance does not apply to revenue associated with financial instruments, such as loans and securities. The adoption of this guidance was not material to the Company's financial statements.

**Financial Instruments—Hedge Accounting** Effective January 1, 2018, the Company adopted accounting guidance, issued by the FASB in August 2017, related to hedge accounting. This guidance makes targeted changes to the hedge accounting model to simplify the application of hedge accounting and more closely align financial reporting to an entity's risk management activities. This guidance expands risk management strategies that qualify for hedge accounting, simplifies certain effectiveness assessment requirements, eliminates separate reporting of ineffectiveness and changes certain presentation and disclosure requirements for hedge accounting activities. Upon adoption, the Company elected to apply the guidance to existing fair value hedges. The Company also elected upon adoption to transfer \$1.5 billion of its fixed rate residential agency mortgage-backed securities from the held-to-maturity to available-for-sale category. The adoption of this guidance was not material to the Company's financial statements.

**Income Taxes** Effective January 1, 2018, the Company adopted accounting guidance, issued by the FASB in February 2018, which allows entities to reclassify from accumulated other comprehensive income to retained earnings, the impact of the

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## [Table of Contents](#)

reduced federal statutory tax rate for corporations included in the Tax Cuts and Jobs Act (“tax reform”) enacted by Congress in late 2017. Upon adoption, the Company increased retained earnings and reduced accumulated other comprehensive income by \$300 million. After adoption, the income tax effect on items included in accumulated other comprehensive income is consistent with the related deferred tax balances, and the income tax effect will be released from accumulated other comprehensive income and the related deferred tax balances when the applicable tax differences reverse.

**Accounting for Leases** Effective January 1, 2019, the Company adopted accounting guidance, issued by the FASB in February 2016, related to the accounting for leases. This guidance requires lessees to recognize all leases on the Consolidated Balance Sheet as lease assets and lease liabilities based primarily on the present value of future lease payments. Lessor accounting is largely unchanged. The Company recognized approximately \$1.3 billion of lease assets and related liabilities on its Consolidated Balance Sheet at the adoption date. The adoption of this guidance will not be material to the Company’s Consolidated Statement of Income.

**Financial Instruments—Credit Losses** In June 2016, the FASB issued accounting guidance, effective for the Company no later than January 1, 2020, related to the impairment of financial instruments. This guidance changes existing impairment recognition to a model that is based on expected losses rather than incurred losses, which is intended to result in more timely recognition of credit losses. This guidance is also intended to

reduce the complexity of current accounting guidance by decreasing the number of credit impairment models that entities use to account for debt instruments. A modified retrospective approach is required at adoption with a cumulative effect adjustment to retained earnings as of the adoption date. The guidance also requires additional credit quality disclosures for loans. The Company is currently evaluating the impact of this guidance on its financial statements, and expects its allowance for credit losses to increase upon adoption. The extent of this increase will continue to be evaluated and will depend on economic conditions and the composition of the Company’s loan portfolio at the time of adoption.

### **NOTE 3** Restrictions on Cash and Due from Banks

Banking regulators require bank subsidiaries to maintain minimum average reserve balances, either in the form of vault cash or reserve balances held with central banks or other financial institutions. The amount of required reserve balances were approximately \$3.1 billion at December 31, 2018 and 2017, and primarily represent those required to be held at the Federal Reserve Bank. In addition to vault cash, the Company held balances at the Federal Reserve Bank and other financial institutions of \$7.5 billion and \$2.4 billion at December 31, 2018 and 2017, respectively, to meet these requirements. These balances are included in cash and due from banks on the Consolidated Balance Sheet.

**NOTE 4 Investment Securities**

The Company's held-to-maturity investment securities are carried at historical cost, adjusted for amortization of premiums and accretion of discounts and credit-related other-than-temporary impairment. The Company's available-for-sale investment securities are carried at fair value with unrealized net gains or losses reported within accumulated other comprehensive income (loss) in shareholders' equity.

The amortized cost, other-than-temporary impairment recorded in other comprehensive income (loss), gross unrealized holding gains and losses, and fair value of held-to-maturity and available-for-sale investment securities at December 31 were as follows:

(Dollars in Millions)	2018					2017				
	Amortized Cost	Unrealized Gains	Unrealized Losses		Fair Value	Amortized Cost	Unrealized Gains	Unrealized Losses		Fair Value
			Other-than-Temporary <sup>(a)</sup>	Other <sup>(b)</sup>				Other-than-Temporary <sup>(a)</sup>	Other <sup>(b)</sup>	
<b>Held-to-maturity</b>										
U.S. Treasury and agencies	\$ 5,102	\$ 2	\$ —	\$ (143)	\$ 4,961	\$ 5,181	\$ 5	\$ —	\$ (120)	\$ 5,066
Residential agency mortgage-backed securities	40,920	45	—	(994)	39,971	39,150	48	—	(579)	38,619
Asset-backed securities										
Collateralized debt obligations/Collateralized loan obligations	—	1	—	—	1	—	4	—	—	4
Other	5	2	—	—	7	6	2	—	—	8
Obligations of state and political subdivisions	6	1	—	—	7	6	1	—	—	7
Obligations of foreign governments	9	—	—	—	9	7	—	—	—	7
Other	8	—	—	—	8	12	—	—	—	12
<b>Total held-to-maturity</b>	<b>\$ 46,050</b>	<b>\$ 51</b>	<b>\$ —</b>	<b>\$ (1,137)</b>	<b>\$ 44,964</b>	<b>\$ 44,362</b>	<b>\$ 60</b>	<b>\$ —</b>	<b>\$ (699)</b>	<b>\$ 43,723</b>
<b>Available-for-sale</b>										
U.S. Treasury and agencies	\$ 19,604	\$ 11	\$ —	\$ (358)	\$ 19,257	\$ 23,586	\$ 3	\$ —	\$ (288)	\$ 23,301
Mortgage-backed securities										
Residential agency	40,542	120	—	(910)	39,752	38,450	152	—	(571)	38,031
Commercial agency	2	—	—	—	2	6	—	—	—	6
Other asset-backed securities	397	6	—	—	403	413	6	—	—	419
Obligations of state and political subdivisions	6,836	37	—	(172)	6,701	6,240	147	—	(29)	6,358
Other	—	—	—	—	—	22	—	—	—	22
<b>Total available-for-sale</b>	<b>\$ 67,381</b>	<b>\$ 174</b>	<b>\$ —</b>	<b>\$ (1,440)</b>	<b>\$ 66,115</b>	<b>\$ 68,717</b>	<b>\$ 308</b>	<b>\$ —</b>	<b>\$ (888)</b>	<b>\$ 68,137</b>

(a) Represents impairment not related to credit for those investment securities that have been determined to be other-than-temporarily impaired.  
 (b) Represents unrealized losses on investment securities that have not been determined to be other-than-temporarily impaired.

The weighted-average maturity of the available-for-sale investment securities was 5.4 years at December 31, 2018, compared with 5.1 years at December 31, 2017. The corresponding weighted-average yields were 2.57 percent and 2.25 percent, respectively. The weighted-average maturity of the held-to-maturity investment securities was 5.2 years at December 31, 2018 and 4.7 years at December 31, 2017. The corresponding weighted-average yields were 2.46 percent and 2.14 percent, respectively.

For amortized cost, fair value and yield by maturity date of held-to-maturity and available-for-sale investment securities outstanding at December 31, 2018, refer to Table 13 included in

Management's Discussion and Analysis, which is incorporated by reference into these Notes to Consolidated Financial Statements.

Investment securities with a fair value of \$10.9 billion at December 31, 2018, and \$12.8 billion at December 31, 2017, were pledged to secure public, private and trust deposits, repurchase agreements and for other purposes required by contractual obligation or law. Included in these amounts were securities where the Company and certain counterparties have agreements granting the counterparties the right to sell or pledge the securities. Investment securities securing these types of arrangements had a fair value of \$2.1 billion at December 31, 2018, and \$689 million at December 31, 2017.

The following table provides information about the amount of interest income from taxable and non-taxable investment securities:

Year Ended December 31 (Dollars in Millions)	2018	2017	2016
Taxable	\$2,396	\$2,043	\$1,878
Non-taxable	220	189	200
<b>Total interest income from investment securities</b>	<b>\$2,616</b>	<b>\$2,232</b>	<b>\$2,078</b>

## Table of Contents

The following table provides information about the amount of gross gains and losses realized through the sales of available-for-sale investment securities:

Year Ended December 31 (Dollars in Millions)	2018	2017	2016
Realized gains	\$ 30	\$ 75	\$ 93
Realized losses	—	(18)	(66)
Net realized gains (losses)	\$ 30	\$ 57	\$ 27
Income tax (benefit) on net realized gains (losses)	\$ 7	\$ 22	\$ 10

The Company conducts a regular assessment of its investment securities with unrealized losses to determine whether investment securities are other-than-temporarily impaired considering, among other factors, the nature of the investment securities, the credit ratings or financial condition of the issuer, the extent and duration of the unrealized loss, expected cash flows of underlying collateral, the existence of any government or agency guarantees, market conditions and whether the Company intends to sell or it is more likely than not the Company will be required to sell the investment securities. The Company determines other-than-temporary impairment recorded in

earnings for investment securities not intended to be sold by estimating the future cash flows of each individual investment security, using market information where available, and discounting the cash flows at the original effective rate of the investment security. Other-than-temporary impairment recorded in other comprehensive income (loss) is measured as the difference between that discounted amount and the fair value of each investment security. The total amount of other-than-temporary impairment recorded was immaterial for the years ended December 31, 2018, 2017 and 2016.

At December 31, 2018, certain investment securities had a fair value below amortized cost. The following table shows the gross unrealized losses and fair value of the Company's investment securities with unrealized losses, aggregated by investment category and length of time the individual investment securities have been in continuous unrealized loss positions, at December 31, 2018:

(Dollars in Millions)	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>Held-to-maturity</b>						
U.S. Treasury and agencies	\$ 182	\$ (1)	\$ 4,639	\$ (142)	\$ 4,821	\$ (143)
Residential agency mortgage-backed securities	7,878	(83)	25,570	(911)	33,448	(994)
Other asset-backed securities	—	—	2	—	2	—
Obligations of foreign governments	1	—	—	—	1	—
Other	—	—	8	—	8	—
Total held-to-maturity	\$8,061	\$ (84)	\$30,219	\$ (1,053)	\$38,280	\$ (1,137)
<b>Available-for-sale</b>						
U.S. Treasury and agencies	\$ 118	\$ —	\$17,828	\$ (358)	\$17,946	\$ (358)
Residential agency mortgage-backed securities	6,269	(45)	23,694	(865)	29,963	(910)
Commercial agency mortgage-backed securities	2	—	—	—	2	—
Obligations of state and political subdivisions	2,623	(60)	1,363	(112)	3,986	(172)
Total available-for-sale	\$9,012	\$ (105)	\$42,885	\$ (1,335)	\$51,897	\$ (1,440)

The Company does not consider these unrealized losses to be credit-related. These unrealized losses primarily relate to changes in interest rates and market spreads subsequent to purchase. A substantial portion of investment securities that have unrealized losses are either U.S. Treasury and agencies, agency mortgage-backed or state and political securities. In general, the issuers of the investment securities are contractually prohibited

from prepayment at less than par, and the Company did not pay significant purchase premiums for these investment securities. At December 31, 2018, the Company had no plans to sell investment securities with unrealized losses, and believes it is more likely than not it would not be required to sell such investment securities before recovery of their amortized cost.

**NOTE 5 Loans and Allowance for Credit Losses**

The composition of the loan portfolio at December 31, disaggregated by class and underlying specific portfolio type, was as follows:

(Dollars in Millions)	2018	2017
<b>Commercial</b>		
Commercial	\$ 96,849	\$ 91,958
Lease financing	5,595	5,603
Total commercial	102,444	97,561
<b>Commercial Real Estate</b>		
Commercial mortgages	28,596	29,367
Construction and development	10,943	11,096
Total commercial real estate	39,539	40,463
<b>Residential Mortgages</b>		
Residential mortgages	53,034	46,685
Home equity loans, first liens	12,000	13,098
Total residential mortgages	65,034	59,783
<b>Credit Card</b>	23,363	22,180
<b>Other Retail</b>		
Retail leasing	8,546	7,988
Home equity and second mortgages	16,122	16,327
Revolving credit	3,088	3,183
Installment	9,676	8,989
Automobile	18,719	18,934
Student(a)	279	1,903
Total other retail	56,430	57,324
<b>Covered Loans(b)</b>	—	3,121
Total loans	\$286,810	\$280,432

(a) During 2018, the Company sold all of its federally guaranteed student loans.

(b) During 2018, the majority of the Company's covered loans were sold and the loss share coverage expired. As of December 31, 2018, any remaining loan balances were reclassified to be included in their respective portfolio category.

The Company had loans of \$88.7 billion at December 31, 2018, and \$83.3 billion at December 31, 2017, pledged at the Federal Home Loan Bank, and loans of \$70.1 billion at December 31, 2018, and \$68.0 billion at December 31, 2017, pledged at the Federal Reserve Bank.

The majority of the Company's loans are to borrowers in the states in which it has Consumer and Business Banking offices. Collateral for commercial loans may include marketable securities, accounts receivable, inventory, equipment and real estate. For details of the Company's commercial portfolio by industry group and geography as of December 31, 2018 and 2017, see Table 7 included in Management's Discussion and Analysis which is incorporated by reference into these Notes to Consolidated Financial Statements.

For detail of the Company's commercial real estate portfolio by property type and geography as of December 31, 2018 and 2017, see Table 8 included in Management's Discussion and

Analysis which is incorporated by reference into these Notes to Consolidated Financial Statements. Collateral for such loans may include the related property, marketable securities, accounts receivable, inventory and equipment.

Originated loans are reported at the principal amount outstanding, net of unearned interest and deferred fees and costs, and any partial charge-offs recorded. Net unearned interest and deferred fees and costs amounted to \$872 million at December 31, 2018, and \$830 million at December 31, 2017. All purchased loans are recorded at fair value at the date of purchase. The Company evaluates purchased loans for impairment at the date of purchase in accordance with applicable authoritative accounting guidance. Purchased loans with evidence of credit deterioration since origination for which it is probable that all contractually required payments will not be collected are considered "purchased impaired loans." All other purchased loans are considered "purchased nonimpaired loans."

## Table of Contents

**Allowance for Credit Losses** The allowance for credit losses is established for probable and estimable losses incurred in the Company's loan and lease portfolio, including unfunded credit

commitments, and includes certain amounts that do not represent loss exposure to the Company because those losses are recoverable under loss sharing agreements with the FDIC.

Activity in the allowance for credit losses by portfolio class was as follows:

(Dollars in Millions)	Commercial	Commercial Real Estate	Residential Mortgages	Credit Card	Other Retail	Covered Loans	Total Loans
<b>Balance at December 31, 2017</b>	\$ 1,372	\$ 831	\$ 449	\$1,056	\$ 678	\$ 31	\$4,417
Add							
Provision for credit losses	333	(50)	23	892	211	(30)	1,379
Deduct							
Loans charged-off	350	9	48	970	383	–	1,760
Less recoveries of loans charged-off	(99)	(28)	(31)	(124)	(124)	–	(406)
Net loans charged-off	251	(19)	17	846	259	–	1,354
Other changes(a)	–	–	–	–	–	(1)	(1)
<b>Balance at December 31, 2018</b>	\$ 1,454	\$ 800	\$ 455	\$1,102	\$ 630	\$ –	\$4,441
<b>Balance at December 31, 2016</b>	\$ 1,450	\$ 812	\$ 510	\$ 934	\$ 617	\$ 34	\$4,357
Add							
Provision for credit losses	186	19	(24)	908	304	(3)	1,390
Deduct							
Loans charged-off	414	30	65	887	355	–	1,751
Less recoveries of loans charged-off	(150)	(30)	(28)	(101)	(112)	–	(421)
Net loans charged-off	264	–	37	786	243	–	1,330
<b>Balance at December 31, 2017</b>	\$ 1,372	\$ 831	\$ 449	\$1,056	\$ 678	\$ 31	\$4,417
<b>Balance at December 31, 2015</b>	\$ 1,287	\$ 724	\$ 631	\$ 883	\$ 743	\$ 38	\$4,306
Add							
Provision for credit losses	488	75	(61)	728	95	(1)	1,324
Deduct							
Loans charged-off	417	22	85	759	332	–	1,615
Less recoveries of loans charged-off	(92)	(35)	(25)	(83)	(111)	–	(346)
Net loans charged-off	325	(13)	60	676	221	–	1,269
Other changes(a)	–	–	–	(1)	–	(3)	(4)
<b>Balance at December 31, 2016</b>	\$ 1,450	\$ 812	\$ 510	\$ 934	\$ 617	\$ 34	\$4,357

(a) Includes net changes in credit losses to be reimbursed by the FDIC and reductions in the allowance for covered loans where the reversal of a previously recorded allowance was offset by an associated decrease in the indemnification asset, and the impact of any loan sales.

Additional detail of the allowance for credit losses by portfolio class was as follows:

(Dollars in Millions)	Commercial	Commercial Real Estate	Residential Mortgages	Credit Card	Other Retail	Covered Loans	Total Loans
<b>Allowance Balance at December 31, 2018 Related to</b>							
Loans individually evaluated for impairment(a)	\$ 16	\$ 8	\$ –	\$ –	\$ –	\$ –	\$ 24
TDRs collectively evaluated for impairment	15	3	126	69	12	–	225
Other loans collectively evaluated for impairment	1,423	788	314	1,033	618	–	4,176
Loans acquired with deteriorated credit quality	–	1	15	–	–	–	16
Total allowance for credit losses	\$ 1,454	\$ 800	\$ 455	\$1,102	\$630	\$ –	\$4,441
<b>Allowance Balance at December 31, 2017 Related to</b>							
Loans individually evaluated for impairment(a)	\$ 23	\$ 4	\$ –	\$ –	\$ –	\$ –	\$ 27
TDRs collectively evaluated for impairment	14	4	139	60	19	1	237
Other loans collectively evaluated for impairment	1,335	818	310	996	659	–	4,118
Loans acquired with deteriorated credit quality	–	5	–	–	–	30	35
Total allowance for credit losses	\$ 1,372	\$ 831	\$ 449	\$1,056	\$678	\$ 31	\$4,417

(a) Represents the allowance for credit losses related to loans greater than \$5 million classified as nonperforming or TDRs.

## Table of Contents

Additional detail of loan balances by portfolio class was as follows:

(Dollars in Millions)	Commercial	Commercial Real Estate	Residential Mortgages	Credit Card	Other Retail	Covered Loans(b)	Total Loans
<b>December 31, 2018</b>							
Loans individually evaluated for impairment(a)	\$ 262	\$ 86	\$ –	\$ –	\$ –	\$ –	\$ 348
TDRs collectively evaluated for impairment	151	129	3,252	245	183	–	3,960
Other loans collectively evaluated for impairment	102,031	39,297	61,465	23,118	56,247	–	282,158
Loans acquired with deteriorated credit quality	–	27	317	–	–	–	344
Total loans	\$ 102,444	\$ 39,539	\$ 65,034	\$ 23,363	\$ 56,430	\$ –	\$ 286,810
<b>December 31, 2017</b>							
Loans individually evaluated for impairment(a)	\$ 337	\$ 71	\$ –	\$ –	\$ –	\$ –	\$ 408
TDRs collectively evaluated for impairment	148	145	3,524	230	186	36	4,269
Other loans collectively evaluated for impairment	97,076	40,174	56,258	21,950	57,138	1,073	273,669
Loans acquired with deteriorated credit quality	–	73	1	–	–	2,012	2,086
Total loans	\$ 97,561	\$ 40,463	\$ 59,783	\$ 22,180	\$ 57,324	\$ 3,121	\$ 280,432

(a) Represents loans greater than \$5 million classified as nonperforming or TDRs.

(b) Includes expected reimbursements from the FDIC under loss sharing agreements.

**Credit Quality** The credit quality of the Company's loan portfolios is assessed as a function of net credit losses, levels of nonperforming assets and delinquencies, and credit quality

ratings as defined by the Company. These credit quality ratings are an important part of the Company's overall credit risk management and evaluation of its allowance for credit losses.

The following table provides a summary of loans by portfolio class, including the delinquency status of those that continue to accrue interest, and those that are nonperforming:

(Dollars in Millions)	Accruing			Nonperforming	Total
	Current	30-89 Days Past Due	90 Days or More Past Due		
<b>December 31, 2018</b>					
Commercial	\$101,844	\$ 322	\$ 69	\$ 209	\$102,444
Commercial real estate	39,354	70	–	115	39,539
Residential mortgages(a)	64,443	181	114	296	65,034
Credit card	22,746	324	293	–	23,363
Other retail	55,722	403	108	197	56,430
Total loans	\$284,109	\$ 1,300	\$ 584	\$ 817	\$286,810
<b>December 31, 2017</b>					
Commercial	\$ 97,005	\$ 250	\$ 57	\$ 249	\$ 97,561
Commercial real estate	40,279	36	6	142	40,463
Residential mortgages(a)	59,013	198	130	442	59,783
Credit card	21,593	302	284	1	22,180
Other retail	56,685	376	95	168	57,324
Covered loans	2,917	50	148	6	3,121
Total loans	\$277,492	\$ 1,212	\$ 720	\$ 1,008	\$280,432

(a) At December 31, 2018, \$430 million of loans 30–89 days past due and \$1.7 billion of loans 90 days or more past due purchased from Government National Mortgage Association ("GNMA") mortgage pools whose repayments are insured by the Federal Housing Administration or guaranteed by the United States Department of Veterans Affairs, were classified as current, compared with \$385 million and \$1.9 billion at December 31, 2017, respectively.

Total nonperforming assets include nonaccrual loans, restructured loans not performing in accordance with modified terms, other real estate and other nonperforming assets owned by the Company. For details of the Company's nonperforming assets as of December 31, 2018 and 2017, see Table 16 included in Management's Discussion and Analysis which is incorporated by reference into these Notes to Consolidated Financial Statements.

At December 31, 2018, the amount of foreclosed residential real estate held by the Company, and included in OREO, was \$106 million, compared with \$156 million at December 31, 2017. These amounts exclude \$235 million and \$267 million at

December 31, 2018 and 2017, respectively, of foreclosed residential real estate related to mortgage loans whose payments are primarily insured by the Federal Housing Administration or guaranteed by the United States Department of Veterans Affairs. In addition, the amount of residential mortgage loans secured by residential real estate in the process of foreclosure at December 31, 2018 and 2017, was \$1.5 billion and \$1.7 billion, respectively, of which \$1.2 billion and \$1.3 billion, respectively, related to loans purchased from Government National Mortgage Association ("GNMA") mortgage pools whose repayments are insured by the Federal Housing Administration or guaranteed by the United States Department of Veterans Affairs.

## Table of Contents

The following table provides a summary of loans by portfolio class and the Company's internal credit quality rating:

(Dollars in Millions)	Pass	Criticized			Total
		Special Mention	Classified <sup>(a)</sup>	Total Criticized	
<b>December 31, 2018</b>					
Commercial	\$100,014	\$1,149	\$ 1,281	\$ 2,430	\$102,444
Commercial real estate	38,473	584	482	1,066	39,539
Residential mortgages(b)	64,570	1	463	464	65,034
Credit card	23,070	–	293	293	23,363
Other retail	56,101	6	323	329	56,430
<b>Total loans</b>	<b>\$282,228</b>	<b>\$1,740</b>	<b>\$ 2,842</b>	<b>\$ 4,582</b>	<b>\$286,810</b>
<b>Total outstanding commitments</b>	<b>\$600,407</b>	<b>\$2,801</b>	<b>\$ 3,448</b>	<b>\$ 6,249</b>	<b>\$606,656</b>
<b>December 31, 2017</b>					
Commercial	\$ 95,297	\$1,130	\$ 1,134	\$ 2,264	\$ 97,561
Commercial real estate	39,162	648	653	1,301	40,463
Residential mortgages(b)	59,141	16	626	642	59,783
Credit card	21,895	–	285	285	22,180
Other retail	57,009	6	309	315	57,324
Covered loans	3,072	–	49	49	3,121
<b>Total loans</b>	<b>\$275,576</b>	<b>\$1,800</b>	<b>\$ 3,056</b>	<b>\$ 4,856</b>	<b>\$280,432</b>
<b>Total outstanding commitments</b>	<b>\$584,072</b>	<b>\$3,142</b>	<b>\$ 3,987</b>	<b>\$ 7,129</b>	<b>\$591,201</b>

(a) Classified rating on consumer loans primarily based on delinquency status.

(b) At December 31, 2018, \$1.7 billion of GNMA loans 90 days or more past due and \$1.6 billion of restructured GNMA loans whose repayments are insured by the Federal Housing Administration or guaranteed by the United States Department of Veterans Affairs were classified with a pass rating, compared with \$1.9 billion and \$1.7 billion at December 31, 2017, respectively.

For all loan classes, a loan is considered to be impaired when, based on current events or information, it is probable the Company will be unable to collect all amounts due per the contractual terms of the loan agreement. A summary of impaired loans, which include all nonaccrual and TDR loans, by portfolio class was as follows:

(Dollars in Millions)	Period-end Recorded Investment <sup>(a)</sup>	Unpaid Principal Balance	Valuation Allowance	Commitments
				to Lend Additional Funds
<b>December 31, 2018</b>				
Commercial	\$ 467	\$ 1,006	\$ 32	\$ 106
Commercial real estate	279	511	12	2
Residential mortgages	1,709	1,879	86	–
Credit card	245	245	69	–
Other retail	335	418	14	5
<b>Total loans, excluding loans purchased from GNMA mortgage pools</b>	<b>3,035</b>	<b>4,059</b>	<b>213</b>	<b>113</b>
Loans purchased from GNMA mortgage pools	1,639	1,639	41	–
<b>Total</b>	<b>\$ 4,674</b>	<b>\$ 5,698</b>	<b>\$ 254</b>	<b>\$ 113</b>
<b>December 31, 2017</b>				
Commercial	\$ 550	\$ 915	\$ 44	\$ 199
Commercial real estate	280	596	11	–
Residential mortgages	1,946	2,339	116	1
Credit card	230	230	60	–
Other retail	302	400	22	4
Covered loans	38	44	1	–
<b>Total loans, excluding loans purchased from GNMA mortgage pools</b>	<b>3,346</b>	<b>4,524</b>	<b>254</b>	<b>204</b>
Loans purchased from GNMA mortgage pools	1,681	1,681	25	–
<b>Total</b>	<b>\$ 5,027</b>	<b>\$ 6,205</b>	<b>\$ 279</b>	<b>\$ 204</b>

(a) Substantially all loans classified as impaired at December 31, 2018 and 2017, had an associated allowance for credit losses. The total amount of interest income recognized during 2018 on loans classified as impaired at December 31, 2018, excluding those acquired with deteriorated credit quality, was \$164 million, compared to what would have been recognized at the original contractual terms of the loans of \$226 million.

## Table of Contents

Additional information on impaired loans for the years ended December 31 follows:

(Dollars in Millions)	Average Recorded Investment	Interest Income Recognized
<b>2018</b>		
Commercial	\$ 497	\$ 8
Commercial real estate	273	13
Residential mortgages	1,817	76
Credit card	236	3
Other retail	309	16
Covered loans	25	1
Total loans, excluding loans purchased from GNMA mortgage pools	3,157	117
Loans purchased from GNMA mortgage pools	1,640	47
Total	\$ 4,797	\$ 164
<b>2017</b>		
Commercial	\$ 683	\$ 7
Commercial real estate	273	11
Residential mortgages	2,135	103
Credit card	229	3
Other retail	287	14
Covered loans	37	1
Total loans, excluding loans purchased from GNMA mortgage pools	3,644	139
Loans purchased from GNMA mortgage pools	1,672	65
Total	\$ 5,316	\$ 204
<b>2016</b>		
Commercial	\$ 799	\$ 9
Commercial real estate	324	15
Residential mortgages	2,422	124
Credit card	214	4
Other retail	293	13
Covered loans	38	1
Total loans, excluding loans purchased from GNMA mortgage pools	4,090	166
Loans purchased from GNMA mortgage pools	1,620	71
Total	\$ 5,710	\$ 237

## Table of Contents

**Troubled Debt Restructurings** In certain circumstances, the Company may modify the terms of a loan to maximize the collection of amounts due when a borrower is experiencing financial difficulties or is expected to experience difficulties in the near-term. The following table provides a summary of loans modified as TDRs for the years ended December 31, by portfolio class:

(Dollars in Millions)	Number of Loans	Pre-Modification Outstanding Loan Balance	Post-Modification Outstanding Loan Balance
<b>2018</b>			
Commercial	2,824	\$ 336	\$ 311
Commercial real estate	127	168	169
Residential mortgages	526	73	69
Credit card	33,318	169	171
Other retail	2,462	58	55
Covered loans	3	1	1
Total loans, excluding loans purchased from GNMA mortgage pools	39,260	805	776
Loans purchased from GNMA mortgage pools	6,268	821	803
Total loans	45,528	\$ 1,626	\$ 1,579
<b>2017</b>			
Commercial	2,758	\$ 380	\$ 328
Commercial real estate	128	82	78
Residential mortgages	800	90	88
Credit card	33,615	161	162
Other retail	3,881	79	68
Covered loans	11	2	2
Total loans, excluding loans purchased from GNMA mortgage pools	41,193	794	726
Loans purchased from GNMA mortgage pools	6,791	881	867
Total loans	47,984	\$ 1,675	\$ 1,593
<b>2016</b>			
Commercial	2,352	\$ 844	\$ 699
Commercial real estate	102	259	256
Residential mortgages	1,576	168	178
Credit card	31,394	151	153
Other retail	2,235	41	40
Covered loans	39	6	7
Total loans, excluding loans purchased from GNMA mortgage pools	37,698	1,469	1,333
Loans purchased from GNMA mortgage pools	11,260	1,274	1,267
Total loans	48,958	\$ 2,743	\$ 2,600

Residential mortgages, home equity and second mortgages, and loans purchased from GNMA mortgage pools in the table above include trial period arrangements offered to customers during the periods presented. The post-modification balances for these loans reflect the current outstanding balance until a permanent modification is made. In addition, the post-modification balances typically include capitalization of unpaid accrued interest and/or fees under the various modification programs. For those loans modified as TDRs during the fourth

quarter of 2018, at December 31, 2018, 51 residential mortgages, 34 home equity and second mortgage loans and 1,022 loans purchased from GNMA mortgage pools with outstanding balances of \$10 million, \$2 million and \$133 million, respectively, were in a trial period and have estimated post-modification balances of \$10 million, \$3 million and \$133 million, respectively, assuming permanent modification occurs at the end of the trial period.

## Table of Contents

The following table provides a summary of TDR loans that defaulted (fully or partially charged-off or became 90 days or more past due) for the years ended December 31, that were modified as TDRs within 12 months previous to default:

(Dollars in Millions)	Number of Loans	Amount Defaulted
<b>2018</b>		
Commercial	836	\$ 71
Commercial real estate	39	15
Residential mortgages	191	18
Credit card	8,012	35
Other retail	334	5
Covered loans	1	—
Total loans, excluding loans purchased from GNMA mortgage pools	9,413	144
Loans purchased from GNMA mortgage pools	1,447	187
Total loans	10,860	\$ 331
<b>2017</b>		
Commercial	724	\$ 53
Commercial real estate	36	9
Residential mortgages	374	41
Credit card	8,372	36
Other retail	415	5
Covered loans	4	—
Total loans, excluding loans purchased from GNMA mortgage pools	9,925	144
Loans purchased from GNMA mortgage pools	1,369	177
Total loans	11,294	\$ 321
<b>2016</b>		
Commercial	531	\$ 24
Commercial real estate	27	12
Residential mortgages	132	17
Credit card	6,827	30
Other retail	434	9
Covered loans	4	1
Total loans, excluding loans purchased from GNMA mortgage pools	7,955	93
Loans purchased from GNMA mortgage pools	202	25
Total loans	8,157	\$ 118

In addition to the defaults in the table above, the Company had a total of 1,034 residential mortgage loans, home equity and second mortgage loans and loans purchased from GNMA mortgage pools for the year ended December 31, 2018, where borrowers did not successfully complete the trial period

arrangement and, therefore, are no longer eligible for a permanent modification under the applicable modification program. These loans had aggregate outstanding balances of \$98 million for the year ended December 31, 2018.

**NOTE 6 Leases**

The components of the net investment in sales-type and direct financing leases at December 31 were as follows:

(Dollars in Millions)	2018	2017
Aggregate future minimum lease payments to be received	\$13,222	\$12,709
Unguaranteed residual values accruing to the lessor's benefit	1,877	1,731
Unearned income	(1,272)	(1,205)
Initial direct costs	257	274
<b>Total net investment in sales-type and direct financing leases(a)</b>	<b>\$14,084</b>	<b>\$13,509</b>

(a) The accumulated allowance for uncollectible minimum lease payments was \$90 million and \$94 million at December 31, 2018 and 2017, respectively.

The minimum future lease payments to be received from sales-type and direct financing leases were as follows at December 31, 2018:

(Dollars in Millions)	
2019	\$4,264
2020	4,146
2021	2,777
2022	1,177
2023	335
Thereafter	523

**NOTE 7 Accounting for Transfers and Servicing of Financial Assets and Variable Interest Entities**

The Company transfers financial assets in the normal course of business. The majority of the Company's financial asset transfers are residential mortgage loan sales primarily to government-sponsored enterprises ("GSEs"), transfers of tax-advantaged investments, commercial loan sales through participation agreements, and other individual or portfolio loan and securities sales. In accordance with the accounting guidance for asset transfers, the Company considers any ongoing involvement with transferred assets in determining whether the assets can be derecognized from the balance sheet. Guarantees provided to certain third parties in connection with the transfer of assets are further discussed in Note 22.

For loans sold under participation agreements, the Company also considers whether the terms of the loan participation agreement meet the accounting definition of a participating interest. With the exception of servicing and certain performance-based guarantees, the Company's continuing involvement with financial assets sold is minimal and generally limited to market customary representation and warranty clauses. Any gain or loss on sale depends on the previous carrying amount of the transferred financial assets, the consideration received, and any liabilities incurred in exchange for the transferred assets. Upon transfer, any servicing assets and other interests that continue to be held by the Company are initially recognized at fair value. For further information on MSRMs, refer to Note 9. On a limited basis, the Company may acquire and package high-grade corporate bonds for select corporate customers, in which the Company generally has no continuing involvement with these transactions. Additionally, the Company is an authorized GNMA issuer and issues GNMA securities on a regular basis. The Company has no other asset securitizations or similar asset-backed financing arrangements that are off-balance sheet.

The Company also provides financial support primarily through the use of waivers of trust and investment management

fees associated with various unconsolidated registered money market funds it manages. The Company provided \$25 million, \$23 million and \$45 million of support to the funds during the years ended December 31, 2018, 2017 and 2016, respectively.

The Company is involved in various entities that are considered to be VIEs. The Company's investments in VIEs are primarily related to investments promoting affordable housing, community development and renewable energy sources. Some of these tax-advantaged investments support the Company's regulatory compliance with the Community Reinvestment Act. The Company's investments in these entities generate a return primarily through the realization of federal and state income tax credits, and other tax benefits, such as tax deductions from operating losses of the investments, over specified time periods. These tax credits are recognized as a reduction of tax expense or, for investments qualifying as investment tax credits, as a reduction to the related investment asset. The Company recognized federal and state income tax credits related to its affordable housing and other tax-advantaged investments in tax expense of \$689 million, \$711 million and \$698 million for the years ended December 31, 2018, 2017 and 2016, respectively. The Company also recognized \$639 million, \$1.5 billion and \$1.4 billion of investment tax credits for the years ended December 31, 2018, 2017 and 2016, respectively. The Company recognized \$604 million, \$741 million and \$672 million of expenses related to all of these investments for the years ended December 31, 2018, 2017 and 2016, respectively, of which \$275 million, \$317 million and \$251 million, respectively, were included in tax expense and the remaining amounts were included in noninterest expense.

The Company is not required to consolidate VIEs in which it has concluded it does not have a controlling financial interest, and thus is not the primary beneficiary. In such cases, the Company does not have both the power to direct the entities'

## Table of Contents

most significant activities and the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIEs.

The Company's investments in these unconsolidated VIEs are carried in other assets on the Consolidated Balance Sheet. The Company's unfunded capital and other commitments related to these unconsolidated VIEs are generally carried in other liabilities on the Consolidated Balance Sheet. The Company's maximum exposure to loss from these unconsolidated VIEs include the investment recorded on the Company's Consolidated Balance Sheet, net of unfunded capital commitments, and previously recorded tax credits which remain subject to recapture by taxing authorities based on compliance features required to be met at the project level. While the Company believes potential losses from these investments are remote, the maximum exposure was determined by assuming a scenario where the community-based business and housing projects completely fail and do not meet certain government compliance requirements resulting in recapture of the related tax credits.

The following table provides a summary of investments in community development and tax-advantaged VIEs that the Company has not consolidated:

At December 31 (Dollars in Millions)	2018	2017
Investment carrying amount	\$ 5,823	\$ 5,660
Unfunded capital and other commitments	2,778	2,770
Maximum exposure to loss	12,360	12,120

The Company also has noncontrolling financial investments in private investment funds and partnerships considered to be VIEs, which are not consolidated. The Company's recorded investment in these entities, carried in other assets on the Consolidated Balance Sheet, was approximately \$27 million at December 31, 2018 and \$30 million at December 31, 2017. The maximum exposure to loss related to these VIEs was \$52 million at December 31, 2018 and \$51 million at December 31, 2017, representing the Company's investment balance and its unfunded commitments to invest additional amounts.

The Company's individual net investments in unconsolidated VIEs, which exclude any unfunded capital commitments, ranged

from less than \$1 million to \$95 million at December 31, 2018, compared with less than \$1 million to \$56 million at December 31, 2017.

The Company is required to consolidate VIEs in which it has concluded it has a controlling financial interest. The Company sponsors entities to which it transfers its interests in tax-advantaged investments to third parties. At December 31, 2018, approximately \$3.9 billion of the Company's assets and \$2.7 billion of its liabilities included on the Consolidated Balance Sheet were related to community development and tax-advantaged investment VIEs which the Company has consolidated, primarily related to these transfers. These amounts compared to \$3.5 billion and \$2.5 billion, respectively, at December 31, 2017. The majority of the assets of these consolidated VIEs are reported in other assets, and the liabilities are reported in long-term debt and other liabilities. The assets of a particular VIE are the primary source of funds to settle its obligations. The creditors of the VIEs do not have recourse to the general credit of the Company. The Company's exposure to the consolidated VIEs is generally limited to the carrying value of its variable interests plus any related tax credits previously recognized or transferred to others with a guarantee.

The Company also sponsors a conduit to which it previously transferred high-grade investment securities. The Company consolidates the conduit because of its ability to manage the activities of the conduit. At December 31, 2018, \$14 million of the held-to-maturity investment securities on the Company's Consolidated Balance Sheet were related to the conduit, compared with \$18 million at December 31, 2017.

In addition, the Company sponsors a municipal bond securities tender option bond program. The Company controls the activities of the program's entities, is entitled to the residual returns and provides liquidity and remarketing arrangements to the program. As a result, the Company has consolidated the program's entities. At December 31, 2018, \$2.4 billion of available-for-sale investment securities and \$2.3 billion of short-term borrowings on the Consolidated Balance Sheet were related to the tender option bond program, compared with \$2.5 billion of available-for-sale investment securities and \$2.3 billion of short-term borrowings at December 31, 2017.

## NOTE 8 Premises and Equipment

Premises and equipment at December 31 consisted of the following:

(Dollars in Millions)	2018	2017
Land	\$ 515	\$ 520
Buildings and improvements	3,481	3,425
Furniture, fixtures and equipment	3,110	2,951
Capitalized building and equipment leases	121	130
Construction in progress	20	35
	7,247	7,061
Less accumulated depreciation and amortization	(4,790)	(4,629)
Total	\$ 2,457	\$ 2,432

**NOTE 9 Mortgage Servicing Rights**

The Company capitalizes MSRs as separate assets when loans are sold and servicing is retained. MSRs may also be purchased from others. The Company carries MSRs at fair value, with changes in the fair value recorded in earnings during the period in which they occur. The Company serviced \$231.5 billion of residential mortgage loans for others at December 31, 2018, and \$234.7 billion at December 31, 2017, including subserviced mortgages with no corresponding MSR asset. Included in mortgage banking revenue are the MSR fair value changes arising

from market rate and model assumption changes, net of the value change in derivatives used to economically hedge MSRs. These changes resulted in net gains of \$47 million, \$15 million and \$7 million for the years ended December 31, 2018, 2017 and 2016, respectively. Loan servicing and ancillary fees, not including valuation changes, included in mortgage banking revenue were \$746 million, \$746 million and \$750 million for the years ended December 31, 2018, 2017 and 2016, respectively.

Changes in fair value of capitalized MSRs for the years ended December 31, are summarized as follows:

(Dollars in Millions)	2018	2017	2016
Balance at beginning of period	\$2,645	\$2,591	\$2,512
Rights purchased	8	13	43
Rights capitalized	397	445	524
Rights sold	(27)	—	—
Changes in fair value of MSRs			
Due to fluctuations in market interest rates(a)	98	(23)	(55)
Due to revised assumptions or models(b)	56	18	19
Other changes in fair value(c)	(386)	(399)	(452)
Balance at end of period	\$2,791	\$2,645	\$2,591

(a) Includes changes in MSR value associated with changes in market interest rates, including estimated prepayment rates and anticipated earnings on escrow deposits.

(b) Includes changes in MSR value not caused by changes in market interest rates, such as changes in cost to service, ancillary income and option adjusted spread, as well as the impact of any model changes.

(c) Primarily represents changes due to realization of expected cash flows over time (decay).

The estimated sensitivity to changes in interest rates of the fair value of the MSR portfolio and the related derivative instruments as of December 31 follows:

(Dollars in Millions)	2018						2017					
	Down 100 bps	Down 50 bps	Down 25 bps	Up 25 bps	Up 50 bps	Up 100 bps	Down 100 bps	Down 50 bps	Down 25 bps	Up 25 bps	Up 50 bps	Up 100 bps
MSR portfolio	\$ (501)	\$(223)	\$(105)	\$ 92	\$ 171	\$ 295	\$ (520)	\$(231)	\$(109)	\$ 95	\$ 177	\$ 302
Derivative instrument hedges	455	215	104	(94)	(177)	(321)	453	216	105	(96)	(184)	(336)
Net sensitivity	\$ (46)	\$ (8)	\$ (1)	\$ (2)	\$ (6)	\$ (26)	\$ (67)	\$ (15)	\$ (4)	\$ (1)	\$ (7)	\$ (34)

The fair value of MSRs and their sensitivity to changes in interest rates is influenced by the mix of the servicing portfolio and characteristics of each segment of the portfolio. The Company's servicing portfolio consists of the distinct portfolios of government-insured mortgages, conventional mortgages and Housing Finance Agency ("HFA") mortgages. The servicing portfolios are predominantly comprised of fixed-rate agency loans

with limited adjustable-rate or jumbo mortgage loans. The HFA servicing portfolio is comprised of loans originated under state and local housing authority program guidelines which assist purchases by first-time or low- to moderate-income homebuyers through a favorable rate subsidy, down payment and/or closing cost assistance on government- and conventional-insured mortgages.

A summary of the Company's MSRs and related characteristics by portfolio as of December 31 follows:

(Dollars in Millions)	2018				2017			
	HFA	Government	Conventional(d)	Total	HFA	Government	Conventional(d)	Total
Servicing portfolio(a)	\$44,384	\$ 35,990	\$ 148,910	\$229,284	\$40,737	\$ 36,756	\$ 155,353	\$232,846
Fair value	\$ 526	\$ 465	\$ 1,800	\$ 2,791	\$ 450	\$ 428	\$ 1,767	\$ 2,645
Value (bps)(b)	119	129	121	122	110	116	114	114
Weighted-average servicing fees (bps)	34	36	27	30	35	34	27	29
Multiple (value/servicing fees)	3.45	3.63	4.52	4.11	3.17	3.38	4.24	3.86
Weighted-average note rate	4.59%	3.97%	4.06%	4.15%	4.43%	3.92%	4.02%	4.08%
Weighted-average age (in years)	3.3	4.7	4.5	4.3	3.0	4.3	4.2	4.0
Weighted-average expected prepayment (constant prepayment rate)	9.8%	11.0%	9.1%	9.5%	9.8%	11.6%	9.7%	10.0%
Weighted-average expected life (in years)	7.7	6.7	7.1	7.2	7.7	6.5	6.9	7.0
Weighted-average option adjusted spread(c)	8.6%	8.3%	7.2%	7.6%	9.9%	9.2%	7.2%	8.0%

(a) Represents principal balance of mortgages having corresponding MSR asset.

(b) Calculated as fair value divided by the servicing portfolio.

(c) Option adjusted spread is the incremental spread added to the risk-free rate to reflect optionality and other risk inherent in the MSRs.

(d) Represents loans sold primarily to GSEs.

**NOTE 10** Intangible Assets

Intangible assets consisted of the following:

At December 31 (Dollars in Millions)	Estimated Life <sup>(a)</sup>	Amortization Method <sup>(b)</sup>	Balance	
			2018	2017
Goodwill		(c)	\$ 9,369	\$ 9,434
Merchant processing contracts	6 years/8 years	SL/AC	155	89
Core deposit benefits	22 years/5 years	SL/AC	104	131
Mortgage servicing rights		(c)	2,791	2,645
Trust relationships	10 years/7 years	SL/AC	34	45
Other identified intangibles	5 years/4 years	SL/AC	308	318
<b>Total</b>			<b>\$12,761</b>	<b>\$12,662</b>

(a) Estimated life represents the amortization period for assets subject to the straight line method and the weighted average or life of the underlying cash flows amortization period for intangibles subject to accelerated methods. If more than one amortization method is used for a category, the estimated life for each method is calculated and reported separately.

(b) Amortization methods: SL = straight line method  
= accelerated methods generally based on cash flows

AC

(c) Goodwill is evaluated for impairment, but not amortized. Mortgage servicing rights are recorded at fair value, and are not amortized.

Aggregate amortization expense consisted of the following:

Year Ended December 31 (Dollars in Millions)	2018	2017	2016
Merchant processing contracts	\$ 24	\$ 24	\$ 28
Core deposit benefits	26	30	34
Trust relationships	11	14	16
Other identified intangibles	100	107	101
<b>Total</b>	<b>\$161</b>	<b>\$175</b>	<b>\$179</b>

The estimated amortization expense for the next five years is as follows:

(Dollars in Millions)	2019	2020	2021	2022	2023
					\$141
					113
					90
					74
					45

The following table reflects the changes in the carrying value of goodwill for the years ended December 31, 2018, 2017 and 2016:

(Dollars in Millions)	Corporate and Commercial Banking	Consumer and Business Banking	Wealth Management and Investment Services	Payment Services	Treasury and Corporate Support	Consolidated Company
<b>Balance at December 31, 2015</b>	\$ 1,647	\$ 3,681	\$ 1,567	\$ 2,466	\$ -	\$ 9,361
Foreign exchange translation and other	-	-	(1)	(16)	-	(17)
<b>Balance at December 31, 2016</b>	\$ 1,647	\$ 3,681	\$ 1,566	\$ 2,450	\$ -	\$ 9,344
Goodwill acquired	-	-	-	62	-	62
Foreign exchange translation and other	-	-	3	25	-	28
<b>Balance at December 31, 2017</b>	\$ 1,647	\$ 3,681	\$ 1,569	\$ 2,537	\$ -	\$ 9,434
Goodwill acquired	-	-	-	105	-	105
Disposal	-	(155)	-	-	-	(155)
Foreign exchange translation and other	-	(51)	49	(13)	-	(15)
<b>Balance at December 31, 2018</b>	\$ 1,647	\$ 3,475	\$ 1,618	\$ 2,629	\$ -	\$ 9,369

**NOTE 11** Deposits

The composition of deposits at December 31 was as follows:

(Dollars in Millions)	2018	2017
Noninterest-bearing deposits	\$ 81,811	\$ 87,557
Interest-bearing deposits		
Interest checking	73,994	74,520
Money market savings	100,396	107,973
Savings accounts	44,720	43,809
Time deposits	44,554	33,356
Total interest-bearing deposits	263,664	259,658
Total deposits	\$345,475	\$347,215

The maturities of time deposits outstanding at December 31, 2018 were as follows:

(Dollars in Millions)	
2019	\$38,272
2020	3,214
2021	1,740
2022	726
2023	598
Thereafter	4
Total	\$44,554

**NOTE 12** Short-Term Borrowings(a)

The following table is a summary of short-term borrowings for the last three years:

(Dollars in Millions)	2018		2017		2016	
	Amount	Rate	Amount	Rate	Amount	Rate
<b>At year-end</b>						
Federal funds purchased	\$ 458	2.05%	\$ 252	.77%	\$ 447	.30%
Securities sold under agreements to repurchase	2,582	2.20	803	.61	801	.12
Commercial paper	6,940	1.35	8,303	.68	10,010	.30
Other short-term borrowings	4,159	2.68	7,293	2.13	2,705	1.00
Total	\$14,139	1.92%	\$16,651	1.31%	\$13,963	.43%
<b>Average for the year</b>						
Federal funds purchased	\$ 1,070	1.70%	\$ 528	.86%	\$ 1,015	.30%
Securities sold under agreements to repurchase	2,279	1.87	917	.44	891	.18
Commercial paper	6,929	.94	8,236	.49	14,827	.26
Other short-term borrowings	11,512	2.27	5,341	1.90	3,173	1.67
Total	\$21,790	1.78%	\$15,022	1.00%	\$19,906	.48%
<b>Maximum month-end balance</b>						
Federal funds purchased	\$ 4,532		\$ 600		\$ 2,487	
Securities sold under agreements to repurchase	3,225		927		1,177	
Commercial paper	7,846		9,950		21,441	
Other short-term borrowings	16,588		7,293		6,771	

(a) Interest and rates are presented on a fully taxable-equivalent basis utilizing a tax rate of 21 percent for 2018 and 35 percent for 2017 and 2016.

**NOTE 13** Long-Term Debt

Long-term debt (debt with original maturities of more than one year) at December 31 consisted of the following:

(Dollars in Millions)	Rate Type	Rate <sup>(a)</sup>	Maturity Date	2018	2017
<b>U.S. Bancorp (Parent Company)</b>					
Subordinated notes	Fixed	2.950%	2022	\$ 1,300	\$ 1,300
	Fixed	3.600%	2024	1,000	1,000
	Fixed	7.500%	2026	199	199
	Fixed	3.100%	2026	1,000	1,000
Medium-term notes	Fixed	.850% - 4.125%	2019 - 2028	12,345	11,299
	Floating	2.890% - 3.127%	2019 - 2022	500	1,000
Other <sup>(b)</sup>				(53)	(29)
Subtotal				16,291	15,769
<b>Subsidiaries</b>					
Federal Home Loan Bank advances	Fixed	1.250% - 8.250%	2019 - 2026	307	208
	Floating	2.650% - 3.175%	2019 - 2026	4,272	5,272
Bank notes	Fixed	1.400% - 3.450%	2019 - 2025	11,600	6,200
	Floating	2.177% - 3.009%	2019 - 2058	7,864	3,810
Other <sup>(c)</sup>				1,006	1,000
Subtotal				25,049	16,490
Total				\$41,340	\$32,259

(a) Weighted-average interest rates of medium-term notes, Federal Home Loan Bank advances and bank notes were 2.84 percent, 2.96 percent and 2.63 percent, respectively.

(b) Includes debt issuance fees and unrealized gains and losses and deferred amounts relating to derivative instruments.

(c) Includes consolidated community development and tax-advantaged investment VIEs, capitalized lease obligations, debt issuance fees, and unrealized gains and losses and deferred amounts relating to derivative instruments.

The Company has arrangements with the Federal Home Loan Bank and Federal Reserve Bank whereby the Company could have borrowed an additional \$98.8 billion and \$87.7 billion at December 31, 2018 and 2017, respectively, based on collateral available.

Maturities of long-term debt outstanding at December 31, 2018, were:

(Dollars in Millions)	Parent Company	Consolidated
2019	\$ 1,497	\$ 8,080
2020	—	6,407
2021	2,696	6,719
2022	3,793	4,082
2023	—	2,004
Thereafter	8,305	14,048
Total	\$ 16,291	\$ 41,340

**NOTE 14** Shareholders' Equity

At December 31, 2018 and 2017, the Company had authority to issue 4 billion shares of common stock and 50 million shares of preferred stock. The Company had 1.6 billion and 1.7 billion shares of common stock outstanding at December 31, 2018 and

2017, respectively. The Company had 52 million shares reserved for future issuances, primarily under its stock incentive plans at December 31, 2018.

The number of shares issued and outstanding and the carrying amount of each outstanding series of the Company's preferred stock were as follows:

At December 31 (Dollars in Millions)	2018				2017			
	Shares Issued and Outstanding	Liquidation Preference	Discount	Carrying Amount	Shares Issued and Outstanding	Liquidation Preference	Discount	Carrying Amount
Series A	12,510	\$ 1,251	\$ 145	\$ 1,106	12,510	\$ 1,251	\$ 145	\$ 1,106
Series B	40,000	1,000	—	1,000	40,000	1,000	—	1,000
Series F	44,000	1,100	12	1,088	44,000	1,100	12	1,088
Series H	20,000	500	13	487	20,000	500	13	487
Series I	30,000	750	5	745	30,000	750	5	745
Series J	40,000	1,000	7	993	40,000	1,000	7	993
Series K	23,000	575	10	565	—	—	—	—
Total preferred stock(a)	209,510	\$ 6,176	\$ 192	\$ 5,984	186,510	\$ 5,601	\$ 182	\$ 5,419

(a) The par value of all shares issued and outstanding at December 31, 2018 and 2017, was \$1.00 per share.

During 2018, the Company issued depositary shares representing an ownership interest in 23,000 shares of Series K Non-Cumulative Perpetual Preferred Stock with a liquidation preference of \$25,000 per share (the "Series K Preferred Stock"). The Series K Preferred Stock has no stated maturity and will not be subject to any sinking fund or other obligation of the Company. Dividends, if declared, will accrue and be payable quarterly, in arrears, at a rate per annum equal to 5.50 percent. The Series K Preferred Stock is redeemable at the Company's option, in whole or in part, on or after October 15, 2023. The Series K Preferred Stock is redeemable at the Company's option, in whole, but not in part, prior to October 15, 2023 within 90 days following an official administrative or judicial decision, amendment to, or change in the laws or regulations that would not allow the Company to treat the full liquidation value of the Series K Preferred Stock as Tier 1 capital for purposes of the capital adequacy guidelines of the Federal Reserve Board.

During 2017, the Company issued depositary shares representing an ownership interest in 40,000 shares of Series J Non-Cumulative Perpetual Preferred Stock with a liquidation preference of \$25,000 per share (the "Series J Preferred Stock"). The Series J Preferred Stock has no stated maturity and will not be subject to any sinking fund or other obligation of the Company. Dividends, if declared, will accrue and be payable semiannually, in arrears, at a rate per annum equal to 5.300 percent from the date of issuance to, but excluding, April 15, 2027, and thereafter will accrue and be payable quarterly at a floating rate per annum equal to the three-month London Interbank Offered Rate ("LIBOR") plus 2.914 percent. The Series J Preferred Stock is redeemable at the Company's option, in whole or in part, on or after April 15, 2027. The Series J Preferred Stock is redeemable at the Company's option, in whole, but not in part, prior to April 15, 2027 within 90 days following an official administrative or judicial decision, amendment to, or change in the laws or regulations that would not allow the

Company to treat the full liquidation value of the Series J Preferred Stock as Tier 1 capital for purposes of the capital adequacy guidelines of the Federal Reserve Board.

During 2015, the Company issued depositary shares representing an ownership interest in 30,000 shares of Series I Non-Cumulative Perpetual Preferred Stock with a liquidation preference of \$25,000 per share (the "Series I Preferred Stock"). The Series I Preferred Stock has no stated maturity and will not be subject to any sinking fund or other obligation of the Company. Dividends, if declared, will accrue and be payable semiannually, in arrears, at a rate per annum equal to 5.125 percent from the date of issuance to, but excluding, January 15, 2021, and thereafter will accrue and be payable quarterly at a floating rate per annum equal to three-month LIBOR plus 3.486 percent. The Series I Preferred Stock is redeemable at the Company's option, in whole or in part, on or after January 15, 2021. The Series I Preferred Stock is redeemable at the Company's option, in whole, but not in part, prior to January 15, 2021 within 90 days following an official administrative or judicial decision, amendment to, or change in the laws or regulations that would not allow the Company to treat the full liquidation value of the Series I Preferred Stock as Tier 1 capital for purposes of the capital adequacy guidelines of the Federal Reserve Board.

During 2013, the Company issued depositary shares representing an ownership interest in 20,000 shares of Series H Non-Cumulative Perpetual Preferred Stock with a liquidation preference of \$25,000 per share (the "Series H Preferred Stock"). The Series H Preferred Stock has no stated maturity and will not be subject to any sinking fund or other obligation of the Company. Dividends, if declared, will accrue and be payable quarterly, in arrears, at a rate per annum equal to 5.15 percent. The Series H Preferred Stock is redeemable at the Company's option, subject to the prior approval of the Federal Reserve Board.

## Table of Contents

During 2012, the Company issued depositary shares representing an ownership interest in 44,000 shares of Series F Non-Cumulative Perpetual Preferred Stock with a liquidation preference of \$25,000 per share (the "Series F Preferred Stock"). The Series F Preferred Stock has no stated maturity and will not be subject to any sinking fund or other obligation of the Company. Dividends, if declared, will accrue and be payable quarterly, in arrears, at a rate per annum equal to 6.50 percent from the date of issuance to, but excluding, January 15, 2022, and thereafter at a floating rate per annum equal to three-month LIBOR plus 4.468 percent. The Series F Preferred Stock is redeemable at the Company's option, in whole or in part, on or after January 15, 2022. The Series F Preferred Stock is redeemable at the Company's option, in whole, but not in part, prior to January 15, 2022 within 90 days following an official administrative or judicial decision, amendment to, or change in the laws or regulations that would not allow the Company to treat the full liquidation value of the Series F Preferred Stock as Tier 1 capital for purposes of the capital adequacy guidelines of the Federal Reserve Board. During 2012, the Company also issued depositary shares representing an ownership interest in 43,400 shares of Series G Non-Cumulative Perpetual Preferred Stock with a liquidation preference of \$25,000 per share (the "Series G Preferred Stock"). During 2017, the Company redeemed all outstanding shares of the Series G Preferred Stock at a redemption price equal to the liquidation preference amount. The Company included a \$10 million loss in the computation of earnings per diluted common share for 2017, which represents the stock issuance costs recorded in preferred stock upon the issuance of the Series G Preferred Stock that were reclassified to retained earnings on the date the Company provided notice of its intent to redeem the outstanding shares.

During 2010, the Company issued depositary shares representing an ownership interest in 5,746 shares of Series A Non-Cumulative Perpetual Preferred Stock (the "Series A Preferred Stock") to investors, in exchange for their portion of USB Capital IX Income Trust Securities. During 2011, the Company issued depositary shares representing an ownership

interest in 6,764 shares of Series A Preferred Stock to USB Capital IX, thereby settling the stock purchase contract established between the Company and USB Capital IX as part of the 2006 issuance of USB Capital IX Income Trust Securities. The preferred shares were issued to USB Capital IX for the purchase price specified in the stock forward purchase contract. The Series A Preferred Stock has a liquidation preference of \$100,000 per share, no stated maturity and will not be subject to any sinking fund or other obligation of the Company. Dividends, if declared, will accrue and be payable quarterly, in arrears, at a rate per annum equal to the greater of three-month LIBOR plus 1.02 percent or 3.50 percent. The Series A Preferred Stock is redeemable at the Company's option, subject to prior approval by the Federal Reserve Board.

During 2006, the Company issued depositary shares representing an ownership interest in 40,000 shares of Series B Non-Cumulative Perpetual Preferred Stock with a liquidation preference of \$25,000 per share (the "Series B Preferred Stock"). The Series B Preferred Stock has no stated maturity and will not be subject to any sinking fund or other obligation of the Company. Dividends, if declared, will accrue and be payable quarterly, in arrears, at a rate per annum equal to the greater of three-month LIBOR plus .60 percent, or 3.50 percent. The Series B Preferred Stock is redeemable at the Company's option, subject to the prior approval of the Federal Reserve Board.

During 2018, 2017 and 2016, the Company repurchased shares of its common stock under various authorizations approved by its Board of Directors. As of December 31, 2018, the approximate dollar value of shares that may yet be purchased by the Company under the current Board of Directors approved authorization was \$1.4 billion.

The following table summarizes the Company's common stock repurchased in each of the last three years:

(Dollars and Shares in Millions)	Shares	Value
2018	54	\$2,844
2017	49	2,622
2016	61	2,600

## Table of Contents

Shareholders' equity is affected by transactions and valuations of asset and liability positions that require adjustments to accumulated other comprehensive income (loss). The reconciliation of the transactions affecting accumulated other comprehensive income (loss) included in shareholders' equity for the years ended December 31, is as follows:

(Dollars in Millions)	Unrealized Gains (Losses) on Investment Securities Available-For-Sale	Unrealized Gains (Losses) on Investment Securities Transferred From Available-For-Sale to Held-To-Maturity	Unrealized Gains (Losses) on Derivative Hedges	Unrealized Gains (Losses) on Retirement Plans	Foreign Currency Translation	Total
<b>2018</b>						
Balance at beginning of period	\$ (357)	\$ 17	\$ 71	\$ (1,066)	\$ (69)	\$(1,404)
Revaluation of tax related balances(a)	(77)	4	15	(229)	(13)	(300)
Changes in unrealized gains and losses	(656)	—	39	(302)	—	(919)
Foreign currency translation adjustment(b)	—	—	—	—	3	3
Reclassification to earnings of realized gains and losses	(30)	(9)	(5)	137	—	93
Applicable income taxes	174	2	(8)	42	(5)	205
Balance at end of period	\$ (946)	\$ 14	\$ 112	\$ (1,418)	\$ (84)	\$(2,322)
<b>2017</b>						
Balance at beginning of period	\$ (431)	\$ 25	\$ 55	\$ (1,113)	\$ (71)	\$(1,535)
Changes in unrealized gains and losses	178	—	(5)	(41)	—	132
Foreign currency translation adjustment(b)	—	—	—	—	(2)	(2)
Reclassification to earnings of realized gains and losses	(57)	(13)	30	117	—	77
Applicable income taxes	(47)	5	(9)	(29)	4	(76)
Balance at end of period	\$ (357)	\$ 17	\$ 71	\$ (1,066)	\$ (69)	\$(1,404)
<b>2016</b>						
Balance at beginning of period	\$ 111	\$ 36	\$ (67)	\$ (1,056)	\$ (43)	\$(1,019)
Changes in unrealized gains and losses	(858)	—	74	(255)	—	(1,039)
Other-than-temporary impairment not recognized in earnings on securities available-for-sale	(1)	—	—	—	—	(1)
Foreign currency translation adjustment(b)	—	—	—	—	(28)	(28)
Reclassification to earnings of realized gains and losses	(22)	(18)	124	163	—	247
Applicable income taxes	339	7	(76)	35	—	305
Balance at end of period	\$ (431)	\$ 25	\$ 55	\$ (1,113)	\$ (71)	\$(1,535)

(a) Reflects the adoption of new accounting guidance on January 1, 2018 to reclassify the impact of the reduced federal statutory rate for corporations included in 2017 tax reform legislation from accumulated other comprehensive income to retained earnings.

(b) Represents the impact of changes in foreign currency exchange rates on the Company's investment in foreign operations and related hedges.

## Table of Contents

Additional detail about the impact to net income for items reclassified out of accumulated other comprehensive income (loss) and into earnings for the years ended December 31, is as follows:

(Dollars in Millions)	Impact to Net Income			Affected Line Item in the Consolidated Statement of Income
	2018	2017	2016	
<b>Unrealized gains (losses) on investment securities available-for-sale</b>				
Realized gains (losses) on sale of investment securities	\$ 30	\$ 57	\$ 27	Total securities gains (losses), net
Other-than-temporary impairment recognized in earnings	—	—	(5)	
	30	57	22	Total before tax
	(7)	(22)	(9)	Applicable income taxes
	23	35	13	Net-of-tax
<b>Unrealized gains (losses) on investment securities transferred from available-for-sale to held-to-maturity</b>				
Amortization of unrealized gains	9	13	18	Interest income
	(2)	(5)	(7)	Applicable income taxes
	7	8	11	Net-of-tax
<b>Unrealized gains (losses) on derivative hedges</b>				
Realized gains (losses) on derivative hedges	5	(30)	(124)	Interest expense
	(2)	11	48	Applicable income taxes
	3	(19)	(76)	Net-of-tax
<b>Unrealized gains (losses) on retirement plans</b>				
Actuarial gains (losses) and prior service cost (credit) amortization	(137)	(117)	(163)	Other noninterest expense
	35	45	63	Applicable income taxes
	(102)	(72)	(100)	Net-of-tax
<b>Total impact to net income</b>	<b>\$ (69)</b>	<b>\$ (48)</b>	<b>\$(152)</b>	

**Regulatory Capital** The Company uses certain measures defined by bank regulatory agencies to assess its capital. Beginning January 1, 2018, the regulatory capital requirements effective for the Company reflect the full implementation of Basel III. Prior to 2018, the Company's capital ratios reflected certain transitional adjustments. Basel III includes two comprehensive methodologies for calculating risk-weighted assets: a general standardized approach and more risk-sensitive advanced approaches, with the Company's capital adequacy being evaluated against the methodology that is most restrictive.

Tier 1 capital is considered core capital and includes common shareholders' equity adjusted for the aggregate impact of certain items included in other comprehensive income (loss) ("common equity tier 1 capital"), plus qualifying preferred stock, trust preferred securities and noncontrolling interests in consolidated subsidiaries subject to certain limitations. Total risk-based capital includes Tier 1 capital and other items such as subordinated debt

and the allowance for credit losses. Capital measures are stated as a percentage of risk-weighted assets, which are measured based on their perceived credit and operational risks and include certain off-balance sheet exposures, such as unfunded loan commitments, letters of credit, and derivative contracts. The Company is also subject to leverage ratio requirements under each methodology, which is defined as Tier 1 capital as a percentage of adjusted average assets under the standardized approach and Tier 1 capital as a percentage of total on- and off-balance sheet leverage exposure under the advanced approaches.

For a summary of the regulatory capital requirements and the actual ratios as of December 31, 2018 and 2017, for the Company and its bank subsidiary, see Table 23 included in Management's Discussion and Analysis, which is incorporated by reference into these Notes to Consolidated Financial Statements.

## Table of Contents

The following table provides the components of the Company's regulatory capital at December 31:

(Dollars in Millions)	2018	2017
<b>Basel III standardized approach:</b>		
Common shareholders' equity	\$ 45,045	\$ 43,621
Less intangible assets		
Goodwill (net of deferred tax liability)	(8,549)	(8,613)
Other disallowed intangible assets	(601)	(466)
Other(a)	(1,171)	(173)
Total common equity tier 1 capital	34,724	34,369
Qualifying preferred stock	5,984	5,419
Noncontrolling interests eligible for tier 1 capital	36	117
Other(b)	(3)	(99)
Total tier 1 capital	40,741	39,806
Eligible portion of allowance for credit losses	4,441	4,417
Subordinated debt and noncontrolling interests eligible for tier 2 capital	2,996	3,280
Total tier 2 capital	7,437	7,697
Total risk-based capital	\$ 48,178	\$ 47,503
Risk-weighted assets	\$381,661	\$367,771
<b>Basel III advanced approaches:</b>		
Common shareholders' equity	\$ 45,045	\$ 43,621
Less intangible assets		
Goodwill (net of deferred tax liability)	(8,549)	(8,613)
Other disallowed intangible assets	(601)	(466)
Other(a)	(1,171)	(173)
Total common equity tier 1 capital	34,724	34,369
Qualifying preferred stock	5,984	5,419
Noncontrolling interests eligible for tier 1 capital	36	117
Other(b)	(3)	(99)
Total tier 1 capital	40,741	39,806
Eligible portion of allowance for credit losses	1,399	1,391
Subordinated debt and noncontrolling interests eligible for tier 2 capital	2,996	3,280
Total tier 2 capital	4,395	4,671
Total risk-based capital	\$ 45,136	\$ 44,477
Risk-weighted assets	\$295,002	\$287,211

(a) Includes the impact of items included in other comprehensive income (loss), such as unrealized gains (losses) on available-for-sale securities, accumulated net gains on cash flow hedges, pension liability adjustments, etc., and the portion of deferred tax assets related to net operating loss and tax credit carryforwards not eligible for common equity tier 1 capital.

(b) Includes the remaining portion of deferred tax assets not eligible for total tier 1 capital.

Noncontrolling interests principally represent third party investors' interests in consolidated entities, including preferred stock of consolidated subsidiaries. During 2006, the Company's banking subsidiary formed USB Realty Corp., a real estate investment trust, for the purpose of issuing 5,000 shares of Fixed-to-Floating Rate Exchangeable Non-cumulative Perpetual Series A Preferred Stock with a liquidation preference of \$100,000 per share ("Series A Preferred Securities") to third party investors. Dividends on the Series A Preferred Securities, if declared, will accrue and be payable quarterly, in arrears, at a rate per annum equal to three-month LIBOR plus 1.147 percent. If USB Realty Corp. has not declared a dividend on the Series A Preferred Securities before the dividend payment date for any dividend period, such dividend shall not be cumulative and shall

cease to accrue and be payable, and USB Realty Corp. will have no obligation to pay dividends accrued for such dividend period, whether or not dividends on the Series A Preferred Securities are declared for any future dividend period.

The Series A Preferred Securities will be redeemable, in whole or in part, at the option of USB Realty Corp. on each fifth anniversary after the dividend payment date occurring in January 2012. Any redemption will be subject to the approval of the Office of the Comptroller of the Currency. During 2016, the Company purchased 500 shares of the Series A Preferred Securities held by third party investors at an amount below their carrying amount, recording a net gain of \$9 million directly to retained earnings. As of December 31, 2018, 4,500 shares of the Series A Preferred Securities remain outstanding.

**NOTE 15 Earnings Per Share**

The components of earnings per share were:

Year Ended December 31 (Dollars and Shares in Millions, Except Per Share Data)	2018	2017	2016
Net income attributable to U.S. Bancorp	\$7,096	\$6,218	\$5,888
Preferred dividends	(282)	(267)	(281)
Impact of preferred stock redemption <sup>(a)</sup>	–	(10)	–
Impact of the purchase of noncontrolling interests <sup>(b)</sup>	–	–	9
Earnings allocated to participating stock awards	(30)	(28)	(27)
Net income applicable to U.S. Bancorp common shareholders	\$6,784	\$5,913	\$5,589
Average common shares outstanding	1,634	1,677	1,718
Net effect of the exercise and assumed purchase of stock awards	4	6	6
Average diluted common shares outstanding	1,638	1,683	1,724
Earnings per common share	\$ 4.15	\$ 3.53	\$ 3.25
Diluted earnings per common share	\$ 4.14	\$ 3.51	\$ 3.24

<sup>(a)</sup> Represents stock issuance costs originally recorded in preferred stock upon the issuance of the Company's Series G Preferred Stock that were reclassified to retained earnings on the date the Company announced its intent to redeem the outstanding shares.

<sup>(b)</sup> Represents the difference between the carrying amount and amount paid by the Company to purchase third party investor holdings of the preferred stock of USB Realty Corp, a consolidated subsidiary of the Company.

Options outstanding at December 31, 2018, 2017 and 2016, to purchase 1 million common shares, were not included in the computation of diluted earnings per share for the years ended December 31, 2018, 2017 and 2016, because they were antidilutive.

**NOTE 16 Employee Benefits**

**Employee Retirement Savings Plan** The Company has a defined contribution retirement savings plan that covers substantially all its employees. Qualified employees are allowed to contribute up to 75 percent of their annual compensation, subject to Internal Revenue Service limits, through salary deductions under Section 401(k) of the Internal Revenue Code. Employee contributions are invested at their direction among a variety of investment alternatives. Employee contributions are 100 percent matched by the Company, up to four percent of each employee's eligible annual compensation. The Company's matching contribution vests immediately and is invested in the same manner as each employee's future contribution elections. Total expense for the Company's matching contributions was \$171 million, \$156 million and \$142 million in 2018, 2017 and 2016, respectively.

**Pension Plans** The Company has a tax qualified noncontributory defined benefit pension plan that provides benefits to substantially all its employees. Participants receive annual cash balance pay credits based on eligible pay multiplied by a percentage determined by their age and years of service. Participants also receive an annual interest credit. Employees become vested upon completing three years of vesting service. For participants in the plan before 2010 that elected to stay under their existing formula, pension benefits are provided to eligible employees based on years of service, multiplied by a percentage of their final average pay. Additionally, as a result of plan mergers, a portion of pension benefits may also be provided using a cash balance benefit formula where only interest credits continue to be credited to participants' accounts.

In general, the Company's qualified pension plan's funding objectives include maintaining a funded status sufficient to meet participant benefit obligations over time while reducing long-term funding requirements and pension costs. The Company has an established process for evaluating the plan, its performance and significant plan assumptions, including the assumed discount rate and the long-term rate of return ("LTROR"). Annually, the Company's Compensation and Human Resources Committee (the "Committee"), assisted by outside consultants, evaluates plan objectives, funding policies and plan investment policies considering its long-term investment time horizon and asset allocation strategies. The process also evaluates significant plan assumptions. Although plan assumptions are established annually, the Company may update its analysis on an interim basis in order to be responsive to significant events that occur during the year, such as plan mergers and amendments.

The Company's funding policy is to contribute amounts to its plan sufficient to meet the minimum funding requirements of the Employee Retirement Income Security Act of 1974, as amended by the Pension Protection Act, plus such additional amounts as the Company determines to be appropriate. The Company did not contribute to its qualified pension plan in 2018 and contributed \$1.2 billion in 2017. The Company does not expect to contribute to the plan in 2019. Any contributions made to the qualified plan are invested in accordance with established investment policies and asset allocation strategies.

In addition to the funded qualified pension plan, the Company maintains a non-qualified plan that is unfunded and provides benefits to certain employees. The assumptions used in computing the accumulated benefit obligation, the projected benefit obligation and net pension expense are substantially

## Table of Contents

consistent with those assumptions used for the funded qualified plan. In 2019, the Company expects to contribute \$23 million to its non-qualified pension plan which equals the 2019 expected benefit payments.

**Postretirement Welfare Plan** In addition to providing pension benefits, the Company provides health care and death benefits to certain former employees who retired prior to January 1, 2014. Employees retiring after December 31, 2013, are not eligible for retiree health care benefits. The Company expects to contribute \$4 million to its postretirement welfare plan in 2019.

The following table summarizes the changes in benefit obligations and plan assets for the years ended December 31, and the funded status and amounts recognized in the Consolidated Balance Sheet at December 31 for the retirement plans:

(Dollars in Millions)	Pension Plans		Postretirement Welfare Plan	
	2018	2017	2018	2017
<b>Change In Projected Benefit Obligation(a)</b>				
Benefit obligation at beginning of measurement period	\$ 5,720	\$ 5,073	\$ 68	\$ 75
Service cost	208	187	—	—
Interest cost	224	220	2	2
Participants' contributions	—	—	8	8
Actuarial loss (gain)	(440)	430	(7)	(1)
Lump sum settlements	(50)	(45)	—	—
Benefit payments	(155)	(145)	(18)	(18)
Federal subsidy on benefits paid	—	—	1	2
Benefit obligation at end of measurement period(b)	\$ 5,507	\$ 5,720	\$ 54	\$ 68
<b>Change In Fair Value Of Plan Assets(c)</b>				
Fair value at beginning of measurement period	\$ 5,482	\$ 3,769	\$ 87	\$ 82
Actual return on plan assets	(365)	665	—	10
Employer contributions	24	1,238	5	5
Participants' contributions	—	—	7	8
Lump sum settlements	(50)	(45)	—	—
Benefit payments	(155)	(145)	(18)	(18)
Fair value at end of measurement period	\$ 4,936	\$ 5,482	\$ 81	\$ 87
Funded (Unfunded) Status	\$ (571)	\$ (238)	\$ 27	\$ 19
<b>Components Of The Consolidated Balance Sheet</b>				
Noncurrent benefit asset	\$ —	\$ 270	\$ 26	\$ 19
Current benefit liability	(23)	(23)	—	—
Noncurrent benefit liability	(548)	(485)	—	—
Recognized amount	\$ (571)	\$ (238)	\$ 26	\$ 19
<b>Accumulated Other Comprehensive Income (Loss), Pretax</b>				
Net actuarial gain (loss)	\$(1,981)	\$(1,822)	\$ 66	\$ 68
Net prior service credit (cost)	—	—	18	22
Recognized amount	\$(1,981)	\$(1,822)	\$ 84	\$ 90

(a) The decrease and the increase in the projected benefit obligation for 2018 and 2017, respectively, were primarily due to discount rate changes.

(b) At December 31, 2018 and 2017, the accumulated benefit obligation for all pension plans was \$5.0 billion and \$5.2 billion, respectively.

(c) The decrease and the increase in the fair value of plan assets for 2018 and 2017, respectively, were primarily due to market conditions, as well as higher employer contributions in 2017.

The following table provides information for pension plans with benefit obligations in excess of plan assets at December 31:

(Dollars in Millions)	2018	2017
<b>Pension Plans with Projected Benefit Obligations in Excess of Plan Assets</b>		
Projected benefit obligation	\$5,507	\$508
Fair value of plan assets	4,936	—
<b>Pension Plans with Accumulated Benefit Obligations in Excess of Plan Assets</b>		
Accumulated benefit obligation	\$ 467	\$485
Fair value of plan assets	—	—

## Table of Contents

The following table sets forth the components of net periodic benefit cost and other amounts recognized in accumulated other comprehensive income (loss) for the years ended December 31 for the retirement plans:

(Dollars in Millions)	Pension Plans			Postretirement Welfare Plan		
	2018	2017	2016	2018	2017	2016
<b>Components Of Net Periodic Benefit Cost</b>						
Service cost	\$ 208	\$ 187	\$ 177	\$ -	\$ -	\$ -
Interest cost	224	220	211	2	2	3
Expected return on plan assets	(379)	(284)	(266)	(3)	(3)	(1)
Prior service cost (credit) and transition obligation (asset) amortization	-	(2)	(5)	(3)	(3)	(3)
Actuarial loss (gain) amortization	146	127	175	(6)	(5)	(4)
Net periodic benefit cost	\$ 199	\$ 248	\$ 292	\$ (10)	\$ (9)	\$ (5)
<b>Other Changes In Plan Assets And Benefit Obligations Recognized In Other Comprehensive Income (Loss)</b>						
Net actuarial gain (loss) arising during the year	\$(305)	\$ (48)	\$(270)	\$ 3	\$ 7	\$ 15
Net actuarial loss (gain) amortized during the year	146	127	175	(6)	(5)	(4)
Net prior service cost (credit) and transition obligation (asset) amortized during the year	-	(2)	(5)	(3)	(3)	(3)
Total recognized in other comprehensive income (loss)	\$(159)	\$ 77	\$(100)	\$ (6)	\$ (1)	\$ 8
Total recognized in net periodic benefit cost and other comprehensive income (loss)	\$(358)	\$(171)	\$(392)	\$ 4	\$ 8	\$ 13

The following table sets forth weighted average assumptions used to determine the projected benefit obligations at December 31:

(Dollars in Millions)	Pension Plans		Postretirement Welfare Plan	
	2018	2017	2018	2017
Discount rate(a)	4.45%	3.84%	4.05%	3.34%
Cash balance interest crediting rate	3.00	3.00	*	*
Rate of compensation increase(b)	3.52	3.56	*	*
Health care cost trend rate(c)				
Prior to age 65			6.50%	6.75%
After age 65			10.00%	6.75%

(a) The discount rates were developed using a cash flow matching bond model with a modified duration for the qualified pension plan, non-qualified pension plan and postretirement welfare plan of 14.7, 11.5, and 5.9 years, respectively, for 2018, and 15.8, 12.3 and 6.1 years, respectively, for 2017.

(b) Determined on an active liability-weighted basis.

(c) The 2018 and 2017 pre-65 and post-65 rates are both assumed to decrease gradually to 5.00 percent by 2025 and remain at this level thereafter.

\* Not applicable

The following table sets forth weighted average assumptions used to determine net periodic benefit cost for the years ended December 31:

(Dollars in Millions)	Pension Plans			Postretirement Welfare Plan		
	2018	2017	2016	2018	2017	2016
Discount rate(a)	3.84%	4.27%	4.45%	3.34%	3.57%	3.59%
Cash balance interest crediting rate	3.00	3.00	3.00	*	*	*
Expected return on plan assets(b)	7.25	7.25	7.50	3.50	3.50	1.50
Rate of compensation increase(c)	3.56	3.58	4.06	*	*	*
Health care cost trend rate(d)						
Prior to age 65				6.75%	7.00%	6.50%
After age 65				6.75	7.00	6.50

(a) The discount rates were developed using a cash flow matching bond model with a modified duration for the qualified pension plan, non-qualified pension plan and postretirement welfare plan of 15.8, 12.3, and 6.1 years, respectively, for 2018, and 15.5, 12.1 and 6.2 years, respectively, for 2017.

(b) With the help of an independent pension consultant, the Company considers several sources when developing its expected long-term rates of return on plan assets assumptions, including, but not limited to, past returns and estimates of future returns given the plans' asset allocation, economic conditions, and peer group LTROR information. The Company determines its expected long-term rates of return reflecting current economic conditions and plan assets.

(c) Determined on an active liability weighted basis.

(d) The 2018 and 2017 pre-65 and post-65 rates are both assumed to decrease gradually to 5.00 percent by 2025 and remain at that level thereafter. The 2016 pre-65 and post-65 rates are both assumed to decrease gradually to 5.00 percent by 2019.

\* Not applicable

[Table of Contents](#)

**Investment Policies and Asset Allocation** In establishing its investment policies and asset allocation strategies, the Company considers expected returns and the volatility associated with different strategies. An independent consultant performs modeling that projects numerous outcomes using a broad range of possible scenarios, including a mix of possible rates of inflation and economic growth. Starting with current economic information, the model bases its projections on past relationships between inflation, fixed income rates and equity returns when these types of economic conditions have existed over the previous 30 years, both in the United States and in foreign countries. Estimated future returns and other actuarially determined adjustments are also considered in calculating the estimated return on assets.

Generally, based on historical performance of the various investment asset classes, investments in equities have outperformed other investment classes but are subject to higher volatility. In an effort to minimize volatility, while recognizing the long-term up-side potential of investing in equities, the Committee has determined that a target asset allocation of 35 percent long duration bonds, 30 percent global equities, 10 percent real estate equities, 10 percent private equity funds, 5 percent domestic

mid-small cap equities, 5 percent emerging markets equities, and 5 percent hedge funds is appropriate.

In accordance with authoritative accounting guidance, the Company groups plan assets into a three-level hierarchy for valuation techniques used to measure their fair value based on whether the valuation inputs are observable or unobservable. Refer to Note 21 for further discussion on these levels.

The assets of the qualified pension plan include investments in equity and U.S. Treasury securities whose fair values are determined based on quoted prices in active markets and are classified within Level 1 of the fair value hierarchy. The qualified pension plan also invests in U.S. agency, corporate and municipal debt securities, which are all valued based on observable market prices or data by third party pricing services, and mutual funds which are valued based on quoted net asset values provided by the trustee of the fund; these assets are classified as Level 2. Additionally, the qualified pension plan invests in certain assets that are valued based on net asset values as a practical expedient, including investments in collective investment funds, hedge funds, and private equity funds; the net asset values are provided by the fund trustee or administrator and are not classified in the fair value hierarchy.

The following table summarizes plan investment assets measured at fair value at December 31:

(Dollars in Millions)	Qualified Pension Plan				Welfare Plan					
	2018				2017					
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	2018 Level 1	2017 Level 1
Cash and cash equivalents	\$ 54	\$ —	\$ —	\$ 54	\$ 727(a)	\$ —	\$ —	\$ 727	\$ 40	\$ 36
Debt securities	631	904	—	1,535	517	723	—	1,240	—	—
Corporate stock										
Real estate equity securities(b)	109	—	—	109	216	—	—	216	—	—
Mutual funds										
Debt securities	—	295	—	295	—	205	—	205	—	—
Emerging markets equity securities	—	113	—	113	—	120	—	120	—	—
Other	—	—	3	3	—	—	2	2	—	—
	\$ 794	\$ 1,312	\$ 3	2,109	\$ 1,460	\$ 1,048	\$ 2	2,510	40	36
Plan investment assets not classified in fair value hierarchy(c):										
Collective investment funds										
Domestic equity securities				1,183				1,327	23	29
Mid-small cap equity securities(d)				340				346	—	—
International equity securities				643				934	14	22
Real estate securities				146				—	—	—
Hedge funds(e)				290				200	—	—
Private equity funds(f)				225				165	—	—
Total plan investment assets at fair value				\$4,936				\$5,482	\$ 77	\$ 87

(a) Includes an employer contribution made in late 2017 which was invested in various asset classes subsequent to December 31, 2017.

(b) At December 31, 2018 and 2017, securities included \$56 million and \$105 million in domestic equities, respectively, and \$53 million and \$111 million in international equities, respectively.

(c) These investments are valued based on net asset value per share as a practical expedient; fair values are provided to reconcile to total investment assets of the plans at fair value.

(d) At December 31, 2018 and 2017, securities included \$340 million and \$346 million in domestic equities, respectively.

(e) This category consists of several investment strategies diversified across several hedge fund managers.

(f) This category consists of several investment strategies diversified across several private equity fund managers.

[Table of Contents](#)

The following table summarizes the changes in fair value for qualified pension plan investment assets measured at fair value using significant unobservable inputs (Level 3) for the years ended December 31:

(Dollars in Millions)	2018	2017	2016
	Other	Other	Other
Balance at beginning of period	\$ 2	\$ 1	\$ 1
Purchases, sales, and settlements, net	1	1	—
Balance at end of period	\$ 3	\$ 2	\$ 1

The following benefit payments are expected to be paid from the retirement plans for the years ended December 31:

(Dollars in Millions)	Pension Plans	Postretirement Welfare Plan <sup>(a)</sup>	Medicare Part D Subsidy Receipts
2019	\$ 216	\$ 8	\$ 1
2020	233	8	1
2021	252	7	1
2022	268	7	1
2023	285	6	1
2024-2028	1,692	24	2

<sup>(a)</sup> Net of expected retiree contributions and before Medicare Part D subsidy.

**NOTE 17** Stock-Based Compensation

As part of its employee and director compensation programs, the Company currently may grant certain stock awards under the provisions of its stock incentive plan. The plan provides for grants of options to purchase shares of common stock at a fixed price equal to the fair value of the underlying stock at the date of grant. Option grants are generally exercisable up to ten years from the date of grant. In addition, the plan provides for grants of shares of common stock or stock units that are subject to restriction on transfer prior to vesting. Most stock and unit awards vest over

three to five years and are subject to forfeiture if certain vesting requirements are not met. Stock incentive plans of acquired companies are generally terminated at the merger closing dates. Participants under such plans receive the Company's common stock, or options to buy the Company's common stock, based on the conversion terms of the various merger agreements. At December 31, 2018, there were 35 million shares (subject to adjustment for forfeitures) available for grant under the Company's stock incentive plan.

**Stock Option Awards**

The following is a summary of stock options outstanding and exercised under prior and existing stock incentive plans of the Company:

Year Ended December 31	Stock Options/Shares	Weighted- Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value (in millions)
<b>2018</b>				
Number outstanding at beginning of period	12,668,467	\$ 32.15		
Granted(a)	—	—		
Exercised	(3,443,494)	25.41		
Cancelled(b)	(109,963)	46.72		
Number outstanding at end of period(c)	9,115,010	\$ 34.52	4.3	\$ 102
Exercisable at end of period	7,372,036	\$ 31.61	3.5	\$ 104
<b>2017</b>				
Number outstanding at beginning of period	17,059,241	\$ 29.95		
Granted	1,066,188	54.97		
Exercised	(5,389,741)	29.58		
Cancelled(b)	(67,221)	43.31		
Number outstanding at end of period(c)	12,668,467	\$ 32.15	4.5	\$ 272
Exercisable at end of period	9,647,937	\$ 27.87	3.3	\$ 248
<b>2016</b>				
Number outstanding at beginning of period	25,725,708	\$ 29.82		
Granted	1,644,288	39.50		
Exercised	(10,163,668)	31.09		
Cancelled(b)	(147,087)	35.18		
Number outstanding at end of period(c)	17,059,241	\$ 29.95	4.1	\$ 365
Exercisable at end of period	13,856,142	\$ 27.53	3.1	\$ 330

(a) The Company did not grant any stock option awards during 2018.

(b) Options cancelled include both non-vested (i.e., forfeitures) and vested options.

(c) Outstanding options include stock-based awards that may be forfeited in future periods. The impact of the estimated forfeitures is reflected in compensation expense.

Stock-based compensation expense is based on the estimated fair value of the award at the date of grant or modification. The fair value of each option award is estimated on the date of grant using the Black-Scholes option-pricing model, requiring the use of subjective assumptions. Because employee stock options have characteristics that differ from those of traded options, including vesting provisions and trading limitations that impact

their liquidity, the determined value used to measure compensation expense may vary from the actual fair value of the employee stock options. The following table includes the weighted-average estimated fair value of stock options granted and the assumptions utilized by the Company for newly issued grants for the years ended December 31, 2017 and 2016:

Year Ended December 31	2017	2016
Estimated fair value	\$14.66	\$10.28
Risk-free interest rates	2.0%	1.3%
Dividend yield	2.6%	2.6%
Stock volatility factor	.35	.36
Expected life of options (in years)	5.5	5.5

## Table of Contents

Expected stock volatility is based on several factors including the historical volatility of the Company's common stock, implied volatility determined from traded options and other factors. The Company uses historical data to estimate option exercises and employee terminations to estimate the expected life of options.

The risk-free interest rate for the expected life of the options is based on the U.S. Treasury yield curve in effect on the date of grant. The expected dividend yield is based on the Company's expected dividend yield over the life of the options.

The following summarizes certain stock option activity of the Company:

Year Ended December 31 (Dollars in Millions)	2018	2017	2016
Fair value of options vested	\$ 14	\$ 13	\$ 18
Intrinsic value of options exercised	97	127	138
Cash received from options exercised	87	159	316
Tax benefit realized from options exercised	—	49	53

To satisfy option exercises, the Company predominantly uses treasury stock.

Additional information regarding stock options outstanding as of December 31, 2018, is as follows:

Range of Exercise Prices	Outstanding Options			Exercisable Options	
	Shares	Weighted-Average Remaining Contractual Life (Years)	Weighted-Average Exercise Price	Shares	Weighted-Average Exercise Price
\$11.02—\$20.00	684,748	0.1	\$ 11.20	684,748	\$ 11.20
\$20.01—\$25.00	856,259	1.2	23.84	856,259	23.84
\$25.01—\$30.00	2,711,719	2.6	28.65	2,711,719	28.65
\$30.01—\$35.00	700,487	4.0	33.98	700,487	33.98
\$35.01—\$40.00	1,415,509	7.1	39.49	669,718	39.49
\$40.01—\$45.00	1,737,831	5.6	42.41	1,490,255	42.10
\$45.01—\$50.00	—	—	—	—	—
\$50.01—\$55.01	1,008,457	8.1	54.97	258,850	54.97
	9,115,010	4.3	\$ 34.52	7,372,036	\$ 31.61

## Restricted Stock and Unit Awards

A summary of the status of the Company's restricted shares of stock and unit awards is presented below:

Year Ended December 31	2018		2017		2016	
	Shares	Weighted-Average Grant-Date Fair Value	Shares	Weighted-Average Grant-Date Fair Value	Shares	Weighted-Average Grant-Date Fair Value
Outstanding at beginning of period	7,446,955	\$ 44.49	8,265,507	\$ 39.50	6,894,831	\$ 38.44
Granted	3,213,023	55.03	2,850,927	54.45	4,879,421	39.65
Vested	(3,373,323)	46.42	(3,295,376)	40.66	(3,069,035)	37.25
Cancelled	(567,357)	49.07	(374,103)	43.91	(439,710)	40.18
Outstanding at end of period	6,719,298	\$ 48.17	7,446,955	\$ 44.49	8,265,507	\$ 39.50

The total fair value of shares vested was \$182 million, \$180 million and \$128 million for the years ended December 31, 2018, 2017 and 2016, respectively. Stock-based compensation expense was \$174 million, \$163 million and \$150 million for the years ended December 31, 2018, 2017 and 2016, respectively. On an after-tax basis, stock-based compensation was \$130 million, \$101 million and \$93 million for the years ended

December 31, 2018, 2017 and 2016, respectively. As of December 31, 2018, there was \$171 million of total unrecognized compensation cost related to nonvested share-based arrangements granted under the plans. That cost is expected to be recognized over a weighted-average period of 1.9 years as compensation expense.

**NOTE 18** Income Taxes

The components of income tax expense were:

Year Ended December 31 (Dollars in Millions)	2018	2017	2016
<b>Federal</b>			
Current	\$1,287	\$ 2,086	\$2,585
Deferred	(148)	(1,180)	(711)
Federal income tax	1,139	906	1,874
<b>State</b>			
Current	395	201	337
Deferred	20	157	(50)
State income tax	415	358	287
Total income tax provision	\$1,554	\$ 1,264	\$2,161

A reconciliation of expected income tax expense at the federal statutory rate of 21 percent for 2018 and 35 percent for 2017 and 2016 to the Company's applicable income tax expense follows:

Year Ended December 31 (Dollars in Millions)	2018	2017	2016
Tax at statutory rate	\$1,822	\$2,631	\$2,837
State income tax, at statutory rates, net of federal tax benefit	352	281	244
Tax effect of			
Revaluation of tax related assets and liabilities(a)	—	(910)	—
Tax credits and benefits, net of related expenses	(513)	(774)	(710)
Tax-exempt income	(130)	(200)	(196)
Noncontrolling interests	(6)	(12)	(20)
Nondeductible legal and regulatory expenses	52	213	30
Other items(b)	(23)	35	(24)
Applicable income taxes	\$1,554	\$1,264	\$2,161

(a) In late 2017, tax legislation was enacted that, among other provisions, reduced the federal statutory rate for corporations from 35 percent to 21 percent effective in 2018. In accordance with generally accepted accounting principles, the Company revalued its deferred tax assets and liabilities at December 31, 2017, resulting in an estimated net tax benefit of \$910 million, which the Company recorded in 2017.

(b) Includes excess tax benefits associated with stock-based compensation and adjustments related to deferred tax assets and liabilities.

The tax effects of fair value adjustments on securities available-for-sale, derivative instruments in cash flow hedges, foreign currency translation adjustments, and pension and post-retirement plans are recorded directly to shareholders' equity as part of other comprehensive income (loss).

In preparing its tax returns, the Company is required to interpret complex tax laws and regulations and utilize income and cost allocation methods to determine its taxable income. On an ongoing basis, the Company is subject to examinations by federal, state, local and foreign taxing authorities that may give

rise to differing interpretations of these complex laws, regulations and methods. Due to the nature of the examination process, it generally takes years before these examinations are completed and matters are resolved. Federal tax examinations for all years ending through December 31, 2010, and years ending December 31, 2013 and December 31, 2014 are completed and resolved. The Company's tax returns for the years ended December 31, 2011, 2012, 2015 and 2016 are under examination by the Internal Revenue Service. The years open to examination by state and local government authorities vary by jurisdiction.

## Table of Contents

A reconciliation of the changes in the federal, state and foreign unrecognized tax position balances are summarized as follows:

Year Ended December 31 (Dollars in Millions)	2018	2017	2016
Balance at beginning of period	\$287	\$302	\$243
Additions (reductions) for tax positions taken in prior years	93	3	57
Additions for tax positions taken in the current year	10	9	12
Exam resolutions	(51)	(23)	(6)
Statute expirations	(4)	(4)	(4)
Balance at end of period	\$335	\$287	\$302

The total amount of unrecognized tax positions that, if recognized, would impact the effective income tax rate as of December 31, 2018, 2017 and 2016, were \$273 million, \$265 million and \$234 million, respectively. The Company classifies interest and penalties related to unrecognized tax positions as a component of income tax expense. At December 31, 2018, the Company's unrecognized tax position balance included \$28 million of accrued interest and penalties. During the years ended December 31, 2018, 2017 and 2016, the

Company recorded approximately \$(25) million, \$16 million and \$7 million, respectively, in interest and penalties on unrecognized tax positions.

Deferred income tax assets and liabilities reflect the tax effect of estimated temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for the same items for income tax reporting purposes.

The significant components of the Company's net deferred tax asset (liability) follows:

At December 31 (Dollars in Millions)	2018	2017
<b>Deferred Tax Assets</b>		
Federal, state and foreign net operating loss and credit carryforwards	\$ 2,699	\$ 2,249
Allowance for credit losses	1,141	1,116
Accrued expenses	508	468
Securities available-for-sale and financial instruments	278	111
Pension and postretirement benefits	85	—
Stock compensation	79	79
Partnerships and other investment assets	69	252
Fixed assets	58	—
Other deferred tax assets, net	268	215
Gross deferred tax assets	5,185	4,490
<b>Deferred Tax Liabilities</b>		
Leasing activities	(2,652)	(2,277)
Goodwill and other intangible assets	(703)	(693)
Mortgage servicing rights	(642)	(604)
Loans	(168)	(160)
Pension and postretirement benefits	—	(20)
Fixed assets	—	(4)
Other deferred tax liabilities, net	(102)	(131)
Gross deferred tax liabilities	(4,267)	(3,889)
Valuation allowance	(109)	(128)
<b>Net Deferred Tax Asset (Liability)</b>	<b>\$ 809</b>	<b>\$ 473</b>

The Company has approximately \$1.9 billion of federal, state and foreign net operating loss carryforwards which expire at various times beginning in 2019. A substantial portion of these carryforwards relate to state-only net operating losses, which are subject to a full valuation allowance as they are not expected to be realized within the carryforward period. Management has determined it is more likely than not the other net deferred tax assets could be realized through carry back to taxable income in prior years, future reversals of existing taxable temporary differences and future taxable income.

In addition, the Company has \$2.6 billion of federal credit carryforwards which expire at various times through 2038 which

are not subject to a valuation allowance as management believes that it is more likely than not that the credits will be utilized within the carryforward period.

At December 31, 2018, retained earnings included approximately \$102 million of base year reserves of acquired thrift institutions, for which no deferred federal income tax liability has been recognized. These base year reserves would be recaptured if certain subsidiaries of the Company cease to qualify as a bank for federal income tax purposes. The base year reserves also remain subject to income tax penalty provisions that, in general, require recapture upon certain stock redemptions of, and excess distributions to, stockholders.

**NOTE 19** Derivative Instruments

In the ordinary course of business, the Company enters into derivative transactions to manage various risks and to accommodate the business requirements of its customers. The Company recognizes all derivatives on the Consolidated Balance Sheet at fair value in other assets or in other liabilities. On the date the Company enters into a derivative contract, the derivative is designated as either a fair value hedge, cash flow hedge, net investment hedge, or a designation is not made as it is a customer-related transaction, an economic hedge for asset/liability risk management purposes or another stand-alone derivative created through the Company's operations ("free-standing derivative"). When a derivative is designated as a fair value, cash flow or net investment hedge, the Company performs an assessment, at inception and, at a minimum, quarterly thereafter, to determine the effectiveness of the derivative in offsetting changes in the value or cash flows of the hedged item(s).

**Fair Value Hedges** These derivatives are interest rate swaps the Company uses to hedge the change in fair value related to interest rate changes of its underlying fixed-rate debt. Changes in the fair value of derivatives designated as fair value hedges, and changes in the fair value of the hedged items, are recorded in earnings. There were no fair value hedges at December 31, 2018.

**Cash Flow Hedges** These derivatives are interest rate swaps the Company uses to hedge the forecasted cash flows from its underlying variable-rate debt. Changes in the fair value of derivatives designated as cash flow hedges are recorded in other comprehensive income (loss) until the cash flows of the hedged items are realized. If a derivative designated as a cash flow hedge is terminated or ceases to be highly effective, the gain or loss in other comprehensive income (loss) is amortized to earnings over the period the forecasted hedged transactions impact earnings. If a hedged forecasted transaction is no longer probable, hedge accounting is ceased and any gain or loss included in other comprehensive income (loss) is reported in earnings immediately, unless the forecasted transaction is at least reasonably possible of occurring, whereby the amounts remain within other comprehensive income (loss). At December 31, 2018, the Company had \$112 million (net-of-tax) of realized and unrealized gains on derivatives classified as cash flow hedges recorded in other comprehensive income (loss), compared with \$71 million (net-of-tax) of realized and unrealized gains at December 31, 2017. The estimated amount to be reclassified from other comprehensive income (loss) into earnings during the next 12 months is a gain of \$74 million (net-of-tax). All cash flow hedges were highly effective for the year ended December 31, 2018.

**Net Investment Hedges** The Company uses forward commitments to sell specified amounts of certain foreign currencies, and non-derivative debt instruments, to hedge the volatility of its net investment in foreign operations driven by fluctuations in foreign currency exchange rates. The carrying amount of non-derivative debt instruments designated as net investment hedges was \$1.1 billion at December 31, 2018, compared with \$1.2 billion at December 31, 2017.

**Other Derivative Positions** The Company enters into free-standing derivatives to mitigate interest rate risk and for other risk management purposes. These derivatives include forward commitments to sell to-be-announced securities ("TBAs") and other commitments to sell residential mortgage loans, which are used to economically hedge the interest rate risk related to MLHFS and unfunded mortgage loan commitments. The Company also enters into interest rate swaps, swaptions, forward commitments to buy TBAs, U.S. Treasury and Eurodollar futures and options on U.S. Treasury futures to economically hedge the change in the fair value of the Company's MSRs. The Company also enters into foreign currency forwards to economically hedge remeasurement gains and losses the Company recognizes on foreign currency denominated assets and liabilities. In addition, the Company acts as a seller and buyer of interest rate derivatives and foreign exchange contracts for its customers. The Company mitigates the market and liquidity risk associated with these customer derivatives by entering into similar offsetting positions with broker-dealers, or on a portfolio basis by entering into other derivative or non-derivative financial instruments that partially or fully offset the exposure from these customer-related positions. The Company's customer derivatives and related hedges are monitored and reviewed by the Company's Market Risk Committee, which establishes policies for market risk management, including exposure limits for each portfolio. The Company also has derivative contracts that are created through its operations, including certain unfunded mortgage loan commitments and swap agreements related to the sale of a portion of its Class B common shares of Visa Inc. Refer to Note 21 for further information on these swap agreements.

For additional information on the Company's purpose for entering into derivative transactions and its overall risk management strategies, refer to "Management Discussion and Analysis – Use of Derivatives to Manage Interest Rate and Other Risks", which is incorporated by reference into these Notes to Consolidated Financial Statements.

[Table of Contents](#)

The following table summarizes the asset and liability management derivative positions of the Company:

	Asset Derivatives			Liability Derivatives		
	Notional Value	Fair Value	Weighted-Average Remaining Maturity In Years	Notional Value	Fair Value	Weighted-Average Remaining Maturity In Years
(Dollars in Millions)						
<b>December 31, 2018</b>						
Cash flow hedges						
Interest rate contracts						
Pay fixed/receive floating swaps	\$ 7,422	\$ 8	3.11	\$ 4,320	\$ –	1.77
Net investment hedges						
Foreign exchange forward contracts	209	5	.05	223	1	.05
Other economic hedges						
Interest rate contracts						
Futures and forwards						
Buy	2,839	27	.07	1,140	5	.05
Sell	994	3	.06	13,968	30	.72
Options						
Purchased	5,080	88	10.77	–	–	–
Written	584	16	.09	3	–	.09
Receive fixed/pay floating swaps	3,605	–	14.80	4,333	–	6.97
Pay fixed/receive floating swaps	4,333	–	6.97	1,132	–	7.64
Foreign exchange forward contracts	549	7	.03	75	1	.05
Equity contracts	19	1	.82	104	2	.45
Credit contracts	2,318	–	3.50	4,923	2	4.04
Other (a)	1	–	.01	1,458	84	1.50
Total	<u>\$27,953</u>	<u>\$155</u>		<u>\$31,679</u>	<u>\$125</u>	
<b>December 31, 2017</b>						
Fair value hedges						
Interest rate contracts						
Receive fixed/pay floating swaps	\$ 1,000	\$ 28	6.70	\$ 3,600	\$ 16	1.55
Cash flow hedges						
Interest rate contracts						
Pay fixed/receive floating swaps	3,772	5	6.73	–	–	–
Net investment hedges						
Foreign exchange forward contracts	–	–	–	373	8	.05
Other economic hedges						
Interest rate contracts						
Futures and forwards						
Buy	1,632	7	.10	1,326	2	.04
Sell	15,291	10	.89	4,511	10	.03
Options						
Purchased	4,985	65	7.57	–	–	–
Written	1,285	21	.10	5	–	.05
Receive fixed/pay floating swaps	2,019	5	16.49	5,469	–	8.43
Pay fixed/receive floating swaps	4,844	21	7.69	46	1	6.70
Foreign exchange forward contracts	147	1	.02	669	8	.04
Equity contracts	45	–	1.10	88	1	.58
Credit contracts	1,559	–	3.41	3,779	1	3.16
Other (a)	–	–	–	1,164	125	2.50
Total	<u>\$36,579</u>	<u>\$163</u>		<u>\$21,030</u>	<u>\$172</u>	

(a) Includes derivative liability swap agreements related to the sale of a portion of the Company's Class B common shares of Visa Inc. The Visa swap agreements had a total notional value, fair value and weighted average remaining maturity of \$1.5 billion, \$84 million and 1.50 years at December 31, 2018, respectively, compared to \$1.2 billion, \$125 million and 2.50 years at December 31, 2017, respectively. In addition, includes short-term underwriting purchase and sale commitments with total asset and liability notional values of \$1 million at December 31, 2018.

[Table of Contents](#)

The following table summarizes the customer-related derivative positions of the Company:

(Dollars in Millions)	Asset Derivatives			Liability Derivatives		
	Notional Value	Fair Value	Weighted-Average Remaining Maturity In Years	Notional Value	Fair Value	Weighted-Average Remaining Maturity In Years
<b>December 31, 2018</b>						
Interest rate contracts						
Receive fixed/pay floating swaps	\$ 44,976	\$ 755	6.49	\$ 62,597	\$ 456	4.28
Pay fixed/receive floating swaps	63,825	289	4.07	45,129	422	6.16
Options						
Purchased	41,711	51	1.54	1,940	30	1.98
Written	2,060	32	2.07	39,538	51	1.44
Futures						
Buy	460	—	1.58	—	—	—
Sell	—	—	—	6,190	1	.59
Foreign exchange rate contracts						
Forwards, spots and swaps	26,210	681	.91	25,571	663	.88
Options						
Purchased	2,779	47	.75	—	—	—
Written	—	—	—	2,779	47	.75
Total	<u>\$182,021</u>	<u>\$1,855</u>		<u>\$183,744</u>	<u>\$1,670</u>	
<b>December 31, 2017</b>						
Interest rate contracts						
Receive fixed/pay floating swaps	\$ 28,681	\$ 679	5.71	\$ 59,990	\$ 840	4.27
Pay fixed/receive floating swaps	63,038	860	4.20	25,093	602	5.76
Options						
Purchased	29,091	22	1.61	880	14	4.24
Written	880	15	4.24	27,056	20	1.50
Futures						
Sell	7,007	4	1.21	—	—	—
Foreign exchange rate contracts						
Forwards, spots and swaps	24,099	656	.81	23,440	636	.83
Options						
Purchased	4,026	83	1.20	—	—	—
Written	—	—	—	4,026	83	1.20
Total	<u>\$156,822</u>	<u>\$2,319</u>		<u>\$140,485</u>	<u>\$2,195</u>	

## Table of Contents

The table below shows the effective portion of the gains (losses) recognized in other comprehensive income (loss) and the gains (losses) reclassified from other comprehensive income (loss) into earnings (net-of-tax) for the years ended December 31:

(Dollars in Millions)	Gains (Losses) Recognized in Other Comprehensive Income (Loss)			Gains (Losses) Reclassified from Other Comprehensive Income (Loss) into Earnings		
	2018	2017	2016	2018	2017	2016
<b>Asset and Liability Management Positions</b>						
Cash flow hedges						
Interest rate contracts	\$ 29	\$ (3)	\$ 46	\$ 3	\$(19)	\$(76)
Net investment hedges						
Foreign exchange forward contracts	39	(56)	33	—	—	—
Non-derivative debt instruments	32	(46)	—	—	—	—

Note: The Company does not exclude components from effectiveness testing for cash flow and net investment hedges.

The table below shows the effect of fair value and cash flow hedge accounting on the Consolidated Statement of Income for the years ended December 31:

(Dollars in Millions)	Other Noninterest Income			Interest Expense		
	2018	2017	2016	2018	2017	2016
Total amount of income and expense line items presented in the Consolidated Statement of Income in which the effects of fair value or cash flow hedges are recorded	\$ 910	\$ 774	\$ 911	\$ 3,254	\$ 1,966	\$ 1,468
<b>Asset and Liability Management Positions</b>						
Fair value hedges						
Interest rate contract derivatives	—	(28)	(31)	5	—	—
Hedged items	—	28	31	(5)	—	—
Cash Flow hedges						
Interest rate contract derivatives	—	—	—	(5)	30	124

Note: The Company does not exclude components from effectiveness testing for fair value and cash flow hedges. The Company did not reclassify gains or losses into earnings as a result of the discontinuance of cash flow hedges during the years ended December 31, 2018, 2017 and 2016.

The table below shows cumulative hedging adjustments and the carrying amount of assets (liabilities) designated in fair value hedges:

At December 31 (Dollars in Millions)	Carrying Amount of the Hedged Assets (Liabilities)		Cumulative Hedging Adjustment (a)	
	2018	2017	2018	2017
<b>Line Item in the Consolidated Balance Sheet</b>				
Long-term Debt	\$ —	\$ 4,584	\$ (27)	\$ (8)

(a) The cumulative hedging adjustment at December 31, 2018 relates to discontinued hedging relationships. The Company did not have any hedging adjustments for discontinued fair value hedges at December 31, 2017.

## Table of Contents

The table below shows the gains (losses) recognized in earnings for other economic hedges and the customer-related positions for the years ended December 31:

(Dollars in Millions)	Location of Gains (Losses) Recognized in Earnings	2018	2017	2016
<b>Asset and Liability Management Positions</b>				
Other economic hedges				
Interest rate contracts				
Futures and forwards	Mortgage banking revenue	\$ 110	\$ 24	\$ 101
Purchased and written options	Mortgage banking revenue	188	237	331
Receive fixed/pay floating swaps	Mortgage banking revenue	61	255	226
Pay fixed/receive floating swaps	Mortgage banking revenue	(172)	(220)	(140)
Foreign exchange forward contracts	Other noninterest income	39	(69)	(14)
Equity contracts	Compensation expense	(4)	1	1
Credit contracts	Other noninterest income	2	3	1
Other	Other noninterest income	2	(1)	(39)
<b>Customer-Related Positions</b>				
Interest rate contracts				
Receive fixed/pay floating swaps	Commercial products revenue	(192)	(876)	(708)
Pay fixed/receive floating swaps	Commercial products revenue	239	943	769
Purchased and written options	Commercial products revenue	2	(24)	(5)
Futures	Commercial products revenue	9	(3)	(6)
Foreign exchange rate contracts				
Forwards, spots and swaps	Commercial products revenue	84	92	88
Purchased and written options	Commercial products revenue	-	2	(1)

Derivatives are subject to credit risk associated with counterparties to the derivative contracts. The Company measures that credit risk using a credit valuation adjustment and includes it within the fair value of the derivative. The Company manages counterparty credit risk through diversification of its derivative positions among various counterparties, by entering into derivative positions that are centrally cleared through clearinghouses, by entering into master netting arrangements and, where possible, by requiring collateral arrangements. A master netting arrangement allows two counterparties, who have multiple derivative contracts with each other, the ability to net settle amounts under all contracts, including any related collateral, through a single payment and in a single currency. Collateral arrangements generally require the counterparty to deliver collateral (typically cash or U.S. Treasury and agency securities) equal to the Company's net derivative receivable, subject to minimum transfer and credit rating requirements.

The Company's collateral arrangements are predominately bilateral and, therefore, contain provisions that require collateralization of the Company's net liability derivative positions. Required collateral coverage is based on net liability thresholds and may be contingent upon the Company's credit rating from two of the nationally recognized statistical rating organizations. If the Company's credit rating were to fall below credit ratings thresholds established in the collateral arrangements, the counterparties to the derivatives could request immediate additional collateral coverage up to and including full collateral coverage for derivatives in a net liability position. The aggregate fair value of all derivatives under collateral arrangements that were in a net liability position at December 31, 2018, was \$317 million. At December 31, 2018, the Company had \$241 million of cash posted as collateral against this net liability position.

## **NOTE 20** Netting Arrangements for Certain Financial Instruments and Securities Financing Activities

The Company's derivative portfolio consists of bilateral over-the-counter trades, certain interest rate derivatives and credit contracts required to be centrally cleared through clearinghouses per current regulations, and exchange-traded positions which may include U.S. Treasury and Eurodollar futures or options on U.S. Treasury futures. Of the Company's \$425.4 billion total notional amount of derivative positions at December 31, 2018, \$226.6 billion related to bilateral over-the-counter trades, \$181.2 billion related to those centrally cleared through clearinghouses and \$17.6 billion related to those that were exchange-traded. The Company's derivative contracts typically include offsetting rights (referred to as netting arrangements), and depending on expected volume, credit risk, and counterparty preference, collateral maintenance may be required. For all derivatives under collateral support arrangements, fair value is determined daily and, depending on the collateral maintenance requirements, the Company and a counterparty may receive or deliver collateral, based upon the net fair value of all derivative positions between the Company and the counterparty. Collateral is typically cash, but securities may be allowed under collateral arrangements with certain counterparties. Receivables and payables related to cash collateral are included in other assets and other liabilities on the Consolidated Balance Sheet, along with the related derivative asset and liability fair values. Any securities pledged to counterparties as collateral remain on the Consolidated Balance Sheet. Securities received from counterparties as collateral are not recognized on the Consolidated Balance Sheet, unless the counterparty defaults. In general, securities used as collateral can be sold, repledged or otherwise used by the party in possession. No restrictions exist on the use of cash collateral by either party. Refer to Note 19 for further discussion of the Company's derivatives, including collateral arrangements.

As part of the Company's treasury and broker-dealer operations, the Company executes transactions that are treated as securities sold under agreements to repurchase or securities purchased under agreements to resell, both of which are

accounted for as collateralized financings. Securities sold under agreements to repurchase include repurchase agreements and securities loaned transactions. Securities purchased under agreements to resell include reverse repurchase agreements and securities borrowed transactions. For securities sold under agreements to repurchase, the Company records a liability for the cash received, which is included in short-term borrowings on the Consolidated Balance Sheet. For securities purchased under agreements to resell, the Company records a receivable for the cash paid, which is included in other assets on the Consolidated Balance Sheet.

Securities transferred to counterparties under repurchase agreements and securities loaned transactions continue to be recognized on the Consolidated Balance Sheet, are measured at fair value, and are included in investment securities or other assets. Securities received from counterparties under reverse repurchase agreements and securities borrowed transactions are not recognized on the Consolidated Balance Sheet unless the counterparty defaults. The securities transferred under repurchase and reverse repurchase transactions typically are U.S. Treasury and agency securities, residential agency mortgage-backed securities or corporate debt securities. The securities loaned or borrowed typically are corporate debt securities traded by the Company's broker-dealer subsidiary. In general, the securities transferred can be sold, repledged or otherwise used by the party in possession. No restrictions exist on the use of cash collateral by either party. Repurchase/reverse repurchase and securities loaned/borrowed transactions expose the Company to counterparty risk. The Company manages this risk by performing assessments, independent of business line managers, and establishing concentration limits on each counterparty. Additionally, these transactions include collateral arrangements that require the fair values of the underlying securities to be determined daily, resulting in cash being obtained or refunded to counterparties to maintain specified collateral levels.

## Table of Contents

The following table summarizes the maturities by category of collateral pledged for repurchase agreements and securities loaned transactions:

(Dollars in Millions)	Overnight and Continuous	Less Than 30 Days	30-89 Days	Greater Than 90 Days	Total
<b>December 31, 2018</b>					
Repurchase agreements					
U.S. Treasury and agencies	\$ 134	\$ —	\$ —	\$ —	\$ 134
Residential agency mortgage-backed securities	565	—	945	470	1,980
Corporate debt securities	480	—	—	—	480
Total repurchase agreements	1,179	—	945	470	2,594
Securities loaned					
Corporate debt securities	227	—	—	—	227
Total securities loaned	227	—	—	—	227
Gross amount of recognized liabilities	\$ 1,406	\$ —	\$ 945	\$ 470	\$ 2,821
<b>December 31, 2017</b>					
Repurchase agreements					
U.S. Treasury and agencies	\$ 25	\$ —	\$ —	\$ —	\$ 25
Residential agency mortgage-backed securities	644	30	—	—	674
Corporate debt securities	104	—	—	—	104
Total repurchase agreements	773	30	—	—	803
Securities loaned					
Corporate debt securities	111	—	—	—	111
Total securities loaned	111	—	—	—	111
Gross amount of recognized liabilities	\$ 884	\$ 30	\$ —	\$ —	\$ 914

The Company executes its derivative, repurchase/reverse repurchase and securities loaned/borrowed transactions under the respective industry standard agreements. These agreements include master netting arrangements that allow for multiple contracts executed with the same counterparty to be viewed as a single arrangement. This allows for net settlement of a single amount on a daily basis. In the event of default, the master netting arrangement provides for close-out netting, which allows all of these positions with the defaulting counterparty to be terminated and net settled with a single payment amount.

The Company has elected to offset the assets and liabilities under netting arrangements for the balance sheet presentation of the majority of its derivative counterparties. The netting occurs at the counterparty level, and includes all assets and liabilities related to the derivative contracts, including those associated with cash collateral received or delivered. The Company has not elected to offset the assets and liabilities under netting arrangements for the balance sheet presentation of repurchase/reverse repurchase and securities loaned/borrowed transactions.

The following tables provide information on the Company's netting adjustments, and items not offset on the Consolidated Balance Sheet but available for offset in the event of default:

(Dollars in Millions)	Gross Recognized Assets	Gross Amounts Offset on the Consolidated Balance Sheet <sup>(a)</sup>	Net Amounts Presented on the Consolidated Balance Sheet	Gross Amounts Not Offset on the Consolidated Balance Sheet		Net Amount
				Financial Instruments <sup>(b)</sup>	Collateral Received <sup>(c)</sup>	
<b>December 31, 2018</b>						
Derivative assets <sup>(d)</sup>	\$ 1,987	\$ (942)	\$ 1,045	\$ (106)	\$ (16)	\$ 923
Reverse repurchase agreements	205	—	205	(114)	(91)	—
Securities borrowed	1,069	—	1,069	—	(1,039)	30
Total	\$ 3,261	\$ (942)	\$ 2,319	\$ (220)	\$ (1,146)	\$ 953
<b>December 31, 2017</b>						
Derivative assets <sup>(d)</sup>	\$ 1,759	\$ (652)	\$ 1,107	\$ (110)	\$ (5)	\$ 992
Reverse repurchase agreements	24	—	24	(24)	—	—
Securities borrowed	923	—	923	—	(896)	27
Total	\$ 2,706	\$ (652)	\$ 2,054	\$ (134)	\$ (901)	\$ 1,019

<sup>(a)</sup> Includes \$236 million and \$50 million of cash collateral related payables that were netted against derivative assets at December 31, 2018 and 2017, respectively.

<sup>(b)</sup> For derivative assets this includes any derivative liability fair values that could be offset in the event of counterparty default; for reverse repurchase agreements this includes any repurchase agreement payables that could be offset in the event of counterparty default; for securities borrowed this includes any securities loaned payables that could be offset in the event of counterparty default.

<sup>(c)</sup> Includes the fair value of securities received by the Company from the counterparty. These securities are not included on the Consolidated Balance Sheet unless the counterparty defaults.

<sup>(d)</sup> Excludes \$23 million and \$723 million at December 31, 2018 and 2017, respectively, of derivative assets not subject to netting arrangements.

## Table of Contents

(Dollars in Millions)	Gross Recognized Liabilities	Gross Amounts Offset on the Consolidated Balance Sheet <sup>(a)</sup>	Net Amounts Presented on the Consolidated Balance Sheet	Gross Amounts Not Offset on the Consolidated Balance Sheet		Net Amount
				Financial Instruments <sup>(b)</sup>	Collateral Pledged <sup>(c)</sup>	
<b>December 31, 2018</b>						
Derivative liabilities (d)	\$ 1,710	\$ (946)	\$ 764	\$ (106)	\$ —	\$ 658
Repurchase agreements	2,594	—	2,594	(114)	(2,480)	—
Securities loaned	227	—	227	—	(224)	3
<b>Total</b>	<b>\$ 4,531</b>	<b>\$ (946)</b>	<b>\$ 3,585</b>	<b>\$ (220)</b>	<b>\$ (2,704)</b>	<b>\$ 661</b>
<b>December 31, 2017</b>						
Derivative liabilities (d)	\$ 1,629	\$ (1,130)	\$ 499	\$ (110)	\$ —	\$ 389
Repurchase agreements	803	—	803	(24)	(779)	—
Securities loaned	111	—	111	—	(110)	1
<b>Total</b>	<b>\$ 2,543</b>	<b>\$ (1,130)</b>	<b>\$ 1,413</b>	<b>\$ (134)</b>	<b>\$ (889)</b>	<b>\$ 390</b>

(a) Includes \$240 million and \$528 million of cash collateral related receivables that were netted against derivative liabilities at December 31, 2018 and 2017, respectively.

(b) For derivative liabilities this includes any derivative asset fair values that could be offset in the event of counterparty default; for repurchase agreements this includes any reverse repurchase agreement receivables that could be offset in the event of counterparty default; for securities loaned this includes any securities borrowed receivables that could be offset in the event of counterparty default.

(c) Includes the fair value of securities pledged by the Company to the counterparty. These securities are included on the Consolidated Balance Sheet unless the Company defaults.

(d) Excludes \$85 million and \$738 million at December 31, 2018 and 2017, respectively, of derivative liabilities not subject to netting arrangements.

## NOTE 21 Fair Values of Assets and Liabilities

The Company uses fair value measurements for the initial recording of certain assets and liabilities, periodic remeasurement of certain assets and liabilities, and disclosures. Derivatives, trading and available-for-sale investment securities, MSRs and substantially all MLHFS are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis, such as loans held for sale, loans held for investment and certain other assets. These nonrecurring fair value adjustments typically involve application of lower-of-cost-or-fair value accounting or impairment write-downs of individual assets.

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A fair value measurement reflects all of the assumptions that market participants would use in pricing the asset or liability, including assumptions about the risk inherent in a particular valuation technique, the effect of a restriction on the sale or use of an asset and the risk of nonperformance.

The Company groups its assets and liabilities measured at fair value into a three-level hierarchy for valuation techniques used to measure financial assets and financial liabilities at fair value. This hierarchy is based on whether the valuation inputs are observable or unobservable. These levels are:

- Level 1 — Quoted prices in active markets for identical assets or liabilities. Level 1 includes U.S. Treasury securities, as well as exchange-traded instruments.
- Level 2 — Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for

substantially the full term of the assets or liabilities. Level 2 includes debt securities that are traded less frequently than exchange-traded instruments and which are typically valued using third party pricing services; derivative contracts and other assets and liabilities, including securities, whose value is determined using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data; and MLHFS whose values are determined using quoted prices for similar assets or pricing models with inputs that are observable in the market or can be corroborated by observable market data.

- Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. This category includes MSRs and certain derivative contracts.

## Valuation Methodologies

The valuation methodologies used by the Company to measure financial assets and liabilities at fair value are described below. In addition, the following section includes an indication of the level of the fair value hierarchy in which the assets or liabilities are classified. Where appropriate, the description includes information about the valuation models and key inputs to those models. During the years ended December 31, 2018, 2017 and 2016, there were no significant changes to the valuation techniques used by the Company to measure fair value.

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## Table of Contents

**Available-For-Sale Investment Securities** When quoted market prices for identical securities are available in an active market, these prices are used to determine fair value and these securities are classified within Level 1 of the fair value hierarchy. Level 1 investment securities include U.S. Treasury and exchange-traded securities.

For other securities, quoted market prices may not be readily available for the specific securities. When possible, the Company determines fair value based on market observable information, including quoted market prices for similar securities, inactive transaction prices, and broker quotes. These securities are classified within Level 2 of the fair value hierarchy. Level 2 valuations are generally provided by a third party pricing service. Level 2 investment securities are predominantly agency mortgage-backed securities, certain other asset-backed securities, obligations of state and political subdivisions and agency debt securities.

**Mortgage Loans Held For Sale** MLHFS measured at fair value, for which an active secondary market and readily available market prices exist, are initially valued at the transaction price and are subsequently valued by comparison to instruments with similar collateral and risk profiles. MLHFS are classified within Level 2. Included in mortgage banking revenue was a net loss of \$60 million, and net gains of \$84 million and \$33 million for the years ended December 31, 2018, 2017 and 2016, respectively, from the changes to fair value of these MLHFS under fair value option accounting guidance. Changes in fair value due to instrument specific credit risk were immaterial. Interest income for MLHFS is measured based on contractual interest rates and reported as interest income on the Consolidated Statement of Income. Electing to measure MLHFS at fair value reduces certain timing differences and better matches changes in fair value of these assets with changes in the value of the derivative instruments used to economically hedge them without the burden of complying with the requirements for hedge accounting.

**Mortgage Servicing Rights** MSR are valued using a discounted cash flow methodology, and are classified within Level 3. The Company determines fair value of the MSRs by projecting future cash flows for different interest rate scenarios using prepayment rates and other assumptions, and discounts these cash flows using a risk adjusted rate based on option adjusted spread levels. There is minimal observable market activity for MSRs on comparable portfolios and, therefore, the determination of fair value requires significant management judgment. Refer to Note 9 for further information on MSR valuation assumptions.

**Derivatives** The majority of derivatives held by the Company are executed over-the-counter or centrally cleared through clearinghouses and are valued using standard cash flow, Black-Derman-Toy and Monte Carlo valuation techniques. The models incorporate inputs, depending on the type of derivative, including interest rate curves, foreign exchange rates and volatility. All derivative values incorporate an assessment of the risk of counterparty nonperformance, measured based on the

Company's evaluation of credit risk as well as external assessments of credit risk, where available. The Company monitors and manages its nonperformance risk by considering its ability to net derivative positions under master netting arrangements, as well as collateral received or provided under collateral arrangements. Accordingly, the Company has elected to measure the fair value of derivatives, at a counterparty level, on a net basis. The majority of the derivatives are classified within Level 2 of the fair value hierarchy, as the significant inputs to the models, including nonperformance risk, are observable. However, certain derivative transactions are with counterparties where risk of nonperformance cannot be observed in the market and, therefore, the credit valuation adjustments result in these derivatives being classified within Level 3 of the fair value hierarchy.

The Company also has other derivative contracts that are created through its operations, including commitments to purchase and originate mortgage loans and swap agreements executed in conjunction with the sale of a portion of its Class B common shares of Visa Inc. (the "Visa swaps"). The mortgage loan commitments are valued by pricing models that include market observable and unobservable inputs, which result in the commitments being classified within Level 3 of the fair value hierarchy. The unobservable inputs include assumptions about the percentage of commitments that actually become a closed loan and the MSR value that is inherent in the underlying loan value. The Visa swaps require payments by either the Company or the purchaser of the Visa Inc. Class B common shares when there are changes in the conversion rate of the Visa Inc. Class B common shares to Visa Inc. Class A common shares, as well as quarterly payments to the purchaser based on specified terms of the agreements. Management reviews and updates the Visa swaps fair value in conjunction with its review of Visa Inc. related litigation contingencies, and the associated escrow funding. The expected litigation resolution impacts the Visa Inc. Class B common share to Visa Inc. Class A common share conversion rate, as well as the ultimate termination date for the Visa swaps. Accordingly, the Visa swaps are classified within Level 3. Refer to Note 22 for further information on the Visa Inc. restructuring and related card association litigation.

## Significant Unobservable Inputs of Level 3 Assets and Liabilities

The following section provides information to facilitate an understanding of the uncertainty in the fair value measurements for the Company's Level 3 assets and liabilities recorded at fair value on the Consolidated Balance Sheet. This section includes a description of the significant inputs used by the Company and a description of any interrelationships between these inputs. The discussion below excludes nonrecurring fair value measurements of collateral value used for impairment measures for loans and OREO. These valuations utilize third party appraisal or broker price opinions, and are classified as Level 3 due to the significant judgment involved.

## Table of Contents

**Mortgage Servicing Rights** The significant unobservable inputs used in the fair value measurement of the Company's MSR's are expected prepayments and the option adjusted spread that is added to the risk-free rate to discount projected cash flows. Significant increases in either of these inputs in isolation would have resulted in a significantly lower fair value measurement. Significant decreases in either of these inputs in isolation would

have resulted in a significantly higher fair value measurement. There is no direct interrelationship between prepayments and option adjusted spread. Prepayment rates generally move in the opposite direction of market interest rates. Option adjusted spread is generally impacted by changes in market return requirements.

The following table shows the significant valuation assumption ranges for MSR's at December 31, 2018:

	Minimum	Maximum	Weighted Average <sup>(a)</sup>
Expected prepayment	7%	17%	10%
Option adjusted spread	7	10	8

*(a) Determined based on the relative fair value of the related mortgage loans serviced.*

**Derivatives** The Company has two distinct Level 3 derivative portfolios: (i) the Company's commitments to purchase and originate mortgage loans that meet the requirements of a derivative and (ii) the Company's asset/liability and customer-related derivatives that are Level 3 due to unobservable inputs related to measurement of risk of nonperformance by the counterparty. In addition, the Company's Visa swaps are classified within Level 3.

The significant unobservable inputs used in the fair value measurement of the Company's derivative commitments to

purchase and originate mortgage loans are the percentage of commitments that actually become a closed loan and the MSR value that is inherent in the underlying loan value. A significant increase in the rate of loans that close would have resulted in a larger derivative asset or liability. A significant increase in the inherent MSR value would have resulted in an increase in the derivative asset or a reduction in the derivative liability. Expected loan close rates and the inherent MSR values are directly impacted by changes in market rates and will generally move in the same direction as interest rates.

The following table shows the significant valuation assumption ranges for the Company's derivative commitments to purchase and originate mortgage loans at December 31, 2018:

	Minimum	Maximum	Weighted Average <sup>(a)</sup>
Expected loan close rate	4%	100%	78%
Inherent MSR value (basis points per loan)	39	206	115

*(a) Determined based on the relative fair value of the related mortgage loans.*

The significant unobservable input used in the fair value measurement of certain of the Company's asset/liability and customer-related derivatives is the credit valuation adjustment related to the risk of counterparty nonperformance. A significant increase in the credit valuation adjustment would have resulted in a lower fair value measurement. A significant decrease in the credit valuation adjustment would have resulted in a higher fair value measurement. The credit valuation adjustment is impacted by changes in the Company's assessment of the counterparty's credit position. At December 31, 2018, the minimum, maximum and weighted average credit valuation adjustment as a percentage of the derivative contract fair value prior to adjustment was 0 percent, 92 percent and 1 percent, respectively.

The significant unobservable inputs used in the fair value measurement of the Visa swaps are management's estimate of the probability of certain litigation scenarios, and the timing of the resolution of the related litigation loss estimates in excess, or shortfall, of the Company's proportional share of escrow funds. An increase in the loss estimate or a delay in the resolution of the related litigation would have resulted in an increase in the derivative liability. A decrease in the loss estimate or an acceleration of the resolution of the related litigation would have resulted in a decrease in the derivative liability.

## Table of Contents

The following table summarizes the balances of assets and liabilities measured at fair value on a recurring basis:

(Dollars in Millions)	Level 1	Level 2	Level 3	Netting	Total
<b>December 31, 2018</b>					
Available-for-sale securities					
U.S. Treasury and agencies	\$18,585	\$ 672	\$ –	\$ –	\$19,257
Mortgage-backed securities					
Residential agency	–	39,752	–	–	39,752
Commercial agency	–	2	–	–	2
Other asset-backed securities	–	403	–	–	403
Obligations of state and political subdivisions	–	6,701	–	–	6,701
Total available-for-sale	18,585	47,530	–	–	66,115
Mortgage loans held for sale	–	2,035	–	–	2,035
Mortgage servicing rights	–	–	2,791	–	2,791
Derivative assets	–	1,427	583	(942)	1,068
Other assets	392	1,273	–	–	1,665
Total	\$18,977	\$52,265	\$3,374	\$ (942)	\$73,674
Derivative liabilities	\$ 1	\$ 1,291	\$ 503	\$ (946)	\$ 849
Short-term borrowings and other liabilities(a)	199	1,019	–	–	1,218
Total	\$ 200	\$ 2,310	\$ 503	\$ (946)	\$ 2,067
<b>December 31, 2017</b>					
Available-for-sale securities					
U.S. Treasury and agencies	\$22,572	\$ 729	\$ –	\$ –	\$23,301
Mortgage-backed securities					
Residential agency	–	38,031	–	–	38,031
Commercial agency	–	6	–	–	6
Other asset-backed securities	–	419	–	–	419
Obligations of state and political subdivisions	–	6,358	–	–	6,358
Other	22	–	–	–	22
Total available-for-sale	22,594	45,543	–	–	68,137
Mortgage loans held for sale	–	3,534	–	–	3,534
Mortgage servicing rights	–	–	2,645	–	2,645
Derivative assets	6	1,960	516	(652)	1,830
Other assets	154	1,163	–	–	1,317
Total	\$22,754	\$52,200	\$3,161	\$ (652)	\$77,463
Derivative liabilities	\$ –	\$ 1,958	\$ 409	\$ (1,130)	\$ 1,237
Short-term borrowings and other liabilities(a)	101	894	–	–	995
Total	\$ 101	\$ 2,852	\$ 409	\$ (1,130)	\$ 2,232

Note: Excluded from the table above are equity investments without readily determinable fair values. The Company has elected to carry these investments at historical cost, adjusted for impairment and any changes resulting from observable price changes for identical or similar investments of the issuer. The aggregate carrying amount of these equity investments was \$86 million at December 31, 2018. The Company has not recorded impairments or adjustments for observable price changes on these equity investments during 2018 or on a cumulative basis.

(a) Primarily represents the Company's obligation on securities sold short required to be accounted for at fair value per applicable accounting guidance.

## Table of Contents

The following table presents the changes in fair value for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the years ended December 31:

(Dollars in Millions)	Beginning of Period Balance	Net Gains (Losses) Included in Net Income	Net Gains (Losses) Included in Other Comprehensive Income (Loss)	Purchases	Sales	Principal Payments	Issuances	Settlements	End of Period Balance	Net Change in Unrealized Gains (Losses) Relating to Assets and Liabilities Held at End of Period
<b>2018</b>										
Mortgage servicing rights	\$ 2,645	\$ (232)(c)	\$ —	\$ 8	\$ (27)	\$ —	\$ 397(e)	\$ —	\$ 2,791	\$ (232)(c)
Net derivative assets and liabilities	107	21(d)	—	13	(41)	—	—	(20)	80	34(f)
<b>2017</b>										
Available-for-sale securities										
Residential non-agency mortgage-backed securities										
Prime(a)	\$ 242	\$ —	\$ (2)	\$ —	\$ (234)	\$ (6)	\$ —	\$ —	\$ —	\$ —
Non-prime(b)	195	—	(17)	—	(175)	(3)	—	—	—	—
Other asset-backed securities	2	—	—	—	(2)	—	—	—	—	—
Corporate debt securities	9	—	2	—	(11)	—	—	—	—	—
Total available-for-sale	448	—	(17)(g)	—	(422)	(9)	—	—	—	—
Mortgage servicing rights	2,591	(404)(c)	—	13	—	—	445(e)	—	2,645	(404)(c)
Net derivative assets and liabilities	171	317(h)	—	1	(10)	—	—	(372)	107	(52)(i)
<b>2016</b>										
Available-for-sale securities										
Residential non-agency mortgage-backed securities										
Prime(a)	\$ 318	\$ (1)	\$ —	\$ —	\$ —	\$ (75)	\$ —	\$ —	\$ 242	\$ —
Non-prime(b)	240	(1)	(2)	—	—	(42)	—	—	195	(2)
Other asset-backed securities	2	—	—	—	—	—	—	—	2	—
Corporate debt securities	9	—	—	—	—	—	—	—	9	—
Total available-for-sale	569	(2)(l)	(2)(g)	—	—	(117)	—	—	448	(2)
Mortgage servicing rights	2,512	(488)(c)	—	43	—	—	524(e)	—	2,591	(488)(c)
Net derivative assets and liabilities	498	332(k)	—	2	(14)	—	—	(647)	171	(257)(l)

(a) Prime securities are those designated as such by the issuer at origination. When an issuer designation is unavailable, the Company determines at acquisition date the categorization based on asset pool characteristics (such as weighted-average credit score, loan-to-value, loan type, prevalence of low documentation loans) and deal performance (such as pool delinquencies and security market spreads).

(b) Includes all securities not meeting the conditions to be designated as prime.

(c) Included in mortgage banking revenue.

(d) Approximately \$(139) million included in other noninterest income and \$160 million included in mortgage banking revenue.

(e) Represents MSR's capitalized during the period.

(f) Approximately \$14 million included in other noninterest income and \$20 million included in mortgage banking revenue.

(g) Included in changes in unrealized gains and losses on investment securities available-for-sale.

(h) Approximately \$21 million included in other noninterest income and \$296 million included in mortgage banking revenue.

(i) Approximately \$(77) million included in other noninterest income and \$25 million included in mortgage banking revenue.

(j) Approximately \$(3) million included in securities gains (losses) and \$1 million included in interest income.

(k) Approximately \$(77) million included in other noninterest income and \$409 million included in mortgage banking revenue.

(l) Approximately \$(276) million included in other noninterest income and \$19 million included in mortgage banking revenue.

## Table of Contents

The Company is also required periodically to measure certain other financial assets at fair value on a nonrecurring basis. These measurements of fair value usually result from the application of lower-of-cost-or-fair value accounting or write-downs of individual assets.

The following table summarizes the balances as of the measurement date of assets measured at fair value on a nonrecurring basis, and still held as of December 31:

(Dollars in Millions)	2018				2017			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Loans(a)	\$ —	\$ —	\$ 40	\$ 40	\$ —	\$ —	\$ 150	\$150
Other assets(b)	—	—	57	57	—	—	31	31

(a) Represents the carrying value of loans for which adjustments were based on the fair value of the collateral, excluding loans fully charged-off.

(b) Primarily represents the fair value of foreclosed properties that were measured at fair value based on an appraisal or broker price opinion of the collateral subsequent to their initial acquisition.

The following table summarizes losses recognized related to nonrecurring fair value measurements of individual assets or portfolios for the years ended December 31:

(Dollars in Millions)	2018	2017	2016
Loans(a)	\$ 83	\$171	\$192
Other assets(b)	26	20	32

(a) Represents write-downs of loans which were based on the fair value of the collateral, excluding loans fully charged-off.

(b) Primarily represents related losses of foreclosed properties that were measured at fair value subsequent to their initial acquisition.

## Fair Value Option

The following table summarizes the differences between the aggregate fair value carrying amount of MLHFS for which the fair value option has been elected and the aggregate unpaid principal amount that the Company is contractually obligated to receive at maturity as of December 31:

(Dollars in Millions)	2018			2017		
	Fair Value Carrying Amount	Aggregate Unpaid Principal	Carrying Amount Over (Under) Unpaid Principal	Fair Value Carrying Amount	Aggregate Unpaid Principal	Carrying Amount Over (Under) Unpaid Principal
Total loans	\$ 2,035	\$ 1,972	\$ 63	\$ 3,534	\$ 3,434	\$ 100
Nonaccrual loans	2	2	—	1	2	(1)
Loans 90 days or more past due	—	—	—	1	1	—

## Fair Value of Financial Instruments

The following section summarizes the estimated fair value for financial instruments accounted for at amortized cost as of December 31, 2018 and 2017. In accordance with disclosure guidance related to fair values of financial instruments, the Company did not include assets and liabilities that are not financial instruments, such as the value of goodwill, long-term

relationships with deposit, credit card, merchant processing and trust customers, other purchased intangibles, premises and equipment, deferred taxes and other liabilities. Additionally, in accordance with the disclosure guidance, receivables and payables due in one year or less, insurance contracts, equity investments not accounted for at fair value, and deposits with no defined or contractual maturities are excluded.

## Table of Contents

The estimated fair values of the Company's financial instruments as of December 31, are shown in the table below:

(Dollars in Millions)	2018					2017				
	Carrying Amount	Fair Value				Carrying Amount	Fair Value			
		Level 1	Level 2	Level 3	Total		Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>										
Cash and due from banks	\$ 21,453	\$21,453	\$ -	\$ -	\$ 21,453	\$ 19,505	\$19,505	\$ -	\$ -	\$ 19,505
Federal funds sold and securities purchased under resale agreements	306	-	306	-	306	93	-	93	-	93
Investment securities held-to-maturity	46,050	4,594	40,359	11	44,964	44,362	4,613	39,095	15	43,723
Loans held for sale(a)	21	-	-	21	21	20	-	-	20	20
Loans	282,837	-	-	284,790	284,790	276,507	-	-	279,391	279,391
Other	2,412	-	1,241	1,171	2,412	2,393	-	1,037	1,364	2,401
<b>Financial Liabilities</b>										
Time deposits	44,554	-	44,140	-	44,140	33,356	-	33,120	-	33,120
Short-term borrowings(b)	12,921	-	12,678	-	12,678	15,656	-	15,447	-	15,447
Long-term debt	41,340	-	41,003	-	41,003	32,259	-	32,377	-	32,377
Other	1,726	-	-	1,726	1,726	1,556	-	-	1,556	1,556

(a) Excludes mortgages held for sale for which the fair value option under applicable accounting guidance was elected.

(b) Excludes the Company's obligation on securities sold short required to be accounted for at fair value per applicable accounting guidance.

The fair value of unfunded commitments, deferred non-yield related loan fees, standby letters of credit and other guarantees is approximately equal to their carrying value. The carrying value of unfunded commitments, deferred non-yield related loan fees and

standby letters of credit was \$532 million and \$555 million at December 31, 2018 and 2017, respectively. The carrying value of other guarantees was \$263 million and \$192 million at December 31, 2018 and 2017, respectively.

## NOTE 22 Guarantees and Contingent Liabilities

**Visa Restructuring and Card Association Litigation** The Company's payment services business issues credit and debit cards and acquires credit and debit card transactions through the Visa U.S.A. Inc. card association or its affiliates (collectively "Visa"). In 2007, Visa completed a restructuring and issued shares of Visa Inc. common stock to its financial institution members in contemplation of its initial public offering ("IPO") completed in the first quarter of 2008 (the "Visa Reorganization"). As a part of the Visa Reorganization, the Company received its proportionate number of shares of Visa Inc. common stock, which were subsequently converted to Class B shares of Visa Inc. ("Class B shares").

Visa U.S.A. Inc. ("Visa U.S.A.") and MasterCard International (collectively, the "Card Associations") are defendants in antitrust lawsuits challenging the practices of the Card Associations (the "Visa Litigation"). Visa U.S.A. member banks have a contingent obligation to indemnify Visa Inc. under the Visa U.S.A. bylaws (which were modified at the time of the restructuring in October 2007) for potential losses arising from the Visa Litigation. The indemnification by the Visa U.S.A. member banks has no specific maximum amount. Using proceeds from its IPO and through reductions to the conversion ratio applicable to the Class B shares held by Visa U.S.A. member banks, Visa Inc. has funded an escrow account for the benefit of member financial institutions to fund their indemnification obligations associated with the Visa Litigation. The receivable related to the escrow

account is classified in other liabilities as a direct offset to the related Visa Litigation contingent liability.

In October 2012, Visa signed a settlement agreement to resolve class action claims associated with the multi-district interchange litigation pending in the United States District Court for the Eastern District of New York (the "Multi-District Litigation"). The U.S. Court of Appeals for the Second Circuit reversed the approval of that settlement and remanded the matter to the district court. In September 2018, Visa signed a new settlement agreement, superseding the original settlement agreement, to resolve class action claims associated with the Multi-District Litigation. The new settlement is still subject to court approval. In conjunction with the new settlement agreement, the Class B conversion ratio was reduced by an insignificant amount, and there was no other impact to the Company.

During 2018, the Company sold 1.4 million of its Class B shares. Upon final settlement of the Visa Litigation, the remaining 1.3 million Class B shares held by the Company will be eligible for conversion to Class A shares of Visa Inc., which are publicly traded. The Class B shares are excluded from the Company's financial instruments disclosures included in Note 21.

**Commitments to Extend Credit** Commitments to extend credit are legally binding and generally have fixed expiration dates or other termination clauses. The contractual amount represents the Company's exposure to credit loss, in the event of default by the borrower. The Company manages this credit risk by using the same credit policies it applies to loans. Collateral is obtained to

## Table of Contents

secure commitments based on management's credit assessment of the borrower. The collateral may include marketable securities, receivables, inventory, equipment and real estate. Since the Company expects many of the commitments to expire without being drawn, total commitment amounts do not necessarily represent the Company's future liquidity requirements. In addition, the commitments include consumer credit lines that are cancelable upon notification to the consumer.

The contract or notional amounts of unfunded commitments to extend credit at December 31, 2018, excluding those commitments considered derivatives, were as follows:

(Dollars in Millions)	Term		Total
	Less Than One Year	Greater Than One Year	
Commercial and commercial real estate loans	\$ 30,516	\$101,975	\$132,491
Corporate and purchasing card loans(a)	26,391	—	26,931
Residential mortgages	211	3	214
Retail credit card loans(a)	110,707	—	110,707
Other retail loans	13,634	24,123	37,757
Other	6,229	—	6,229

(a) Primarily cancelable at the Company's discretion.

**Lease Commitments** Rental expense for operating leases totaled \$351 million in 2018, \$338 million in 2017 and \$326 million in 2016. Future minimum payments, net of sublease rentals, under capitalized leases and noncancelable operating leases with initial or remaining terms of one year or more, consisted of the following at December 31, 2018:

(Dollars in Millions)	Capitalized Leases	Operating Leases
2019	\$ 17	\$ 291
2020	15	259
2021	13	232
2022	10	195
2023	9	153
Thereafter	37	482
Total minimum lease payments	101	\$ 1,612
Less amount representing interest	35	
Present value of net minimum lease payments	\$ 66	

## Other Guarantees and Contingent Liabilities

The following table is a summary of other guarantees and contingent liabilities of the Company at December 31, 2018:

(Dollars in Millions)	Collateral Held	Carrying Amount	Maximum Potential Future Payments
Standby letters of credit	\$ —	\$ 54	\$ 11,305
Third party borrowing arrangements	—	—	7
Securities lending indemnifications	3,666	—	3,600
Asset sales	—	117	7,508
Merchant processing	647	47	103,273
Tender option bond program guarantee	2,399	—	2,332
Minimum revenue guarantees	—	—	4
Other	—	99	1,368

**Letters of Credit** Standby letters of credit are commitments the Company issues to guarantee the performance of a customer to a third party. The guarantees frequently support public and private borrowing arrangements, including commercial paper issuances, bond financings and other similar transactions. The Company also issues and confirms commercial letters of credit on behalf of customers to ensure payment or collection in connection with trade transactions. In the event of a customer's or counterparty's nonperformance, the Company's credit loss exposure is similar to that in any extension of credit, up to the letter's contractual amount. Management assesses the borrower's credit to determine the necessary collateral, which may include marketable securities, receivables, inventory, equipment and real estate. Since the conditions requiring the Company to fund letters of credit may not occur, the Company expects its liquidity requirements to be less than the total outstanding commitments. The maximum potential future payments guaranteed by the Company under standby letter of credit arrangements at December 31, 2018, were approximately \$11.3 billion with a weighted-average term of approximately 20 months. The estimated fair value of standby letters of credit was approximately \$54 million at December 31, 2018.

The contract or notional amount of letters of credit at December 31, 2018, were as follows:

(Dollars in Millions)	Term		Total
	Less Than One Year	Greater Than One Year	
Standby	\$ 5,501	\$ 5,805	\$11,306
Commercial	412	28	440

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## Table of Contents

**Guarantees** Guarantees are contingent commitments issued by the Company to customers or other third parties. The Company's guarantees primarily include parent guarantees related to subsidiaries' third party borrowing arrangements; third party performance guarantees inherent in the Company's business operations, such as indemnified securities lending programs and merchant charge-back guarantees; and indemnification or buy-back provisions related to certain asset sales. For certain guarantees, the Company has recorded a liability related to the potential obligation, or has access to collateral to support the guarantee or through the exercise of other recourse provisions can offset some or all of the maximum potential future payments made under these guarantees.

**Third Party Borrowing Arrangements** The Company provides guarantees to third parties as a part of certain subsidiaries' borrowing arrangements. The maximum potential future payments guaranteed by the Company under these arrangements were approximately \$7 million at December 31, 2018.

**Commitments from Securities Lending** The Company participates in securities lending activities by acting as the customer's agent involving the loan of securities. The Company indemnifies customers for the difference between the fair value of the securities lent and the fair value of the collateral received. Cash collateralizes these transactions. The maximum potential future payments guaranteed by the Company under these arrangements were approximately \$3.6 billion at December 31, 2018, and represent the fair value of the securities lent to third parties. At December 31, 2018, the Company held \$3.7 billion of cash as collateral for these arrangements.

**Asset Sales** The Company has provided guarantees to certain third parties in connection with the sale or syndication of certain assets, primarily loan portfolios and tax-advantaged investments. These guarantees are generally in the form of asset buy-back or make-whole provisions that are triggered upon a credit event or a change in the tax-qualifying status of the related projects, as applicable, and remain in effect until the loans are collected or final tax credits are realized, respectively. The maximum potential future payments guaranteed by the Company under these arrangements were approximately \$7.5 billion at December 31, 2018, and represented the proceeds received from the buyer or the guaranteed portion in these transactions where the buy-back or make-whole provisions have not yet expired. At December 31, 2018, the Company had reserved \$126 million for potential losses related to the sale or syndication of tax-advantaged investments.

The maximum potential future payments do not include loan sales where the Company provides standard representation and warranties to the buyer against losses related to loan underwriting documentation defects that may have existed at the time of sale that generally are identified after the occurrence of a triggering event such as delinquency. For these types of loan sales, the maximum potential future payments is generally the unpaid principal balance of loans sold measured at the end of the current reporting period. Actual losses will be significantly less than the

maximum exposure, as only a fraction of loans sold will have a representation and warranty breach, and any losses on repurchase would generally be mitigated by any collateral held against the loans.

The Company regularly sells loans to GSEs as part of its mortgage banking activities. The Company provides customary representations and warranties to GSEs in conjunction with these sales. These representations and warranties generally require the Company to repurchase assets if it is subsequently determined that a loan did not meet specified criteria, such as a documentation deficiency or rescission of mortgage insurance. If the Company is unable to cure or refute a repurchase request, the Company is generally obligated to repurchase the loan or otherwise reimburse the counterparty for losses. At December 31, 2018, the Company had reserved \$10 million for potential losses from representation and warranty obligations, compared with \$13 million at December 31, 2017. The Company's reserve reflects management's best estimate of losses for representation and warranty obligations. The Company's repurchase reserve is modeled at the loan level, taking into consideration the individual credit quality and borrower activity that has transpired since origination. The model applies credit quality and economic risk factors to derive a probability of default and potential repurchase that are based on the Company's historical loss experience, and estimates loss severity based on expected collateral value. The Company also considers qualitative factors that may result in anticipated losses differing from historical loss trends.

As of December 31, 2018 and 2017, the Company had \$15 million and \$9 million, respectively, of unresolved representation and warranty claims from GSEs. The Company does not have a significant amount of unresolved claims from investors other than GSEs.

**Merchant Processing** The Company, through its subsidiaries, provides merchant processing services. Under the rules of credit card associations, a merchant processor retains a contingent liability for credit card transactions processed. This contingent liability arises in the event of a billing dispute between the merchant and a cardholder that is ultimately resolved in the cardholder's favor. In this situation, the transaction is "charged-back" to the merchant and the disputed amount is credited or otherwise refunded to the cardholder. If the Company is unable to collect this amount from the merchant, it bears the loss for the amount of the refund paid to the cardholder.

A cardholder, through its issuing bank, generally has until the later of up to four months after the date the transaction is processed or the receipt of the product or service to present a charge-back to the Company as the merchant processor. The absolute maximum potential liability is estimated to be the total volume of credit card transactions that meet the associations' requirements to be valid charge-back transactions at any given time. Management estimates that the maximum potential exposure for charge-backs would approximate the total amount of merchant transactions processed through the credit card associations for the last four months. For the last four months of 2018 this amount totaled approximately \$103.3 billion. In most

## Table of Contents

cases, this contingent liability is unlikely to arise, as most products and services are delivered when purchased and amounts are refunded when items are returned to merchants. However, where the product or service has been purchased but is not provided until a future date ("future delivery"), the potential for this contingent liability increases. To mitigate this risk, the Company may require the merchant to make an escrow deposit, place maximum volume limitations on future delivery transactions processed by the merchant at any point in time, or require various credit enhancements (including letters of credit and bank guarantees). Also, merchant processing contracts may include event triggers to provide the Company more financial and operational control in the event of financial deterioration of the merchant.

The Company currently processes card transactions in the United States, Canada, Europe and Mexico through wholly-owned subsidiaries and joint ventures with other financial institutions. In the event a merchant was unable to fulfill product or services subject to future delivery, such as airline tickets, the Company could become financially liable for refunding the purchase price of such products or services purchased through the credit card associations under the charge-back provisions. Charge-back risk related to these merchants is evaluated in a manner similar to credit risk assessments and, as such, merchant processing contracts contain various provisions to protect the Company in the event of default. At December 31, 2018, the value of airline tickets purchased to be delivered at a future date through card transactions processed by the Company was \$7.1 billion. The Company held collateral of \$473 million in escrow deposits, letters of credit and indemnities from financial institutions, and liens on various assets. In addition to specific collateral or other credit enhancements, the Company maintains a liability for its implied guarantees associated with future delivery. At December 31, 2018, the liability was \$35 million primarily related to these airline processing arrangements.

In the normal course of business, the Company has unresolved charge-backs. The Company assesses the likelihood of its potential liability based on the extent and nature of unresolved charge-backs and its historical loss experience. At December 31, 2018, the Company held \$174 million of merchant escrow deposits as collateral and had a recorded liability for potential losses of \$12 million.

**Tender Option Bond Program Guarantee** As discussed in Note 7, the Company sponsors a municipal bond securities tender option bond program and consolidates the program's entities on its Consolidated Balance Sheet. The Company provides financial performance guarantees related to the program's entities. At December 31, 2018, the Company guaranteed \$2.3 billion of borrowings of the program's entities, included on the Consolidated Balance Sheet in short-term borrowings. The Company also included on its Consolidated Balance Sheet the related \$2.4 billion of available-for-sale investment securities serving as collateral for this arrangement.

**Minimum Revenue Guarantees** In the normal course of business, the Company may enter into revenue share

agreements with third party business partners who generate customer referrals or provide marketing or other services related to the generation of revenue. In certain of these agreements, the Company may guarantee that a minimum amount of revenue share payments will be made to the third party over a specified period of time. At December 31, 2018, the maximum potential future payments required to be made by the Company under these agreements were \$4 million.

**Other Guarantees and Commitments** As of December 31, 2018, the Company sponsored, and owned 100 percent of the common equity of, USB Capital IX, a wholly-owned unconsolidated trust, formed for the purpose of issuing redeemable Income Trust Securities ("ITS") to third party investors, originally investing the proceeds in junior subordinated debt securities ("Debentures") issued by the Company and entering into stock purchase contracts to purchase the Company's preferred stock in the future. As of December 31, 2018, all of the Debentures issued by the Company have either matured or been retired. Total assets of USB Capital IX were \$682 million at December 31, 2018, consisting primarily of the Company's Series A Preferred Stock. The Company's obligations under the transaction documents, taken together, have the effect of providing a full and unconditional guarantee by the Company, on a junior subordinated basis, of the payment obligations of the trust to third party investors totaling \$681 million at December 31, 2018.

The Company has also made other financial performance guarantees and commitments primarily related to the operations of its subsidiaries. At December 31, 2018, the maximum potential future payments guaranteed or committed by the Company under these arrangements were approximately \$687 million.

## Litigation and Regulatory Matters

The Company is subject to various litigation and regulatory matters that arise in the ordinary course of its business. The Company establishes reserves for such matters when potential losses become probable and can be reasonably estimated. The Company believes the ultimate resolution of existing legal and regulatory matters will not have a material adverse effect on the financial condition, results of operations or cash flows of the Company. However, in light of the uncertainties inherent in these matters, it is possible that the ultimate resolution of one or more of these matters may have a material adverse effect on the Company's results from operations for a particular period, and future changes in circumstances or additional information could result in additional accruals or resolution in excess of established accruals, which could adversely affect the Company's results from operations, potentially materially.

**Litigation Matters** In the last several years, the Company and other large financial institutions have been sued in their capacity as trustee for residential mortgage-backed securities trusts. In the lawsuits brought against the Company, the investors allege that the Company's banking subsidiary, U.S. Bank National Association ("U.S. Bank"), as trustee caused them to incur substantial losses by failing to enforce loan repurchase obligations and failing to abide by appropriate standards of care

## Table of Contents

after events of default allegedly occurred. The plaintiffs in these matters seek monetary damages in unspecified amounts and most also seek equitable relief.

**Regulatory Matters** The Company is continually subject to examinations, inquiries and investigations in areas of heightened regulatory scrutiny, such as compliance, risk management, third party risk management and consumer protection. For example, the Company is currently subject to examinations, inquiries and investigations by government agencies and bank regulators concerning mortgage-related practices, including those related to lender-placed insurance, and notices and filings in bankruptcy cases. The Company is cooperating fully with all pending examinations, inquiries and investigations, any of which could lead to administrative or legal proceedings or settlements. Remedies in these proceedings or settlements may include fines, penalties, restitution or alterations in the Company's business practices (which may increase the Company's operating expenses and decrease its revenue).

In October 2015, U.S. Bank entered into a Consent Order with the Office of the Comptroller of the Currency ("OCC") concerning deficiencies in its Bank Secrecy Act/anti-money laundering compliance program, and requiring an ongoing review of that program. The OCC terminated this Consent Order in late 2018.

In February 2018, the Company entered into a deferred prosecution agreement (the "DPA") with the United States Attorney's Office in Manhattan that resolved its investigation of the Company concerning a legacy banking relationship between U.S. Bank and payday lending businesses associated with a former customer and U.S. Bank's legacy Bank Secrecy Act/anti-money laundering compliance program. The DPA defers prosecution for a period of two years, subject to the Company's compliance with its terms, which include ongoing efforts to

implement and maintain an adequate Bank Secrecy Act/anti-money laundering compliance program. If the Company violates the DPA, its term could be extended up to an additional one year, or the Company could be subject to a prosecution or civil action based on the matters that are the subject of the DPA. In addition, the Company and certain of its affiliates entered into related regulatory settlements with the Financial Crimes Enforcement Network and the Board of Governors of the Federal Reserve System. If the Company and its affiliates fail to satisfy ongoing obligations under these regulatory settlements, which include ongoing commitments to provide resources to, and enhance, the Company's firm wide Bank Secrecy Act/anti-money laundering compliance program, the Company and its affiliates may be required to enter into further orders and settlements, pay additional fines or penalties, or modify their business practices (which may increase operating expenses and decrease revenue).

**Outlook** Due to their complex nature, it can be years before litigation and regulatory matters are resolved. The Company may be unable to develop an estimate or range of loss where matters are in early stages, there are significant factual or legal issues to be resolved, damages are unspecified or uncertain, or there is uncertainty as to a litigation class being certified or the outcome of pending motions, appeals or proceedings. For those litigation and regulatory matters where the Company has information to develop an estimate or range of loss, the Company believes the upper end of the range of reasonably possible losses in aggregate, in excess of any reserves established for matters where a loss is considered probable, will not be material to its financial condition, results of operations or cash flows. The Company's estimates are subject to significant judgment and uncertainties, and the matters underlying the estimates will change from time to time. Actual results may vary significantly from the current estimates.

## NOTE 23 U.S. Bancorp (Parent Company)

### Condensed Balance Sheet

At December 31 (Dollars in Millions)	2018	2017
<b>Assets</b>		
Due from banks, principally interest-bearing	\$ 9,969	\$ 9,157
Available-for-sale securities	921	963
Investments in bank subsidiaries	47,549	46,435
Investments in nonbank subsidiaries	2,568	2,540
Advances to bank subsidiaries	3,800	3,300
Advances to nonbank subsidiaries	2,543	2,055
Other assets	813	1,079
<b>Total assets</b>	<b>\$68,163</b>	<b>\$65,529</b>
<b>Liabilities and Shareholders' Equity</b>		
Short-term funds borrowed	\$ —	\$ 1
Long-term debt	16,291	15,769
Other liabilities	843	719
Shareholders' equity	51,029	49,040
<b>Total liabilities and shareholders' equity</b>	<b>\$68,163</b>	<b>\$65,529</b>

[Table of Contents](#)

## Condensed Income Statement

Year Ended December 31 (Dollars in Millions)	2018	2017	2016
<b>Income</b>			
Dividends from bank subsidiaries	\$5,300	\$4,800	\$2,100
Dividends from nonbank subsidiaries	6	5	4
Interest from subsidiaries	220	159	140
Other income	33	41	57
Total income	5,559	5,005	2,301
<b>Expense</b>			
Interest expense	471	402	327
Other expense	133	124	123
Total expense	604	526	450
Income before income taxes and equity in undistributed income of subsidiaries	4,955	4,479	1,851
Applicable income taxes	(91)	(176)	(97)
Income of parent company	5,046	4,655	1,948
Equity in undistributed income of subsidiaries	2,050	1,563	3,940
Net income attributable to U.S. Bancorp	\$7,096	\$6,218	\$5,888

## Condensed Statement of Cash Flows

Year Ended December 31 (Dollars in Millions)	2018	2017	2016
<b>Operating Activities</b>			
Net income attributable to U.S. Bancorp	\$ 7,096	\$ 6,218	\$ 5,888
Adjustments to reconcile net income to net cash provided by operating activities			
Equity in undistributed income of subsidiaries	(2,050)	(1,563)	(3,940)
Other, net	359	(125)	75
Net cash provided by operating activities	5,405	4,530	2,023
<b>Investing Activities</b>			
Proceeds from sales and maturities of investment securities	39	100	232
Purchases of investment securities	(10)	(844)	(120)
Net increase in short-term advances to subsidiaries	(488)	(790)	(442)
Long-term advances to subsidiaries	(500)	—	(750)
Principal collected on long-term advances to subsidiaries	—	500	100
Other, net	304	(12)	(12)
Net cash used in investing activities	(655)	(1,046)	(992)
<b>Financing Activities</b>			
Net decrease in short-term borrowings	(1)	(21)	(3)
Proceeds from issuance of long-term debt	2,100	3,920	3,550
Principal payments or redemption of long-term debt	(1,500)	(1,250)	(1,926)
Proceeds from issuance of preferred stock	565	993	—
Proceeds from issuance of common stock	86	159	355
Repurchase of preferred stock	—	(1,085)	—
Repurchase of common stock	(2,822)	(2,631)	(2,556)
Cash dividends paid on preferred stock	(274)	(284)	(267)
Cash dividends paid on common stock	(2,092)	(1,928)	(1,810)
Net cash used in financing activities	(3,938)	(2,127)	(2,657)
Change in cash and due from banks	812	1,357	(1,626)
Cash and due from banks at beginning of year	9,157	7,800	9,426
Cash and due from banks at end of year	\$ 9,969	\$ 9,157	\$ 7,800

Transfer of funds (dividends, loans or advances) from bank subsidiaries to the Company is restricted. Federal law requires loans to the Company or its affiliates to be secured and generally limits loans to the Company or an individual affiliate to 10 percent

of each bank's unimpaired capital and surplus. In the aggregate, loans to the Company and all affiliates cannot exceed 20 percent of each bank's unimpaired capital and surplus.

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[Table of Contents](#)

Dividend payments to the Company by its subsidiary bank are subject to regulatory review and statutory limitations and, in some instances, regulatory approval. In general, dividends by the Company's bank subsidiary to the parent company are limited by

rules which compare dividends to net income for regulatorily-defined periods. Furthermore, dividends are restricted by minimum capital constraints for all national banks.

**NOTE 24** Subsequent Events

The Company has evaluated the impact of events that have occurred subsequent to December 31, 2018 through the date the consolidated financial statements were filed with the United States Securities and Exchange Commission. Based on this

evaluation, the Company has determined none of these events were required to be recognized or disclosed in the consolidated financial statements and related notes.

## U.S. Bancorp Consolidated Balance Sheet—Five Year Summary (Unaudited)

At December 31 (Dollars in Millions)	2018	2017	2016	2015	2014	% Change 2018 v 2017
<b>Assets</b>						
Cash and due from banks	\$ 21,453	\$ 19,505	\$ 15,705	\$ 11,147	\$ 10,654	10.0%
Held-to-maturity securities	46,050	44,362	42,991	43,590	44,974	3.8
Available-for-sale securities	66,115	68,137	66,284	61,997	56,069	(3.0)
Loans held for sale	2,056	3,554	4,826	3,184	4,792	(42.1)
Loans	286,810	280,432	273,207	260,849	247,851	2.3
Less allowance for loan losses	(3,973)	(3,925)	(3,813)	(3,863)	(4,039)	(1.2)
Net loans	282,837	276,507	269,394	256,986	243,812	2.3
Other assets	48,863	49,975	46,764	44,949	42,228	(2.2)
Total assets	\$467,374	\$462,040	\$445,964	\$421,853	\$402,529	1.2
<b>Liabilities and Shareholders' Equity</b>						
<b>Deposits</b>						
Noninterest-bearing	\$ 81,811	\$ 87,557	\$ 86,097	\$ 83,766	\$ 77,323	(6.6)%
Interest-bearing	263,664	259,658	248,493	216,634	205,410	1.5
Total deposits	345,475	347,215	334,590	300,400	282,733	(.5)
Short-term borrowings	14,139	16,651	13,963	27,877	29,893	(15.1)
Long-term debt	41,340	32,259	33,323	32,078	32,260	28.2
Other liabilities	14,763	16,249	16,155	14,681	13,475	(9.1)
Total liabilities	415,717	412,374	398,031	375,036	358,361	.8
Total U.S. Bancorp shareholders' equity	51,029	49,040	47,298	46,131	43,479	4.1
Noncontrolling interests	628	626	635	686	689	.3
Total equity	51,657	49,666	47,933	46,817	44,168	4.0
Total liabilities and equity	\$467,374	\$462,040	\$445,964	\$421,853	\$402,529	1.2

## U.S. Bancorp Consolidated Statement of Income — Five-Year Summary (Unaudited)

Year Ended December 31 (Dollars in Millions)	2018	2017	2016	2015	2014	% Change 2018 v 2017
<b>Interest Income</b>						
Loans	\$13,120	\$11,788	\$10,777	\$10,034	\$10,101	11.3%
Loans held for sale	165	144	154	206	128	14.6
Investment securities	2,616	2,232	2,078	2,001	1,866	17.2
Other interest income	272	182	125	136	121	49.5
Total interest income	16,173	14,346	13,134	12,377	12,216	12.7
<b>Interest Expense</b>						
Deposits	1,869	1,041	622	457	465	79.5
Short-term borrowings	378	141	92	70	77	*
Long-term debt	1,007	784	754	699	725	28.4
Total interest expense	3,254	1,966	1,468	1,226	1,267	65.5
Net interest income	12,919	12,380	11,666	11,151	10,949	4.4
Provision for credit losses	1,379	1,390	1,324	1,132	1,229	(.8)
Net interest income after provision for credit losses	11,540	10,990	10,342	10,019	9,720	5.0
<b>Noninterest Income</b>						
Credit and debit card revenue	1,401	1,289	1,206	1,095	1,036	8.7
Corporate payment products revenue	644	575	541	533	538	12.0
Merchant processing services	1,531	1,486	1,498	1,468	1,437	3.0
ATM processing services	308	303	277	259	262	1.7
Trust and investment management fees	1,619	1,522	1,427	1,321	1,252	6.4
Deposit service charges	762	732	706	683	675	4.1
Treasury management fees	594	618	583	561	545	(3.9)
Commercial products revenue	895	954	971	918	884	(6.2)
Mortgage banking revenue	720	834	979	906	1,009	(13.7)
Investment products fees	188	173	169	197	202	8.7
Securities gains (losses), net	30	57	22	—	3	(47.4)
Other	910	774	911	877	1,032	17.6
Total noninterest income	9,602	9,317	9,290	8,818	8,875	3.1
<b>Noninterest Expense</b>						
Compensation	6,162	5,746	5,212	4,812	4,523	7.2
Employee benefits	1,231	1,134	1,008	970	906	8.6
Net occupancy and equipment	1,063	1,019	988	991	987	4.3
Professional services	407	419	502	423	414	(2.9)
Marketing and business development	429	542	435	360	381	(20.8)
Technology and communications	978	903	877	816	792	8.3
Postage, printing and supplies	324	323	311	297	328	.3
Other intangibles	161	175	179	174	199	(8.0)
Other	1,709	2,529	2,015	1,964	2,070	(32.4)
Total noninterest expense	12,464	12,790	11,527	10,807	10,600	(2.5)
Income before income taxes	8,678	7,517	8,105	8,030	7,995	15.4
Applicable income taxes	1,554	1,264	2,161	2,097	2,087	22.9
Net income	7,124	6,253	5,944	5,933	5,908	13.9
Net (income) loss attributable to noncontrolling interests	(28)	(35)	(56)	(54)	(57)	20.0
Net income attributable to U.S. Bancorp	\$ 7,096	\$ 6,218	\$ 5,888	\$ 5,879	\$ 5,851	14.1
Net income applicable to U.S. Bancorp common shareholders	\$ 6,784	\$ 5,913	\$ 5,589	\$ 5,608	\$ 5,583	14.7

\* Not meaningful

## U.S. Bancorp Quarterly Consolidated Financial Data (Unaudited)

(Dollars in Millions, Except Per Share Data)	2018				2017			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
<b>Interest Income</b>								
Loans	\$3,095	\$3,197	\$3,353	\$3,475	\$2,790	\$2,889	\$3,049	\$3,060
Loans held for sale	33	39	36	57	35	29	40	40
Investment securities	613	653	661	689	530	555	568	579
Other interest income	50	59	73	90	38	46	47	51
Total interest income	3,791	3,948	4,123	4,311	3,393	3,519	3,704	3,730
<b>Interest Expense</b>								
Deposits	345	427	491	606	199	238	293	311
Short-term borrowings	75	86	104	113	24	33	39	45
Long-term debt	203	238	277	289	190	199	196	199
Total interest expense	623	751	872	1,008	413	470	528	555
Net interest income	3,168	3,197	3,251	3,303	2,980	3,049	3,176	3,175
Provision for credit losses	341	327	343	368	345	350	360	335
Net interest income after provision for credit losses	2,827	2,870	2,908	2,935	2,635	2,699	2,816	2,840
<b>Noninterest Income</b>								
Credit and debit card revenue	324	351	344	382	299	330	318	342
Corporate payment products revenue	154	158	169	163	137	140	150	148
Merchant processing services	363	387	392	389	354	381	377	374
ATM processing services	79	90	85	54	71	75	77	80
Trust and investment management fees	398	401	411	409	368	380	380	394
Deposit service charges	182	183	198	199	172	179	187	194
Treasury management fees	150	155	146	143	153	160	153	152
Commercial products revenue	220	234	216	225	247	243	240	224
Mortgage banking revenue	184	191	174	171	207	212	213	202
Investment products fees	46	47	47	48	42	44	42	45
Securities gains (losses), net	5	10	10	5	29	9	9	10
Other	167	207	226	310	180	195	194	205
Total noninterest income	2,272	2,414	2,418	2,498	2,259	2,348	2,340	2,370
<b>Noninterest Expense</b>								
Compensation	1,523	1,542	1,529	1,568	1,391	1,416	1,440	1,499
Employee benefits	330	299	294	308	301	274	268	291
Net occupancy and equipment	265	262	270	266	247	255	258	259
Professional services	83	95	96	133	96	105	104	114
Marketing and business development	97	111	106	115	90	109	92	251
Technology and communications	235	242	247	254	217	223	227	236
Postage, printing and supplies	80	80	84	80	81	81	82	79
Other intangibles	39	40	41	41	44	43	44	44
Other	403	414	377	515	442	478	483	1,126
Total noninterest expense	3,055	3,085	3,044	3,280	2,909	2,984	2,998	3,899
Income before income taxes	2,044	2,199	2,282	2,153	1,985	2,063	2,158	1,311
Applicable income taxes	362	441	460	291	499	551	589	(375)
Net income	1,682	1,758	1,822	1,862	1,486	1,512	1,569	1,686
Net (income) loss attributable to noncontrolling interests	(7)	(8)	(7)	(6)	(13)	(12)	(6)	(4)
Net income attributable to U.S. Bancorp	\$1,675	\$1,750	\$1,815	\$1,856	\$1,473	\$1,500	\$1,563	\$1,682
Net income applicable to U.S. Bancorp common shareholders	\$1,597	\$1,678	\$1,732	\$1,777	\$1,387	\$1,430	\$1,485	\$1,611
Earnings per common share	\$ .97	\$ 1.02	\$ 1.06	\$ 1.10	\$ .82	\$ .85	\$ .89	\$ .97
Diluted earnings per common share	\$ .96	\$ 1.02	\$ 1.06	\$ 1.10	\$ .82	\$ .85	\$ .88	\$ .97

## U.S. Bancorp Supplemental Financial Data (Unaudited)

Earnings Per Common Share Summary	2018	2017	2016	2015	2014
Earnings per common share	\$ 4.15	\$ 3.53	\$ 3.25	\$ 3.18	\$ 3.10
Diluted earnings per common share	4.14	3.51	3.24	3.16	3.08
Dividends declared per common share	1.340	1.160	1.070	1.010	.965
<b>Ratios</b>					
Return on average assets	1.55%	1.39%	1.36%	1.44%	1.54%
Return on average common equity	15.4	13.8	13.4	14.0	14.7
Average total U.S. Bancorp shareholders' equity to average assets	10.9	10.8	10.9	11.0	11.3
Dividends per common share to net income per common share	32.3	32.9	32.9	31.8	31.1
<b>Other Statistics (Dollars and Shares in Millions)</b>					
Common shares outstanding(a)	1,608	1,656	1,697	1,745	1,786
<b>Average common shares outstanding and common stock equivalents</b>					
Earnings per common share	1,634	1,677	1,718	1,764	1,803
Diluted earnings per common share	1,638	1,683	1,724	1,772	1,813
Number of shareholders(b)	35,154	36,841	38,794	40,666	44,114
Common dividends declared	\$ 2,190	\$ 1,950	\$ 1,842	\$ 1,785	\$ 1,745

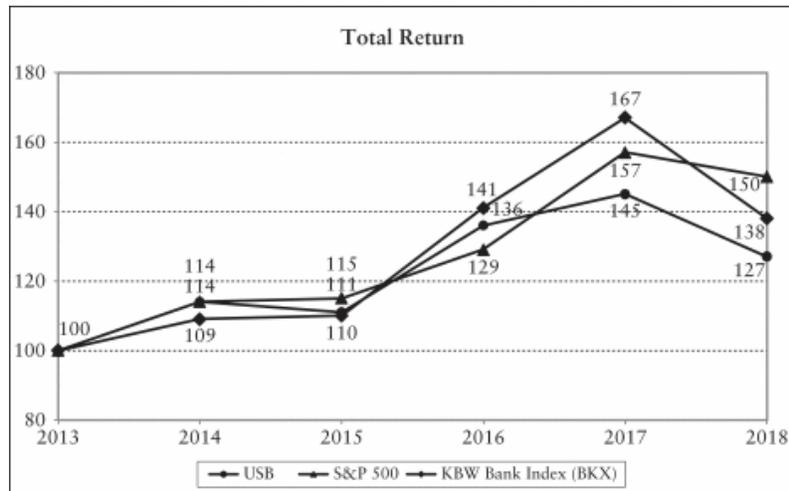
(a) Defined as total common shares less common stock held in treasury at December 31.

(b) Based on number of common stock shareholders of record at December 31.

The common stock of U.S. Bancorp is traded on the New York Stock Exchange, under the ticker symbol "USB." At January 31, 2019, there were 35,093 holders of record of the Company's common stock.

### Stock Performance Chart

The following chart compares the cumulative total shareholder return on the Company's common stock during the five years ended December 31, 2018, with the cumulative total return on the Standard & Poor's 500 Index and the KBW Bank Index. The comparison assumes \$100 was invested on December 31, 2013, in the Company's common stock and in each of the foregoing indices and assumes the reinvestment of all dividends. The comparisons in the graph are based upon historical data and are not indicative of, nor intended to forecast, future performance of the Company's common stock.



## U.S. Bancorp Consolidated Daily Average Balance Sheet and Related Yields and Rates(a) (Unaudited)

Year Ended December 31 (Dollars in Millions)	2018			2017		
	Average Balances	Interest	Yields and Rates	Average Balances	Interest	Yields and Rates
<b>Assets</b>						
Investment securities	\$113,940	\$ 2,674	2.35%	\$111,820	\$ 2,328	2.08%
Loans held for sale	3,230	165	5.12	3,574	144	4.04
Loans(b)						
Commercial	98,854	3,795	3.84	95,904	3,131	3.26
Commercial real estate	39,977	1,881	4.71	42,077	1,788	4.25
Residential mortgages	61,893	2,366	3.82	58,784	2,180	3.71
Credit card	21,672	2,545	11.74	20,906	2,358	11.28
Other retail	56,136	2,466	4.39	55,416	2,272	4.10
Covered loans	2,169	134	6.17	3,450	175	5.07
Total loans	280,701	13,187	4.70	276,537	11,904	4.30
Other earning assets	17,196	272	1.58	14,490	183	1.26
Total earning assets	415,067	16,298	3.93	406,421	14,559	3.58
Allowance for loan losses	(3,939)			(3,862)		
Unrealized gain (loss) on investment securities	(1,650)			(348)		
Other assets	47,536			46,371		
Total assets	\$457,014			\$448,582		
<b>Liabilities and Shareholders' Equity</b>						
Noninterest-bearing deposits	\$ 78,196			\$ 81,933		
Interest-bearing deposits						
Interest checking	70,154	150	.21	67,953	84	.12
Money market savings	101,732	1,078	1.06	106,476	644	.61
Savings accounts	44,713	56	.13	43,393	32	.07
Time deposits	38,667	585	1.51	33,759	281	.83
Total interest-bearing deposits	255,266	1,869	.73	251,581	1,041	.41
Short-term borrowings	21,790	387	1.78	15,022	149	1.00
Long-term debt	37,450	1,007	2.69	35,601	784	2.20
Total interest-bearing liabilities	314,506	3,263	1.04	302,204	1,974	.65
Other liabilities	13,921			15,348		
Shareholders' equity						
Preferred equity	5,636			5,490		
Common equity	44,127			42,976		
Total U.S. Bancorp shareholders' equity	49,763			48,466		
Noncontrolling interests	628			631		
Total equity	50,391			49,097		
Total liabilities and equity	\$457,014			\$448,582		
Net interest income		\$13,035			\$12,585	
Gross interest margin			2.89%			2.93%
Gross interest margin without taxable-equivalent increments			2.86%			2.88%
<b>Percent of Earning Assets</b>						
Interest income			3.93%			3.58%
Interest expense			.79			.48
Net interest margin			3.14%			3.10%
Net interest margin without taxable-equivalent increments			3.11%			3.05%

\* Not meaningful

(a) Interest and rates are presented on a fully taxable-equivalent basis based on a federal income tax rate of 21 percent for 2018 and 35 percent for 2017, 2016, 2015 and 2014.

(b) Interest income and rates on loans include loan fees. Nonaccrual loans are included in average loan balances.

[Table of Contents](#)

2016			2015			2014			2018 v 2017
Average Balances	Interest	Yields and Rates	Average Balances	Interest	Yields and Rates	Average Balances	Interest	Yields and Rates	% Change Average Balances
\$ 107,922	\$ 2,181	2.02%	\$ 103,161	\$ 2,120	2.06%	\$ 90,327	\$ 1,991	2.21%	1.9%
4,181	154	3.70	5,784	206	3.56	3,148	128	4.08	(9.6)
92,043	2,596	2.82	84,083	2,281	2.71	75,734	2,228	2.94	3.1
43,040	1,698	3.94	42,415	1,650	3.89	40,592	1,575	3.88	(5.0)
55,682	2,070	3.72	51,840	1,966	3.79	51,818	2,001	3.86	5.3
20,490	2,204	10.76	18,057	1,944	10.77	17,635	1,805	10.23	3.7
52,330	2,114	4.04	49,079	2,020	4.12	48,353	2,141	4.43	1.3
4,226	200	4.73	4,985	271	5.42	7,560	452	5.97	(37.1)
267,811	10,882	4.06	250,459	10,132	4.05	241,692	10,202	4.22	1.5
9,963	125	1.26	8,041	136	1.69	5,827	121	2.08	18.7
389,877	13,342	3.42	367,445	12,594	3.43	340,994	12,442	3.65	2.1
(3,837)			(4,035)			(4,187)			(2.0)
593			710			466			*
46,680			44,745			42,731			2.5
<u>\$ 433,313</u>			<u>\$ 408,865</u>			<u>\$ 380,004</u>			1.9
\$ 81,176			\$ 79,203			\$ 73,455			(4.6)%
61,726	42	.07	55,974	30	.05	53,248	35	.07	3.2
96,518	349	.36	79,266	192	.24	63,977	117	.18	(4.5)
40,382	34	.09	37,150	40	.11	34,196	46	.14	3.0
33,008	197	.60	35,558	195	.55	41,764	267	.64	14.5
231,634	622	.27	207,948	457	.22	193,185	465	.24	1.5
19,906	97	.49	27,960	74	.27	30,252	81	.27	45.1
36,220	754	2.08	33,566	699	2.08	26,535	725	2.73	5.2
287,760	1,473	.51	269,474	1,230	.46	249,972	1,271	.51	4.1
16,389			14,686			13,053			(9.3)
5,501			4,836			4,756			2.7
41,838			39,977			38,081			2.7
47,339			44,813			42,837			2.7
649			689			687			(.5)
47,988			45,502			43,524			2.6
<u>\$ 433,313</u>			<u>\$ 408,865</u>			<u>\$ 380,004</u>			1.9
	<u>\$ 11,869</u>			<u>\$ 11,364</u>			<u>\$ 11,171</u>		
		2.91%			2.97%			3.14%	
		2.86%			2.91%			3.07%	
		3.42%			3.43%			3.65%	
		.38			.34			.37	
		3.04%			3.09%			3.28%	
		2.99%			3.03%			3.21%	

## Company Information

**General Business Description** U.S. Bancorp is a multi-state financial services holding company headquartered in Minneapolis, Minnesota. U.S. Bancorp was incorporated in Delaware in 1929 and operates as a financial holding company and a bank holding company under the Bank Holding Company Act of 1956. The Company provides a full range of financial services, including lending and depository services, cash management, capital markets, and trust and investment management services. It also engages in credit card services, merchant and ATM processing, mortgage banking, insurance, brokerage and leasing.

U.S. Bancorp's banking subsidiary, U.S. Bank National Association, is engaged in the general banking business, principally in domestic markets. U.S. Bank National Association, with \$356 billion in deposits at December 31, 2018, provides a wide range of products and services to individuals, businesses, institutional organizations, governmental entities and other financial institutions. Commercial and consumer lending services are principally offered to customers within the Company's domestic markets, to domestic customers with foreign operations and to large national customers operating in specific industries targeted by the Company. Lending services include traditional credit products as well as credit card services, lease financing and import/export trade, asset-backed lending, agricultural finance and other products. Depository services include checking accounts, savings accounts and time certificate contracts. Ancillary services such as capital markets, treasury management and receivable lock-box collection are provided to corporate customers. U.S. Bancorp's bank and trust subsidiaries provide a full range of asset management and fiduciary services for individuals, estates, foundations, business corporations and charitable organizations.

Other U.S. Bancorp non-banking subsidiaries offer investment and insurance products to the Company's customers principally within its domestic markets, and fund administration services to a broad range of mutual and other funds.

Banking and investment services are provided through a network of 3,018 banking offices principally operating in the Midwest and West regions of the United States, through on-line services and over mobile devices. The Company operates a network of 4,681 ATMs and provides 24-hour, seven day a week telephone customer service. Mortgage banking services are provided through banking offices and loan production offices throughout the Company's domestic markets. Lending products may be originated through banking offices, indirect correspondents, brokers or other lending sources. The Company is also one of the largest providers of corporate and purchasing card services and corporate trust services in the United States. A wholly-owned subsidiary, Elavon, Inc. ("Elavon"), provides domestic merchant processing services directly to merchants and through a network of banking affiliations. Wholly-owned subsidiaries, and affiliates of Elavon, provide similar merchant services in Canada, Mexico and segments of Europe. The

Company also provides corporate trust and fund administration services in Europe. These foreign operations are not significant to the Company.

On a full-time equivalent basis, as of December 31, 2018, U.S. Bancorp employed 73,333 people.

**Risk Factors** An investment in the Company involves risk, including the possibility that the value of the investment could fall substantially and that dividends or other distributions on the investment could be reduced or eliminated. Below are risk factors that could adversely affect the Company's financial results and condition and the value of, and return on, an investment in the Company.

## Regulatory and Legal Risk

**The Company is subject to extensive and evolving government regulation and supervision, which can increase the cost of doing business, limit the Company's ability to make investments and generate revenue, and lead to costly enforcement actions** Banking regulations are primarily intended to protect depositors' funds, the federal Deposit Insurance Fund, and the United States financial system as a whole, and not the Company's debt holders or shareholders. These regulations, and the Company's inability to act in certain instances without receiving prior regulatory approval, affect the Company's lending practices, capital structure, investment practices, dividend policy, ability to repurchase common stock, and ability to pursue strategic acquisitions, among other activities.

Both the scope of the laws and regulations and the intensity of the supervision to which the Company is subject have increased in recent years in response to the financial crisis of 2008 and 2009, as well as other factors such as technological and market changes. Regulatory enforcement and fines have also increased across the banking and financial services sector. While the regulatory environment has entered a period of rebalancing of the post financial crisis framework, the Company expects that its business will remain subject to extensive regulation and supervision. In addition, although an overall reduction in the regulation of the financial services sector could result in some operational and cost benefits, any potential new regulations or modifications to existing regulations and supervisory expectations may necessitate changes to the Company's existing regulatory compliance and risk management infrastructure and could result in increased competition.

Changes to statutes, regulations or regulatory policies, or their interpretation or implementation, and/or the continued heightening of regulatory practices, requirements or expectations, could affect the Company in substantial and unpredictable ways. For example, the Guidelines for Heightened Standards of the Office of the Comptroller of the Currency and the Enhanced Prudential Supervision Rules of the Board of Governors of the Federal Reserve System (the "Federal Reserve") have required

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## [Table of Contents](#)

and will continue to require significant oversight by the Company's Board of Directors and focus by the Company's management on governance and risk-management activities.

The financial services industry continues to face scrutiny from bank supervisors in the examination process and stringent enforcement of regulations on both the federal and state levels, particularly with respect to mortgage-related practices, student lending practices, sales practices and related incentive compensation programs, and other consumer compliance matters, as well as compliance with Bank Secrecy Act/anti-money laundering requirements and sanctions compliance requirements as administered by the Office of Foreign Assets Control. This heightened regulatory scrutiny, or the results of an investigation or examination, may lead to additional regulatory investigations or enforcement actions. There is no assurance that those actions will not result in regulatory settlements or other enforcement actions against the Company. Furthermore, a single event involving a potential violation of law or regulation may give rise to numerous and overlapping investigations and proceedings, either by multiple federal and state agencies and officials in the United States or, in some instances, regulators and other governmental officials in foreign jurisdictions.

Federal law grants substantial enforcement powers to federal banking regulators and law enforcement agencies. This enforcement authority includes, among other things, the ability to assess significant civil or criminal monetary penalties, fines, or restitution; to issue cease and desist or removal orders; and to initiate injunctive actions against banking organizations and institution-affiliated parties. These enforcement actions may be initiated for violations of laws and regulations and unsafe or unsound practices. Foreign supervisors also have increased regulatory scrutiny and enforcement in areas related to consumer compliance, money laundering, and information technology systems and controls, among others. Any future enforcement action could have a material adverse impact on the Company.

In general, the amounts paid by financial institutions in settlement of proceedings or investigations and the severity of other terms of regulatory settlements are likely to remain elevated in the near term. In some cases, governmental authorities have required criminal pleas or other extraordinary terms as part of such settlements, which could have significant consequences for a financial institution, including loss of customers, restrictions on the ability to access the capital markets, and the inability to operate certain businesses or offer certain products for a period of time. In February 2018, the Company entered into a deferred prosecution agreement (the "DPA") with the United States Attorney's Office in Manhattan that resolved its investigation of the Company concerning a legacy banking relationship between U.S. Bank National Association and payday lending businesses associated with a former customer and U.S. Bank National Association's legacy Bank Secrecy Act/anti-money laundering compliance program. If the Company violates the DPA, its term could be extended, or the Company could be subject to a prosecution or civil action based on the matters that are the subject of the DPA, any of which could result in additional fines,

penalties, settlements, payments or restrictions or other materially adverse impacts on the Company's business, reputation or brand. In addition, the Company and certain of its affiliates entered into related regulatory settlements with the Financial Crimes Enforcement Network and the Federal Reserve. If the Company and its affiliates fail to satisfy ongoing obligations under these regulatory settlements, the Company and its affiliates may be required to enter into further orders and settlements, pay additional fines or penalties, or modify their business practices, which could increase operating expenses and decrease revenue. Moreover, the DPA and the regulatory orders do not preclude additional enforcement actions by bank regulatory, governmental or law enforcement agencies or private litigation. Violations of laws and regulations or deemed deficiencies in risk management practices also may be incorporated into the Company's confidential supervisory ratings. A downgrade in these ratings, or these or other regulatory actions and settlements, could limit the Company's ability to conduct expansionary activities for a period of time and require new or additional regulatory approvals before engaging in certain other business activities.

Compliance with new regulations and supervisory initiatives may continue to increase the Company's costs. In addition, regulatory changes may reduce the Company's revenues, limit the types of financial services and products it may offer, alter the investments it makes, affect the manner in which it operates its businesses, increase its litigation and regulatory costs should it fail to appropriately comply with new or modified laws and regulatory requirements, and increase the ability of non-banks to offer competing financial services and products.

**Stringent requirements related to capital and liquidity have been adopted by United States banking regulators that may limit the Company's ability to return earnings to shareholders or operate or invest in its business** United States banking regulators have adopted stringent capital- and liquidity-related standards applicable to larger banking organizations, including the Company. The rules require banks to hold more and higher quality capital as well as sufficient unencumbered liquid assets to meet certain stress scenarios defined by regulation. Changes to the implementation of these rules including the common equity tier 1 capital conservation buffer, or additional capital- and liquidity-related rules, could require the Company to take further steps to increase its capital, increase its investment security holdings, divest assets or operations, or otherwise change aspects of its capital and/or liquidity measures, including in ways that may be dilutive to shareholders or could limit the Company's ability to pay common stock dividends, repurchase its common stock, invest in its businesses or provide loans to its customers. Refer to "Supervision and Regulation" in the Company's Annual Report on Form 10-K for additional information regarding the Company's capital and liquidity requirements under the Dodd-Frank Wall Street Reform and Consumer Protection Act and United States Basel III Capital Rules.

Additional requirements may be imposed in the future. In December 2017, the Basel Committee finalized a package of revisions to the Basel III framework. The changes are meant to improve the calculation of risk-weighted assets and the comparability of capital ratios. Federal banking regulators are expected to undertake rule-makings in future years to implement these revisions in the United States. In addition, in April 2018 the Federal Reserve proposed stress capital buffer requirements that would replace the capital conservation buffer with a stress capital buffer and a stress leverage buffer. Refer to "Supervision and Regulation" in the Company's Annual Report on Form 10-K for additional information regarding the proposed stress buffer requirements. The ultimate impact of revisions to the Basel III-based framework in the United States and the stress buffer requirements on the Company's capital and liquidity will depend on the final rule-makings and the implementation process thereafter.

**The Company is subject to significant financial and reputational risks from potential legal liability and governmental actions** The Company faces significant legal risks in its businesses, and the volume of claims and amount of damages and penalties claimed in litigation and governmental proceedings against it and other financial institutions are substantial. Customers, clients and other counterparties are making claims for substantial or indeterminate amounts of damages, while banking regulators and certain other governmental authorities have focused on enforcement. As a participant in the financial services industry, it is likely that the Company will continue to experience a high level of litigation related to its businesses and operations in the future.

In addition, governmental authorities have, at times, sought criminal penalties against companies in the financial services sector for violations, and, at times, have required an admission of wrongdoing from financial institutions in connection with resolving such matters. Criminal convictions or admissions of wrongdoing in a settlement with the government can lead to greater exposure in civil litigation and reputational harm.

Substantial legal liability or significant governmental action against the Company could materially impact its financial condition and results of operations or cause significant reputational harm to the Company, which in turn could adversely impact its business prospects. Also, the resolution of a litigation or regulatory matter could result in additional accruals or exceed established accruals for a particular period, which could materially impact the Company's results from operations for that period.

**The Company may be required to repurchase mortgage loans or indemnify mortgage loan purchasers as a result of breaches in contractual representations and warranties** When the Company sells mortgage loans that it has originated to various parties, including GSEs, it is required to make customary representations and warranties to the purchaser about the mortgage loans and the manner in which they were originated. The Company may be required to repurchase mortgage loans or be subject to indemnification claims in the event of a breach of contractual representations or warranties that is not remedied

within a certain period. Contracts for residential mortgage loan sales to the GSEs include various types of specific remedies and penalties that could be applied if the Company does not adequately respond to repurchase requests. If economic conditions and the housing market deteriorate or the GSEs increase their claims for breached representations and warranties, the Company could have increased repurchase obligations and increased losses on repurchases, requiring material increases to its repurchase reserve.

**The Company is exposed to risk of environmental liability when it takes title to properties** In the course of the Company's business, the Company may foreclose on and take title to real estate. As a result, the Company could be subject to environmental liabilities with respect to these properties. The Company may be held liable to a governmental entity or to third parties for property damage, personal injury, investigation and clean-up costs incurred by these parties in connection with environmental contamination or may be required to investigate or clean up hazardous or toxic substances or chemical releases at a property. The costs associated with investigation or remediation activities could be substantial. In addition, if the Company is the owner or former owner of a contaminated site, it may be subject to common law claims by third parties based on damages and costs resulting from environmental contamination emanating from the property. If the Company becomes subject to significant environmental liabilities, its financial condition and results of operations could be adversely affected.

## Economic and Market Conditions Risk

**Deterioration in business and economic conditions could adversely affect the Company's lending business and the value of loans and debt securities it holds** The Company's business activities and earnings are affected by general business conditions in the United States and abroad, including factors such as the level and volatility of short-term and long-term interest rates, inflation, home prices, unemployment and under-employment levels, bankruptcies, household income, consumer spending, fluctuations in both debt and equity capital markets, liquidity of the global financial markets, the availability and cost of capital and credit, investor sentiment and confidence in the financial markets, and the strength of the domestic and global economies in which the Company operates. Changes in any of these conditions can adversely affect the Company's consumer and commercial businesses and securities portfolios, its level of charge-offs and provision for credit losses, its capital levels and liquidity, and its results of operations.

Given the high percentage of the Company's assets represented directly or indirectly by loans, and the importance of lending to its overall business, weak economic conditions are likely to have a negative impact on the Company's business and results of operations. A deterioration in economic conditions could adversely impact new loan origination activity and existing loan utilization rates as well as delinquencies, defaults and the ability of customers to meet obligations under the loans. The

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## Table of Contents

value to the Company of other assets such as investment securities, most of which are debt securities or other financial instruments supported by loans, similarly would be negatively impacted by widespread decreases in credit quality resulting from a weakening of the economy. Downward valuation of debt securities could also negatively impact the Company's capital position.

Stress in the commercial real estate markets, or a downturn in the residential real estate markets, could cause credit losses and deterioration in asset values for the Company and other financial institutions. A downturn in used auto prices from its current levels could result in increased credit losses and impairment of residual lease values for the Company. Any deterioration in global economic conditions, including those that could accompany a withdrawal of the United Kingdom from the European Union and other political trends toward nationalism and isolationism, could damage the domestic economy or negatively impact the Company's borrowers or other counterparties that have direct or indirect exposure to these regions. Such global disruptions can undermine investor confidence, cause a contraction of available credit, or create market volatility, any of which could have significant adverse effects on the Company's businesses, results of operations, financial condition and liquidity, even if the Company's direct exposure to the affected region is limited.

Any further changes to economic policies could erode consumer confidence levels, cause adverse changes in payment patterns, lead to increases in delinquencies and default rates in certain industries or regions, or have other negative market or customer impacts. Such developments could increase the Company's loan charge-offs and provision for credit losses. Any future economic deterioration that affects household or corporate incomes could also result in reduced demand for credit or fee-based products and services.

**Changes in United States trade policies, including the imposition of tariffs and retaliatory tariffs, may adversely impact the Company's business, financial condition and results of operations** There has been increased discussion and dialogue regarding potential and proposed changes to United States trade policies, legislation, treaties and tariffs, including trade policies and tariffs affecting other countries, including China, the European Union, Canada and Mexico and retaliatory tariffs by such countries. Tariffs and retaliatory tariffs have been imposed, and additional tariffs and retaliation tariffs have been proposed. Such tariffs, retaliatory tariffs or other trade restrictions on products and materials that the Company's customers import or export could cause the prices of its customers' products to increase, which could reduce demand for such products, or reduce the Company's customers' margins, and adversely impact their revenues, financial results and ability to service debt. This in turn, could adversely affect the Company's financial condition and results of operations. In addition, to the extent changes in the political environment have a negative impact on the Company or on the markets in which it does business, or otherwise result in sustained deterioration in economic conditions, results of operations and financial condition could be

materially and adversely impacted in the future. Additionally, if prices of consumer goods increase materially as a result of tariffs, the ability of individual households to service debt may be negatively impacted. In total, these outcomes could adversely affect the Company's financial condition and results of operations. It remains unclear what the United States government or foreign governments will do with respect to tariffs already imposed, additional tariffs that may be imposed, or international trade agreements and policies.

**Changes in interest rates could reduce the Company's net interest income** The Company's earnings are dependent to a large degree on net interest income, which is the difference between interest income from loans and investments and interest expense on deposits and borrowings. Net interest income is significantly affected by market rates of interest, which in turn are affected by prevailing economic conditions, by the fiscal and monetary policies of the federal government and by the policies of various regulatory agencies. Like all financial institutions, the Company's financial position is affected by fluctuations in interest rates. Volatility in interest rates can also result in the flow of funds away from financial institutions into direct investments. Direct investments, such as United States government and corporate securities and other investment vehicles (including mutual funds), generally pay higher rates of return than financial institutions, because of the absence of federal insurance premiums and reserve requirements.

**The transition from LIBOR as an interest rate benchmark will subject the Company to financial, legal, operational and reputational risks.** The London Interbank Offered Rate ("LIBOR") is a widely accepted interest rate benchmark referenced in financial contracts globally. In July 2017, the United Kingdom's Financial Conduct Authority, which regulates LIBOR, announced that it intends to stop compelling banks to submit LIBOR rates after 2021. In April 2018, the Federal Reserve Bank of New York commenced publication of three reference rates based on overnight United States Treasury repurchase agreement transactions, including the Secured Overnight Financing Rate ("SOFR"), which has been recommended as an alternative to United States dollar LIBOR by the Alternative Reference Rates Committee. Uncertainty exists as to the transition process and broad acceptance of SOFR as the primary alternative to LIBOR, including what effect it would have on the value of LIBOR-based securities, financial contracts, and variable rate loans. The transition from LIBOR to SOFR or another benchmark rate could have adverse impacts on the Company's assets, liabilities and net income. These impacts could include a potential decrease in the value of certain securities held in the Company's securities portfolio and a potential increase in the dividends and interest payable on certain of the securities issued by the Company. In addition, the transition will require that many of the Company's contracts with customers be amended and that significant changes be made to the Company's systems and processes, which will expose the Company to legal and operational risk. The Company will also be subject to legal and

reputational risk as it works with customers to transition loans and financial instruments from LIBOR to other benchmark rates, which might adversely impact certain customers.

## Credit and Mortgage Business Risk

**Heightened credit risk could require the Company to increase its provision for credit losses, which could have a material adverse effect on the Company's results of operations and financial condition** When the Company lends money, or commits to lend money, it incurs credit risk, or the risk of losses if its borrowers do not repay their loans. As one of the largest lenders in the United States, the credit performance of the Company's loan portfolios significantly affects its financial results and condition. If the current economic environment were to deteriorate, the Company's customers may have difficulty in repaying their loans or other obligations, which could result in a higher level of credit losses and higher provisions for credit losses. The Company reserves for credit losses by establishing an allowance through a charge to earnings to provide for loan defaults and nonperformance. The amount of the Company's allowance for loan losses is based on its historical loss experience as well as an evaluation of the risks associated with its loan portfolio, including the size and composition of the loan portfolio, current economic conditions and geographic concentrations within the portfolio. Unexpected stress on the United States economy or the local economies in which the Company does business may result in, among other things, unexpected deterioration in credit quality of the loan portfolio, or in the value of collateral securing those loans.

In addition, the process the Company uses to estimate losses inherent in its credit exposure requires difficult, subjective, and complex judgments, including forecasts of economic conditions and how these economic predictions might impair the ability of its borrowers to repay their loans. These economic predictions and their impact may not be capable of accurate estimation, which may, in turn, impact the reliability of the process. As with any such assessments, the Company may fail to identify the proper factors or to accurately estimate the impacts of the factors that the Company does identify. The Company also makes loans to borrowers where it does not have or service the loan with the first lien on the property securing its loan. For loans in a junior lien position, the Company may not have access to information on the position or performance of the first lien when it is held and serviced by a third party, which may adversely affect the accuracy of the loss estimates for loans of these types. Increases in the Company's allowance for loan losses may not be adequate to cover actual loan losses, and future provisions for loan losses could materially and adversely affect its financial results. In addition, the Company's ability to assess the creditworthiness of its customers may be impaired if the models and approaches it uses to select, manage, and underwrite its customers become less predictive of future behaviors.

**A concentration of credit and market risk in the Company's loan portfolio could increase the potential for significant**

**losses** The Company may have higher credit risk, or experience higher credit losses, to the extent its loans are concentrated by loan type, industry segment, borrower type, or location of the borrower or collateral. For example, the Company's credit risk and credit losses can increase if borrowers who engage in similar activities are uniquely or disproportionately affected by economic or market conditions, or by regulation, such as regulation related to climate change. Deterioration in economic conditions or real estate values in states or regions where the Company has relatively larger concentrations of residential or commercial real estate could result in higher credit costs. In particular, deterioration in real estate values and underlying economic conditions in California could result in significantly higher credit losses to the Company.

**Changes in interest rates can impact the value of the Company's mortgage servicing rights and mortgages held for sale, and can make its mortgage banking revenue volatile from quarter to quarter, which can reduce its earnings** The Company has a portfolio of MSR's, which is the right to service a mortgage loan—collect principal, interest and escrow amounts—for a fee. The Company initially carries its MSR's using a fair value measurement of the present value of the estimated future net servicing income, which includes assumptions about the likelihood of prepayment by borrowers. Changes in interest rates can affect prepayment assumptions and thus fair value. When interest rates fall, prepayments tend to increase as borrowers refinance, and the fair value of MSR's can decrease, which in turn reduces the Company's earnings. Further, it is possible that, because of economic conditions and/or a weak or deteriorating housing market, even when interest rates fall or remain low, mortgage originations may fall or any increase in mortgage originations may not be enough to offset the decrease in the MSR's' value caused by the lower rates.

**A decline in the soundness of other financial institutions could adversely affect the Company's results of operations** The Company's ability to engage in routine funding or settlement transactions could be adversely affected by the actions and commercial soundness of other domestic or foreign financial institutions. Financial services institutions are interrelated as a result of trading, clearing, counterparty or other relationships. The Company has exposure to many different counterparties, and the Company routinely executes and settles transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds, and other institutional clients. As a result, defaults by, or even rumors or questions about, the soundness of one or more financial services institutions, or the financial services industry generally, could lead to losses or defaults by the Company or by other institutions and impact the Company's predominately United States-based businesses or the less significant merchant processing, corporate trust and fund administration services businesses it operates in foreign countries. Many of these transactions expose the Company to credit risk in the event of a default by a counterparty or client. In

addition, the Company's credit risk may be further increased when the collateral held by the Company cannot be realized upon or is liquidated at prices not sufficient to recover the full amount of the financial instrument exposure due the Company. There is no assurance that any such losses would not adversely affect the Company's results of operations.

**Change in residual value of leased assets may have an adverse impact on the Company's financial results** The Company engages in leasing activities and is subject to the risk that the residual value of the property under lease will be less than the Company's recorded asset value. Adverse changes in the residual value of leased assets can have a negative impact on the Company's financial results. The risk of changes in the realized value of the leased assets compared to recorded residual values depends on many factors outside of the Company's control, including supply and demand for the assets, condition of the assets at the end of the lease term, and other economic factors.

## Operations and Business Risk

**A breach in the security of the Company's systems, or the systems of certain third parties, could disrupt the Company's businesses, result in the disclosure of confidential information, damage its reputation and create significant financial and legal exposure** The Company experiences numerous attacks on its computer systems, software, networks and other technology assets daily, and the number of attacks is increasing. Although the Company devotes significant resources to maintain and regularly upgrade its systems and processes that are designed to protect the security of the Company's computer systems, software, networks and other technology assets, as well as its intellectual property, and to protect the confidentiality, integrity and availability of information belonging to the Company and its customers, the Company's security measures may not be entirely effective. Adversaries continue to develop more sophisticated cyber attacks that could impact the Company. Many financial services institutions, retailers and other companies engaged in data processing have reported breaches in the security of their websites or other systems, some of which have involved sophisticated and targeted attacks intended to obtain unauthorized access to confidential information, destroy data, disable or degrade service, or sabotage systems, often through the introduction of computer viruses or malware, cyber attacks and other means.

Attacks on financial or other institutions important to the overall functioning of the financial system could also adversely affect, directly or indirectly, aspects of the Company's businesses. The increasing consolidation, interdependence and complexity of financial entities and technology systems means that a technology failure, cyber attack, or other information or security breach that significantly degrades, deletes or compromises the systems or data of one or more financial entities could have a material impact on counterparties or other market participants, including the Company. This consolidation,

interconnectivity and complexity increases the risk of operational failure, on both an entity-specific and an industry-wide basis.

Third parties that facilitate the Company's business activities, including exchanges, clearinghouses, payment and ATM networks, financial intermediaries or vendors that provide services or technology solutions for the Company's operations, could also be sources of operational and security risks to the Company, including with respect to breakdowns or failures of their systems, misconduct by their employees or cyber attacks that could affect their ability to deliver a product or service to the Company or result in lost or compromised information of the Company or its customers. The Company's ability to implement back-up systems or other safeguards with respect to third party systems is limited. Furthermore, an attack on or failure of a third-party system may not be revealed to the Company in a timely manner, which could compromise the Company's ability to respond effectively. Some of these third parties may engage vendors of their own as they provide services or technology solutions for the Company's operations, which introduces the risk that these "fourth parties" could be the source of operational and security failures.

In addition, during the past several years a number of retailers and hospitality companies have disclosed substantial cyber security breaches affecting debit and credit card accounts of their customers, some of whom were the Company's cardholders. These attacks involving Company cards are likely to continue and could, individually or in the aggregate, have a material adverse effect on the Company's financial condition or results of operations.

It is possible that the Company may not be able to anticipate or to implement effective preventive measures against all security breaches of these types, because the techniques used change frequently, generally increase in sophistication, often are not recognized until launched, sometimes go undetected even when successful, and result in security attacks originating from a wide variety of sources, including organized crime, hackers, terrorists, activists, hostile foreign governments and other external parties. Those parties may also attempt to fraudulently induce employees, customers or other users of the Company's systems to disclose sensitive information to gain access to the Company's data or that of its customers or clients, such as through "phishing" schemes. Other types of attacks may include computer viruses, malicious or destructive code, denial-of-service attacks, ransomware or ransom demands to not expose security vulnerabilities in the Company's systems or the systems of third parties. These risks may increase in the future as the Company continues to increase its mobile and internet-based product offerings and expands its internal usage of web-based products and applications. In addition, the Company's customers often use their own devices, such as computers, smart phones and tablet computers, to make payments and manage their accounts. The Company has limited ability to assure the safety and security of its customers' transactions with the Company to the extent they are using their own devices, which could be subject to similar threats.

If the Company's security systems were penetrated or circumvented, or if an authorized user intentionally or

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## Table of Contents

unintentionally removed, lost or destroyed operations data, it could cause serious negative consequences for the Company, including significant disruption of the Company's operations, misappropriation of confidential information of the Company or that of its customers, or damage to computers or systems of the Company or those of its customers and counterparties. These consequences could result in violations of applicable privacy and other laws; financial loss to the Company or to its customers; loss of confidence in the Company's security measures; customer dissatisfaction; significant litigation exposure; regulatory fines, penalties or intervention; reimbursement or other compensatory costs; additional compliance costs; and harm to the Company's reputation, all of which could adversely affect the Company.

**The Company relies on its employees, systems and third parties to conduct its business, and certain failures by systems or misconduct by employees or third parties could adversely affect its operations** The Company operates in many different businesses in diverse markets and relies on the ability of its employees and systems to process a high number of transactions. The Company's business, financial, accounting, data processing, and other operating systems and facilities may stop operating properly or become disabled or damaged as a result of a number of factors, including events that are out of its control. In addition to the risks posed by information security breaches, as discussed above, such systems could be compromised because of spikes in transaction volume, electrical or telecommunications outages, degradation or loss of internet or website availability, natural disasters, political or social unrest, and terrorist acts. The Company's business operations may be adversely affected by significant disruption to the operating systems that support its businesses and customers.

The Company could also incur losses resulting from the risk of fraud by employees or persons outside of the Company, unauthorized access to its computer systems, the execution of unauthorized transactions by employees, errors relating to transaction processing and technology, breaches of the internal control system and compliance requirements, and business continuation and disaster recovery. This risk of loss also includes the potential legal actions, fines or civil money penalties that could arise as a result of an operational deficiency or as a result of noncompliance with applicable regulatory standards, adverse business decisions or their implementation, and customer attrition due to potential negative publicity.

Third parties provide key components of the Company's business infrastructure, such as internet connections, network access and mutual fund distribution. While the Company has selected these third parties carefully, it does not control their actions. Any problems caused by third party service providers, including as a result of not providing the Company their services for any reason or performing their services poorly, could adversely affect the Company's ability to deliver products and services to the Company's customers and otherwise to conduct its business. Replacing third party service providers could also entail significant delay and expense. In addition, failure of third party service providers to handle current or higher volumes of use

could adversely affect the Company's ability to deliver products and services to clients and otherwise to conduct business. Technological or financial difficulties of a third party service provider could adversely affect the Company's businesses to the extent those difficulties result in the interruption or discontinuation of services provided by that party.

Operational risks for large institutions such as the Company have generally increased in recent years, in part because of the proliferation of new technologies, the use of internet services and telecommunications technologies to conduct financial transactions, the increased number and complexity of transactions being processed, and the increased sophistication and activities of organized crime, hackers, terrorists, activists, and other external parties. In the event of a breakdown in the internal control system, improper operation of systems or improper employee or third party actions, the Company could suffer financial loss, face legal or regulatory action and suffer damage to its reputation.

**The Company could face significant legal and reputational harm if it fails to safeguard personal information** The Company is subject to complex and evolving laws and regulations, both inside and outside of the United States, governing the privacy and protection of personal information of individuals. The protected individuals can include the Company's customers, its employees, and the employees of the Company's suppliers, counterparties and other third parties. Ensuring that the Company's collection, use, transfer and storage of personal information comply with applicable laws and regulations in relevant jurisdictions can increase operating costs, impact the development of new products or services, and reduce operational efficiency. Any mishandling or misuse of the personal information of customers, employees or others by the Company or a third party affiliated with the Company could expose the Company to litigation or regulatory fines, penalties or other sanctions.

Additional risks could arise if the Company or third parties do not provide adequate disclosure or transparency to the Company's customers about the personal information collected from them and its use; any failure to receive, document, and honor the privacy preferences expressed by the Company's customers; any failure to protect personal information from unauthorized disclosure; or any failure to maintain proper training on privacy practices for all employees or third parties who have access to personal data. Concerns regarding the effectiveness of the Company's measures to safeguard personal information and abide by privacy preferences, or even the perception that those measures are inadequate, could cause the Company to lose existing or potential customers and thereby reduce its revenues. In addition, any failure or perceived failure by the Company to comply with applicable privacy or data protection laws and regulations could result in requirements to modify or cease certain operations or practices, significant liabilities or regulatory fines, penalties, or other sanctions. Refer to "Supervision and Regulation" in the Company's Annual Report on Form 10-K for additional information regarding data privacy laws and regulations.

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## Table of Contents

Any of these outcomes could damage the Company's reputation and otherwise adversely affect its business.

**The Company could lose market share and experience increased costs if it does not effectively develop and implement new technology** The financial services industry is continually undergoing rapid technological change with frequent introductions of new technology-driven products and services, including innovative ways that customers can make payments or manage their accounts, such as through the use of mobile payments, digital wallets or digital currencies. The Company's continued success depends, in part, upon its ability to address customer needs by using technology to provide products and services that customers want to adopt, and create additional efficiencies in the Company's operations. Developing and deploying new technology-driven products and services can also involve costs that the Company may not recover and divert resources away from other product development efforts. The Company may not be able to effectively develop and implement profitable new technology-driven products and services or be successful in marketing these products and services to its customers. Failure to successfully keep pace with technological change affecting the financial services industry could harm the Company's competitive position and negatively affect its revenue and profit.

**Negative publicity could damage the Company's reputation and adversely impact its business and financial results** Reputational risk, or the risk to the Company's business, earnings and capital from negative public opinion, is inherent in the Company's business. Negative public opinion about the financial services industry generally or the Company specifically could adversely affect the Company's ability to keep and attract customers, and expose the Company to litigation and regulatory action. Negative public opinion can result from the Company's actual or alleged conduct in any number of activities, including lending practices, cybersecurity breaches, failures to safeguard personal information, mortgage servicing and foreclosure practices, corporate governance, executive compensation, incentive-based compensation paid to and supervision of sales personnel, regulatory compliance, mergers and acquisitions, and actions taken by government regulators and community organizations in response to that conduct. Because most of the Company's businesses operate under the "U.S. Bank" brand, actual or alleged conduct by one business can result in negative public opinion about other businesses the Company operates. Although the Company takes steps to minimize reputational risk in dealing with customers and other constituencies, the Company, as a large diversified financial services company with a high industry profile, is inherently exposed to this risk.

**The Company's business and financial performance could be adversely affected, directly or indirectly, by natural disasters, terrorist activities or international hostilities** Neither the occurrence nor the potential impact of natural disasters, terrorist activities or international hostilities can be predicted. However, these occurrences could impact the Company directly (for example, by

interrupting the Company's systems, which could prevent the Company from obtaining deposits, originating loans and processing and controlling its flow of business; causing significant damage to the Company's facilities; or otherwise preventing the Company from conducting business in the ordinary course), or indirectly as a result of their impact on the Company's borrowers, depositors, other customers, suppliers or other counterparties (for example, by damaging properties pledged as collateral for the Company's loans or impairing the ability of certain borrowers to repay their loans). The Company could also suffer adverse consequences to the extent that natural disasters, terrorist activities or international hostilities affect the financial markets or the economy in general or in any particular region. These types of impacts could lead, for example, to an increase in delinquencies, bankruptcies or defaults that could result in the Company experiencing higher levels of nonperforming assets, net charge-offs and provisions for credit losses.

The Company's ability to mitigate the adverse consequences of these occurrences is in part dependent on the quality of the Company's resiliency planning, and the Company's ability, if any, to anticipate the nature of any such event that occurs. The adverse impact of natural disasters, terrorist activities or international hostilities also could be increased to the extent that there is a lack of preparedness on the part of national or regional emergency responders or on the part of other organizations and businesses that the Company transacts with, particularly those that it depends upon, but has no control over. Additionally, the force and frequency of natural disasters are increasing as the climate changes.

## Liquidity Risk

**If the Company does not effectively manage its liquidity, its business could suffer** The Company's liquidity is essential for the operation of its business. Market conditions, unforeseen outflows of funds or other events could negatively affect the Company's level or cost of funding, affecting its ongoing ability to accommodate liability maturities and deposit withdrawals, meet contractual obligations, and fund asset growth and new business transactions at a reasonable cost and in a timely manner. If the Company's access to stable and low-cost sources of funding, such as customer deposits, is reduced, the Company might need to use alternative funding, which could be more expensive or of limited availability. Any substantial, unexpected or prolonged changes in the level or cost of liquidity could adversely affect the Company's business.

**Loss of customer deposits could increase the Company's funding costs** The Company relies on bank deposits to be a low-cost and stable source of funding. The Company competes with banks and other financial services companies for deposits. If the Company's competitors raise the interest rates they pay on deposits, the Company's funding costs may increase, either because the Company raises the interest rates it pays on deposits to avoid losing deposits to competitors or because the Company loses deposits to competitors and must rely on more expensive sources of funding. Higher funding costs reduce the

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## Table of Contents

Company's net interest margin and net interest income. Checking and savings account balances and other forms of customer deposits may decrease when customers perceive alternative investments, such as the stock market, as providing a better risk/return tradeoff. When customers move money out of bank deposits and into other investments, the Company may lose a relatively low-cost source of funds, increasing the Company's funding costs and reducing the Company's net interest income. In addition, the Federal Reserve has continued its plan to reduce the securities holdings on its balance sheet, which will result in a reduction of the supply of reserve balances for the banking system. This reduction could lead to increased competition for deposits, requiring the Company to raise deposit rates or rely on more expensive sources of funding.

**A downgrade in the Company's credit ratings could have a material adverse effect on its liquidity, funding costs and access to capital markets** The Company's credit ratings are important to its liquidity. A reduction in one or more of the Company's credit ratings could adversely affect its liquidity, increase its funding costs or limit its access to the capital markets. Further, a downgrade could decrease the number of investors and counterparties willing or able, contractually or otherwise, to do business or lend to the Company, thereby adversely affecting the Company's competitive position. The Company's credit ratings and credit rating agencies' outlooks are subject to ongoing review by the rating agencies, which consider a number of factors, including the Company's own financial strength, performance, prospects and operations, as well as factors not within the control of the Company, including conditions affecting the financial services industry generally. There can be no assurance that the Company will maintain its current ratings and outlooks.

**The Company relies on dividends from its subsidiaries for its liquidity needs, and the payment of those dividends is limited by laws and regulations** The Company is a separate and distinct legal entity from U.S. Bank National Association and its non-bank subsidiaries. The Company receives a significant portion of its cash from dividends paid by its subsidiaries. These dividends are the principal source of funds to pay dividends on the Company's stock and interest and principal on its debt. Various federal and state laws and regulations limit the amount of dividends that U.S. Bank National Association and certain of its non-bank subsidiaries may pay to the Company without regulatory approval. Also, the Company's right to participate in a distribution of assets upon a subsidiary's liquidation or reorganization is subject to prior claims of the subsidiary's creditors, except to the extent that any of the Company's claims as a creditor of that subsidiary may be recognized.

## Competitive and Strategic Risk

**The financial services industry is highly competitive, and competitive pressures could intensify and adversely affect the Company's financial results** The Company operates in a highly competitive industry that could become even more

competitive as a result of legislative, regulatory and technological changes, as well as continued industry consolidation, which may increase in connection with current economic and market conditions. This consolidation may produce larger, better-capitalized and more geographically diverse companies that are capable of offering a wider array of financial products and services at more competitive prices. The Company competes with other commercial banks, savings and loan associations, mutual savings banks, finance companies, mortgage banking companies, credit unions, investment companies, credit card companies, and a variety of other financial services and advisory companies. Legislative or regulatory changes also could lead to increased competition in the financial services sector. For example, the Economic Growth Act and, if adopted, the proposals to tailor enhanced prudential standards applicable to certain large bank holding companies could reduce the regulatory burden of large bank holding companies and raise the asset thresholds at which more onerous requirements apply, which could cause certain large bank holding companies with less than \$250 billion in total consolidated assets, which were previously subject to more stringent enhanced prudential standards, to become more competitive or to more aggressively pursue expansion.

In addition, technology has lowered barriers to entry and made it possible for non-banks to offer products and services, such as loans and payment services, that traditionally were banking products, and made it possible for technology companies to compete with financial institutions in providing electronic, internet-based, and mobile phone-based financial solutions. Competition with non-banks, including technology companies, to provide financial products and services is intensifying. Many of the Company's competitors have fewer regulatory constraints, and some have lower cost structures. Also, the potential need to adapt to industry changes in information technology systems, on which the Company and financial services industry are highly dependent, could present operational issues and require capital spending. The Company's ability to compete successfully depends on a number of factors, including, among others, its ability to develop and execute strategic plans and initiatives; developing, maintaining and building long-term customer relationships based on quality service, competitive prices, high ethical standards and safe, sound assets; and industry and general economic trends. A failure to compete effectively could contribute to downward price pressure on the Company's products or services or a loss of market share.

**The Company may need to lower prices on existing products and services and develop and introduce new products and services to maintain market share** The Company's success depends, in part, on its ability to adapt its products and services to evolving industry standards. There is increasing pressure to provide products and services at lower prices. Lower prices can reduce the Company's net interest margin and revenues from its fee-based products and services. In addition, the adoption of new technologies or further

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## [Table of Contents](#)

developments in current technologies, such as mobile phones and tablet computers, require the Company to make substantial expenditures to modify or adapt its existing products and services. Also, these and other capital investments in the Company's businesses may not produce expected growth in earnings anticipated at the time of the expenditure. The Company might not be successful in developing or introducing new products and services, adapting to changing customer preferences and spending and saving habits, achieving market acceptance of its products and services, or sufficiently developing and maintaining loyal customer relationships.

**The Company's business could suffer if it fails to attract and retain skilled employees** The Company's success depends, in large part, on its ability to attract and retain key employees. Competition for the best people in most activities the Company engages in can be intense. The Company may not be able to hire the best people or to keep them. Recent strong scrutiny of compensation practices has resulted in, and may continue to result in, additional regulation and legislation in this area. As a result, the Company may not be able to retain key employees by providing adequate compensation. In addition, there is the potential for changes in immigration policies in multiple jurisdictions and to the extent that immigration policies or work authorization programs were to unduly restrict or otherwise make it more difficult for qualified employees to work in, or transfer among, jurisdictions in which the Company has operations or conducts its business, the Company could be adversely affected. There is no assurance that these developments will not cause increased turnover or impede the Company's ability to retain and attract the highest caliber employees.

**The Company may not be able to complete future acquisitions, and completed acquisitions may not produce revenue enhancements or cost savings at levels or within timeframes originally anticipated, may result in unforeseen integration difficulties, and may dilute existing shareholders' interests** The Company regularly explores opportunities to acquire financial services businesses or assets and may also consider opportunities to acquire other banks or financial institutions. The Company cannot predict the number, size or timing of acquisitions it might pursue.

The Company must generally receive federal regulatory approval before it can acquire a bank or bank holding company. The Company's ability to pursue or complete an attractive acquisition could be negatively impacted by regulatory delay or other regulatory issues. The Company cannot be certain when or if, or on what terms and conditions, any required regulatory approvals will be granted. For example, the Company may be required to sell branches as a condition to receiving regulatory approval for bank acquisitions. If the Company commits certain regulatory violations, including those that result in a downgrade in certain of the Company's bank regulatory ratings, governmental authorities could, as a consequence, preclude it from pursuing future acquisitions for a period of time.

There can be no assurance that acquisitions the Company completes will have the anticipated positive results, including results related to expected revenue increases, cost savings, increases in geographic or product presence, and/or other projected benefits. Integration efforts could divert management's attention and resources, which could adversely affect the Company's operations or results. The integration could result in higher than expected customer loss, deposit attrition, loss of key employees, disruption of the Company's businesses or the businesses of the acquired company, or otherwise adversely affect the Company's ability to maintain relationships with customers and employees or achieve the anticipated benefits of the acquisition. Also, the negative effect of any divestitures required by regulatory authorities in acquisitions or business combinations may be greater than expected. In addition, future acquisitions may also expose the Company to increased legal or regulatory risks. Finally, future acquisitions could be material to the Company, and it may issue additional shares of stock to pay for those acquisitions, which would dilute current shareholders' ownership interests.

## **Accounting and Tax Risk**

**The Company's reported financial results depend on management's selection of accounting methods and certain assumptions and estimates, which, if incorrect, could cause unexpected losses in the future** The Company's accounting policies and methods are fundamental to how the Company records and reports its financial condition and results of operations. The Company's management must exercise judgment in selecting and applying many of these accounting policies and methods so they comply with generally accepted accounting principles and reflect management's judgment regarding the most appropriate manner to report the Company's financial condition and results of operations. In some cases, management must select the accounting policy or method to apply from two or more alternatives, any of which might be reasonable under the circumstances, yet might result in the Company's reporting materially different results than would have been reported under a different alternative.

Certain accounting policies are critical to presenting the Company's financial condition and results of operations. They require management to make difficult, subjective or complex judgments about matters that are uncertain. Materially different amounts could be reported under different conditions or using different assumptions or estimates. These critical accounting policies include the allowance for credit losses, estimations of fair value, the valuation of MSR's, the valuation of goodwill and other intangible assets, and income taxes. Because of the uncertainty of estimates involved in these matters, the Company may be required to do one or more of the following: significantly increase the allowance for credit losses and/or sustain credit losses that are significantly higher than the reserve provided, recognize significant impairment on its goodwill and other intangible asset balances, or significantly increase its accrued taxes liability. For

more information, refer to “Critical Accounting Policies” in this Annual Report.

**Changes in accounting standards could materially impact the Company's financial statements** From time to time, the Financial Accounting Standards Board and the United States Securities and Exchange Commission change the financial accounting and reporting standards that govern the preparation of the Company's financial statements. These changes can be hard to predict and can materially impact how the Company records and reports its financial condition and results of operations. The Company could be required to apply a new or revised standard retroactively or apply an existing standard differently, on a retroactive basis, in each case potentially resulting in the Company restating prior period financial statements. As an example, the Financial Accounting Standards Board issued accounting guidance, effective for the Company no later than January 1, 2020, related to the impairment of financial instruments, particularly the allowance for loan losses. This guidance changes existing impairment recognition to a model that is based on expected losses rather than incurred losses, which is intended to result in more timely recognition of credit losses. This guidance will be adopted by way of a cumulative effect adjustment recorded to beginning retained earnings upon the effective date. The Company is currently evaluating the impact of this guidance on its financial statements.

**The Company's investments in certain tax-advantaged projects may not generate returns as anticipated and may have an adverse impact on the Company's financial results** The Company invests in certain tax-advantaged projects promoting affordable housing, community development and renewable energy resources. The Company's investments in these projects are designed to generate a return primarily through the realization of federal and state income tax credits, and other tax benefits, over specified time periods. The Company is subject to the risk that previously recorded tax credits, which remain subject to recapture by taxing authorities based on compliance

features required to be met at the project level, will fail to meet certain government compliance requirements and will not be able to be realized. The possible inability to realize these tax credit and other tax benefits can have a negative impact on the Company's financial results. The risk of not being able to realize the tax credits and other tax benefits depends on many factors outside of the Company's control, including changes in the applicable tax code and the ability of the projects to be completed.

## Risk Management

**The Company's framework for managing risks may not be effective in mitigating risk and loss to the Company** The Company's risk management framework seeks to mitigate risk and loss. The Company has established processes and procedures intended to identify, measure, monitor, report, and analyze the types of risk to which it is subject, including liquidity risk, credit risk, market risk, interest rate risk, compliance risk, strategic risk, reputational risk, and operational risk related to its employees, systems and vendors, among others. However, as with any risk management framework, there are inherent limitations to the Company's risk management strategies as there may exist, or develop in the future, risks that it has not appropriately anticipated or identified. The Company relies on quantitative models to measure certain risks and to estimate certain financial values, and these models could fail to predict future events or exposures accurately. The financial and credit crises of 2008 and 2009, and the resulting regulatory reform, highlighted both the importance and some of the limitations of managing unanticipated risks, and the Company's regulators remain focused on ensuring that financial institutions build and maintain robust risk management policies. If the Company's risk management framework proves ineffective, the Company could incur litigation and negative regulatory consequences, and suffer unexpected losses that could affect its financial condition or results of operations.

## Executive Officers

### Andrew Cecere

Mr. Cecere is Chairman, President and Chief Executive Officer of U.S. Bancorp. Mr. Cecere, 58, has served as President of U.S. Bancorp since January 2016, Chief Executive Officer since April 2017 and Chairman since April 2018. He also served as Vice Chairman and Chief Operating Officer from January 2015 to January 2016 and was U.S. Bancorp's Vice Chairman and Chief Financial Officer from February 2007 until January 2015. Until that time, he served as Vice Chairman, Wealth Management and Investment Services, of U.S. Bancorp since the merger of Firststar Corporation and U.S. Bancorp in February 2001. Previously, he had served as an executive officer of the former U.S. Bancorp, including as Chief Financial Officer from May 2000 through February 2001.

### Ismat Aziz

Ms. Aziz is Executive Vice President and Chief Human Resources Officer of U.S. Bancorp. Ms. Aziz, 51, has served in this position since joining U.S. Bancorp in September 2018. She served as Chief Human Resources Officer of Sprint Corporation from May 2016 until September 2018. Ms. Aziz served as the Chief Human Resources Officer of Sam's Club from April 2012 to April 2016, and as the Senior Vice President of Business Capability and Human Resources of Sam's Club from August 2010 to April 2012. Prior to that time, she served as the Vice President of Business Capability and Human Resources at Sears Canada from June 2009 to August 2010.

### James L. Chosy

Mr. Chosy is Executive Vice President and General Counsel of U.S. Bancorp. Mr. Chosy, 55, has served in this position since March 2013. He also served as Corporate Secretary of U.S. Bancorp from March 2013 until April 2016. From 2001 to 2013, he served as the General Counsel and Secretary of Piper Jaffray Companies. From 1995 to 2001, Mr. Chosy was Vice President and Associate General Counsel of U.S. Bancorp, having also served as Assistant Secretary of U.S. Bancorp from 1995 through 2000 and as Secretary from 2000 until 2001.

### Terrance R. Dolan

Mr. Dolan is Vice Chairman and Chief Financial Officer of U.S. Bancorp. Mr. Dolan, 57, has served in this position since August 2016. From July 2010 to July 2016, he served as Vice Chairman, Wealth Management and Investment Services, of U.S. Bancorp. From September 1998 to July 2010, Mr. Dolan served as U.S. Bancorp's Controller. He additionally held the title of Executive Vice President from January 2002 until June 2010 and Senior Vice President from September 1998 until January 2002.

### John R. Elmore

Mr. Elmore is Vice Chairman, Community Banking and Branch Delivery, of U.S. Bancorp. Mr. Elmore, 62, has served in this position since March 2013. From 1999 to 2013, he served as Executive Vice President, Community Banking, of U.S. Bancorp and its predecessor company, Firststar Corporation. Mr. Elmore will retire from U.S. Bancorp on March 1, 2019.

### Leslie V. Godridge

Ms. Godridge is Vice Chairman, Corporate and Commercial Banking, of U.S. Bancorp. Ms. Godridge, 63, has served in this position since January 2016. From February 2013 until December 2015, she served as Executive Vice President, National Corporate Specialized Industries and Global Treasury Management, of U.S. Bancorp. From February 2007, when she joined U.S. Bancorp, until January 2013, Ms. Godridge served as Executive Vice President, National Corporate and Institutional Banking, of U.S. Bancorp. Prior to that time, she served as Senior Executive Vice President and a member of the Executive Committee at The Bank of New York, where she was head of BNY Asset Management, Private Banking, Consumer Banking and Regional Commercial Banking from 2004 to 2006.

### Gunjan Kedia

Ms. Kedia is Vice Chairman, Wealth Management and Investment Services, of U.S. Bancorp. Ms. Kedia, 48, has served in this position since joining U.S. Bancorp in December 2016. From October 2008 until May 2016, she served as Executive Vice President of State Street Corporation where she led the core investment servicing business in North and South America and served as a member of State Street's management committee, its senior most strategy and policy committee. Previously, Ms. Kedia was an Executive Vice President of global product management at Bank of New York Mellon from 2004 to 2008.

### James B. Kelligrew

Mr. Kelligrew is Vice Chairman, Corporate and Commercial Banking, of U.S. Bancorp. Mr. Kelligrew, 53, has served in this position since January 2016. From March 2014 until December 2015, he served as Executive Vice President, Fixed Income and Capital Markets, of U.S. Bancorp, having served as Executive Vice President, Credit Fixed Income, of U.S. Bancorp from May 2009 to March 2014. Prior to that time, he held various leadership positions with Wells Fargo Securities from 2003 to 2009, and with Bank of America Securities from 1993 to 2003.

## Shailesh M. Kotwal

Mr. Kotwal is Vice Chairman, Payment Services, of U.S. Bancorp. Mr. Kotwal, 54, has served in this position since joining U.S. Bancorp in March 2015. From July 2008 until May 2014, he served as Executive Vice President of TD Bank Group with responsibility for retail banking products and services and as Chair of its enterprise payments council. From 2006 until 2008, he served as President, International, of eFunds Corporation. Previously, Mr. Kotwal served in various leadership roles at American Express Company from 1989 until 2006, including responsibility for operations in North and South America, Europe and the Asia-Pacific regions.

## Katherine B. Quinn

Ms. Quinn is Vice Chairman and Chief Administrative Officer of U.S. Bancorp. Ms. Quinn, 54, has served in this position since April 2017. From September 2013 to April 2017, she served as Executive Vice President and Chief Strategy and Reputation Officer of U.S. Bancorp and has served on U.S. Bancorp's Managing Committee since January 2015. From September 2010 until January 2013, she served as Chief Marketing Officer of WellPoint, Inc. (now known as Anthem, Inc.), having served as Head of Corporate Marketing of WellPoint from July 2005 until September 2010. Prior to that time, she served as Chief Marketing and Strategy Officer at The Hartford from 2003 until 2005.

## Jodi L. Richard

Ms. Richard is Vice Chairman and Chief Risk Officer of U.S. Bancorp. Ms. Richard, 50, has served in this position since October 2018. She served as Executive Vice President and Chief Operational Risk Officer of U.S. Bancorp from January 2018 until October 2018, having served as Senior Vice President and Chief Operational Risk Officer from 2014 until January 2018. Prior to that time, Ms. Richard held various senior leadership roles at HSBC from 2003 until 2014, including Executive Vice President and Head of Operational Risk and Internal Control at HSBC North America from 2008 to 2014. Ms. Richard started her career at the Office of the Comptroller of the Currency in 1990 as a national bank examiner.

## Mark G. Runkel

Mr. Runkel is Executive Vice President and Chief Credit Officer of U.S. Bancorp. Mr. Runkel, 42, has served in this position since December 2013. From February 2011 until December 2013, he served as Senior Vice President and Credit Risk Group Manager of U.S. Bancorp Retail and Payment Services Credit Risk Management, having served as Senior Vice President and Risk Manager of U.S. Bancorp Retail and Small Business Credit Risk Management from June 2009 until February 2011. From March 2005 until May 2009, he served as Vice President and Risk Manager of U.S. Bancorp.

## Jeffrey H. von Gillern

Mr. von Gillern is Vice Chairman, Technology and Operations Services, of U.S. Bancorp. Mr. von Gillern, 53, has served in this position since July 2010. From April 2001, when he joined U.S. Bancorp, until July 2010, Mr. von Gillern served as Executive Vice President of U.S. Bancorp, additionally serving as Chief Information Officer from July 2007 until July 2010.

## Timothy A. Welsh

Mr. Welsh is Vice Chairman, Consumer Banking Sales and Support, of U.S. Bancorp. Mr. Welsh, 53, has served in this position since joining U.S. Bancorp in July 2017. From July 2006 until June 2017, he served as a Senior Partner at McKinsey & Company where he specialized in financial services and the consumer experience. Previously, Mr. Welsh served as a Partner at McKinsey & Company from 1999 to 2006.

## Directors

**Andrew Cecere**<sup>1,3,7</sup>  
*Chairman, President and Chief Executive Officer*  
U.S. Bancorp

**Warner L. Baxter**<sup>1,2,3</sup>  
*Chairman, President and Chief Executive Officer*  
Ameren Corporation  
(Energy)

**Dorothy J. Bridges**<sup>6,7</sup>  
*Former Senior Vice President*  
Federal Reserve Bank of Minneapolis  
(Government)

**Elizabeth L. Buse**<sup>2,3</sup>  
*Former Chief Executive Officer*  
Monitise PLC  
(Financial services)

**Marc N. Casper**<sup>3,5</sup>  
*President and Chief Executive Officer*  
Thermo Fisher Scientific Inc.  
(Life sciences and healthcare technology)

**Arthur D. Collins, Jr.**<sup>1,4,5</sup>  
*Retired Chairman and Chief Executive Officer*  
Medtronic, Inc.  
(Medical device and technology)

**Kimberly J. Harris**<sup>1,5,6</sup>  
*President and Chief Executive Officer*  
Puget Energy, Inc.  
(Energy)

**Roland A. Hernandez**<sup>1,2,6</sup>  
*Founding Principal and Chief Executive Officer*  
Hernandez Media Ventures  
(Media)

**Doreen Woo Ho**<sup>3,7</sup>  
*Commissioner*  
San Francisco Port Commission  
(Government)

**Olivia F. Kirtley**<sup>1,4,7</sup>  
*Business Consultant*  
(Consulting)

**Karen S. Lynch**<sup>2,6</sup>  
*Executive Vice President*  
CVS Health Corporation  
(Health care)

**Richard P. McKenney**<sup>6,7</sup>  
*President and Chief Executive Officer*  
Unum Group  
(Financial protection benefits)

**Yusuf I. Mehdi**<sup>6,7</sup>  
*Corporate Vice President*  
Microsoft Corporation  
(Technology)

**David B. O'Maley**<sup>1,4,5</sup>  
*Retired Chairman, President and Chief Executive Officer*  
Ohio National Mutual Holdings, Inc.  
(Insurance)

**O'dell M. Owens, M.D., M.P.H.**<sup>3,4</sup>  
*President and Chief Executive Officer*  
Interact for Health  
(Health and wellness)

**Craig D. Schnuck**<sup>5,7</sup>  
*Former Chairman and Chief Executive Officer*  
Schnuck Markets, Inc.  
(Food retail)

**Scott W. Wine**<sup>1,2,4</sup>  
*Chairman and Chief Executive Officer*  
Polaris Industries Inc.  
(Motorized products)

1. Executive Committee
2. Audit Committee
3. Capital Planning Committee
4. Compensation and Human Resources Committee
5. Governance Committee
6. Public Responsibility Committee
7. Risk Management Committee

**EXHIBIT 21**

**SUBSIDIARIES OF U.S. BANCORP  
(JURISDICTIONS OF ORGANIZATION SHOWN IN PARENTHESES)**

111 Tower Investors, Inc. (Minnesota)  
Daimler Title Co. (Delaware)  
DSL Service Company (California)  
Eclipse Funding LLC (Delaware)  
Elavon Canada Company (Canada)  
Elavon European Holdings B.V. (Netherlands)  
Elavon European Holdings C.V. (Netherlands)  
Elavon Financial Services DAC (Ireland)  
Elavon Latin American Holdings, LLC (Delaware)  
Elavon Merchant Services Mexico, S. de R.L. de C.V. (Mexico)  
Elavon Mexico Holding Company, S.A. de C.V. (Mexico)  
Elavon Operations Company, S. de R.I. de C.V. (Mexico)  
Elavon Puerto Rico, Inc. (Puerto Rico)  
Elavon Services Company, S. de R.I. de C.V. (Mexico)  
Elavon, Inc. (Georgia)  
EuroConex Technologies Limited (Ireland)  
Fairfield Financial Group, Inc. (Illinois)  
First Bank LaCrosse Building Corp. (Wisconsin)  
First LaCrosse Properties (Wisconsin)  
Firststar Capital Corporation (Ohio)  
Firststar Development, LLC (Delaware)  
Firststar Realty, L.L.C. (Illinois)  
Fixed Income Client Solutions LLC (Delaware)  
FSV Payment Systems, Inc. (Delaware)  
Galaxy Funding, Inc. (Delaware)  
HTD Leasing LLC (Delaware)  
HVT, Inc. (Delaware)  
Integrated Logistics, LLC (Georgia)

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MBS-UI Sub-CDE XVI, LLC (Delaware)  
Mercantile Mortgage Financial Company (Illinois)  
Midwest Indemnity Inc. (Vermont)  
Mississippi Valley Company (Arizona)  
MMCA Lease Services, Inc. (Delaware)  
NILT, Inc. (Delaware)  
NuMaMe, LLC (Delaware)  
One Eleven Investors LLC (Delaware)  
Park Bank Initiatives, Inc. (Illinois)  
Pomona Financial Services, Inc. (California)  
Pullman Park Development, LLC (Illinois)  
Pullman Park Investment Fund I, LLC (Missouri)  
Pullman Transformation, Inc. (Delaware)  
Quasar Distributors, LLC (Delaware)  
Quintillion Services Limited (Ireland)  
RBC Community Development Sub 3, LLC (Delaware)  
Red Sky Risk Services, LLC (Delaware)  
RTRT, Inc. (Delaware)  
SCBD, LLC (Delaware)  
SCDA, LLC (Delaware)  
SCFD LLC (Delaware)  
Syncada Asia Pacific Private Limited (Singapore)  
Syncada Canada ULC (Canada)  
Syncada India Operations Private Limited (India)  
Syncada LLC (Delaware)  
Tarquad Corporation (Missouri)  
The Miami Valley Insurance Company (Arizona)  
TI Fleet Co. (Delaware)  
TLT Leasing Corp. (Delaware)  
TMTT, Inc. (Delaware)  
U.S. Bancorp Asset Management, Inc. (Delaware)  
U.S. Bancorp Community Development Corporation (Minnesota)  
U.S. Bancorp Community Investment Corporation (Delaware)

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U.S. Bancorp Fund Services, LLC (Wisconsin)  
U.S. Bancorp Government Leasing and Finance, Inc. (Minnesota)  
U.S. Bancorp Insurance and Investments, Inc. (Wyoming)  
U.S. Bancorp Insurance Company, Inc. (Vermont)  
U.S. Bancorp Insurance Services of Montana, Inc. (Montana)  
U.S. Bancorp Insurance Services, LLC (Wisconsin)  
U.S. Bancorp Investments, Inc. (Delaware)  
U.S. Bancorp Missouri Low-Income Housing Tax Credit Fund, L.L.C. (Missouri)  
U.S. Bancorp Municipal Lending and Finance, Inc. (Minnesota)  
U.S. Bancorp Service Providers LLC (Delaware)  
U.S. Bank Global Fund Services (Cayman) Limited (Cayman Islands)  
U.S. Bank Global Fund Services (Guernsey) Limited (Guernsey)  
U.S. Bank Global Fund Services (Ireland) Limited (Ireland)  
U.S. Bank Global Fund Services (UK) Limited (United Kingdom)  
U.S. Bank National Association (a nationally chartered banking association)  
U.S. Bank Trust Company, National Association (a nationally chartered banking association)  
U.S. Bank Trust National Association (a nationally chartered banking association)  
U.S. Bank Trust National Association SD (a nationally chartered banking association)  
U.S. Bank Trustees Limited (United Kingdom)  
USB Americas Holdings Company (Delaware)  
USB Capital IX (Delaware)  
USB European Holdings Company (Delaware)  
USB Global Investments, LLC (Delaware)  
USB Leasing LLC (Delaware)  
USB Leasing LT (Delaware)  
USB Nominees (UK) Limited (United Kingdom)  
USB Realty Corp. (Delaware)  
USB Security Data Services Limited (Ireland)  
USBCDE, LLC (Delaware)  
VT Inc. (Alabama)

## Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

<b>Form</b>	<b>Registration Statement No.</b>	<b>Purpose</b>
S-3	333-217413	Shelf Registration Statement
S-8	333-74036	U.S. Bancorp 2001 Stock Incentive Plan
S-8	333-100671	U.S. Bancorp 401(k) Savings Plan
S-8	333-142194	Various benefit plans of U.S. Bancorp
S-8	333-166193	Various benefit plans of U.S. Bancorp
S-8	333-189506	Various benefit plans of U.S. Bancorp
S-8	333-195375	Various benefit plans of U.S. Bancorp
S-8	333-203620	U.S. Bancorp 2015 Stock Incentive Plan
S-8	333-227999	Various benefit plans of U.S. Bancorp

of our reports dated February 21, 2019, with respect to the consolidated financial statements of U.S. Bancorp and the effectiveness of internal control over financial reporting of U.S. Bancorp, included in this 2018 Annual Report to Shareholders of U.S. Bancorp, which is incorporated by reference in this Annual Report (Form 10-K) of U.S. Bancorp for the year ended December 31, 2018.

/s/ Ernst & Young LLP

Minneapolis, Minnesota

February 21, 2019

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors of U.S. Bancorp, a Delaware corporation, hereby constitutes and appoints Andrew Cecere and James L. Chosy, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in any and all capacities, to sign one or more Annual Reports for the Company's fiscal year ended December 31, 2018 on Form 10-K under the Securities Exchange Act of 1934, as amended, or such other form as any such attorney-in-fact may deem necessary or desirable, any amendments thereto, and all additional amendments thereto, each in such form as they or any one of them may approve, and to file the same with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done so that such Annual Report shall comply with the Securities Exchange Act of 1934, as amended, and the applicable Rules and Regulations adopted or issued pursuant thereto, as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or resubstitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has set his or her hand this 15th day of January, 2019.

/s/ Warner L. Baxter  
Warner L. Baxter

/s/ Dorothy J. Bridges  
Dorothy J. Bridges

/s/ Elizabeth L. Buse  
Elizabeth L. Buse

/s/ Marc N. Casper  
Marc N. Casper

/s/ Arthur D. Collins, Jr.  
Arthur D. Collins, Jr.

/s/ Kimberly J. Harris  
Kimberly J. Harris

/s/ Roland A. Hernandez  
Roland A. Hernandez

/s/ Doreen Woo Ho  
Doreen Woo Ho

/s/ Olivia F. Kirtley  
Olivia F. Kirtley

/s/ Karen S. Lynch  
Karen S. Lynch

/s/ Richard P. McKenney  
Richard P. McKenney

/s/ Yusuf I. Mehdi  
Yusuf I. Mehdi

/s/ David B. O'Maley  
David B. O'Maley

/s/ O'dell M. Owens, M.D., M.P.H.  
O'dell M. Owens, M.D., M.P.H.

/s/ Craig D. Schnuck  
Craig D. Schnuck

/s/ Scott W. Wine  
Scott W. Wine

**CERTIFICATION PURSUANT TO  
RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934**

I, Andrew Cecere, certify that:

- (1) I have reviewed this Annual Report on Form 10-K of U.S. Bancorp;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ ANDREW CECERE

Andrew Cecere

*Chief Executive Officer*

Dated: February 21, 2019

**CERTIFICATION PURSUANT TO  
RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934**

I, Terrance R. Dolan, certify that:

- (1) I have reviewed this Annual Report on Form 10-K of U.S. Bancorp;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ TERRANCE R. DOLAN

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Terrance R. Dolan  
*Chief Financial Officer*

Dated: February 21, 2019

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Chief Executive Officer and Chief Financial Officer of U.S. Bancorp, a Delaware corporation (the "Company"), do hereby certify that:

- (1) The Annual Report on Form 10-K for the fiscal year ended December 31, 2018 (the "Form 10-K") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ ANDREW CECERE  
Andrew Cecere  
*Chief Executive Officer*

/s/ TERRANCE R. DOLAN  
Terrance R. Dolan  
*Chief Financial Officer*

Dated: February 21, 2019