

US BANCORP \DE\
Form 10-Q
August 06, 2014
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(Address of principal executive offices, including zip code)

651-466-3000

(Registrant's telephone number, including area code)

(not applicable)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days.

YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES NO

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

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES NO

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

Class
Common Stock, \$.01 Par Value

Outstanding as of July 31, 2014
1,801,927,087 shares

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

This quarterly report on Form 10-Q contains forward-looking statements about U.S. Bancorp. Statements that are not historical or current facts, including statements about beliefs and expectations, are forward-looking statements and are based on the information available to, and assumptions and estimates made by, management as of the date hereof. These forward-looking statements cover, among other things, anticipated future revenue and expenses and the future plans and prospects of U.S. Bancorp. Forward-looking statements involve inherent risks and uncertainties, and important factors could cause actual results to differ materially from those anticipated. A reversal or slowing of the current moderate economic recovery or another severe contraction could adversely affect U.S. Bancorp's revenues and the values of its assets and liabilities. Global financial markets could experience a recurrence of significant turbulence, which could reduce the availability of funding to certain financial institutions and lead to a tightening of credit, a reduction of business activity, and increased market volatility. Continued stress in the commercial real estate markets, as well as a delay or failure of recovery in the residential real estate markets could cause additional credit losses and deterioration in asset values. In addition, U.S. Bancorp's business and financial performance is likely to be negatively impacted by recently enacted and future legislation and regulation. U.S. Bancorp's results could also be adversely affected by deterioration in general business and economic conditions; changes in interest rates; deterioration in the credit quality of its loan portfolios or in the value of the collateral securing those loans; deterioration in the value of securities held in its investment securities portfolio; legal and regulatory developments; increased competition from both banks and non-banks; changes in customer behavior and preferences; effects of mergers and acquisitions and related integration; effects of critical accounting policies and judgments; and management's ability to effectively manage credit risk, residual value risk, market risk, operational risk, 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 U.S. Bancorp's Annual Report on Form 10-K for the year ended December 31, 2013, on file with the Securities and Exchange Commission, including the sections entitled "Risk Factors" and "Corporate Risk Profile" contained in Exhibit 13, and all subsequent filings with the Securities and Exchange Commission under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934. However, factors other than these also could adversely affect U.S. Bancorp's results, and the reader should not consider these factors to be a complete set of all potential risks or uncertainties. Forward-looking statements speak only as of the date hereof, and U.S. Bancorp undertakes no obligation to update them in light of new information or future events.

Table of Contents**Table 1** Selected Financial Data

| | Three Months Ended | | | Six Months Ended | | |
|--|--------------------|----------------------|-------------------|------------------|------------------|-------------------|
| | 2014 | June 30, 2013 | Percent Change | 2014 | June 30, 2013 | Percent Change |
| (Dollars and Shares in Millions, Except Per Share Data) | | | | | | |
| Condensed Income Statement | | | | | | |
| Net interest income (taxable-equivalent basis) (a) | \$ 2,744 | \$ 2,672 | 2.7% | \$ 5,450 | \$ 5,381 | 1.3% |
| Noninterest income | 2,444 | 2,270 | 7.7 | 4,547 | 4,430 | 2.6 |
| Securities gains (losses), net | | 6 | * | 5 | 11 | (54.5) |
| Total net revenue | 5,188 | 4,948 | 4.9 | 10,002 | 9,822 | 1.8 |
| Noninterest expense | 2,753 | 2,557 | 7.7 | 5,297 | 5,027 | 5.4 |
| Provision for credit losses | 324 | 362 | (10.5) | 630 | 765 | (17.6) |
| Income before taxes | 2,111 | 2,029 | 4.0 | 4,075 | 4,030 | 1.1 |
| Taxable-equivalent adjustment | 55 | 56 | (1.8) | 111 | 112 | (.9) |
| Applicable income taxes | 547 | 529 | 3.4 | 1,043 | 1,087 | (4.0) |
| Net income | 1,509 | 1,444 | 4.5 | 2,921 | 2,831 | 3.2 |
| Net (income) loss attributable to noncontrolling interests | (14) | 40 | * | (29) | 81 | * |
| Net income attributable to U.S. Bancorp | \$ 1,495 | \$ 1,484 | .7 | \$ 2,892 | \$ 2,912 | (.7) |
| Net income applicable to U.S. Bancorp common shareholders | \$ 1,427 | \$ 1,405 | 1.6 | \$ 2,758 | \$ 2,763 | (.2) |
| Per Common Share | | | | | | |
| Earnings per share | \$.79 | \$.76 | 3.9% | \$ 1.52 | \$ 1.49 | 2.0% |
| Diluted earnings per share | .78 | .76 | 2.6 | 1.51 | 1.49 | 1.3 |
| Dividends declared per share | .245 | .230 | 6.5 | .475 | .425 | 11.8 |
| Book value per share | 20.98 | 18.94 | 10.8 | | | |
| Market value per share | 43.32 | 36.15 | 19.8 | | | |
| Average common shares outstanding | 1,811 | 1,843 | (1.7) | 1,815 | 1,851 | (1.9) |
| Average diluted common shares outstanding | 1,821 | 1,853 | (1.7) | 1,825 | 1,860 | (1.9) |
| Financial Ratios | | | | | | |
| Return on average assets | 1.60% | 1.70% | | 1.58% | 1.68% | |
| Return on average common equity | 15.1 | 16.1 | | 14.9 | 16.1 | |
| Net interest margin (taxable-equivalent basis) (a) | 3.27 | 3.43 | | 3.31 | 3.46 | |
| Efficiency ratio (b) | 53.1 | 51.7 | | 53.0 | 51.2 | |
| Net charge-offs as a percent of average loans outstanding | .58 | .70 | | .58 | .74 | |
| Average Balances | | | | | | |
| Loans | \$ 240,480 | \$ 225,186 | 6.8% | \$ 238,182 | \$ 223,811 | 6.4% |
| Loans held for sale | 2,247 | 6,292 | (64.3) | 2,435 | 7,521 | (67.6) |
| Investment securities (c) | 87,583 | 74,438 | 17.7 | 84,915 | 73,955 | 14.8 |
| Earning assets | 335,992 | 311,927 | 7.7 | 331,136 | 312,954 | 5.8 |
| Assets | 374,769 | 349,589 | 7.2 | 369,569 | 350,483 | 5.4 |
| Noninterest-bearing deposits | 71,837 | 66,866 | 7.4 | 71,333 | 66,634 | 7.1 |
| Deposits | 262,351 | 247,385 | 6.0 | 259,928 | 246,208 | 5.6 |
| Short-term borrowings | 30,620 | 27,557 | 11.1 | 30,058 | 27,859 | 7.9 |
| Long-term debt | 25,752 | 21,343 | 20.7 | 23,952 | 23,362 | 2.5 |
| Total U.S. Bancorp shareholders' equity | 42,586 | 39,904 | 6.7 | 42,176 | 39,543 | 6.7 |
| | June 30, 2014 | December 31, 2013 | | | | |
| Period End Balances | | | | | | |
| Loans | \$ 243,874 | \$ 235,235 | 3.7% | | | |
| Investment securities | 90,384 | 79,855 | 13.2 | | | |
| Assets | 389,065 | 364,021 | 6.9 | | | |
| Deposits | 276,262 | 262,123 | 5.4 | | | |
| Long-term debt | 25,891 | 20,049 | 29.1 | | | |
| Total U.S. Bancorp shareholders' equity | 42,700 | 41,113 | 3.9 | | | |
| Asset Quality | | | | | | |
| Nonperforming assets | \$ 1,943 | \$ 2,037 | (4.6) | | | |
| Allowance for credit losses | 4,449 | 4,537 | (1.9) | | | |
| Allowance for credit losses as a percent of period-end loans | 1.82% | 1.93% | | | | |
| Capital Ratios | | | | | | |
| Common equity tier 1 capital (d) | 9.6% | 9.4%(e) | | | | |
| Tier 1 capital (d) | 11.3 | 11.2 | | | | |

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| | | |
|--|------|------|
| Total risk-based capital (d) | 13.2 | 13.2 |
| Leverage (d) | 9.6 | 9.6 |
| Common equity tier 1 capital to risk-weighted assets for the Basel III transitional advanced approaches | 12.3 | |
| Common equity tier 1 capital to risk-weighted assets estimated for the Basel III fully implemented standardized approach (e) | 8.9 | 8.8 |
| Common equity tier 1 capital to risk-weighted assets estimated for the Basel III fully implemented advanced approaches (e) | 11.7 | |
| Tangible common equity to tangible assets (e) | 7.5 | 7.7 |
| Tangible common equity to risk-weighted assets (e) | 9.2 | 9.1 |

* *Not meaningful.*

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

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

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

(d) *June 30, 2014, calculated under the Basel III transitional standardized approach; December 31, 2013, calculated under Basel I.*

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

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Management's Discussion and Analysis

OVERVIEW

Earnings Summary U.S. Bancorp and its subsidiaries (the Company) reported net income attributable to U.S. Bancorp of \$1.5 billion for the second quarter of 2014, or \$.78 per diluted common share, compared with \$1.5 billion, or \$.76 per diluted common share, for the second quarter of 2013. Return on average assets and return on average common equity were 1.60 percent and 15.1 percent, respectively, for the second quarter of 2014, compared with 1.70 percent and 16.1 percent, respectively, for the second quarter of 2013. The results for the second quarter of 2014 included a \$200 million settlement with the U.S. Department of Justice to resolve an investigation relating to the endorsement of mortgage loans under the Federal Housing Administration's insurance program (FHA DOJ settlement) and a \$214 million gain related to the sale of 3.0 million shares of the Company's Class B common stock of Visa Inc. (Visa sale). Combined, these two items had no impact to diluted earnings per common share for the second quarter of 2014.

Total net revenue, on a taxable-equivalent basis, for the second quarter of 2014 was \$240 million (4.9 percent) higher than the second quarter of 2013, reflecting a 2.7 percent increase in net interest income and a 7.4 percent increase in noninterest income. The increase in net interest income from a year ago was the result of an increase in average earning assets and continued growth in lower cost core deposit funding, partially offset by a decrease in the net interest margin. The noninterest income increase was primarily due to higher revenue in most fee businesses and the Visa sale, partially offset by lower mortgage banking revenue.

Noninterest expense in the second quarter of 2014 was \$196 million (7.7 percent) higher than the second quarter of 2013, primarily due to the FHA DOJ settlement.

The provision for credit losses for the second quarter of 2014 of \$324 million was \$38 million (10.5 percent) lower than the second quarter of 2013. Net charge-offs in the second quarter of 2014 were \$349 million, compared with \$392 million in the second quarter of 2013. Refer to Corporate Risk Profile for further information on the provision for credit losses, net charge-offs, nonperforming assets and other factors considered by the Company in assessing the credit quality of the loan portfolio and establishing the allowance for credit losses.

Net income attributable to U.S. Bancorp for the first six months of 2014 was \$2.9 billion, or \$1.51 per diluted common share, compared with \$2.9 billion, or \$1.49 per diluted common share for the first six months of 2013. Return on average assets and return on average common equity were 1.58 percent and 14.9 percent, respectively, for the first six months of 2014, compared with 1.68 percent and 16.1 percent, respectively, for the first six months of 2013.

Total net revenue, on a taxable-equivalent basis, for the first six months of 2014 was \$180 million (1.8 percent) higher than the first six months of 2013, primarily reflecting a 1.3 percent increase in net interest income and a 2.5 percent increase in noninterest income. The increase in net interest income from a year ago was the result of an increase in average earning assets and continued growth in lower cost core deposit funding, partially offset by a decrease in the net interest margin. The noninterest income increase was primarily due to higher revenue in most fee businesses and the Visa sale, partially offset by lower mortgage banking revenue.

Noninterest expense in the first six months of 2014 was \$270 million (5.4 percent) higher than the first six months of 2013, primarily due to the second quarter 2014 FHA DOJ settlement and insurance-related recoveries in the first quarter of 2013.

The provision for credit losses for the first six months of 2014 of \$630 million was \$135 million (17.6 percent) lower than the first six months of 2013. Net charge-offs in the first six months of 2014 were \$690 million, compared with \$825 million in the first six months of 2013. 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.

Acquisitions In June 2014, the Company acquired the Chicago-area branch banking operations of the Charter One Bank franchise (Charter One) owned by RBS Citizens Financial Group. The acquisition included Charter One's retail branch network, small business operations and select middle market relationships. The Company acquired approximately \$969 million of loans and \$4.8 billion of deposits with this transaction.

Table of Contents**STATEMENT OF INCOME ANALYSIS**

Net Interest Income Net interest income, on a taxable-equivalent basis, was \$2.7 billion in the second quarter and \$5.5 billion in the first six months of 2014, or increases of \$72 million (2.7 percent) and \$69 million (1.3 percent), respectively, compared with the same periods of 2013. The increases were the result of growth in average earning assets and lower cost core deposit funding, partially offset by lower loan fees and lower rates on new loans and investment securities. Average earning assets were \$24.1 billion (7.7 percent) higher in the second quarter and \$18.2 billion (5.8 percent) higher in the first six months of 2014, compared with the same periods of 2013, driven by increases in loans and investment securities, partially offset by decreases in loans held for sale. The net interest margin in the second quarter and first six months of 2014 was 3.27 percent and 3.31 percent, respectively, compared with 3.43 percent and 3.46 percent in the second quarter and first six months of 2013, respectively. The decreases in the net interest margin from the same periods of the prior year primarily reflected lower reinvestment rates on investment securities, as well as growth in the investment portfolio at lower average rates, and lower rates on new loans, partially offset by lower rates on deposits and short-term borrowings, and the positive impact from maturities of higher rate long-term debt. Refer to the Consolidated Daily Average Balance Sheet and Related Yields and Rates tables for further information on net interest income.

Average total loans for the second quarter and first six months of 2014 were \$15.3 billion (6.8 percent) and \$14.4 billion (6.4 percent) higher, respectively, than the same periods of 2013, driven by growth in commercial loans, residential mortgages, commercial real estate loans, credit card loans and other retail loans. These increases were driven by higher demand for loans from new and existing customers. The increases were partially offset by a decline in loans covered by loss sharing agreements with the Federal Deposit Insurance Corporation (FDIC). Average loans acquired in FDIC-assisted transactions that are covered by loss sharing agreements with the FDIC (covered loans) decreased \$2.5 billion (24.5 percent) in the second quarter and \$2.6 billion (24.5 percent) in the first six months of 2014, compared with the same periods of 2013, respectively.

Average investment securities in the second quarter and first six months of 2014 were \$13.1 billion (17.7 percent) and \$11.0 billion (14.8 percent) higher, respectively, than the same periods of 2013, primarily due to purchases of U.S. government agency-backed securities, net of prepayments and maturities, in anticipation of final liquidity coverage ratio regulatory requirements.

Average total deposits for the second quarter and first six months of 2014 were \$15.0 billion (6.0 percent) and \$13.7 billion (5.6 percent) higher, respectively, than the same periods of 2013. Average noninterest-bearing deposits for the second quarter and first six months of 2014 were \$5.0 billion (7.4 percent) and \$4.7 billion (7.1 percent) higher, respectively, than the same periods of the prior year, driven primarily by growth in corporate trust, commercial banking and Consumer and Small Business Banking balances. Average total savings deposits for the second quarter and first six months of 2014 were \$12.7 billion (9.3 percent) and \$11.8 billion (8.7 percent) higher, respectively, than the same periods of 2013, the result of growth in Consumer and Small Business Banking, and in government banking and broker-dealer related balances. Average time deposits less than \$100,000 for the second quarter and first six months of 2014 were \$2.2 billion (16.6 percent) and \$2.2 billion (16.2 percent) lower, respectively, than the same periods of 2013, due to maturities. Average time deposits greater than \$100,000 for the second quarter and first six months of 2014 were \$474 million (1.5 percent) and \$555 million (1.7 percent) lower, respectively, than the same periods of the prior year, primarily due to declines in Consumer and Small Business Banking and corporate trust balances, partially offset by increases in Wholesale Banking and Commercial Real Estate balances. Time deposits greater than \$100,000 are managed as an alternative to other funding sources, such as wholesale borrowing, based largely on relative pricing.

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| (Dollars in Millions) | Three Months Ended | | | Six Months Ended | | |
|--------------------------------------|--------------------|-----------------|-------------------|------------------|-----------------|-------------------|
| | June 30, | | Percent Change | June 30, | | Percent Change |
| | 2014 | 2013 | | 2014 | 2013 | |
| Credit and debit card revenue | \$ 259 | \$ 244 | 6.1% | \$ 498 | \$ 458 | 8.7% |
| Corporate payment products revenue | 182 | 176 | 3.4 | 355 | 348 | 2.0 |
| Merchant processing services | 384 | 373 | 2.9 | 740 | 720 | 2.8 |
| ATM processing services | 82 | 83 | (1.2) | 160 | 165 | (3.0) |
| Trust and investment management fees | 311 | 284 | 9.5 | 615 | 562 | 9.4 |
| Deposit service charges | 171 | 160 | 6.9 | 328 | 313 | 4.8 |
| Treasury management fees | 140 | 140 | | 273 | 274 | (.4) |
| Commercial products revenue | 221 | 209 | 5.7 | 426 | 409 | 4.2 |
| Mortgage banking revenue | 278 | 396 | (29.8) | 514 | 797 | (35.5) |
| Investment products fees | 47 | 46 | 2.2 | 93 | 87 | 6.9 |
| Securities gains (losses), net | | 6 | * | 5 | 11 | (54.5) |
| Other | 369 | 159 | * | 545 | 297 | 83.5 |
| Total noninterest income | \$ 2,444 | \$ 2,276 | 7.4% | \$ 4,552 | \$ 4,441 | 2.5% |

* Not meaningful.

Provision for Credit Losses The provision for credit losses for the second quarter and first six months of 2014 decreased \$38 million (10.5 percent) and \$135 million (17.6 percent), respectively, compared with the same periods of 2013. Net charge-offs decreased \$43 million (11.0 percent) and \$135 million (16.4 percent) in the second quarter and first six months of 2014, respectively, compared with the same periods of the prior year, due to improvements in the residential mortgages and home equity and second mortgages portfolios. The provision for credit losses was lower than net charge-offs by \$25 million in the second quarter and \$60 million in the first six months of 2014, compared with \$30 million in the second quarter and \$60 million in the first six months of 2013. Refer to Corporate Risk Profile for further information on the provision for credit losses, net charge-offs, nonperforming assets and other factors considered by the Company in assessing the credit quality of the loan portfolio and establishing the allowance for credit losses.

Noninterest Income Noninterest income was \$2.4 billion in the second quarter and \$4.6 billion in the first six months of 2014, or increases of \$168 million (7.4 percent) and \$111 million (2.5 percent), respectively, compared with the same periods of 2013. The increases over a year ago were principally due to the Visa sale in the second quarter 2014, as well as increases in a majority of fee revenue categories, partially offset by reductions in mortgage banking revenue due to lower origination and sales revenue. Credit and debit card revenue and corporate payment products revenue increased primarily due to higher transaction volumes. Merchant processing services revenue was higher as a result of increases in fee-based product revenue and higher volumes, partially offset by lower rates. Trust and investment management fees increased, reflecting account growth, improved market conditions and business expansion. Deposit service charges were higher due to account growth and pricing changes. Commercial products revenue increased, principally due to higher bond underwriting fees and higher syndication fees on tax-advantaged projects. In addition to the Visa sale, other income for the first six months of 2014 reflected higher equity investment revenue than the same period of the prior year.

Noninterest Expense Noninterest expense was \$2.8 billion in the second quarter and \$5.3 billion in the first six months of 2014, or increases of \$196 million (7.7 percent) and \$270 million (5.4 percent), respectively, compared with the same periods of 2013. The increases over a year ago were the result of the FHA DOJ settlement in the second quarter of 2014, higher compensation expense, reflecting the impact of merit increases and higher staffing for audit, risk and compliance activities (partially offset by lower employee benefits expense driven by lower pension costs), higher net occupancy and equipment expense due to higher rent expense and maintenance costs, and higher professional services expense due mainly to mortgage servicing-related project costs. In addition, other expense also increased in the first six months of 2014, compared with the first six months of 2013, due to insurance-related recoveries in the prior year. Offsetting these increases were lower tax-advantaged project costs in the current year as a result of the first quarter of 2014 adoption of new accounting guidance for certain affordable housing tax credit investments. In addition, other intangibles expense decreased from the prior year due to the reduction or completion of the amortization of certain intangibles.

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| | Three Months Ended | | | Six Months Ended | | |
|------------------------------------|--------------------|----------|----------------|------------------|----------|----------------|
| | 2014 | 2013 | Percent Change | 2014 | 2013 | Percent Change |
| (Dollars in Millions) | | | | | | |
| Compensation | \$ 1,125 | \$ 1,098 | 2.5% | \$ 2,240 | \$ 2,180 | 2.8% |
| Employee benefits | 257 | 277 | (7.2) | 546 | 587 | (7.0) |
| Net occupancy and equipment | 241 | 234 | 3.0 | 490 | 469 | 4.5 |
| Professional services | 97 | 91 | 6.6 | 180 | 169 | 6.5 |
| Marketing and business development | 96 | 96 | | 175 | 169 | 3.6 |
| Technology and communications | 214 | 214 | | 425 | 425 | |
| Postage, printing and supplies | 80 | 78 | 2.6 | 161 | 154 | 4.5 |
| Other intangibles | 48 | 55 | (12.7) | 97 | 112 | (13.4) |
| Other | 595 | 414 | 43.7 | 983 | 762 | 29.0 |
| Total noninterest expense | \$ 2,753 | \$ 2,557 | 7.7% | \$ 5,297 | \$ 5,027 | 5.4% |
| Efficiency ratio (a) | 53.1% | 51.7% | | 53.0% | 51.2% | |

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

Income Tax Expense The provision for income taxes was \$547 million (an effective rate of 26.6 percent) for the second quarter and \$1.0 billion (an effective rate of 26.3 percent) for the first six months of 2014, compared with \$529 million (an effective rate of 26.8 percent) and \$1.1 billion (an effective rate of 27.7 percent) for the same periods of 2013. For further information on income taxes, refer to Note 12 of the Notes to Consolidated Financial Statements.

BALANCE SHEET ANALYSIS

Loans The Company's loan portfolio was \$243.9 billion at June 30, 2014, compared with \$235.2 billion at December 31, 2013, an increase of \$8.7 billion (3.7 percent). The increase was driven primarily by increases in commercial loans, commercial real estate loans, other retail loans and residential mortgages, including the Charter One acquisition, partially offset by lower credit card and covered loans.

Commercial loans and commercial real estate loans increased \$7.4 billion (10.6 percent) and \$912 million (2.3 percent), respectively, at June 30, 2014, compared with December 31, 2013, reflecting higher demand from new and existing customers.

Other retail loans, which include retail leasing, home equity and second mortgages and other retail loans, increased \$890 million (1.9 percent) at June 30, 2014, compared with December 31, 2013. The increase was driven by higher auto and installment loans and home equity and second mortgages, partially offset by lower student loan and revolving credit balances.

Residential mortgages held in the loan portfolio increased \$809 million (1.6 percent) at June 30, 2014, compared with December 31, 2013. Residential mortgages originated and placed in the Company's loan portfolio are primarily well-secured jumbo mortgages and branch-originated first lien home equity loans to borrowers with high credit quality. The Company generally retains portfolio loans through maturity; however, the Company's intent may change over time based upon various factors such as ongoing asset/liability management activities, assessment of product profitability, credit risk, liquidity needs, and capital implications. If the Company's intent or ability to hold an existing portfolio loan changes, the loan is transferred to loans held for sale.

Credit card loans decreased \$379 million (2.1 percent) at June 30, 2014, compared with December 31, 2013, primarily the result of customers seasonally paying down balances.

Loans Held for Sale Loans held for sale, consisting primarily of residential mortgages to be sold in the secondary market, were \$3.0 billion at June 30, 2014, compared with \$3.3 billion at December 31, 2013. The decrease in loans held for sale was principally due to the relative level of mortgage loan closings.

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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).

Investment Securities Investment securities totaled \$90.4 billion at June 30, 2014, compared with \$79.9 billion at December 31, 2013. The \$10.5 billion (13.2 percent) increase reflected \$10.0 billion of net investment purchases, primarily U.S. government agency-backed securities in anticipation of final liquidity coverage ratio regulatory requirements, and a \$502 million favorable change in net unrealized gains (losses) on available-for-sale investment securities.

The Company's available-for-sale securities are carried at fair value with changes in fair value reflected in other comprehensive income (loss) unless a security is

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| At June 30, 2014 (Dollars in Millions) | Available-for-Sale | | | | Held-to-Maturity | | | |
|--|--------------------|------------|------------------------------------|----------------------------|------------------|------------|------------------------------------|----------------------------|
| | Amortized Cost | Fair Value | Weighted-Average Maturity in Years | Weighted-Average Yield (e) | Amortized Cost | Fair Value | Weighted-Average Maturity in Years | Weighted-Average Yield (e) |
| U.S. Treasury and Agencies | | | | | | | | |
| Maturing in one year or less | \$ 32 | \$ 32 | .2 | 4.36% | \$ 180 | \$ 181 | .5 | 1.15% |
| Maturing after one year through five years | 724 | 728 | 3.6 | 1.30 | 404 | 406 | 4.0 | 1.41 |
| Maturing after five years through ten years | 1,034 | 1,009 | 8.1 | 2.80 | 1,340 | 1,305 | 7.8 | 2.09 |
| Maturing after ten years | 101 | 101 | 18.8 | 1.38 | 58 | 58 | 10.9 | 1.73 |
| Total | \$ 1,891 | \$ 1,870 | 6.8 | 2.17% | \$ 1,982 | \$ 1,950 | 6.5 | 1.86% |
| Mortgage-Backed Securities(a) | | | | | | | | |
| Maturing in one year or less | \$ 699 | \$ 705 | .7 | 1.84% | \$ 134 | \$ 133 | .8 | 1.16% |
| Maturing after one year through five years | 24,383 | 24,569 | 3.8 | 2.04 | 28,844 | 28,853 | 3.6 | 2.15 |
| Maturing after five years through ten years | 12,680 | 12,656 | 5.8 | 1.63 | 10,518 | 10,496 | 5.5 | 1.58 |
| Maturing after ten years | 1,236 | 1,228 | 12.5 | 1.21 | 385 | 390 | 12.3 | 1.19 |
| Total | \$ 38,998 | \$ 39,158 | 4.7 | 1.88% | \$ 39,881 | \$ 39,872 | 4.2 | 1.99% |
| Asset-Backed Securities(a) | | | | | | | | |
| Maturing in one year or less | \$ | \$ | | % | \$ 2 | \$ 2 | .9 | .87% |
| Maturing after one year through five years | 273 | 283 | 3.7 | 1.78 | 7 | 10 | 3.7 | .83 |
| Maturing after five years through ten years | 357 | 365 | 7.4 | 1.64 | 5 | 6 | 7.0 | .84 |
| Maturing after ten years | | | | | | 7 | 15.8 | .48 |
| Total | \$ 630 | \$ 648 | 5.8 | 1.70% | \$ 14 | \$ 25 | 4.8 | .83% |
| Obligations of State and Political Subdivisions(b)(c) | | | | | | | | |
| Maturing in one year or less | \$ 379 | \$ 389 | .7 | 6.57% | \$ 1 | \$ 1 | .5 | 10.51% |
| Maturing after one year through five years | 4,379 | 4,598 | 2.3 | 6.80 | 2 | 2 | 2.5 | 8.24 |
| Maturing after five years through ten years | 540 | 549 | 6.7 | 5.07 | 1 | 1 | 7.7 | 8.08 |
| Maturing after ten years | 64 | 62 | 22.2 | 5.52 | 6 | 7 | 11.7 | 2.49 |
| Total | \$ 5,362 | \$ 5,598 | 2.9 | 6.59% | \$ 10 | \$ 11 | 9.0 | 4.57% |
| Other Debt Securities | | | | | | | | |
| Maturing in one year or less | \$ 6 | \$ 6 | .7 | 1.01% | \$ 2 | \$ 2 | .3 | 1.78% |
| Maturing after one year through five years | | | | | 82 | 82 | 2.3 | 1.13 |
| Maturing after five years through ten years | | | | | 24 | 22 | 6.3 | .96 |
| Maturing after ten years | 690 | 629 | 19.0 | 2.46 | | | | |
| Total | \$ 696 | \$ 635 | 18.8 | 2.45% | \$ 108 | \$ 106 | 3.1 | 1.10% |
| Other Investments | | | | | | | | |
| Total investment securities (d) | \$ 434 | \$ 480 | 14.6 | 2.25% | \$ | \$ | | % |
| Total investment securities (d) | \$ 48,011 | \$ 48,389 | 4.9 | 2.43% | \$ 41,995 | \$ 41,964 | 4.3 | 1.98% |

- (a) Information related to asset and mortgage-backed securities included above is presented based upon weighted-average maturities anticipating future prepayments.
- (b) Information related to obligations of state and political subdivisions is presented based upon yield to first optional call date if the security is purchased at a premium, yield to maturity if purchased at par or a discount.
- (c) Maturity calculations for obligations of state and political subdivisions are based on the first optional call date for securities with a fair value above par and contractual maturity for securities with a fair value equal to or below par.
- (d) The weighted-average maturity of the available-for-sale investment securities was 6.0 years at December 31, 2013, with a corresponding weighted-average yield of 2.64 percent. The weighted-average maturity of the held-to-maturity investment securities was 4.5 years at December 31, 2013, with a corresponding weighted-average yield of 2.00 percent.
- (e) Average yields are presented on a fully-taxable equivalent basis under a tax rate of 35 percent. Yields on available-for-sale and held-to-maturity investment securities are computed based on amortized cost balances, excluding any premiums or discounts recorded related to the transfer of investment securities at fair value from available-for-sale to held-to-maturity. Average yield and maturity calculations exclude equity securities that have no stated yield or maturity.

| (Dollars in Millions) | June 30, 2014 | | December 31, 2013 | |
|----------------------------|----------------|------------------|-------------------|------------------|
| | Amortized Cost | Percent of Total | Amortized Cost | Percent of Total |
| U.S. Treasury and agencies | \$ 3,873 | 4.3% | \$ 4,222 | 5.3% |

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| | | | | |
|---|-----------|--------|-----------|--------|
| Mortgage-backed securities | 78,879 | 87.6 | 68,236 | 85.3 |
| Asset-backed securities | 644 | .7 | 652 | .8 |
| Obligations of state and political subdivisions | 5,372 | 6.0 | 5,685 | 7.1 |
| Other debt securities and investments | 1,238 | 1.4 | 1,184 | 1.5 |
| Total investment securities | \$ 90,006 | 100.0% | \$ 79,979 | 100.0% |

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deemed to be other-than-temporarily impaired. At June 30, 2014, the Company's net unrealized gains on available-for-sale securities were \$378 million, compared with net unrealized losses of \$125 million at December 31, 2013. The favorable change in net unrealized gains (losses) was primarily due to increases in the fair value of agency mortgage-backed and state and political securities as a result of decreases in interest rates and changes in credit spreads. Gross unrealized losses on available-for-sale securities totaled \$522 million at June 30, 2014, compared with \$775 million at December 31, 2013. At June 30, 2014, 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.

In December 2013, U.S. banking regulators approved final rules that prohibit banks from holding certain types of investments, such as investments in hedge and private equity funds. The Company does not anticipate the implementation of these final rules will require any significant liquidation of securities held or impairment charges. Refer to Notes 4 and 15 in the Notes to Consolidated Financial Statements for further information on investment securities.

Deposits Total deposits were \$276.3 billion at June 30, 2014, compared with \$262.1 billion at December 31, 2013, the result of increases in noninterest-bearing deposits, total savings deposits and time deposits greater than \$100,000, including the Charter One acquisition, partially offset by a decrease in time deposits less than \$100,000. Noninterest-bearing deposits increased \$3.3 billion (4.3 percent), primarily due to higher corporate trust balances. Savings account balances increased \$1.9 billion (6.0 percent), primarily due to continued strong participation in a savings product offered by Consumer and Small Business Banking. Money market balances increased \$6.2 billion (10.4 percent) primarily due to higher corporate trust and Wholesale Banking and Commercial Real Estate balances and the Charter One acquisition. Interest checking balances increased \$2.8 billion (5.4 percent) primarily due to higher Consumer and Small Business Banking and Wholesale Banking and Commercial Real Estate balances and the Charter One acquisition, partially offset by lower corporate trust and broker-dealer balances. Time deposits greater than \$100,000 increased \$448 million (1.5 percent) at June 30, 2014, compared with December 31, 2013. Time deposits greater than \$100,000 are managed as an alternative to other funding sources such as wholesale borrowing, based largely on relative pricing. Time deposits less than \$100,000 decreased \$573 million (4.9 percent) at June 30, 2014, compared with December 31, 2013, primarily due to maturities.

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 \$29.1 billion at June 30, 2014, compared with \$27.6 billion at December 31, 2013. The \$1.5 billion (5.4 percent) increase in short-term borrowings was primarily due to higher commercial paper and other short-term borrowings balances, partially offset by lower repurchase agreement balances. Long-term debt was \$25.9 billion at June 30, 2014, compared with \$20.0 billion at December 31, 2013. The \$5.9 billion (29.1 percent) increase was primarily due to the issuances of \$4.6 billion of bank notes and \$2.3 billion of medium-term notes, and a \$9 billion increase in Federal Home Loan Bank advances, partially offset by \$1.0 billion of subordinated note and \$1.0 billion of medium-term note maturities. These increases in borrowings were used to fund the Company's loan growth and securities purchases. Refer to the Liquidity Risk Management section for discussion of liquidity management of the Company.

CORPORATE RISK PROFILE

Overview Managing risks is an essential part of successfully operating a financial services company. The Company's Board of Directors has approved a risk management framework which establishes governance and risk management requirements for all risk-taking activities. This framework includes a risk appetite statement which sets boundaries for the types and amount of risk that may be undertaken in pursuing business objectives and initiatives.

The Board of Directors, through its Risk Management and Audit Committees, oversees performance relative to the risk management framework, risk appetite statement, and other policy requirements. The Board of Directors' Community Reinvestment and Public Policy Committee oversees practices on public interest matters which impact reputational and other risks. The Board of Directors' Compensation and Human Resources Committee oversees compensation, talent management, and succession planning programs.

The Executive Risk Management Committee (ERMC), which is comprised of senior management and chaired by the Chief Risk Officer, oversees execution against the risk management framework and risk appetite statement. The ERMC focuses on current and emerging risks, including strategic and reputational risks, directing timely and comprehensive actions. Senior operating committees have also been established, each responsible for overseeing a specified category of risk.

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The Company's most prominent risk exposures are credit, residual value, 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. Residual value risk is the potential reduction in the end-of-term value of leased assets. Interest rate risk is the potential reduction of net interest income as a result of changes in interest rates, which can affect the re-pricing of assets and liabilities differently. Market risk arises from fluctuations in interest rates, foreign exchange rates, and security prices that may result in changes in the values of financial instruments, such as trading and available-for-sale securities, mortgage loans held for sale, mortgage servicing rights (MSRs) and derivatives that are accounted for on a fair value basis. Liquidity risk is the possible inability to fund obligations to depositors, investors, or borrowers. Operational risk is the risk of loss resulting from inadequate or failed internal processes, people, or systems, or from external events. Compliance risk is the risk that customers may suffer economic loss or other injury, and/or that the Company may suffer legal or regulatory sanctions, material financial loss, or loss to reputation through failure to comply with laws, regulations, rules, standards of good practice, and codes of conduct. Strategic risk is the risk to earnings or capital arising from adverse business decisions or improper implementation of those decisions. Reputational risk is the potential that negative publicity or press regarding a company's business practices or products, whether true or not, will cause a decline in the customer base, costly litigation, or revenue reductions. In addition to the risks identified above, other risk factors exist that may impact the Company. Refer to Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, 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 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 and senior management with independent assessment and assurance regarding the effectiveness of the Company's governance, risk management, and control processes.

Management provides various risk 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 discussion also covers quarterly reports by management assessing the Company's performance relative to the risk appetite statement and the associated risk tolerance limits, including:

- Qualitative considerations, such as the macroeconomic environment, regulatory and compliance changes, litigation developments, and technology and cybersecurity;
- Capital ratios and projections, including regulatory measures and stressed scenarios;
- 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;
- Liquidity risk, including funding projections under various stressed scenarios;
- Operational, compliance and strategic risk, including losses stemming from events such as fraud, processing errors, control breaches, or adverse business decisions, as well as reporting on technology performance, and various legal and regulatory compliance measures; 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. In evaluating its credit risk, the Company considers changes, if any, in underwriting activities, the loan portfolio composition (including product mix and geographic, industry or customer-specific concentrations), trends in loan performance, the level of allowance coverage relative to similar banking institutions and macroeconomic factors, such as changes in unemployment rates, gross domestic

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product and consumer bankruptcy filings. 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 not classified on the Company's rating scale for problem credits, as minimal risk has been identified. Loans with a special mention or classified rating, including all of the Company's loans that are 90 days or more past due and still accruing, nonaccrual loans, those considered troubled debt restructurings (TDRs), and loans in a junior lien position that are current but are behind a modified or delinquent loan in a first lien position, encompass all loans held by the Company that it considers to have a potential or well-defined weakness that may put full collection of contractual cash flows at risk. The Company's internal credit quality ratings for consumer loans are primarily based on delinquency and nonperforming status, except for a limited population of larger loans within those portfolios that are individually evaluated. For this limited population, the determination of the internal credit quality rating may also consider collateral value and customer cash flows. The Company obtains recent collateral value estimates for the majority of its residential mortgage and home equity and second mortgage portfolios, which allows the Company to compute estimated loan-to-value (LTV) ratios reflecting current market conditions. These individual refreshed LTV ratios are considered in the determination of the appropriate allowance for credit losses. However, the underwriting criteria the Company employs consider the relevant income and credit characteristics of the borrower, such that the collateral is not the primary source of repayment. Refer to Note 5 in the Notes to Consolidated Financial Statements for further discussion of the Company's loan portfolios including internal credit quality ratings. In addition, refer to Management's Discussion and Analysis - Credit Risk Management in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, for a more detailed discussion on credit risk management processes.

The Company manages its credit risk, in part, through diversification of its loan portfolio and limit setting by product type criteria and concentrations. As part of its normal business activities, the Company offers a broad array of lending products. The Company categorizes its loan portfolio into three segments, which is the level at which it develops and documents a systematic methodology to determine the allowance for credit losses. The Company's three loan portfolio segments are commercial lending, consumer lending and covered loans. The commercial lending segment includes loans and leases made to small business, middle market, large corporate, commercial real estate, financial institution, non-profit and public sector customers. Key risk characteristics relevant to commercial lending segment loans include the industry and geography of the borrower's business, purpose of the loan, repayment source, borrower's debt capacity and financial flexibility, loan covenants, and nature of pledged collateral, if any. These risk characteristics, among others, are considered in determining estimates about the likelihood of default by the borrowers and the severity of loss in the event of default. The Company considers these risk characteristics in assigning internal risk ratings to, or forecasting losses on, these loans which are the significant factors in determining the allowance for credit losses for loans in the commercial lending segment.

The consumer lending segment represents loans and leases made to consumer customers including residential mortgages, credit card loans, and other retail loans such as revolving consumer lines, auto loans and leases, student loans, and home equity loans and lines. Home equity or second mortgage loans are junior lien closed-end accounts fully disbursed at origination. These loans typically are fixed rate loans, secured by residential real estate, with a 10- or 15-year fixed payment amortization schedule. Home equity lines are revolving accounts giving the borrower the ability to draw and repay balances repeatedly, up to a maximum commitment, and are secured by residential real estate. These include accounts in either a first or junior lien position. Typical terms on home equity lines in the portfolio are variable rates benchmarked to the prime rate, with a 15-year draw period during which a minimum payment is equivalent to the monthly interest, followed by a 10-year amortization period. A 10-year draw and 20-year amortization product was introduced during 2013 to provide customers the option to repay their outstanding balances over a longer period. At June 30, 2014, substantially all of the Company's home equity lines were in the draw period. Key risk characteristics relevant to consumer lending segment loans primarily relate to the borrowers' capacity and willingness to repay and include unemployment rates and other economic factors, customer payment history and in some cases, updated LTV information on real estate based loans. These risk characteristics, among others, are reflected in forecasts of delinquency levels, bankruptcies and losses which are the primary factors in determining the allowance for credit losses for the consumer lending segment.

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The covered loan segment represents loans acquired in FDIC-assisted transactions that are covered by loss sharing agreements with the FDIC that greatly reduce the risk of future credit losses to the Company. Key risk characteristics for covered segment loans are consistent with the segment they would otherwise be included in had the loss share coverage not been in place, but consider the indemnification provided by the FDIC.

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

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

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

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

The following tables provide summary information for the LTVs of residential mortgages and home equity and second mortgages by borrower type at June 30, 2014:

| Residential mortgages (Dollars in Millions) | Interest Only | Amortizing | Total | Percent of Total |
|---|------------------|------------------|------------------|---------------------|
| Prime Borrowers | | | | |
| Less than or equal to 80% | \$ 1,853 | \$ 36,606 | \$ 38,459 | 87.5% |
| Over 80% through 90% | 202 | 2,576 | 2,778 | 6.3 |
| Over 90% through 100% | 138 | 1,033 | 1,171 | 2.7 |
| Over 100% | 182 | 1,237 | 1,419 | 3.2 |
| No LTV available | | 149 | 149 | .3 |
| Total | \$ 2,375 | \$ 41,601 | \$ 43,976 | 100.0% |
| Sub-Prime Borrowers | | | | |
| Less than or equal to 80% | \$ | \$ 594 | \$ 594 | 45.4% |
| Over 80% through 90% | | 210 | 210 | 16.0 |
| Over 90% through 100% | | 177 | 177 | 13.5 |
| Over 100% | | 329 | 329 | 25.1 |
| No LTV available | | | | |
| Total | \$ | \$ 1,310 | \$ 1,310 | 100.0% |
| Other Borrowers | | | | |
| Less than or equal to 80% | \$ 6 | \$ 439 | \$ 445 | 51.5% |
| Over 80% through 90% | | 186 | 186 | 21.5 |
| Over 90% through 100% | | 71 | 71 | 8.2 |
| Over 100% | | 162 | 162 | 18.8 |
| No LTV available | | | | |
| Total | \$ 6 | \$ 858 | \$ 864 | 100.0% |
| Loans Purchased From GNMA Mortgage Pools (a) | \$ | \$ 5,815 | \$ 5,815 | 100.0% |
| Total | | | | |
| Less than or equal to 80% | \$ 1,859 | \$ 37,639 | \$ 39,498 | 76.0% |
| Over 80% through 90% | 202 | 2,972 | 3,174 | 6.1 |
| Over 90% through 100% | 138 | 1,281 | 1,419 | 2.7 |
| Over 100% | 182 | 1,728 | 1,910 | 3.7 |
| No LTV available | | 149 | 149 | .3 |

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| | | | | | |
|--|----------|----|--------|-----------|--------|
| Loans purchased from GNMA mortgage pools (a) | | | 5,815 | 5,815 | 11.2 |
| Total | \$ 2,381 | \$ | 49,584 | \$ 51,965 | 100.0% |

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

| Home equity and second mortgages (Dollars in Millions) | Lines | Loans | Total | Percent of Total |
|---|-----------|----------|-----------|---------------------|
| Prime Borrowers | | | | |
| Less than or equal to 80% | \$ 8,814 | \$ 721 | \$ 9,535 | 64.0% |
| Over 80% through 90% | 2,074 | 211 | 2,285 | 15.3 |
| Over 90% through 100% | 1,040 | 114 | 1,154 | 7.8 |
| Over 100% | 1,179 | 120 | 1,299 | 8.7 |
| No LTV/CLTV available | 586 | 46 | 632 | 4.2 |
| Total | \$ 13,693 | \$ 1,212 | \$ 14,905 | 100.0% |
| Sub-Prime Borrowers | | | | |
| Less than or equal to 80% | \$ 39 | \$ 30 | \$ 69 | 26.1% |
| Over 80% through 90% | 13 | 22 | 35 | 13.3 |
| Over 90% through 100% | 11 | 30 | 41 | 15.5 |
| Over 100% | 27 | 89 | 116 | 44.0 |
| No LTV/CLTV available | | 3 | 3 | 1.1 |
| Total | \$ 90 | \$ 174 | \$ 264 | 100.0% |
| Other Borrowers | | | | |
| Less than or equal to 80% | \$ 374 | \$ 11 | \$ 385 | 77.2% |
| Over 80% through 90% | 69 | 7 | 76 | 15.2 |
| Over 90% through 100% | 16 | 1 | 17 | 3.4 |
| Over 100% | 16 | 3 | 19 | 3.8 |
| No LTV/CLTV available | 2 | | 2 | .4 |
| Total | \$ 477 | \$ 22 | \$ 499 | 100.0% |
| Total | | | | |
| Less than or equal to 80% | \$ 9,227 | \$ 762 | \$ 9,989 | 63.7% |
| Over 80% through 90% | 2,156 | 240 | 2,396 | 15.3 |
| Over 90% through 100% | 1,067 | 145 | 1,212 | 7.7 |
| Over 100% | 1,222 | 212 | 1,434 | 9.2 |
| No LTV/CLTV available | 588 | 49 | 637 | 4.1 |
| Total | \$ 14,260 | \$ 1,408 | \$ 15,668 | 100.0% |

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At June 30, 2014, approximately \$1.3 billion of residential mortgages were to customers that may be defined as sub-prime borrowers based on credit scores from independent agencies at loan origination, compared with \$1.4 billion at December 31, 2013. In addition to residential mortgages, at June 30, 2014, \$.3 billion of home equity and second mortgage loans were to customers that may be defined as sub-prime borrowers, unchanged from at December 31, 2013. The total amount of consumer lending segment residential mortgage, home equity and second mortgage loans to customers that may be defined as sub-prime borrowers represented only .4 percent of total assets at June 30, 2014, compared with .5 percent at December 31, 2013. The Company considers sub-prime loans to be those made to borrowers with a risk of default significantly higher than those approved for prime lending programs, as reflected in credit scores obtained from independent agencies at loan origination, in addition to other credit underwriting criteria. Sub-prime portfolios include only loans originated according to the Company's underwriting programs specifically designed to serve customers with weakened credit histories. The sub-prime designation indicators have been and will continue to be subject to re-evaluation over time as borrower characteristics, payment performance and economic conditions change. The sub-prime loans originated during periods from June 2009 and after are with borrowers who met the Company's program guidelines and have a credit score that generally is at or below a threshold of 620 to 650 depending on the program. Sub-prime loans originated during periods prior to June 2009 were based upon program level guidelines without regard to credit score.

Covered loans included \$917 million in loans with negative-amortization payment options at June 30, 2014, compared with \$986 million at December 31, 2013. Other than covered loans, the Company does not have any residential mortgages with payment schedules that would cause balances to increase over time.

Home equity and second mortgages were \$15.7 billion at June 30, 2014, compared with \$15.4 billion at December 31, 2013, and included \$5.0 billion of home equity lines in a first lien position and \$10.7 billion of home equity and second mortgage loans and lines in a junior lien position. Loans and lines in a junior lien position at June 30, 2014, included approximately \$4.0 billion of loans and lines for which the Company also serviced the related first lien loan, and approximately \$6.7 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 June 30, 2014:

| (Dollars in Millions) | Junior Liens Behind | | | Total |
|----------------------------------|------------------------------|------------|-------------|-----------|
| | Company | | Third Party | |
| | Owned or Serviced First Lien | First Lien | | |
| Total | \$ 3,970 | \$ 6,754 | | \$ 10,724 |
| Percent 30 - 89 days past due | .43% | .58% | | .52% |
| Percent 90 days or more past due | .06% | .13% | | .10% |
| Weighted-average CLTV | 78% | 75% | | 76% |
| Weighted-average credit score | 748 | 742 | | 744 |

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.

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| | June 30, 2014 | December 31, 2013 |
|---|------------------|-------------------------|
| 90 days or more past due excluding nonperforming loans | | |
| Commercial | | |
| Commercial | .06% | .08% |
| Lease financing | | |
| Total commercial | .06 | .08 |
| Commercial Real Estate | | |
| Commercial mortgages | .01 | .02 |
| Construction and development | .27 | .30 |
| Total commercial real estate | .06 | .07 |
| Residential Mortgages (a) | .49 | .65 |
| Credit Card | 1.06 | 1.17 |
| Other Retail | | |
| Retail leasing | | |
| Other | .17 | .21 |
| Total other retail (b) | .15 | .18 |
| Total loans, excluding covered loans | .25 | .31 |
| Covered Loans | 6.14 | 5.63 |
| Total loans | .43% | .51% |
| | June 30, 2014 | December 31, 2013 |
| 90 days or more past due including nonperforming loans | | |
| Commercial | .30% | .27% |
| Commercial real estate | .62 | .83 |
| Residential mortgages (a) | 2.06 | 2.16 |
| Credit card | 1.35 | 1.60 |
| Other retail (b) | .54 | .58 |
| Total loans, excluding covered loans | .87 | .97 |
| Covered loans | 7.73 | 7.13 |
| Total loans | 1.08% | 1.19% |

(a) Delinquent loan ratios exclude \$3.1 billion at June 30, 2014, and \$3.7 billion at December 31, 2013, of loans purchased from GNMA mortgage pools whose repayments are primarily insured by the Federal Housing Administration or guaranteed by the Department of Veterans Affairs. Including these loans, the ratio of residential mortgages 90 days or more past due including all nonperforming loans was 8.04 percent at June 30, 2014, and 9.34 percent at December 31, 2013.

(b) Delinquent loan ratios exclude student loans that are guaranteed by the federal government. Including these loans, the ratio of total other retail loans 90 days or more past due including all nonperforming loans was .84 percent at June 30, 2014, and .93 percent at December 31, 2013.

Loan Delinquencies Trends in delinquency ratios are an indicator, among other considerations, of credit risk within the Company's loan portfolios. The Company measures delinquencies, both including and excluding nonperforming loans, to enable comparability with other companies. Accruing loans 90 days or more past due totaled \$1.0 billion (\$.6 billion excluding covered loans) at June 30, 2014, compared with \$1.2 billion (\$.7 billion excluding covered loans) at December 31, 2013. These balances exclude loans purchased from Government National Mortgage Association (GNMA) mortgage pools whose repayments are primarily insured by the Federal Housing Administration or guaranteed by the Department of Veterans Affairs. Accruing loans 90 days or more past due are not included in nonperforming assets and continue to accrue interest because they are adequately secured by collateral, are in the process of collection and are reasonably expected to result in repayment or restoration to current status, or are managed in homogeneous portfolios with specified charge-off timeframes adhering to regulatory guidelines. The ratio of accruing loans 90 days or more past due to total loans was .43 percent (.25 percent excluding covered loans) at June 30, 2014, compared with .51 percent (.31 percent excluding covered loans) at December 31, 2013.

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

| (Dollars in Millions) | Amount | | As a Percent of Ending Loan Balances | |
|---|---------------|-------------------|--------------------------------------|-------------------|
| | June 30, 2014 | December 31, 2013 | June 30, 2014 | December 31, 2013 |
| Residential Mortgages (a) | | | | |
| 30-89 days | \$ 251 | \$ 358 | .48% | .70% |
| 90 days or more | 253 | 333 | .49 | .65 |
| Nonperforming | 818 | 770 | 1.57 | 1.51 |
| Total | \$ 1,322 | \$ 1,461 | 2.54% | 2.86% |
| Credit Card | | | | |
| 30-89 days | \$ 199 | \$ 226 | 1.13% | 1.25% |
| 90 days or more | 187 | 210 | 1.06 | 1.17 |
| Nonperforming | 52 | 78 | .29 | .43 |
| Total | \$ 438 | \$ 514 | 2.48% | 2.85% |
| Other Retail | | | | |
| Retail Leasing | | | | |
| 30-89 days | \$ 10 | \$ 11 | .16% | .18% |
| 90 days or more | | | | |
| Nonperforming | 1 | 1 | .02 | .02 |
| Total | \$ 11 | \$ 12 | .18% | .20% |
| Home Equity and Second Mortgages | | | | |
| 30-89 days | \$ 78 | \$ 102 | .50% | .66% |
| 90 days or more | 41 | 49 | .26 | .32 |
| Nonperforming | 174 | 167 | 1.11 | 1.08 |
| Total | \$ 293 | \$ 318 | 1.87% | 2.06% |
| Other (b) | | | | |
| 30-89 days | \$ 125 | \$ 132 | .47% | .50% |
| 90 days or more | 30 | 37 | .11 | .14 |
| Nonperforming | 16 | 23 | .06 | .09 |
| Total | \$ 171 | \$ 192 | .64% | .73% |

(a) Excludes \$407 million of loans 30-89 days past due and \$3.1 billion of loans 90 days or more past due at June 30, 2014, purchased from GNMA mortgage pools that continue to accrue interest, compared with \$440 million and \$3.7 billion at December 31, 2013, respectively.

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

The following tables provide further information on residential mortgages and home equity and second mortgages as a percent of ending loan balances by borrower type:

| | June 30, 2014 | December 31, 2013 |
|----------------------------|---------------|-------------------|
| Residential mortgages (a) | | |
| Prime Borrowers | | |
| 30-89 days | .39% | .55% |
| 90 days or more | .43 | .55 |
| Nonperforming | 1.34 | 1.31 |
| Total | 2.16% | 2.41% |
| Sub-Prime Borrowers | | |
| 30-89 days | 5.27% | 7.60% |
| 90 days or more | 3.89 | 6.02 |
| Nonperforming | 15.73 | 13.19 |
| Total | 24.89% | 26.81% |
| Other Borrowers | | |
| 30-89 days | 1.27% | 1.65% |
| 90 days or more | 1.51 | 1.43 |

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|---------------|-------|-------|
| Nonperforming | 2.78 | 2.09 |
| Total | 5.56% | 5.17% |

(a) Excludes delinquent and nonperforming information on loans purchased from GNMA mortgage pools as their repayments are primarily insured by the Federal Housing Administration or guaranteed by the Department of Veterans Affairs.

| | June 30, 2014 | December 31, 2013 |
|----------------------------------|------------------|----------------------|
| Home equity and second mortgages | | |
| Prime Borrowers | | |
| 30-89 days | .44% | .57% |
| 90 days or more | .24 | .27 |
| Nonperforming | .99 | .98 |
| Total | 1.67% | 1.82% |
| Sub-Prime Borrowers | | |
| 30-89 days | 3.41% | 4.39% |
| 90 days or more | 1.14 | 2.03 |
| Nonperforming | 6.06 | 4.73 |
| Total | 10.61% | 11.15% |
| Other Borrowers | | |
| 30-89 days | .80% | 1.24% |
| 90 days or more | .40 | .62 |
| Nonperforming | 2.01 | 1.86 |
| Total | 3.21% | 3.72% |

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The following table provides summary delinquency information for covered loans:

| (Dollars in Millions) | Amount | | As a Percent of Ending Loan Balances | |
|-----------------------|---------------|-------------------|--------------------------------------|-------------------|
| | June 30, 2014 | December 31, 2013 | June 30, 2014 | December 31, 2013 |
| 30-89 days | \$ 91 | \$ 166 | 1.22% | 1.96% |
| 90 days or more | 457 | 476 | 6.14 | 5.63 |
| Nonperforming | 119 | 127 | 1.60 | 1.50 |
| Total | \$ 667 | \$ 769 | 8.96% | 9.09% |

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. At June 30, 2014, performing TDRs were \$6.0 billion, unchanged from December 31, 2013. Loans classified as TDRs are considered impaired loans for reporting and measurement purposes.

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

The Company has also implemented certain residential mortgage loan restructuring programs that may result in TDRs. The Company participates in the U.S. Department of the Treasury Home Affordable Modification Program (HAMP). HAMP gives qualifying homeowners an opportunity to permanently modify their loan and achieve more affordable monthly payments, with the U.S. Department of the Treasury compensating the Company for a portion of the reduction in monthly amounts due from borrowers participating in this program. The Company also modifies residential mortgage loans under Federal Housing Administration, Department of Veterans Affairs, and its own internal programs. Under these programs, the Company provides concessions to qualifying borrowers experiencing financial difficulties. The concessions may include adjustments to interest rates, conversion of adjustable rates to fixed rates, extensions of maturity dates or deferrals of payments, capitalization of accrued interest and/or outstanding advances, or in limited situations, partial forgiveness of loan principal. In most instances, participation in residential mortgage loan restructuring programs requires the customer to complete a short-term trial period. A permanent loan modification is contingent on the customer successfully completing the trial period arrangement and the loan documents are not modified until that time. The Company reports loans in a trial period arrangement as TDRs.

Credit card and other retail loan modifications are generally part of distinct restructuring programs 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.

Modifications to loans in the covered segment are similar in nature to that described above for non-covered loans, and the evaluation and determination of TDR status is similar, except that acquired loans restructured after acquisition are not considered TDRs for purposes of the Company's accounting and disclosure if the loans evidenced credit deterioration as of the acquisition date and are accounted for in pools. Losses associated with modifications on covered loans, including the economic impact of interest rate reductions, are generally eligible for reimbursement under the loss sharing agreements.

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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 June 30, 2014 | As a Percent of Performing TDRs | | | | |
|--|---------------------------------|---------------------|--------------------------|--------------------|-----------------|
| | Performing TDRs | 30-89 Days Past Due | 90 Days or More Past Due | Nonperforming TDRs | Total TDRs |
| (Dollars in Millions) | | | | | |
| Commercial | \$ 252 | 9.2% | 1.5% | \$ 146(a) | \$ 398 |
| Commercial real estate | 330 | 2.2 | 3.3 | 97(b) | 427 |
| Residential mortgages | 1,922 | 5.1 | 5.3 | 522 | 2,444(d) |
| Credit card | 220 | 8.3 | 6.7 | 52(c) | 272 |
| Other retail | 187 | 5.2 | 3.4 | 65(c) | 252(e) |
| TDRs, excluding GNMA and covered loans | 2,911 | 5.4 | 4.7 | 882 | 3,793 |
| Loans purchased from GNMA mortgage pools | 2,816 | 6.4 | 47.7 | | 2,816(f) |
| Covered loans | 256 | .4 | 1.4 | 64 | 320 |
| Total | \$ 5,983 | 5.7% | 24.8% | \$ 946 | \$ 6,929 |

- (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 \$311 million of residential mortgage loans to borrowers that have had debt discharged through bankruptcy and \$90 million in trial period arrangements or previously placed in trial period arrangements but not successfully completed.
- (e) Includes \$141 million of other retail loans to borrowers that have had debt discharged through bankruptcy and \$4 million in trial period arrangements or previously placed in trial period arrangements but not successfully completed.
- (f) Includes \$498 million of Federal Housing Administration and Department of Veterans Affairs residential mortgage loans to borrowers that have had debt discharged through bankruptcy and \$698 million in trial period arrangements or previously placed in trial period arrangements but not successfully completed.

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 modified loans were not material at June 30, 2014.

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| (Dollars in Millions) | June 30, 2014 | December 31, 2013 |
|--|------------------|----------------------|
| Commercial | | |
| Commercial | \$ 174 | \$ 122 |
| Lease financing | 16 | 12 |
| Total commercial | 190 | 134 |
| Commercial Real Estate | | |
| Commercial mortgages | 121 | 182 |
| Construction and development | 105 | 121 |
| Total commercial real estate | 226 | 303 |
| Residential Mortgages (b) | 818 | 770 |
| Credit Card | 52 | 78 |
| Other Retail | | |
| Retail leasing | 1 | 1 |
| Other | 190 | 190 |
| Total other retail | 191 | 191 |
| Total nonperforming loans, excluding covered loans | 1,477 | 1,476 |
| Covered Loans | 119 | 127 |
| Total nonperforming loans | 1,596 | 1,603 |
| Other Real Estate (c)(d) | 279 | 327 |
| Covered Other Real Estate (d) | 58 | 97 |
| Other Assets | 10 | 10 |
| Total nonperforming assets | \$ 1,943 | \$ 2,037 |
| Total nonperforming assets, excluding covered assets | \$ 1,766 | \$ 1,813 |
| Excluding covered assets | | |
| Accruing loans 90 days or more past due (b) | \$ 581 | \$ 713 |
| Nonperforming loans to total loans | .62% | .65% |
| Nonperforming assets to total loans plus other real estate (c) | .75% | .80% |
| Including covered assets | | |
| Accruing loans 90 days or more past due (b) | \$ 1,038 | \$ 1,189 |
| Nonperforming loans to total loans | .65% | .68% |
| Nonperforming assets to total loans plus other real estate (c) | .80% | .86% |

Changes in Nonperforming Assets

| (Dollars in Millions) | Commercial and Real Estate | Credit Card, Other Retail and Residential Mortgages | Covered Assets | Total |
|---|-------------------------------|--|-------------------|----------|
| Balance December 31, 2013 | \$ 494 | \$ 1,319 | \$ 224 | \$ 2,037 |
| Additions to nonperforming assets | | | | |
| New nonaccrual loans and foreclosed properties | 223 | 364 | 24 | 611 |
| Advances on loans | 20 | | | 20 |
| Total additions | 243 | 364 | 24 | 631 |
| Reductions in nonperforming assets | | | | |
| Paydowns, payoffs | (88) | (145) | (33) | (266) |
| Net sales | (65) | (60) | (36) | (161) |
| Return to performing status | (15) | (74) | (1) | (90) |
| Charge-offs (e) | (108) | (99) | (1) | (208) |
| Total reductions | (276) | (378) | (71) | (725) |
| Net additions to (reductions in) nonperforming assets | (33) | (14) | (47) | (94) |
| Balance June 30, 2014 | \$ 461 | \$ 1,305 | \$ 177 | \$ 1,943 |

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

(b) Excludes \$3.1 billion and \$3.7 billion at June 30, 2014, and December 31, 2013, respectively, of loans purchased from GNMA mortgage pools that are 90 days or more past due that continue to accrue interest, as their repayments are primarily insured by the Federal Housing Administration or guaranteed by the Department of Veterans Affairs.

(c)

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Foreclosed GNMA loans of \$583 million and \$527 million at June 30, 2014, and December 31, 2013, respectively, continue to accrue interest and are recorded as other assets and excluded from nonperforming assets because they are insured by the Federal Housing Administration or guaranteed by the Department of Veterans Affairs.

- (d) Includes equity investments in entities whose principal assets are other real estate owned.*
- (e) Charge-offs exclude actions for certain card products and loan sales that were not classified as nonperforming at the time the charge-off occurred.*

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Nonperforming Assets The level of nonperforming assets represents another indicator of the potential for future credit losses. Nonperforming assets include nonaccrual loans, restructured loans not performing in accordance with modified terms and not accruing interest, restructured loans that have not met the performance period required to return to accrual status, other real estate owned and other nonperforming assets owned by the Company. Nonperforming assets are generally either originated by the Company or acquired under FDIC loss sharing agreements that substantially reduce the risk of credit losses to 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 June 30, 2014, total nonperforming assets were \$1.9 billion, compared with \$2.0 billion at December 31, 2013. Excluding covered assets, nonperforming assets were \$1.8 billion at June 30, 2014, representing a \$47 million (2.6 percent) decrease from December 31, 2013. The decrease in nonperforming assets, excluding covered assets, was primarily driven by reductions in the commercial mortgage portfolio, as well as by improvement in construction and development and credit card loans. Nonperforming covered assets at June 30, 2014, were \$177 million, compared with \$224 million at December 31, 2013. These assets are covered by loss sharing agreements with the FDIC that substantially reduce the risk of credit losses to the Company. The ratio of total nonperforming assets to total loans and other real estate was .80 percent (.75 percent excluding covered assets) at June 30, 2014, compared with .86 percent (.80 percent excluding covered assets) at December 31, 2013. The Company expects total nonperforming assets to remain relatively stable in the third quarter of 2014.

Other real estate owned, excluding covered assets, was \$279 million at June 30, 2014, compared with \$327 million at December 31, 2013, 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 Department of Veterans Affairs.

The following table provides an analysis of other real estate owned, excluding covered assets, as a percent of their related loan balances, including geographical location detail for residential (residential mortgage, home equity and second mortgage) and commercial (commercial and commercial real estate) loan balances:

| (Dollars in Millions) | Amount | | As a Percent of Ending Loan Balances | |
|-----------------------|---------------|-------------------|--------------------------------------|-------------------|
| | June 30, 2014 | December 31, 2013 | June 30, 2014 | December 31, 2013 |
| Residential | | | | |
| Florida | \$ 19 | \$ 17 | 1.11% | 1.03% |
| Minnesota | 16 | 15 | .25 | .24 |
| Washington | 13 | 16 | .32 | .40 |
| Illinois | 13 | 14 | .30 | .36 |
| California | 12 | 15 | .09 | .13 |
| All other states | 162 | 189 | .42 | .49 |
| Total residential | 235 | 266 | .35 | .40 |
| Commercial | | | | |
| California | 13 | 14 | .07 | .08 |
| Tennessee | 4 | 5 | .19 | .25 |
| Missouri | 4 | 14 | .09 | .30 |
| Indiana | 3 | | .24 | |
| Virginia | 3 | 2 | .20 | .16 |
| All other states | 17 | 26 | .02 | .03 |
| Total commercial | 44 | 61 | .04 | .06 |
| Total | \$ 279 | \$ 327 | .12% | .14% |

Analysis of Loan Net Charge-Offs Total loan net charge-offs were \$349 million for the second quarter and \$690 million for the first six months of 2014, compared with \$392 million and \$825 million for the same periods of 2013. The ratio of total loan net charge-offs to average loans outstanding on an annualized basis for the second quarter and first six months of 2014 was .58 percent for both periods, compared with .70 percent and .74 percent for the second quarter and first six months of 2013, respectively. The year-over-year decreases in total net charge-offs were due to improvements in the residential mortgages and home equity and second mortgages portfolios, due to improvement in the economy. Given current economic conditions, the Company expects the level of net charge-offs to remain relatively stable in the third quarter of 2014.

Commercial and commercial real estate loan net charge-offs for the second quarter of 2014 were \$51 million (.18 percent of average loans outstanding on an annualized basis), compared with \$21 million (.08 percent of average loans outstanding on an annualized basis) for the second quarter of 2013. Commercial and commercial real estate loan net charge-offs for the first six months of 2014 were \$84 million (.15 percent of

average loans outstanding on an annualized basis), compared with \$75 million (.15 percent of average loans outstanding on an annualized basis) for the first six months of 2013.

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| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--------------------------------------|--------------------------------|--------|------------------------------|-------|
| | 2014 | 2013 | 2014 | 2013 |
| Commercial | | | | |
| Commercial | .30% | .22% | .26% | .22% |
| Lease financing | .24 | .31 | .20 | .27 |
| Total commercial | .29 | .23 | .25 | .22 |
| Commercial Real Estate | | | | |
| Commercial mortgages | (.08) | .10 | (.04) | .15 |
| Construction and development | .09 | (1.54) | | (.67) |
| Total commercial real estate | (.04) | (.18) | (.04) | .01 |
| Residential Mortgages | .44 | .63 | .44 | .73 |
| Credit Card (a) | 3.92 | 4.23 | 3.94 | 4.08 |
| Other Retail | | | | |
| Retail leasing | .07 | (.07) | .03 | |
| Home equity and second mortgages | .60 | 1.45 | .71 | 1.63 |
| Other | .68 | .76 | .69 | .80 |
| Total other retail | .58 | .90 | .61 | .99 |
| Total loans, excluding covered loans | .60 | .70 | .60 | .76 |
| Covered Loans | .10 | .73 | .17 | .38 |
| Total loans | .58% | .70% | .58% | .74% |

(a) Net charge-offs as a percent of average loans outstanding, excluding portfolio purchases where the acquired loans were recorded at fair value at the purchase date, were 4.23 percent and 4.12 percent for the three and six months ended June 30, 2013, respectively.

Residential mortgage loan net charge-offs for the second quarter of 2014 were \$57 million (.44 percent of average loans outstanding on an annualized basis), compared with \$74 million (.63 percent of average loans outstanding on an annualized basis) for the second quarter of 2013. Residential mortgage loan net charge-offs for the first six months of 2014 were \$114 million (.44 percent of average loans outstanding on an annualized basis), compared with \$166 million (.73 percent of average loans outstanding on an annualized basis) for the first six months of 2013. Credit card loan net charge-offs for the second quarter of 2014 were \$170 million (3.92 percent of average loans outstanding on an annualized basis), compared with \$173 million (4.23 percent of average loans outstanding on an annualized basis) for the second quarter of 2013. Credit card loan net charge-offs for the first six months of 2014 were \$340 million (3.94 percent of average loans outstanding on an annualized basis), compared with \$333 million (4.08 percent of average loans outstanding on an annualized basis) for the first six months of 2013. Other retail loan net charge-offs for the second quarter of 2014 were \$69 million (.58 percent of average loans outstanding on an annualized basis), compared with \$105 million (.90 percent of average loans outstanding on an annualized basis) for the second quarter of 2013. Other retail loan net charge-offs for the first six months of 2014 were \$145 million (.61 percent of average loans outstanding on an annualized basis), compared with \$231 million (.99 percent of average loans outstanding on an annualized basis) for the first six months of 2013. The year-over-year decreases in total residential mortgage, credit card and other retail loan net charge-offs reflected the improvement in economic conditions.

The following table provides an analysis of net charge-offs as a percent of average loans outstanding for residential mortgages and home equity and second mortgages by borrower type:

| (Dollars in Millions) | Three Months Ended June 30, | | | | Six Months Ended June 30, | | | |
|------------------------------|-----------------------------|-----------|-----------------------------|------|---------------------------|-----------|-----------------------------|------|
| | Average Loans | | Percent of Average Loans | | Average Loans | | Percent of Average Loans | |
| | 2014 | 2013 | 2014 | 2013 | 2014 | 2013 | 2014 | 2013 |
| Residential Mortgages | | | | | | | | |
| Prime borrowers | \$ 43,774 | \$ 38,985 | .33% | .57% | \$ 43,639 | \$ 38,152 | .35% | .62% |
| Sub-prime borrowers | 1,323 | 1,497 | 4.55 | 4.55 | 1,341 | 1,525 | 4.81 | 5.68 |
| Other borrowers | 873 | 876 | 1.38 | .92 | 887 | 861 | .91 | 1.17 |

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|--|-----------|-----------|------|-------|-----------|-----------|------|-------|
| Loans purchased from GNMA mortgage pools (a) | 5,845 | 5,515 | .21 | | 5,833 | 5,458 | .10 | |
| Total | \$ 51,815 | \$ 46,873 | .44% | .63% | \$ 51,700 | \$ 45,996 | .44% | .73% |
| Home Equity and Second Mortgages | | | | | | | | |
| Prime borrowers | \$ 14,564 | \$ 15,218 | .50% | 1.27% | \$ 14,578 | \$ 15,433 | .62% | 1.44% |
| Sub-prime borrowers | 267 | 333 | 6.01 | 9.64 | 276 | 343 | 5.11 | 8.81 |
| Other borrowers | 496 | 438 | .81 | 1.83 | 492 | 434 | .82 | 2.79 |
| Total | \$ 15,327 | \$ 15,989 | .60% | 1.45% | \$ 15,346 | \$ 16,210 | .71% | 1.63% |

(a) Represents loans purchased from GNMA mortgage pools whose payments are primarily insured by the Federal Housing Administration or guaranteed by the Department of Veterans Affairs.

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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, and includes certain amounts that do not represent loss exposure to the Company because those losses are recoverable under loss sharing agreements with the FDIC. The allowance for credit losses is increased through provisions charged to operating earnings and reduced by net charge-offs. Management evaluates the allowance each quarter to ensure it appropriately reserves for incurred losses.

The allowance recorded for loans in the commercial lending segment is based on reviews of individual credit relationships and considers the migration analysis of commercial lending segment loans and actual loss experience. In the migration analysis applied to risk rated loan portfolios, the Company currently examines up to a 13-year period of historical 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 an appropriate historical timeframe is selected 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 for collateral-dependent loans, rather than the migration analysis. The allowance recorded for all other commercial lending segment loans is determined on a homogenous pool basis and includes consideration of product mix, risk characteristics of the portfolio, bankruptcy experience, and historical losses, adjusted for current trends.

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

When evaluating the appropriateness of the allowance for credit losses for any loans and lines in a junior lien position, the Company considers the delinquency and modification status of the first lien. At June 30, 2014, the Company serviced the first lien on 37 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 \$369 million or 2.4 percent of the total home equity portfolio at June 30, 2014, represented junior liens where the first lien was delinquent or modified.

The Company uses historical loss experience on the loans and lines in a junior lien position where the first lien is serviced by the Company, or can be identified in credit bureau data, to establish loss estimates for junior lien loans and lines the Company services that are current, but the first lien is delinquent or modified. Historically, the number of junior lien defaults in any period has been a small percentage of the total portfolio (for example, only 1.1 percent for the twelve months ended June 30, 2014), and the long-term average loss rate on the small percentage of loans that default has been approximately 80 percent. In addition, the Company obtains updated credit scores on its home equity portfolio each quarter, and in some cases more frequently, and uses this information to qualitatively supplement its loss estimation methods. Credit score distributions for the portfolio are monitored monthly and any changes in the distribution are one of the factors considered in assessing the Company's loss estimates. 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 for the covered loan segment is evaluated each quarter in a manner similar to that described for non-covered loans, and reflects decreases in expected cash flows on those loans after the acquisition date. The provision for credit losses for covered loans considers the indemnification provided by the FDIC.

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

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

Subsequent to the purchase date, the expected cash flows of purchased loans are subject to evaluation. Decreases in expected cash flows are recognized by recording an allowance for credit losses with the related provision for credit losses reduced for the amount reimbursable by the FDIC, where applicable. If the expected cash flows on the purchased loans increase such that a previously recorded impairment allowance can be reversed, the Company records a reduction in the allowance with a related reduction in losses reimbursable by the FDIC, where applicable. Increases in expected cash flows of purchased loans, when there are no reversals of previous impairment allowances, are recognized over the remaining life of the loans and resulting decreases in expected cash flows of the FDIC indemnification assets are amortized over the shorter of the remaining contractual term of the indemnification agreements or the remaining life of the loans. Refer to Note 5 of the Notes to Consolidated Financial Statements, for more information.

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

Refer to Management's Discussion and Analysis - Analysis and Determination of the Allowance for Credit Losses in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, for further discussion on the analysis and determination of the allowance for credit losses.

At June 30, 2014, the allowance for credit losses was \$4.4 billion (1.82 percent of total loans and 1.83 percent of loans excluding covered loans), compared with \$4.5 billion (1.93 percent of total loans and 1.94 percent of loans excluding covered loans) at December 31, 2013. The ratio of the allowance for credit losses to nonperforming loans was 279 percent (294 percent excluding covered loans) at June 30, 2014, compared with 283 percent (297 percent excluding covered loans) at December 31, 2013. The ratio of the allowance for credit losses to annualized loan net charge-offs was 318 percent at June 30, 2014, compared with 310 percent of full year 2013 net charge-offs at December 31, 2013, reflecting the impact of improving economic conditions over the past year.

Table of Contents**Table 8** Summary of Allowance for Credit Losses

| (Dollars in Millions) | Three Months Ended | | Six Months Ended | |
|----------------------------------|--------------------|------------------|------------------|------------------|
| | June 30, 2014 | June 30, 2013 | June 30, 2014 | June 30, 2013 |
| Balance at beginning of period | \$ 4,497 | \$ 4,708 | \$ 4,537 | \$ 4,733 |
| Charge-Offs | | | | |
| Commercial | | | | |
| Commercial | 69 | 53 | 126 | 100 |
| Lease financing | 7 | 10 | 13 | 19 |
| Total commercial | 76 | 63 | 139 | 119 |
| Commercial real estate | | | | |
| Commercial mortgages | 3 | 14 | 10 | 43 |
| Construction and development | 6 | 2 | 7 | 16 |
| Total commercial real estate | 9 | 16 | 17 | 59 |
| Residential mortgages | | | | |
| Credit card | 188 | 191 | 372 | 384 |
| Other retail | | | | |
| Retail leasing | 2 | 1 | 3 | 3 |
| Home equity and second mortgages | 31 | 65 | 67 | 144 |
| Other | 62 | 68 | 125 | 143 |
| Total other retail | 95 | 134 | 195 | 290 |
| Covered loans (a) | 2 | 21 | 8 | 22 |
| Total charge-offs | 432 | 506 | 854 | 1,055 |
| Recoveries | | | | |
| Commercial | | | | |
| Commercial | 17 | 19 | 40 | 34 |
| Lease financing | 4 | 6 | 8 | 12 |
| Total commercial | 21 | 25 | 48 | 46 |
| Commercial real estate | | | | |
| Commercial mortgages | 9 | 6 | 17 | 20 |
| Construction and development | 4 | 27 | 7 | 37 |
| Total commercial real estate | 13 | 33 | 24 | 57 |
| Residential mortgages | | | | |
| Credit card | 18 | 18 | 32 | 51 |
| Other retail | | | | |
| Retail leasing | 1 | 2 | 2 | 3 |
| Home equity and second mortgages | 8 | 7 | 13 | 13 |
| Other | 17 | 20 | 35 | 43 |
| Total other retail | 26 | 29 | 50 | 59 |
| Covered loans (a) | | 2 | 1 | 2 |
| Total recoveries | 83 | 114 | 164 | 230 |
| Net Charge-Offs | | | | |
| Commercial | | | | |
| Commercial | 52 | 34 | 86 | 66 |
| Lease financing | 3 | 4 | 5 | 7 |
| Total commercial | 55 | 38 | 91 | 73 |
| Commercial real estate | | | | |
| Commercial mortgages | (6) | 8 | (7) | 23 |
| Construction and development | 2 | (25) | | (21) |
| Total commercial real estate | (4) | (17) | (7) | 2 |
| Residential mortgages | | | | |
| Credit card | 170 | 173 | 340 | 333 |
| Other retail | | | | |
| Retail leasing | 1 | (1) | 1 | |
| Home equity and second mortgages | 23 | 58 | 54 | 131 |
| Other | 45 | 48 | 90 | 100 |
| Total other retail | 69 | 105 | 145 | 231 |
| Covered loans (a) | 2 | 19 | 7 | 20 |
| Total net charge-offs | 349 | 392 | 690 | 825 |
| Provision for credit losses | 324 | 362 | 630 | 765 |
| Other changes (b) | (23) | (66) | (28) | (61) |
| Balance at end of period (c) | \$ 4,449 | \$ 4,612 | \$ 4,449 | \$ 4,612 |
| Components | | | | |

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| | | |
|--|----------|----------|
| Allowance for loan losses | \$ 4,132 | \$ 4,312 |
| Liability for unfunded credit commitments | 317 | 300 |
| Total allowance for credit losses | \$ 4,449 | \$ 4,612 |
| Allowance for Credit Losses as a Percentage of | | |
| Period-end loans, excluding covered loans | 1.83% | 2.03% |
| Nonperforming loans, excluding covered loans | 294 | 287 |
| Nonperforming and accruing loans 90 days or more past due, excluding covered loans | 211 | 209 |
| Nonperforming assets, excluding covered assets | 246 | 231 |
| Annualized net charge-offs, excluding covered loans | 312 | 296 |
| Period-end loans | 1.82% | 2.02% |
| Nonperforming loans | 279 | 269 |
| Nonperforming and accruing loans 90 days or more past due | 169 | 163 |
| Nonperforming assets | 229 | 203 |
| Annualized net charge-offs | 318 | 293 |

- (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.
- (c) At June 30, 2014 and 2013, \$1.7 billion of the total allowance for credit losses related to incurred losses on credit card and other retail loans.

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Residual Value Risk Management The Company manages its risk to changes in the residual value of leased assets through disciplined residual valuation setting at the inception of a lease, diversification of its leased assets, regular residual asset valuation reviews and monitoring of residual value gains or losses upon the disposition of assets. As of June 30, 2014, no significant change in the amount of residual values or concentration of the portfolios had occurred since December 31, 2013. Refer to Management's Discussion and Analysis Residual Value Risk Management in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, for further discussion on residual value risk management.

Operational Risk Management 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. Business managers maintain a system of controls with the objective of providing proper transaction authorization and execution, proper system operations, safeguarding of assets from misuse or theft, and ensuring the reliability of financial and other data. Refer to Management's Discussion and Analysis Operational Risk Management in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, for further discussion on operational risk management.

Compliance Risk Management The Company may suffer legal or regulatory sanctions, material financial loss, or damage to reputation through failure to comply with laws, regulations, rules, standards of good practice, and codes of conduct. The Company has controls and processes in place to ensure assessment, identification, monitoring, management and reporting of compliance risks and issues.

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.

Net Interest Income Simulation Analysis Management estimates the impact on net interest income of changes in market interest rates under a number of scenarios, including gradual shifts, immediate and sustained parallel shifts, and flattening or steepening of the yield curve. The table below summarizes the projected impact to net interest income over the next 12 months of various potential interest rate changes. The ALCO policy limits the estimated change in net interest income in a gradual 200 basis point (bps) rate change scenario to a 4.0 percent decline of forecasted net interest income over the next 12 months. At June 30, 2014, and December 31, 2013, the Company was within policy. Refer to Management's Discussion and Analysis Net Interest Income Simulation Analysis in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, for further discussion on net interest income simulation analysis.

Market Value of Equity Modeling The Company also manages interest rate sensitivity by utilizing market value of equity modeling, which measures the degree to which the market values of the Company's assets and liabilities and off-balance sheet instruments will change given a change in interest rates. Management measures the impact of changes in market interest rates under a number of scenarios, including immediate and sustained parallel shifts, and flattening or steepening of the yield curve. The ALCO policy limits the change in market

Sensitivity of Net Interest Income

| | June 30, 2014 | | | | December 31, 2013 | | | |
|---------------------|--------------------------|------------------------|-------------------------|-----------------------|--------------------------|------------------------|-------------------------|-----------------------|
| | 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 | * | 1.31% | * | 1.72% | * | 1.07% | * | 1.53% |

*Given the current level of interest rates, a downward rate scenario can not be computed.

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value of equity in a 200 bps parallel rate shock to a 15.0 percent decline. A 200 bps increase would have resulted in a 4.0 percent decrease in the market value of equity at June 30, 2014, compared with a 5.1 percent decrease at December 31, 2013. A 200 bps decrease, where possible given current rates, would have resulted in a 3.7 percent decrease in the market value of equity at June 30, 2014, compared with a .8 percent decrease at December 31, 2013. Refer to Management's Discussion and Analysis Market Value of Equity Modeling in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, for further discussion on market value of equity modeling.

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

- To convert fixed-rate debt from fixed-rate payments to floating-rate payments;
- To convert the cash flows associated with floating-rate loans and debt from floating-rate payments to fixed-rate payments;
- To mitigate changes in value of the Company's mortgage origination pipeline, funded mortgage loans held for sale and MSR's;
- To mitigate remeasurement volatility of foreign currency denominated balances; and

To mitigate the volatility of the Company's investment in foreign operations driven by fluctuations in foreign currency exchange rates. To manage these risks, the Company may enter into exchange-traded, centrally cleared and over-the-counter derivative contracts, including interest rate swaps, swaptions, futures, forwards and options. In addition, the Company enters into interest rate and foreign exchange derivative contracts to support the business requirements of its customers (customer-related positions). The Company historically has minimized the market and liquidity risks of customer-related positions by entering into similar offsetting positions with broker-dealers. In 2014, the Company began to actively manage the risks from its exposure to customer-related interest rate positions 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, forward commitments to buy to-be-announced securities (TBAs), U.S. Treasury futures and options on U.S. Treasury futures to mitigate fluctuations in the value of its MSR's, but does not designate those derivatives as accounting hedges.

Additionally, the Company uses forward commitments to sell TBAs and other commitments to sell residential mortgage loans at specified prices to economically hedge the interest rate risk in its residential mortgage loan production activities. At June 30, 2014, the Company had \$6.0 billion of forward commitments to sell, hedging \$2.3 billion of mortgage loans held for sale and \$4.7 billion of unfunded mortgage loan commitments. The forward commitments to sell and the unfunded mortgage loan commitments on loans intended to be sold are considered derivatives under the accounting guidance related to accounting for derivative instruments and hedging activities. The Company has elected the fair value option for the mortgage loans held for sale.

Derivatives are subject to credit risk associated with counterparties to the contracts. Credit risk associated with derivatives is measured by the Company based on the probability of counterparty default. The Company manages the credit risk of its derivative positions by diversifying its positions among various counterparties, by entering into master netting agreements, and, where possible by requiring collateral agreements. 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 and forwards and credit contracts are required to be centrally cleared through clearing houses to further mitigate counterparty credit risk.

For additional information on derivatives and hedging activities, refer to Notes 13 and 14 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 employing methodologies consistent with the requirements of regulatory rules for market risk.

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The Company's Market Risk Committee (MRC), within the framework of the ALCO, oversees market risk management. The MRC monitors and reviews the Company's trading positions and establishes policies for market risk management, including exposure limits for each portfolio. The Company uses a Value at Risk (VaR) approach to measure general market risk. Theoretically, VaR represents the statistical risk of loss the Company has to adverse market movements over a one-day time horizon. The Company uses the Historical Simulation method to calculate VaR for its trading businesses measured at the ninety-ninth percentile using a one-year look-back period for distributions derived from past market data. The market factors used in the calculations include those pertinent to market risks inherent in the underlying trading portfolios, principally those that affect its corporate bond trading business, foreign currency transaction business, client derivatives business, loan trading business and municipal securities business. On average, the Company expects the one-day VaR to be exceeded by actual losses two to three times per year for its trading businesses. The Company monitors the effectiveness of its risk programs by back-testing the performance of its VaR models, regularly updating the historical data used by the VaR models and stress testing. If the Company were to experience market losses in excess of the estimated VaR more often than expected, the VaR models and associated assumptions would be analyzed and adjusted.

The average, high, low and period-end VaR amounts for the Company's trading positions were as follows:

Six Months Ended June 30

| (Dollars in Millions) | 2014 | 2013 |
|-----------------------|------|------|
| Average | \$ 1 | \$ 1 |
| High | 2 | 2 |
| Low | 1 | 1 |
| Period-end | 1 | 2 |

The Company did not experience any actual trading losses for its combined trading businesses that exceeded VaR by more than a negligible amount during the six months ended June 30, 2014 and 2013. The Company stress tests its market risk measurements to provide management with perspectives on market events that may not be captured by its VaR models, including worst case historical market movement combinations that have not necessarily occurred on the same date.

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

The average, high, low and period-end Stressed VaR amounts for the Company's trading positions were as follows:

Six Months Ended June 30

| (Dollars in Millions) | 2014 | 2013 |
|-----------------------|------|------|
| Average | \$ 4 | \$ 4 |
| High | 8 | 8 |
| Low | 2 | 2 |
| Period-end | 5 | 4 |

Valuations of positions in the client derivatives and foreign currency transaction businesses are based on standard 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 differences. Significant differences are approved by the Company's market risk management department. 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 material variances approved by the Company's risk management department.

The Company also measures the market risk of its hedging activities related to residential mortgage loans held for sale and MSR's using the Historical Simulation method. The VaR's 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 residential mortgage loans held for sale and related hedges. A seven-year look-back period is used to obtain past market data for the MSR's and related hedges.

The average, high and low VaR amounts for the residential mortgage loans held for sale and related hedges and the MSR's and related hedges were as follows:

Six Months Ended June 30

| (Dollars in Millions) | 2014 | 2013 |
|--|------|------|
| Residential Mortgage Loans Held For Sale and Related Hedges | | |
| Average | \$ 1 | \$ 2 |
| High | 2 | 4 |
| Low | | |
| Mortgage Servicing Rights and Related Hedges | | |
| Average | \$ 3 | \$ 3 |
| High | 8 | 6 |
| Low | 2 | 2 |

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

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funding sources, stress testing, and holding readily-marketable assets which can be used as a source of liquidity if needed. In addition, the Company's profitable operations, sound credit quality and strong capital position have enabled it to develop a large and reliable base of core deposit funding within its market areas and in domestic and global capital markets.

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

The Company regularly projects its funding needs under various stress scenarios and maintains a contingency 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 include cash at the Federal Reserve Bank, unencumbered liquid assets, and capacity to borrow at the Federal Home Loan Bank (FHLB) and the Federal Reserve Bank's Discount Window. At June 30, 2014, the fair value of unencumbered available-for-sale and held-to-maturity investment securities totaled \$75.7 billion, compared with \$61.7 billion at December 31, 2013. Refer to Table 4 and Balance Sheet Analysis for further information on investment securities maturities and trends. Asset liquidity is further enhanced by the Company's ability to pledge loans to access secured borrowing facilities through the FHLB and Federal Reserve Bank. At June 30, 2014, the Company could have borrowed an additional \$77.9 billion at the FHLB and Federal Reserve Bank based on collateral available for additional borrowings.

The Company's diversified deposit base provides a sizeable source of relatively stable and low-cost funding, while reducing the Company's reliance on the wholesale markets. Total deposits were \$276.3 billion at June 30, 2014, compared with \$262.1 billion at December 31, 2013. Refer to Balance Sheet Analysis for further information on the Company's deposits.

Additional funding is provided by long-term debt and short-term borrowings. Long-term debt was \$25.9 billion at June 30, 2014, and is an important funding source because of its multi-year borrowing structure. Short-term borrowings were \$29.1 billion at June 30, 2014, and supplement the Company's other funding sources. Refer to Balance Sheet Analysis for further information on the Company's long-term debt and short-term borrowings.

In addition to assessing liquidity risk on a consolidated basis, the Company monitors the parent company's liquidity and maintains sufficient funding to meet expected parent company obligations, without access to the wholesale funding markets or dividends from subsidiaries, for 12 months when forecasted payments of common stock dividends are included and 24 months assuming dividends were reduced to zero. The parent company currently has available funds considerably greater than the amounts required to satisfy these conditions.

At June 30, 2014, parent company long-term debt outstanding was \$12.7 billion, compared with \$11.4 billion at December 31, 2013. The \$1.3 billion increase was due to the issuance of \$2.3 billion of medium-term notes, partially offset by the maturity of \$1.0 billion of medium-term notes. As of June 30, 2014, there was \$.5 billion of parent company debt scheduled to mature in the remainder of 2014.

In 2010, the Basel Committee on Banking Supervision issued Basel III, a global regulatory framework proposed to enhance international capital and liquidity standards. In 2013, U.S. banking regulators released a proposed regulatory requirement for U.S. banks which would implement a Liquidity Coverage Ratio (LCR) similar to the measure proposed by the Basel Committee as part of Basel III. The LCR requires that banks maintain an adequate level of unencumbered high quality liquid assets to meet estimated liquidity needs over a 30-day stressed period. The Company continues to evaluate the impact of the proposed rule and expects to meet the final standards within the regulatory timelines.

Refer to Management's Discussion and Analysis - Liquidity Risk Management in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, for further discussion on liquidity risk management.

European Exposures Certain European countries have experienced severe credit deterioration. The Company does not hold sovereign debt of any European country, but may have indirect exposure to sovereign debt through its investments in, and transactions with, European banks. At June 30, 2014, the Company had investments in perpetual preferred stock issued by European banks with an amortized cost totaling \$70 million and unrealized losses totaling \$5 million, compared with an amortized cost totaling \$70 million and unrealized losses totaling \$7 million, at December 31, 2013. The Company also transacts with various European banks as counterparties to interest rate, mortgage-related and foreign currency derivatives for its hedging and customer-related activities; however, none of

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these banks are domiciled in the countries experiencing the most significant credit deterioration. These derivatives are subject to master netting arrangements. In addition, interest rate and foreign currency derivative transactions are subject to collateral arrangements which significantly limit the Company's exposure to loss as they generally require daily posting of collateral. At June 30, 2014, the Company was in a net receivable position with four banks in the United Kingdom, one bank in France and one bank in Switzerland, totaling \$29 million. The Company was in a net payable position to each of the other European banks.

The Company has not bought or sold credit protection on the debt of any European country or any company domiciled in Europe, nor does it provide retail lending services in Europe. While the Company does not offer commercial lending services in Europe, it does provide financing to domestic multinational corporations that generate revenue from customers in European countries and provides a limited number of corporate credit cards to their European subsidiaries. While an economic downturn in Europe could have a negative impact on these customers' revenues, it is unlikely that any effect on the overall credit-worthiness of these multinational corporations would be material to the Company.

The Company provides merchant processing and corporate trust services in Europe either directly or through banking affiliations in Europe. Operating cash for these businesses is deposited on a short-term basis with certain European banks. However, exposure is mitigated by the Company placing deposits at multiple banks and managing the amounts on deposit at any bank based on institution-specific deposit limits. At June 30, 2014, the Company had an aggregate amount on deposit with European banks of approximately \$472 million.

The money market funds managed by a subsidiary of the Company do not have any investments in European sovereign debt, other than approximately \$397 million at June 30, 2014 guaranteed by the country of Germany. Other than investments in banks in the countries of the Netherlands, France and Germany, those funds do not have any unsecured investments in banks domiciled in the Eurozone.

Off-Balance Sheet Arrangements Off-balance sheet arrangements include any contractual arrangements to which an unconsolidated entity is a party, under which the Company has an obligation to provide credit or liquidity enhancements or market risk support. In the ordinary course of business, the Company enters into an array of commitments to extend credit, letters of credit and various forms of guarantees that may be considered off-balance sheet arrangements. Refer to Note 16 of the Notes to Consolidated Financial Statements for further information on these arrangements. The Company has not utilized private label asset securitizations as a source of funding. Off-balance sheet arrangements also include any obligation related to a variable interest held in an unconsolidated entity that provides financing, liquidity, credit enhancement or market risk support. Refer to Note 6 of the Notes to Consolidated Financial Statements for further information related to the Company's interests in variable interest entities.

Capital Management The Company is committed to managing capital to maintain strong protection for depositors and creditors and for maximum shareholder benefit. The Company also manages its capital to exceed regulatory capital requirements for well-capitalized bank holding companies. Prior to 2014, the regulatory capital requirements effective for the Company followed the Capital Accord of the Basel Committee on Banking Supervision (Basel I). During 2013, U.S. banking regulators approved final regulatory capital rule changes, which implemented aspects of Basel III and the Dodd-Frank Wall Street Reform and Consumer Protection Act, such as redefining the regulatory capital elements and minimum capital ratios, introducing regulatory capital buffers above those minimums, revising rules for calculating risk-weighted assets and introducing a new common equity tier 1 capital ratio. Basel III includes two comprehensive methodologies for calculating risk-weighted assets: a general standardized approach and more risk-sensitive advanced approaches. Beginning January 1, 2014, the regulatory capital requirements effective for the Company follow Basel III, subject to certain transition provisions from Basel I over the next four years to full implementation by January 1, 2018. In addition, as of April 1, 2014, the Company exited its parallel run qualification period, resulting in its capital adequacy now being evaluated against the Basel III methodology that is most restrictive. Table 9 provides a summary of statutory regulatory capital ratios in effect for the Company at June 30, 2014 and December 31, 2013. All regulatory ratios exceeded regulatory well-capitalized requirements.

Total U.S. Bancorp shareholders' equity was \$42.7 billion at June 30, 2014, compared with \$41.1 billion at December 31, 2013. The increase was primarily the result of corporate earnings and changes in unrealized gains and losses on available-for-sale investment securities included in other comprehensive income, partially offset by dividends and common share repurchases.

Table of Contents**Table 9** Regulatory Capital Ratios

| (Dollars in Millions) | June 30, 2014 | December 31, 2013 |
|---|------------------|----------------------|
| Basel III transitional standardized approach/Basel I: | | |
| Common equity tier 1 capital (a) | \$ 29,760 | |
| Tier 1 capital | 34,924 | \$ 33,386 |
| Total risk-based capital | 41,034 | 39,340 |
| Risk-weighted assets | 309,929 | 297,919 |
| Common equity tier 1 capital as a percent of risk-weighted assets (a) | 9.6% | |
| Tier 1 capital as a percent of risk-weighted assets | 11.3 | 11.2% |
| Tier 1 capital as a percent of adjusted quarterly average assets (leverage ratio) | 9.6 | 9.6 |
| Total risk-based capital as a percent of risk-weighted assets | 13.2 | 13.2 |
| Basel III transitional advanced approaches: | | |
| Common equity tier 1 capital (a) | \$ 29,760 | |
| Tier 1 capital | 34,924 | |
| Total risk-based capital | 38,359 | |
| Risk-weighted assets | 241,929 | |
| Common equity tier 1 capital as a percent of risk-weighted assets (a) | 12.3% | |
| Tier 1 capital as a percent of risk-weighted assets | 14.4 | |
| Total risk-based capital as a percent of risk-weighted assets | 15.9 | |

Note: June 30, 2014 amounts calculated under the Basel III transitional standardized and advanced approaches, with the Company being evaluated for capital adequacy against the approach that is most restrictive. December 31, 2013 amounts calculated under Basel I.

(a) Beginning January 1, 2014, the regulatory capital requirements effective for the Company include a common equity tier 1 capital as a percent of risk-weighted assets ratio.

The Company believes certain capital ratios in addition to statutory regulatory 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, were 7.5 percent and 9.2 percent, respectively, at June 30, 2014, compared with 7.7 percent and 9.1 percent, respectively, at December 31, 2013. The Company's common equity tier 1 to risk-weighted assets ratio using the Basel III standardized approach as if fully implemented was 8.9 percent at June 30, 2014, compared with 8.8 percent at December 31, 2013. The Company's common equity tier 1 to risk-weighted assets ratio using the Basel III advanced approaches as if fully implemented was 11.7 percent at June 30, 2014. Refer to Non-GAAP Financial Measures for further information regarding the calculation of these ratios.

On March 26, 2014, the Company announced its Board of Directors had approved a one-year authorization to repurchase up to \$2.3 billion of its common stock, from April 1, 2014 through March 31, 2015.

The following table provides a detailed analysis of all shares purchased by the Company or any affiliated purchaser during the second quarter of 2014:

| Period (Dollars in Millions) | Total Number of Shares Purchased | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Program (a) | Approximate |
|---------------------------------|---|------------------------------------|---|--|
| | | | | Dollar Value of Shares that May Yet Be Purchased Under the Program |
| April | 7,774,544(b) | \$ 40.52 | 7,724,544 | \$ 1,987 |
| May | 4,658,450 | 40.90 | 4,658,450 | 1,796 |

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| | | | | |
|-------|---------------|----------|------------|----------|
| June | 2,960,258 | 43.05 | 2,960,258 | 1,669 |
| Total | 15,393,252(b) | \$ 41.12 | 15,343,252 | \$ 1,669 |

(a) All shares were purchased under the stock repurchase program announced on March 26, 2014.

(b) Includes 50,000 shares of common stock purchased, at an average price per share of \$40.13, in open-market transactions by U.S. Bank National Association, the Company's principal banking subsidiary, in its capacity as trustee of the Company's Employee Retirement Savings Plan.

On June 17, 2014, the Company announced its Board of Directors had approved a 6.5 percent increase in the Company's dividend rate per common share, from \$.23 per quarter to \$.245 per quarter.

Refer to Management's Discussion and Analysis - Capital Management in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, for further discussion on capital management.

LINE OF BUSINESS FINANCIAL REVIEW

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

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Basis for Financial Presentation Business line results are derived from the Company's business unit profitability reporting systems by specifically attributing managed balance sheet assets, deposits and other liabilities and their related income or expense. The allowance for credit losses and related provision expense are allocated to the lines of business based on the related loan balances managed. Refer to Management's Discussion and Analysis Line of Business Financial Review in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, for further discussion on the business lines basis for financial presentation.

Designations, assignments and allocations change from time to time as management systems are enhanced, methods of evaluating performance or product lines change or business segments are realigned to better respond to the Company's diverse customer base. During 2014, certain organization and methodology changes were made and, accordingly, 2013 results were restated and presented on a comparable basis.

Wholesale Banking and Commercial Real Estate Wholesale Banking and Commercial Real Estate offers lending, equipment finance and small-ticket leasing, depository services, treasury management, capital markets, international trade services and other financial services to middle market, large corporate, commercial real estate, financial institution, non-profit and public sector clients. Wholesale Banking and Commercial Real Estate contributed \$281 million of the Company's net income in the second quarter and \$562 million in the first six months of 2014, or decreases of \$38 million (11.9 percent) and \$75 million (11.8 percent), respectively, compared with the same periods of 2013. The decreases were primarily driven by lower net revenue and increases in the provision for credit losses.

Net revenue decreased \$3 million (.4 percent) in the second quarter and \$42 million (2.7 percent) in the first six months of 2014, compared with the same periods of 2013. Net interest income, on a taxable-equivalent basis, increased \$12 million (2.4 percent) in the second quarter and \$8 million (.8 percent) in the first six months of 2014, compared with the same periods of 2013. The increases were primarily driven by increases in average loans and deposits, partially offset by lower rates and fees on loans. Noninterest income decreased \$15 million (5.5 percent) in the second quarter and \$50 million (9.0 percent) in the first six months of 2014, compared with the same periods of 2013, driven by lower wholesale transaction activity and other loan-related fees, partially offset by increases in bond underwriting fees.

Noninterest expense increased \$5 million (1.6 percent) in the second quarter and \$6 million (1.0 percent) in the first six months of 2014, compared with the same periods of 2013, primarily due to an increase in the FDIC insurance assessment allocation based on the level of commitments, partially offset by lower professional services expense. The provision for credit losses increased \$52 million in the second quarter of 2014, compared with the second quarter of 2013, due to an increase in net charge-offs and an unfavorable change in the reserve allocation due to loan growth. The provision for credit losses increased \$70 million (95.9 percent) in the first six months of 2014, compared with the same period of the prior year, principally due to an unfavorable change in the reserve allocation due to loan growth. Nonperforming assets were \$300 million at June 30, 2014, \$313 million at March 31, 2014, and \$377 million at June 30, 2013. Nonperforming assets as a percentage of period-end loans were .38 percent at June 30, 2014, .46 percent at March 31, 2014, and .53 percent at June 30, 2013. Refer to the Corporate Risk Profile section for further information on factors impacting the credit quality of the loan portfolios.

Consumer and Small Business Banking Consumer and Small Business Banking delivers products and services through banking offices, telephone servicing and sales, on-line services, direct mail, ATM processing and mobile devices, such as mobile phones and tablet computers. It encompasses community banking, metropolitan banking, in-store banking, small business banking, consumer lending, mortgage banking, workplace banking, student banking and 24-hour banking. Consumer and Small Business Banking contributed \$314 million of the Company's net income in the second quarter and \$595 million in the first six months of 2014, or decreases of \$67 million (17.6 percent) and \$140 million (19.0 percent), respectively, compared with the same periods of 2013. The decreases were due to lower net revenue, partially offset by decreases in the provision for credit losses.

Within Consumer and Small Business Banking, the retail banking division contributed \$184 million of the total net income in the second quarter and \$339 million in the first six months of 2014, or a decrease of \$12 million (6.1 percent) and an increase of \$3 million (.9 percent), respectively, from the same periods of 2013. Mortgage banking contributed \$130 million and \$256 million of Consumer and Small Business Banking's net income in the second quarter and first six months of 2014, respectively, or decreases of \$55 million (29.7 percent) and \$143 million (35.8 percent), respectively, from the same periods of 2013, reflecting lower mortgage banking activity in 2014.

Table of Contents**Table 10** Line of Business Financial Performance

| Three Months Ended June 30 | Wholesale Banking and Commercial Real Estate | | | Consumer and Small Business Banking | | |
|--|---|-----------|-------------------|--|----------|-------------------|
| | 2014 | 2013 | Percent Change | 2014 | 2013 | Percent Change |
| (Dollars in Millions) | | | | | | |
| Condensed Income Statement | | | | | | |
| Net interest income (taxable-equivalent basis) | \$ 513 | \$ 501 | 2.4% | \$ 1,077 | \$ 1,143 | (5.8)% |
| Noninterest income | 260 | 275 | (5.5) | 678 | 771 | (12.1) |
| Securities gains (losses), net | | | | | | |
| Total net revenue | 773 | 776 | (.4) | 1,755 | 1,914 | (8.3) |
| Noninterest expense | 316 | 310 | 1.9 | 1,134 | 1,123 | 1.0 |
| Other intangibles | 1 | 2 | (50.0) | 8 | 10 | (20.0) |
| Total noninterest expense | 317 | 312 | 1.6 | 1,142 | 1,133 | .8 |
| Income before provision and income taxes | 456 | 464 | (1.7) | 613 | 781 | (21.5) |
| Provision for credit losses | 15 | (37) | * | 120 | 182 | (34.1) |
| Income before income taxes | 441 | 501 | (12.0) | 493 | 599 | (17.7) |
| Income taxes and taxable-equivalent adjustment | 160 | 182 | (12.1) | 179 | 218 | (17.9) |
| Net income | 281 | 319 | (11.9) | 314 | 381 | (17.6) |
| Net (income) loss attributable to noncontrolling interests | | | | | | |
| Net income attributable to U.S. Bancorp | \$ 281 | \$ 319 | (11.9) | \$ 314 | \$ 381 | (17.6) |
| Average Balance Sheet | | | | | | |
| Commercial | \$ 57,472 | \$ 50,238 | 14.4% | \$ 8,947 | \$ 8,616 | 3.8% |
| Commercial real estate | 20,884 | 19,435 | 7.5 | 18,800 | 17,690 | 6.3 |
| Residential mortgages | 20 | 28 | (28.6) | 50,485 | 46,085 | 9.5 |
| Credit card | | | | | | |
| Other retail | 4 | 7 | (42.9) | 45,804 | 44,570 | 2.8 |
| Total loans, excluding covered loans | 78,380 | 69,708 | 12.4 | 124,036 | 116,961 | 6.0 |
| Covered loans | 196 | 377 | (48.0) | 5,882 | 6,713 | (12.4) |
| Total loans | 78,576 | 70,085 | 12.1 | 129,918 | 123,674 | 5.0 |
| Goodwill | 1,604 | 1,604 | | 3,539 | 3,515 | .7 |
| Other intangible assets | 21 | 26 | (19.2) | 2,690 | 2,208 | 21.8 |
| Assets | 85,794 | 76,900 | 11.6 | 142,708 | 139,313 | 2.4 |
| Noninterest-bearing deposits | 31,258 | 30,199 | 3.5 | 22,900 | 21,886 | 4.6 |
| Interest checking | 11,379 | 10,233 | 11.2 | 35,683 | 33,041 | 8.0 |
| Savings products | 17,607 | 12,986 | 35.6 | 49,103 | 46,145 | 6.4 |
| Time deposits | 18,309 | 16,448 | 11.3 | 17,720 | 21,626 | (18.1) |
| Total deposits | 78,553 | 69,866 | 12.4 | 125,406 | 122,698 | 2.2 |
| Total U.S. Bancorp shareholders' equity | 7,656 | 7,288 | 5.0 | 11,380 | 12,112 | (6.0) |

| Six Months Ended June 30 | Wholesale Banking and Commercial Real Estate | | | Consumer and Small Business Banking | | |
|--|---|--------|-------------------|--|----------|-------------------|
| | 2014 | 2013 | Percent Change | 2014 | 2013 | Percent Change |
| (Dollars in Millions) | | | | | | |
| Condensed Income Statement | | | | | | |
| Net interest income (taxable-equivalent basis) | \$ 1,003 | \$ 995 | .8% | \$ 2,167 | \$ 2,306 | (6.0)% |
| Noninterest income | 505 | 555 | (9.0) | 1,295 | 1,549 | (16.4) |
| Securities gains (losses), net | | | | | | |
| Total net revenue | 1,508 | 1,550 | (2.7) | 3,462 | 3,855 | (10.2) |
| Noninterest expense | 626 | 618 | 1.3 | 2,259 | 2,269 | (.4) |
| Other intangibles | 2 | 4 | (50.0) | 16 | 21 | (23.8) |
| Total noninterest expense | 628 | 622 | 1.0 | 2,275 | 2,290 | (.7) |
| Income before provision and income taxes | 880 | 928 | (5.2) | 1,187 | 1,565 | (24.2) |
| Provision for credit losses | (3) | (73) | 95.9 | 253 | 410 | (38.3) |
| Income before income taxes | 883 | 1,001 | (11.8) | 934 | 1,155 | (19.1) |
| Income taxes and taxable-equivalent adjustment | 321 | 364 | (11.8) | 339 | 420 | (19.3) |

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| | | | | | | |
|--|-----------|-----------|--------|----------|----------|--------|
| Net income | 562 | 637 | (11.8) | 595 | 735 | (19.0) |
| Net (income) loss attributable to noncontrolling interests | | | | | | |
| Net income attributable to U.S. Bancorp | \$ 562 | \$ 637 | (11.8) | \$ 595 | \$ 735 | (19.0) |
| Average Balance Sheet | | | | | | |
| Commercial | \$ 55,989 | \$ 49,688 | 12.7% | \$ 8,642 | \$ 8,558 | 1.0% |
| Commercial real estate | 20,729 | 19,216 | 7.9 | 18,712 | 17,577 | 6.5 |
| Residential mortgages | 21 | 28 | (25.0) | 50,391 | 45,297 | 11.2 |
| Credit card | | | | | | |
| Other retail | 4 | 8 | (50.0) | 45,644 | 44,744 | 2.0 |
| Total loans, excluding covered loans | 76,743 | 68,940 | 11.3 | 123,389 | 116,176 | 6.2 |
| Covered loans | 220 | 422 | (47.9) | 5,965 | 6,820 | (12.5) |
| Total loans | 76,963 | 69,362 | 11.0 | 129,354 | 122,996 | 5.2 |
| Goodwill | 1,604 | 1,604 | | 3,527 | 3,515 | .3 |
| Other intangible assets | 21 | 27 | (22.2) | 2,715 | 2,113 | 28.5 |
| Assets | 84,029 | 75,816 | 10.8 | 142,203 | 139,769 | 1.7 |
| Noninterest-bearing deposits | 31,737 | 30,057 | 5.6 | 22,425 | 21,623 | 3.7 |
| Interest checking | 10,925 | 10,555 | 3.5 | 35,270 | 32,716 | 7.8 |
| Savings products | 17,373 | 12,445 | 39.6 | 48,578 | 45,859 | 5.9 |
| Time deposits | 18,347 | 16,461 | 11.5 | 18,211 | 22,033 | (17.3) |
| Total deposits | 78,382 | 69,518 | 12.8 | 124,484 | 122,231 | 1.8 |
| Total U.S. Bancorp shareholders equity | 7,591 | 7,219 | 5.2 | 11,474 | 12,076 | (5.0) |

* Not meaningful

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| Wealth Management and | | | Payment | | | Treasury and | | | Consolidated | | |
|-----------------------|----------|----------------|----------|----------|----------------|-------------------|----------|----------------|--------------|-----------|----------------|
| Securities Services | | Percent Change | Services | | Percent Change | Corporate Support | | Percent Change | Company | | Percent Change |
| 2014 | 2013 | | 2014 | 2013 | | 2014 | 2013 | | 2014 | 2013 | |
| \$ 91 | \$ 87 | 4.6% | \$ 415 | \$ 387 | 7.2% | \$ 648 | \$ 554 | 17.0% | \$ 2,744 | \$ 2,672 | 2.7% |
| 347 | 318 | 9.1 | 832 | 828 | .5 | 327 | 78 | * | 2,444 | 2,270 | 7.7 |
| | | | | | | | 6 | * | | 6 | * |
| 438 | 405 | 8.1 | 1,247 | 1,215 | 2.6 | 975 | 638 | 52.8 | 5,188 | 4,948 | 4.9 |
| 335 | 320 | 4.7 | 574 | 566 | 1.4 | 346 | 183 | 89.1 | 2,705 | 2,502 | 8.1 |
| 9 | 9 | | 30 | 34 | (11.8) | | | | 48 | 55 | (12.7) |
| 344 | 329 | 4.6 | 604 | 600 | .7 | 346 | 183 | 89.1 | 2,753 | 2,557 | 7.7 |
| 94 | 76 | 23.7 | 643 | 615 | 4.6 | 629 | 455 | 38.2 | 2,435 | 2,391 | 1.8 |
| 6 | 1 | * | 182 | 176 | 3.4 | 1 | 40 | (97.5) | 324 | 362 | (10.5) |
| 88 | 75 | 17.3 | 461 | 439 | 5.0 | 628 | 415 | 51.3 | 2,111 | 2,029 | 4.0 |
| 32 | 27 | 18.5 | 168 | 160 | 5.0 | 63 | (2) | * | 602 | 585 | 2.9 |
| 56 | 48 | 16.7 | 293 | 279 | 5.0 | 565 | 417 | 35.5 | 1,509 | 1,444 | 4.5 |
| | | | (9) | (10) | 10.0 | (5) | 50 | * | (14) | 40 | * |
| \$ 56 | \$ 48 | 16.7 | \$ 284 | \$ 269 | 5.6 | \$ 560 | \$ 467 | 19.9 | \$ 1,495 | \$ 1,484 | .7 |
| \$ 1,918 | \$ 1,667 | 15.1% | \$ 6,522 | \$ 6,035 | 8.1% | \$ 161 | \$ 206 | (21.8)% | \$ 75,020 | \$ 66,762 | 12.4% |
| 608 | 658 | (7.6) | | | | 205 | 101 | * | 40,497 | 37,884 | 6.9 |
| 1,309 | 759 | 72.5 | | | | 1 | 1 | | 51,815 | 46,873 | 10.5 |
| | | | 17,384 | 16,416 | 5.9 | | | | 17,384 | 16,416 | 5.9 |
| 1,442 | 1,548 | (6.8) | 678 | 741 | (8.5) | | | | 47,928 | 46,866 | 2.3 |
| 5,277 | 4,632 | 13.9 | 24,584 | 23,192 | 6.0 | 367 | 308 | 19.2 | 232,644 | 214,801 | 8.3 |
| 6 | 15 | (60.0) | 5 | 5 | | 1,747 | 3,275 | (46.7) | 7,836 | 10,385 | (24.5) |
| 5,283 | 4,647 | 13.7 | 24,589 | 23,197 | 6.0 | 2,114 | 3,583 | (41.0) | 240,480 | 225,186 | 6.8 |
| 1,565 | 1,527 | 2.5 | 2,520 | 2,508 | .5 | | | | 9,228 | 9,154 | .8 |
| 164 | 173 | (5.2) | 490 | 585 | (16.2) | | 2 | * | 3,365 | 2,994 | 12.4 |
| 8,327 | 7,501 | 11.0 | 30,913 | 29,402 | 5.1 | 107,027 | 96,473 | 10.9 | 374,769 | 349,589 | 7.2 |
| 15,674 | 13,812 | 13.5 | 711 | 675 | 5.3 | 1,294 | 294 | * | 71,837 | 66,866 | 7.4 |
| 5,363 | 4,680 | 14.6 | 563 | 448 | 25.7 | 1 | 1 | | 52,989 | 48,403 | 9.5 |
| 28,469 | 28,031 | 1.6 | 76 | 54 | 40.7 | 106 | 81 | 30.9 | 95,361 | 87,297 | 9.2 |
| 4,238 | 5,592 | (24.2) | | | | 1,897 | 1,153 | 64.5 | 42,164 | 44,819 | (5.9) |
| 53,744 | 52,115 | 3.1 | 1,350 | 1,177 | 14.7 | 3,298 | 1,529 | * | 262,351 | 247,385 | 6.0 |
| 2,285 | 2,368 | (3.5) | 5,664 | 6,033 | (6.1) | 15,601 | 12,103 | 28.9 | 42,586 | 39,904 | 6.7 |
| Wealth Management and | | | Payment | | | Treasury and | | | Consolidated | | |
| Securities Services | | Percent Change | Services | | Percent Change | Corporate Support | | Percent Change | Company | | Percent Change |
| 2014 | 2013 | | 2014 | 2013 | | 2014 | 2013 | | 2014 | 2013 | |
| \$ 174 | \$ 175 | (.6)% | \$ 829 | \$ 775 | 7.0% | \$ 1,277 | \$ 1,130 | 13.0% | \$ 5,450 | \$ 5,381 | 1.3% |
| 686 | 621 | 10.5 | 1,607 | 1,575 | 2.0 | 454 | 130 | * | 4,547 | 4,430 | 2.6 |
| | | | | | | 5 | 11 | (54.5) | 5 | 11 | (54.5) |
| 860 | 796 | 8.0 | 2,436 | 2,350 | 3.7 | 1,736 | 1,271 | 36.6 | 10,002 | 9,822 | 1.8 |
| 670 | 644 | 4.0 | 1,145 | 1,117 | 2.5 | 500 | 267 | 87.3 | 5,200 | 4,915 | 5.8 |
| 18 | 18 | | 61 | 69 | (11.6) | | | | 97 | 112 | (13.4) |
| 688 | 662 | 3.9 | 1,206 | 1,186 | 1.7 | 500 | 267 | 87.3 | 5,297 | 5,027 | 5.4 |
| 172 | 134 | 28.4 | 1,230 | 1,164 | 5.7 | 1,236 | 1,004 | 23.1 | 4,705 | 4,795 | (1.9) |
| 2 | 1 | * | 383 | 381 | .5 | (5) | 46 | * | 630 | 765 | (17.6) |
| 170 | 133 | 27.8 | 847 | 783 | 8.2 | 1,241 | 958 | 29.5 | 4,075 | 4,030 | 1.1 |
| 62 | 48 | 29.2 | 308 | 285 | 8.1 | 124 | 82 | 51.2 | 1,154 | 1,199 | (3.8) |
| 108 | 85 | 27.1 | 539 | 498 | 8.2 | 1,117 | 876 | 27.5 | 2,921 | 2,831 | 3.2 |
| | | | (18) | (19) | 5.3 | (11) | 100 | * | (29) | 81 | * |
| \$ 108 | \$ 85 | 27.1 | \$ 521 | \$ 479 | 8.8 | \$ 1,106 | \$ 976 | 13.3 | \$ 2,892 | \$ 2,912 | (.7) |

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| | | | | | | | | | | | |
|----------|----------|--------|----------|----------|--------|---------|--------|---------|-----------|-----------|--------|
| \$ 1,881 | \$ 1,642 | 14.6% | \$ 6,261 | \$ 5,948 | 5.3% | \$ 166 | \$ 198 | (16.2)% | \$ 72,939 | \$ 66,034 | 10.5% |
| 613 | 657 | (6.7) | | | | 221 | 103 | * | 40,275 | 37,553 | 7.2 |
| 1,287 | 670 | 92.1 | | | | 1 | 1 | | 51,700 | 45,996 | 12.4 |
| | | | 17,395 | 16,472 | 5.6 | | | | 17,395 | 16,472 | 5.6 |
| 1,457 | 1,551 | (6.1) | 688 | 752 | (8.5) | | | | 47,793 | 47,055 | 1.6 |
| 5,238 | 4,520 | 15.9 | 24,344 | 23,172 | 5.1 | 388 | 302 | 28.5 | 230,102 | 213,110 | 8.0 |
| 6 | 12 | (50.0) | 5 | 5 | | 1,884 | 3,442 | (45.3) | 8,080 | 10,701 | (24.5) |
| 5,244 | 4,532 | 15.7 | 24,349 | 23,177 | 5.1 | 2,272 | 3,744 | (39.3) | 238,182 | 223,811 | 6.4 |
| 1,566 | 1,527 | 2.6 | 2,519 | 2,508 | .4 | | | | 9,216 | 9,154 | .7 |
| 167 | 177 | (5.6) | 499 | 598 | (16.6) | 1 | 2 | (50.0) | 3,403 | 2,917 | 16.7 |
| 8,274 | 7,394 | 11.9 | 30,643 | 29,422 | 4.1 | 104,420 | 98,082 | 6.5 | 369,569 | 350,483 | 5.4 |
| 15,196 | 13,957 | 8.9 | 704 | 683 | 3.1 | 1,271 | 314 | * | 71,333 | 66,634 | 7.1 |
| 5,405 | 4,693 | 15.2 | 551 | 439 | 25.5 | 1 | 1 | | 52,152 | 48,404 | 7.7 |
| 27,782 | 27,466 | 1.2 | 73 | 50 | 46.0 | 104 | 88 | 18.2 | 93,910 | 85,908 | 9.3 |
| 4,202 | 5,775 | (27.2) | | | | 1,773 | 993 | 78.5 | 42,533 | 45,262 | (6.0) |
| 52,585 | 51,891 | 1.3 | 1,328 | 1,172 | 13.3 | 3,149 | 1,396 | * | 259,928 | 246,208 | 5.6 |
| 2,290 | 2,364 | (3.1) | 5,660 | 5,997 | (5.6) | 15,161 | 11,887 | 27.5 | 42,176 | 39,543 | 6.7 |

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Net revenue decreased \$159 million (8.3 percent) in the second quarter and \$393 million (10.2 percent) in the first six months of 2014, compared with the same periods of 2013. Net interest income, on a taxable-equivalent basis, decreased \$66 million (5.8 percent) in the second quarter and \$139 million (6.0 percent) in the first six months of 2014, compared with the same periods of 2013. The decreases in net interest income were primarily due to lower rates and fees on loans, the impact of lower rates on the margin benefit from deposits and lower average loans held for sale balances, partially offset by higher average loan and deposit balances. Noninterest income decreased \$93 million (12.1 percent) in the second quarter and \$254 million (16.4 percent) in the first six months of 2014, compared with the same periods of 2013, primarily the result of lower mortgage origination and sales revenue, partially offset by higher deposit service charges and retail lease revenue.

Noninterest expense increased \$9 million (.8 percent) in the second quarter and decreased \$15 million (.7 percent) in the first six months of 2014, compared with the same periods of 2013, the result of higher compensation and employee benefits expense and higher litigation-related expense, offset by lower mortgage-related incentive compensation, due to lower mortgage portfolio production, and lower FDIC insurance assessments. The provision for credit losses decreased \$62 million (34.1 percent) in the second quarter and \$157 million (38.3 percent) in the first six months of 2014, compared with the same periods of 2013. The decreases were due to lower net charge-offs and favorable changes in the reserve allocation, partially offset by higher loan balances. As a percentage of average loans outstanding on an annualized basis, net charge-offs decreased to .40 percent in the second quarter of 2014, compared with .62 percent in the second quarter of 2013. Nonperforming assets were \$1.4 billion at June 30, 2014, March 31, 2014, and June 30, 2013. Nonperforming assets as a percentage of period-end loans were 1.08 percent at June 30, 2014, 1.15 percent at March 31, 2014, and 1.14 percent at June 30, 2013. Refer to the Corporate Risk Profile section for further information on factors impacting the credit quality of the loan portfolios.

Wealth Management and Securities Services Wealth Management and Securities Services provides private banking, financial advisory services, investment management, retail brokerage services, insurance, trust, custody and fund servicing through five businesses: Wealth Management, Corporate Trust Services, U.S. Bancorp Asset Management, Institutional Trust & Custody and Fund Services. Wealth Management and Securities Services contributed \$56 million of the Company's net income in the second quarter and \$108 million in the first six months of 2014, or increases of \$8 million (16.7 percent) and \$23 million (27.1 percent), respectively, compared with the same periods of 2013. The increases were primarily due to higher net revenue, partially offset by higher noninterest expense.

Net revenue increased \$33 million (8.1 percent) in the second quarter and \$64 million (8.0 percent) in the first six months of 2014, compared with the same periods of 2013. The increases were primarily driven by higher noninterest income of \$29 million (9.1 percent) in the second quarter and \$65 million (10.5 percent) in the first six months of 2014, compared with the same periods of 2013, reflecting the impact of account growth, improved market conditions and business expansion. Net interest income, on a taxable-equivalent basis, increased \$4 million (4.6 percent) in the second quarter of 2014, compared with the second quarter of 2013, principally due to higher average loan and deposit balances.

Noninterest expense increased \$15 million (4.6 percent) in the second quarter and \$26 million (3.9 percent) in the first six months of 2014, compared with the same periods of 2013. The increases in noninterest expense were primarily due to higher compensation and employee benefits expense, including the impact of business expansion.

Payment Services Payment Services includes consumer and business credit cards, stored-value cards, debit cards, corporate and purchasing card services, consumer lines of credit and merchant processing. Payment Services contributed \$284 million of the Company's net income in the second quarter and \$521 million in the first six months of 2014, or increases of \$15 million (5.6 percent) and \$42 million (8.8 percent), respectively, compared with the same periods of 2013. The increases were primarily due to higher net revenue, partially offset by higher noninterest expense and provision for credit losses.

Net revenue increased \$32 million (2.6 percent) in the second quarter and \$86 million (3.7 percent) in the first six months of 2014, compared with the same periods of 2013. Net interest income, on a taxable-equivalent basis, increased \$28 million (7.2 percent) in the second quarter and \$54 million (7.0 percent) in the first six months of 2014, compared with the same periods of 2013, driven by higher average loan balances and improved loan rates. Noninterest income increased \$4 million (.5 percent) in the second quarter and \$32 million (2.0 percent) in the first six months of 2014, compared with the same periods of 2013, primarily due to increases in credit and debit card revenue on higher transaction volumes, and higher merchant processing

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services revenue due to higher volumes and increases in fee-based product revenue. The increases in the second quarter of 2014, compared with the second quarter of 2013, were partially offset by the impact of a small merchant contract termination gain recorded in the second quarter of 2013.

Noninterest expense increased \$4 million (.7 percent) in the second quarter and \$20 million (1.7 percent) in the first six months of 2014, compared with the same periods of 2013, primarily due to higher compensation and employee benefits expenses, including the impact of business initiatives, partially offset by reductions in technology and communications expense and other intangibles expense. The provision for credit losses increased \$6 million (3.4 percent) in the second quarter and \$2 million (.5 percent) in the first six months of 2014, compared with the same periods of 2013. The increase in the second quarter of 2014, compared with the same period of the prior year, was due to an unfavorable change in the reserve allocation, partially offset by lower net charge-offs. The increase in the first six months of 2014, compared with the same period of the prior year, was due to higher net charge-offs, partially offset by a favorable change in the reserve allocation. As a percentage of average loans outstanding, net charge-offs were 3.28 percent in the second quarter of 2014, compared with 3.51 percent in the second quarter of 2013.

Treasury and Corporate Support Treasury and Corporate Support includes the Company's investment portfolios, most covered commercial and commercial real estate loans and related other real estate owned, funding, capital management, interest rate risk management, the net effect of transfer pricing related to average balances, income taxes not allocated to business lines, including most 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 \$560 million in the second quarter and \$1.1 billion in the first six months of 2014, compared with \$467 million and \$976 million in the same periods of 2013, respectively.

Net revenue increased \$337 million (52.8 percent) in the second quarter and \$465 million (36.6 percent) in the first six months of 2014, compared with the same periods of 2013. Net interest income, on a taxable-equivalent basis, increased \$94 million (17.0 percent) in the second quarter and \$147 million (13.0 percent) in the first six months of 2014, compared with the same periods of 2013, principally due to increases in average balances in the investment portfolio and lower rates on short-term borrowings. Noninterest income increased \$249 million in the second quarter and \$324 million in the first six months of 2014, compared with the same periods of 2013, primarily driven by the Visa sale and higher commercial products revenue. In addition, noninterest income was higher in the first six months of 2014, compared with the same period of the prior year, due to higher equity investment revenue.

Noninterest expense increased \$163 million (89.1 percent) in the second quarter and \$233 million (87.3 percent) in the first six months of 2014, compared with the same periods of 2013, principally due to the FHA DOJ settlement, partially offset by decreases in employee benefits expense resulting from lower pension costs, and lower costs related to investments in tax-advantaged projects related to a change in the first quarter of 2014 accounting for affordable housing investments. In addition, other expense for the first six months of 2014 was higher than the first six months of 2013, principally driven by insurance-related recoveries in the prior year.

Income taxes are assessed to each line of business at a managerial tax rate of 36.4 percent with the residual tax expense or benefit to arrive at the consolidated effective tax rate included in Treasury and Corporate Support.

NON-GAAP FINANCIAL MEASURES

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

Tangible common equity to tangible assets,

Tangible common equity to risk-weighted assets,

Common equity tier 1 capital to risk-weighted assets estimated for the Basel III fully implemented standardized approach,

Common equity tier 1 capital to risk-weighted assets estimated for the Basel III fully implemented advanced approaches, and for additional information,

Tier 1 common equity to risk-weighted assets using Basel I definition.

These measures are viewed by management as useful additional methods of reflecting the level of capital available to withstand unexpected market or economic conditions. Additionally, presentation of these measures allows investors, analysts and banking regulators to assess the Company's capital position relative to other financial services companies. These measures differ from currently effective capital ratios defined by banking regulations principally in that the numerator includes unrealized gains and losses related to available-for-sale securities and excludes preferred securities, including preferred stock, the nature and extent of which varies among different financial services companies. These

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measures are not defined in generally accepted accounting principles (GAAP), or are not currently effective or defined in federal banking regulations. As a result, these measures disclosed by the Company may be considered non-GAAP financial measures.

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

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

| (Dollars in Millions) | June 30, 2014 | December 31, 2013 |
|--|------------------|----------------------|
| Total equity | \$ 43,386 | \$ 41,807 |
| Preferred stock | (4,756) | (4,756) |
| Noncontrolling interests | (686) | (694) |
| Goodwill (net of deferred tax liability) (1) | (8,548) | (8,343) |
| Intangible assets, other than mortgage servicing rights | (925) | (849) |
| Tangible common equity (a) | 28,471 | 27,165 |
| Tangible common equity (as calculated above) | 28,471 | 27,165 |
| Adjustments (2) | 224 | 224 |
| Common equity tier 1 capital estimated for the Basel III fully implemented standardized and advanced approaches (b) | 28,695 | 27,389 |
| Tier 1 capital, determined in accordance with prescribed regulatory requirements using Basel I definition | | 33,386 |
| Preferred stock | | (4,756) |
| Noncontrolling interests, less preferred stock not eligible for Tier 1 capital | | (688) |
| Tier 1 common equity using Basel I definition (c) | | 27,942 |
| Total assets | 389,065 | 364,021 |
| Goodwill (net of deferred tax liability) (1) | (8,548) | (8,343) |
| Intangible assets, other than mortgage servicing rights | (925) | (849) |
| Tangible assets (d) | 379,592 | 354,829 |
| Risk-weighted assets, determined in accordance with prescribed regulatory requirements (3)(e) | 309,929 | 297,919 |
| Adjustments (4) | 12,753 | 13,712 |
| Risk-weighted assets estimated for the Basel III fully implemented standardized approach (f) | 322,682 | 311,631 |
| Risk-weighted assets, determined in accordance with prescribed transitional advanced approaches regulatory requirements | 241,929 | |
| Adjustments (5) | 3,383 | |
| Risk-weighted assets estimated for the Basel III fully implemented advanced approaches (g) | 245,312 | |
| Ratios | | |
| Tangible common equity to tangible assets (a)/(d) | 7.5% | 7.7% |
| Tangible common equity to risk-weighted assets (a)/(e) | 9.2 | 9.1 |
| Tier 1 common equity to risk-weighted assets using Basel I definition (c)/(e) | | 9.4 |
| Common equity tier 1 capital to risk-weighted assets estimated for the Basel III fully implemented standardized approach (b)/(f) | 8.9 | 8.8 |
| Common equity tier 1 capital to risk-weighted assets estimated for the Basel III fully implemented advanced approaches (b)/(g) | 11.7 | |

(1) Includes goodwill related to certain investments in unconsolidated financial institutions per prescribed regulatory requirements beginning March 31, 2014.

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

(3) June 30, 2014, calculated under the Basel III transitional standardized approach; December 31, 2013, calculated under Basel I.

(4) Includes higher risk-weighting for unfunded loan commitments, investment securities, residential mortgages, mortgage servicing rights and other adjustments.

(5) Primarily reflects higher risk-weighting for mortgage servicing rights.

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CRITICAL ACCOUNTING POLICIES

The accounting and reporting policies of the Company comply with accounting principles generally accepted in the United States and conform to general practices within the banking industry. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions. The Company's financial position and results of operations can be affected by these estimates and assumptions, which are integral to understanding the Company's financial statements. Critical accounting policies are those policies management believes are the most important to the portrayal of the Company's financial condition and results, and require management to make estimates that are difficult, subjective or complex. Most accounting policies are not considered by management to be critical accounting policies. Those policies considered to be critical accounting policies relate to the allowance for credit losses, fair value estimates, purchased loans and related indemnification assets, MSRs, goodwill and other intangibles and income taxes. Management has discussed the development and the selection of critical accounting policies with the Company's Audit Committee. These accounting policies are discussed in detail in Management's Discussion and Analysis - Critical Accounting Policies and the Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

CONTROLS AND PROCEDURES

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

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

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U.S. Bancorp

Consolidated Balance Sheet

| (Dollars in Millions) | June 30, 2014 (Unaudited) | December 31, 2013 |
|--|---------------------------------|----------------------|
| Assets | | |
| Cash and due from banks | \$ 12,636 | \$ 8,477 |
| Investment securities | | |
| Held-to-maturity (fair value \$41,964 and \$38,368, respectively; including \$528 and \$994 at fair value pledged as collateral, respectively) (a) | 41,995 | 38,920 |
| Available-for-sale (\$149 and \$1,106 pledged as collateral, respectively) (a) | 48,389 | 40,935 |
| Loans held for sale (including \$2,994 and \$3,263 of mortgage loans carried at fair value, respectively) | 3,018 | 3,268 |
| Loans | | |
| Commercial | 77,454 | 70,033 |
| Commercial real estate | 40,797 | 39,885 |
| Residential mortgages | 51,965 | 51,156 |
| Credit card | 17,642 | 18,021 |
| Other retail | 48,568 | 47,678 |
| Total loans, excluding covered loans | 236,426 | 226,773 |
| Covered loans | 7,448 | 8,462 |
| Total loans | 243,874 | 235,235 |
| Less allowance for loan losses | (4,132) | (4,250) |
| Net loans | 239,742 | 230,985 |
| Premises and equipment | 2,614 | 2,606 |
| Goodwill | 9,422 | 9,205 |
| Other intangible assets | 3,337 | 3,529 |
| Other assets (including \$265 and \$111 of trading securities at fair value pledged as collateral, respectively) (a) | 27,912 | 26,096 |
| Total assets | \$ 389,065 | \$ 364,021 |
| Liabilities and Shareholders' Equity | | |
| Deposits | | |
| Noninterest-bearing | \$ 80,266 | \$ 76,941 |
| Interest-bearing | 166,531 | 156,165 |
| Time deposits greater than \$100,000 | 29,465 | 29,017 |
| Total deposits | 276,262 | 262,123 |
| Short-term borrowings | 29,101 | 27,608 |
| Long-term debt | 25,891 | 20,049 |
| Other liabilities | 14,425 | 12,434 |
| Total liabilities | 345,679 | 322,214 |
| Shareholders' equity | | |
| Preferred stock | 4,756 | 4,756 |
| Common stock, par value \$0.01 a share authorized: 4,000,000,000 shares; issued: 6/30/14 and 12/31/13 2,125,725,742 shares | 21 | 21 |
| Capital surplus | 8,264 | 8,216 |
| Retained earnings | 40,573 | 38,667 |
| Less cost of common stock in treasury: 6/30/14 316,910,538 shares; 12/31/13 300,977,274 shares | (10,232) | (9,476) |
| Accumulated other comprehensive income (loss) | (682) | (1,071) |
| Total U.S. Bancorp shareholders' equity | 42,700 | 41,113 |
| Noncontrolling interests | 686 | 694 |
| Total equity | 43,386 | 41,807 |
| Total liabilities and equity | \$ 389,065 | \$ 364,021 |

(a) Includes only collateral pledged by the Company where counterparties have the right to sell or pledge the collateral. See Notes to Consolidated Financial Statements.

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U.S. Bancorp

Consolidated Statement of Income

| (Unaudited) | Three Months Ended | | Six Months Ended | |
|---|--------------------|----------|------------------|----------|
| | June 30, 2014 | 2013 | June 30, 2014 | 2013 |
| (Dollars and Shares in Millions, Except Per Share Data) | | | | |
| Interest Income | | | | |
| Loans | \$ 2,532 | \$ 2,552 | \$ 5,054 | \$ 5,114 |
| Loans held for sale | 24 | 54 | 51 | 126 |
| Investment securities | 461 | 392 | 902 | 802 |
| Other interest income | 30 | 40 | 62 | 107 |
| Total interest income | 3,047 | 3,038 | 6,069 | 6,149 |
| Interest Expense | | | | |
| Deposits | 114 | 144 | 233 | 299 |
| Short-term borrowings | 63 | 87 | 132 | 172 |
| Long-term debt | 181 | 191 | 365 | 409 |
| Total interest expense | 358 | 422 | 730 | 880 |
| Net interest income | 2,689 | 2,616 | 5,339 | 5,269 |
| Provision for credit losses | 324 | 362 | 630 | 765 |
| Net interest income after provision for credit losses | 2,365 | 2,254 | 4,709 | 4,504 |
| Noninterest Income | | | | |
| Credit and debit card revenue | 259 | 244 | 498 | 458 |
| Corporate payment products revenue | 182 | 176 | 355 | 348 |
| Merchant processing services | 384 | 373 | 740 | 720 |
| ATM processing services | 82 | 83 | 160 | 165 |
| Trust and investment management fees | 311 | 284 | 615 | 562 |
| Deposit service charges | 171 | 160 | 328 | 313 |
| Treasury management fees | 140 | 140 | 273 | 274 |
| Commercial products revenue | 221 | 209 | 426 | 409 |
| Mortgage banking revenue | 278 | 396 | 514 | 797 |
| Investment products fees | 47 | 46 | 93 | 87 |
| Securities gains (losses), net | | | | |
| Realized gains (losses), net | 3 | 9 | 8 | 21 |
| Total other-than-temporary impairment | (2) | (2) | (2) | (3) |
| Portion of other-than-temporary impairment recognized in other comprehensive income | (1) | (1) | (1) | (7) |
| Total securities gains (losses), net | | 6 | 5 | 11 |
| Other | 369 | 159 | 545 | 297 |
| Total noninterest income | 2,444 | 2,276 | 4,552 | 4,441 |
| Noninterest Expense | | | | |
| Compensation | 1,125 | 1,098 | 2,240 | 2,180 |
| Employee benefits | 257 | 277 | 546 | 587 |
| Net occupancy and equipment | 241 | 234 | 490 | 469 |
| Professional services | 97 | 91 | 180 | 169 |
| Marketing and business development | 96 | 96 | 175 | 169 |
| Technology and communications | 214 | 214 | 425 | 425 |
| Postage, printing and supplies | 80 | 78 | 161 | 154 |
| Other intangibles | 48 | 55 | 97 | 112 |
| Other | 595 | 414 | 983 | 762 |
| Total noninterest expense | 2,753 | 2,557 | 5,297 | 5,027 |
| Income before income taxes | 2,056 | 1,973 | | |