STATE STREET CORP
Form 10-Q
May 09, 2014
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
Form 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2014

OR

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

For the transition period from to
Commission File No. 001-07511
STATE STREET CORPORATION
(Exact name of registrant as specified in its charter)

Massachusetts	04-2456637
(State or other jurisdiction of incorporation)	(I.R.S. Employer Identification No.)
One Lincoln Street Boston, Massachusetts	02111
(Address of principal executive office)	(Zip Code)

617-786-3000
(Registrant's telephone number, including area code)

_____

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See 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 x	Accelerated filer ¨	Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ¨ No x
The number of shares of the registrant's common stock outstanding as of April 30, 2014 was 430,421,570.

STATE STREET CORPORATION
QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTERLY PERIOD ENDED
MARCH 31, 2014

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION
Table of Contents for Management's Discussion and Analysis of Financial Condition and Results of Operations 3
Management's Discussion and Analysis of Financial Condition and Results of Operations 4
Quantitative and Qualitative Disclosures About Market Risk 60
Controls and Procedures 60
Consolidated Statement of Income (Unaudited) for the three months ended March 31, 2014 and 2013 61
Consolidated Statement of Comprehensive Income (Unaudited) for the three months ended March 31, 2014 and 2013 62
Consolidated Statement of Condition as of March 31, 2014 (Unaudited) and December 31, 2013 63
Consolidated Statement of Changes in Shareholders' Equity (Unaudited) for the three months ended March, 2014 and 2013 64
Consolidated Statement of Cash Flows (Unaudited) for the three months ended March 31, 2014 and 2013 65
Table of Contents for Condensed Notes to Consolidated Financial Statements (Unaudited) 66
Condensed Notes to Consolidated Financial Statements (Unaudited) 67
Review Report of Independent Registered Public Accounting Firm 112
FORM 10-Q PART I CROSS-REFERENCE INDEX 113
PART II. OTHER INFORMATION
Unregistered Sales of Equity Securities and Use of Proceeds 113
Exhibits 114
SIGNATURES 115
EXHIBIT INDEX 116

Table of Contents

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS

TABLE OF CONTENTS

General	4
Forward-Looking Statements	5
Overview of Financial Results	7
Consolidated Results of Operations	10
Total Revenue	10
Fee Revenue	11
Net Interest Revenue	15
Gains (Losses) Related to Investment Securities, Net	18
Expenses	19
Income Tax Expense	22
Line of Business Information	22
Financial Condition	24
Investment Securities	25
Loans and Leases	30
Cross-Border Outstandings	31
Risk Management	32
Credit Risk Management	36
Liquidity Risk Management	38
Operational Risk Management	42
Market Risk Management	44
Trading Activities	44
Asset-and-Liability Management Activities	48
Model Risk Management	51
Business Risk Management	51
Capital	52
Off-Balance Sheet Arrangements	59
Recent Accounting Developments	59

Table of Contents

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GENERAL

State Street Corporation, or the parent company, is a financial holding company headquartered in Boston, Massachusetts. Unless otherwise indicated or unless the context requires otherwise, all references in this Management's Discussion and Analysis to “State Street,” “we,” “us,” “our” or similar terms mean State Street Corporation and its subsidiaries on a consolidated basis. Our principal banking subsidiary is State Street Bank and Trust Company, or State Street Bank. As of March 31, 2014, we had consolidated total assets of $256.66 billion, consolidated total deposits of $194.65 billion, consolidated total shareholders' equity of $21.27 billion and 29,530 employees. With $27.48 trillion of assets under custody and administration and $2.38 trillion of assets under management as of March 31, 2014, we are a leading specialist in meeting the needs of institutional investors worldwide.

We have two lines of business:

Investment Servicing provides services for mutual funds, collective investment funds and other investment pools, corporate and public retirement plans, insurance companies, foundations and endowments worldwide. Products include custody; product- and participant-level accounting; daily pricing and administration; master trust and master custody; record-keeping; cash management; foreign exchange, brokerage and other trading services; securities finance; deposit and short-term investment facilities; loans and lease financing; investment manager and alternative investment manager operations outsourcing; and performance, risk and compliance analytics to support institutional investors.

Investment Management, through State Street Global Advisors, or SSgA, provides a broad array of investment management, investment research and investment advisory services to corporations, public funds and other sophisticated investors. SSgA offers active and passive asset management strategies across equity, fixed-income and cash asset classes. Products are distributed directly and through intermediaries using a variety of investment vehicles, including exchange-traded funds, or ETFs, such as the SPDR® ETF brand.

For financial and other information about our lines of business, refer to “Line of Business Information” included in this Management's Discussion and Analysis and note 16 to the consolidated financial statements included in this Form 10-Q.

This Management's Discussion and Analysis is part of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, and updates the Management's Discussion and Analysis in our Annual Report on Form 10-K for the year ended December 31, 2013, referred to as our 2013 Form 10-K, which we previously filed with the SEC. You should read the financial information contained in this Management's Discussion and Analysis and elsewhere in this Form 10-Q in conjunction with the financial and other information contained in our 2013 Form 10-K. Certain previously reported amounts presented in this Form 10-Q have been reclassified to conform to current-period presentation.

We prepare our consolidated financial statements in conformity with accounting principles generally accepted in the U.S., referred to as GAAP. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions in its application of certain accounting policies that materially affect the reported amounts of assets, liabilities, equity, revenue and expenses.

The significant accounting policies that require us to make judgments, estimates and assumptions that are difficult, subjective or complex about matters that are uncertain and may change in subsequent periods are accounting for fair value measurements; other-than-temporary impairment of investment securities; and impairment of goodwill and other intangible assets. These significant accounting policies require the most subjective or complex judgments, and underlying estimates and assumptions could be subject to revision as new information becomes available. An understanding of the judgments, estimates and assumptions underlying these significant accounting policies is essential in order to understand our reported consolidated results of operations and financial condition.

Additional information about these significant accounting policies is included under “Significant Accounting Estimates” in Management's Discussion and Analysis in our 2013 Form 10-K. We did not change these significant accounting policies in the first quarter of 2014.

Certain financial information provided in this Management's Discussion and Analysis is prepared on both a GAAP, or reported basis, and a non-GAAP, or operating basis, including certain non-GAAP measures used in the calculation of identified regulatory capital ratios. We measure and compare certain financial information on an operating basis, as we believe that this presentation supports meaningful comparisons from period to period and the analysis of comparable financial trends with respect to State

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

Street's normal ongoing business operations. We believe that operating-basis financial information, which reports non-taxable revenue, such as interest revenue associated with tax-exempt investment securities, on a fully taxable-equivalent basis, facilitates an investor's understanding and analysis of State Street's underlying financial performance and trends in addition to financial information prepared and reported in conformity with GAAP.
We also believe that the use of certain non-GAAP measures in the calculation of identified regulatory capital ratios is useful in understanding State Street's capital position and is of interest to investors. Operating-basis financial information should be considered in addition to, not as a substitute for or superior to, financial information prepared in conformity with GAAP. Any non-GAAP, or operating-basis, financial information presented in this Management's Discussion and Analysis is reconciled to its most directly comparable GAAP-basis measure.
We provide additional disclosures required by applicable bank regulatory standards, including supplemental qualitative and quantitative information with respect to market risk associated with our trading activities, and summary results of semi-annual State Street-run stress tests which we conduct under the Dodd-Frank Wall Street Reform and Consumer Protection Act, or Dodd-Frank Act, on the "Investor Relations" section of our website at www.statestreet.com.

FORWARD-LOOKING STATEMENTS

This Form 10-Q, as well as other reports submitted by us under the Securities Exchange Act of 1934, registration statements filed by us under the Securities Act of 1933, our annual report to shareholders and other public statements we may make, contain statements (including statements in this Management's Discussion and Analysis) that are considered "forward-looking statements" within the meaning of U.S. securities laws, including statements about our goals and expectations regarding our business, financial and capital condition, results of operations, strategies, financial portfolio performance, dividend and stock purchase programs, market growth, acquisitions, joint ventures and divestitures and new technologies, services and opportunities, as well as regarding industry, regulatory, economic and market trends, initiatives and developments, the business environment and other matters that do not relate strictly to historical facts.
Terminology such as "plan," "expect," "intend," "objective," "forecast," "outlook," "believe," "anticipate," "estimate," "seek," "trend," "target," "strategy" and "goal," or similar statements or variations of such terms, are intended to identify

forward-looking statements, although not all forward-looking statements contain such terms.
Forward-looking statements are subject to various risks and uncertainties, which change over time, are based on management's expectations and assumptions at the time the statements are made, and are not guarantees of future results. Management's expectations and assumptions, and the continued validity of the forward-looking statements, are subject to change due to a broad range of factors affecting the national and global economies, the equity, debt, currency and other financial markets, as well as factors specific to State Street and its subsidiaries, including State Street Bank. Factors that could cause changes in the expectations or assumptions on which forward-looking statements are based cannot be foreseen with certainty and include, but are not limited to:

- the financial strength and continuing viability of the counterparties with which we or our clients do business and to which we have investment, credit or financial exposure, including, for example, the direct and indirect effects on counterparties of the sovereign-debt risks in the U.S., Europe and other regions;
- increases in the volatility of, or declines in the level of, our net interest revenue, changes in the composition or valuation of the assets recorded in our consolidated statement of condition (and our ability to measure the fair value of investment securities) and the possibility that we may change the manner in which we fund those assets;
- the liquidity of the U.S. and international securities markets, particularly the markets for fixed-income securities and inter-bank credits, and the liquidity requirements of our clients;
- the level and volatility of interest rates and the performance and volatility of securities, credit, currency and other markets in the U.S. and internationally;
- the credit quality, credit-agency ratings and fair values of the securities in our investment securities portfolio, a deterioration or downgrade of which could lead to other-than-temporary impairment of the respective securities and

the recognition of an impairment loss in our consolidated statement of income;

- our ability to attract deposits and other low-cost, short-term funding, and our ability to deploy deposits in a profitable manner consistent with our liquidity requirements and risk profile;

Table of Contents

- the manner and timing with which the Federal Reserve and other U.S. and foreign regulators implement the Dodd-Frank Act, changes to the Basel III capital framework and European legislation, such as the Alternative Investment Fund Managers Directive and Undertakings for Collective Investment in Transferable Securities Directives, with respect to the levels of regulatory capital we must maintain, our credit exposure to third parties, margin requirements applicable to derivatives, banking and financial activities and other regulatory initiatives in the U.S. and internationally, including regulatory developments that result in changes to our structure or operating model, increased costs or other changes to how we provide services;
- adverse changes in the regulatory capital ratios that we are required or will be required to meet, whether arising under the Dodd-Frank Act or the Basel III capital and liquidity standards, or due to changes in regulatory positions, practices or regulations in jurisdictions in which we engage in banking activities, including changes in internal or external data, formulae, models, assumptions or other advanced systems used in the calculation of our capital ratios that cause changes in those ratios as they are measured from period to period;
- increasing requirements to obtain the prior approval of the Federal Reserve or our other regulators for the use, allocation or distribution of our capital or other specific capital actions or programs, including acquisitions, dividends and equity purchases, without which our growth plans, distributions to shareholders, equity purchase programs or other capital initiatives may be restricted;
- changes in law or regulation, or the enforcement of law or regulation, that may adversely affect our business activities or those of our clients or our counterparties, and the products or services that we sell, including additional or increased taxes or assessments thereon, capital adequacy requirements, margin requirements and changes that expose us to risks related to the adequacy of our controls or compliance programs;
- financial market disruptions or economic recession, whether in the U.S., Europe, Asia or other regions;
- our ability to promote a strong culture of risk management, operating controls, compliance oversight and governance that meet our

expectations and those of our clients and our regulators;

- the results of, and costs associated with, governmental or regulatory inquiries and investigations, litigation and similar claims, disputes, or proceedings;
- delays or difficulties in the execution of our previously announced Business Operations and Information Technology Transformation program, which could lead to changes in our estimates of the charges, expenses or savings associated with the planned program and may cause volatility of our earnings;
- the potential for losses arising from our investments in sponsored investment funds;
- the possibility that our clients will incur substantial losses in investment pools for which we act as agent, and the possibility of significant reductions in the liquidity or valuation of assets underlying those pools;
- our ability to anticipate and manage the level and timing of redemptions and withdrawals from our collateral pools and other collective investment products;
- the credit agency ratings of our debt and depository obligations and investor and client perceptions of our financial strength;
- adverse publicity, whether specific to State Street or regarding other industry participants or industry-wide factors, or other reputational harm;
- our ability to control operational risks, data security breach risks and outsourcing risks, and our ability to protect our intellectual property rights, the possibility of errors in the quantitative models we use to manage our business and the possibility that our controls will prove insufficient, fail or be circumvented;
- dependencies on information technology and our ability to control related risks, including cyber-crime and other threats to our information technology infrastructure and systems and their effective operation both independently and with external systems, and complexities and costs of protecting the security of our systems and data;
- our ability to grow revenue, control expenses, attract and retain highly skilled people and raise the capital necessary to achieve our business goals and comply with regulatory requirements;

- changes or potential changes to the competitive environment, including changes due to regulatory and technological changes, the effects of industry consolidation and perceptions of State Street as a suitable service provider or counterparty;

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

- changes or potential changes in how and in what amounts clients compensate us for our services, and the mix of services provided by us that clients choose;
- our ability to complete acquisitions, joint ventures and divestitures, including the ability to obtain regulatory approvals, the ability to arrange financing as required and the ability to satisfy closing conditions;
- the risks that our acquired businesses and joint ventures will not achieve their anticipated financial and operational benefits or will not be integrated successfully, or that the integration will take longer than anticipated, that expected synergies will not be achieved or unexpected negative synergies will be experienced, that client and deposit retention goals will not be met, that other regulatory or operational challenges will be experienced, and that disruptions from the transaction will harm our relationships with our clients, our employees or regulators;
- our ability to recognize emerging needs of our clients and to develop products that are responsive to such trends and profitable to us, the performance of and demand for the products and services we offer, and the potential for new products and services to impose additional costs on us and expose us to increased operational risk;
- changes in accounting standards and practices; and
- changes in tax legislation and in the interpretation of existing tax laws by U.S. and non-U.S. tax authorities that affect the amount of taxes due.

Actual outcomes and results may differ materially from what is expressed in our forward-looking statements and from our historical financial results due to the factors discussed in this section and elsewhere in this Form 10-Q or disclosed in our other SEC filings, including the risk factors discussed in our 2013 Form 10-K. Forward-looking statements in this Form 10-Q should not be relied on as representing our expectations or beliefs as of any date subsequent to the time this Form 10-Q is filed with the SEC. We undertake no obligation to revise our forward-looking statements after the time they are made. The factors discussed above are not intended to be a complete statement of all risks and uncertainties that may affect our businesses. We cannot anticipate all developments that may adversely affect our business or operations or our consolidated results of operations or financial condition.

Forward-looking statements should not be viewed as predictions, and should not be the primary basis on which investors evaluate State Street. Any investor in State Street should consider all risks and uncertainties disclosed in our SEC filings, including our filings under the Securities Exchange Act of 1934, in particular our annual reports on Form 10-K, our quarterly reports on Form 10-Q and our current reports on Form 8-K, or registration statements filed under the Securities Act of 1933, all of which are accessible on the SEC's website at www.sec.gov or on the "Investor Relations" section of our website at www.statestreet.com.

OVERVIEW OF FINANCIAL RESULTS

The following table presents our financial results for the quarters ended March 31, 2014 and 2013:

	Quarters Ended March 31,		
(Dollars in millions, except per share amounts)	2014	2013	% Change
Total fee revenue	$1,924	$1,857	4 %
Net interest revenue	555	576	(4)
Gains (losses) related to investment securities, net	6	2	
Total revenue	2,485	2,435	2
Provision for loan losses	2	—	
Total expenses	2,028	1,826	11
Income before income tax expense	455	609	(25)
Income tax expense	92	145	
Net income	$363	$464	(22)
Adjustments to net income:			
Dividends on preferred stock	(6)	(7)	
Earnings allocated to participating securities	(1)	(2)	
Net income available to common shareholders	$356	$455	

Earnings per common share:					
Basic	$.83		$1.00		
Diluted	.81		.98	(17	)
Average common shares outstanding (in thousands):					
Basic	430,621		454,315		
Diluted	438,815		462,751		
Cash dividends declared per common share	$.26		$.26		
Return on average common equity	7.2	%	9.1	%	

The following “Highlights” and “Financial Results” sections provide information related to significant events, as well as highlights of our consolidated financial results for the first quarter of 2014 presented in the preceding table. More detailed information about our consolidated financial results, including comparisons of our results for the first quarter of 2014 to those for the first quarter of 2013,

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

is provided under "Consolidated Results of Operations," which follows these sections.

Highlights

- In March 2014, we received the results of the Federal Reserve's review of our 2014 capital plan in connection with its annual Comprehensive Capital Analysis and Review, or CCAR, process. The Federal Reserve did not object to the capital actions we proposed, and, in March 2014, our Board of Directors approved a new common stock purchase program authorizing the purchase of up to $1.70 billion of our common stock through March 31, 2015. We did not purchase any of our common stock under this new program in the first quarter of 2014.
- In the first quarter of 2014, we completed the $2.10 billion common stock purchase program authorized by the Board in March 2013 by purchasing approximately 6.1 million shares of our common stock, at an average price of $69.14 per share and an aggregate cost of approximately $420 million.
- In the first quarter of 2014, we declared a quarterly common stock dividend of $0.26 per share, totaling approximately $112 million, which was paid in April 2014.
- Our 2014 capital plan includes a proposed increase in our second-quarter 2014 common stock dividend to $0.30 per share, subject to consideration and approval by the Board at its scheduled meeting in May.

Additional information about our common stock purchase program and our common stock dividends is provided under "Financial Condition – Capital" in this Management's Discussion and Analysis. Information about our common stock purchase program is also provided in Part II Item 2, "Unregistered Sales of Equity Securities and Use of Proceeds," included in this Form 10-Q.

- In February 2014, we issued 30 million depositary shares, each representing a 1/4,000th ownership interest in a share of State Street's fixed-to-floating-rate non-cumulative perpetual preferred stock, Series D, without par value, with a liquidation preference of $100,000 per share (equivalent to $25 per depositary share), in a public offering. The aggregate proceeds from the offering, net of underwriting discounts, commissions and other issuance costs, were approximately $742 million.

- In the first quarter of 2014, in connection with the realignment of our cost base, we recorded $72 million of severance costs associated with staff reductions. Additional information about these costs is provided under "Consolidated Results of Operations - Expenses" in this Management's Discussion and Analysis, and in note 14 to the consolidated financial statements, included in this Form 10-Q.
- In January 2014, we entered into a settlement agreement with the U.K. Financial Conduct Authority as a result of our having charged six clients of our U.K. transition management business amounts in excess of the underlying contractual terms in 2010 and 2011. We agreed to and paid a fine of approximately $38 million in January 2014, which we accrued as of December 31, 2013.
- In the first quarter of 2014, we recorded additional pre-tax costs in connection with our transition management business of approximately $13 million, mainly composed of securities processing costs net of accrual adjustments.

Additional information about transition management is provided under "Legal and Regulatory Matters" in note 8 to the consolidated financial statements included in this Form 10-Q.

Financial Results

- Total revenue in the first quarter of 2014 increased 2% compared to the first quarter of 2013, as a 6% increase in aggregate servicing fee and management fee revenue and a 9% increase in securities finance revenue were partly offset by declines in trading services revenue and net interest revenue of 15% and 4%, respectively.
- Servicing fee revenue in the first quarter of 2014 increased 5% compared to the first quarter of 2013, mainly the result of stronger global equity markets and the revenue impact of net new business installed. Servicing fees generated outside the U.S. in the first quarter of 2014 and the first quarter of 2013 were approximately 42% and 41%, respectively, of total servicing fees for those periods.
- Management fee revenue increased 11% in the first quarter of 2014 compared to the first quarter of 2013, primarily the result of stronger global equity markets. Management fees generated outside the U.S. in the first quarter of 2014 and the first quarter of 2013 were approximately 36% and 37%,

8

Table of Contents

respectively, of total management fees for those periods.

- In the first quarter of 2014, trading services revenue, composed of revenue generated by foreign exchange trading and revenue from brokerage and other trading services, declined 15% compared to the first quarter of 2013. Revenue from foreign exchange trading declined 8%, with estimated indirect foreign exchange revenue down 3% and direct sales and trading foreign exchange revenue down 12%, from the first quarter of 2013. Both declines were mainly the result of lower volatility, partly offset by higher client volumes. Brokerage and other trading services revenue in the first quarter of 2014 declined 22% compared to the first quarter of 2013, primarily reflective of lower client volumes in electronic trading and the impact of lower distribution fees associated with the SPDR® Gold ETF, which resulted from lower average gold prices and net outflows from the SPDR® Gold ETF.
- Securities finance revenue increased 9% in the first quarter of 2014 compared to the first quarter of 2013, reflective of growth in revenue earned in connection with principal securities finance transactions, which we refer to as our enhanced custody business.
- Net interest revenue in the first quarter of 2014 declined 4% compared to the first quarter of 2013, generally the result of lower yields on interest-earning assets, as lower global interest rates affected revenue from floating-rate assets, net of the benefit of those rates on interest expense.

Net interest margin, calculated on fully taxable-equivalent net interest revenue, declined 8 basis points to 1.30% in the first quarter of 2014 from 1.38% in the first quarter of 2013. Continued elevated levels of client deposits increased our average interest-earning assets, but negatively affected our net interest margin, as we placed a portion of these deposits with U.S. and non-U.S. central banks and earned the relatively low interest rates paid by the central banks on these balances.

Fully taxable-equivalent net interest revenue and net interest margin are discussed in more detail under "Consolidated Results of Operations - Net Interest Revenue" in this Management's Discussion and Analysis.

- Total expenses in the first quarter of 2014 increased 11% compared to the first quarter

of 2013. Compensation and employee benefits expenses increased 12%, primarily due to the above-described severance costs of $72 million, higher incentive compensation, and costs for additional staffing related to the installation of new business and added regulatory and compliance requirements. Compensation and employee benefits expenses in the first quarter of 2014 and the first quarter of 2013 included approximately $146 million and $118 million, respectively, associated with seasonal deferred incentive compensation expense for retirement-eligible employees and payroll taxes.

These aggregate increases were partly offset by savings generated from the implementation of our Business Operations and Information Technology Transformation program.

- Information systems and communications expenses increased 3% compared to the first quarter of 2013, primarily in connection with the planned transition of certain functions to third-party service providers in connection with the implementation of our Business Operations and Information Technology Transformation program, and costs to support new business. Transaction processing services expenses were higher by 6%, primarily the result of higher equity market values and higher transaction volumes in the investment servicing business.
- Other expenses increased 18% in the first quarter of 2014 compared to the first quarter of 2013, primarily the result of a higher level of professional services associated with regulatory compliance, as well as securities processing costs associated with our transition management business.
- We expect continued evolving and increasing regulatory and compliance requirements to influence our expenses by, for example, increasing our employee compensation and benefits, information systems and other expenses, as we further adjust our operations and systems in response to new or proposed requirements.
- With respect to our Business Operations and Information Technology Transformation program, we expect to achieve additional pre-tax expense savings for full-year 2014 of approximately $130 million. These pre-tax expense savings relate only to the Business Operations and Information Technology Transformation program and are based on projected improvement from our total 2010

9

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

expenses from operations, all else being equal. Our actual total expenses have increased since 2010, and may in the future increase or decrease, due to other factors.

Additional information with respect to our expenses, including our Business Operations and Information Technology Transformation program, is provided under "Consolidated Results of Operations - Expenses" in this Management's Discussion and Analysis.

- In the first quarter of 2014, we secured an estimated $189 billion of new business in assets to be serviced; of the total, $125 billion was installed prior to March 31, 2014, with the remaining $64 billion expected to be installed in the remainder of 2014. We also installed approximately $77 billion of new asset servicing business in the first quarter of 2014 that we were awarded in prior periods. As of March 31, 2014, we had an estimated $136 billion of new business in assets to be serviced, including the $64 billion referenced above, that remained to be installed in future periods. New business in assets to be serviced includes assets for which we have been instructed by existing clients to provide additional services, as well as assets from new clients.

The new business not installed by March 31, 2014 was not included in our assets under custody and administration as of that date, and had no impact on our servicing fee revenue in the first quarter of 2014, as the assets are not included until their installation is complete and we begin to service them. Once installed, the assets generate servicing fee revenue in subsequent periods in which the assets are serviced.

With respect to these new assets, we will provide various services, including accounting, bank loan servicing, compliance reporting and monitoring, custody, depository banking services, foreign exchange, fund administration, hedge fund servicing, middle-office outsourcing, performance and analytics, private equity administration, real estate administration, securities finance, transfer agency, and wealth management services.

- In the first quarter of 2014, SSgA had approximately $4 billion of net new business in assets to be managed, composed primarily of $35 billion of net inflows, substantially into managed cash, partly offset by net outflows of $31 billion from ETF and institutional

products. Outflows were primarily from passive equity funds.

An additional $21 billion of new business awarded to SSgA but not installed by March 31, 2014 was not included in our assets under management as of that date, and had no impact on our management fee revenue for the first quarter of 2014, as the assets are not included until their installation is complete and we begin to manage them. Once installed, the assets generate management fee revenue in subsequent periods in which the assets are managed.

CONSOLIDATED RESULTS OF OPERATIONS

This section discusses our consolidated results of operations for the first quarter of 2014 compared to the first quarter of 2013 in more detail, and should be read in conjunction with the consolidated financial statements and accompanying condensed notes included in this Form 10-Q.

Total Revenue

Additional information with respect to the sources of our revenue, the products and activities that generate it, and the factors that influence the levels of revenue generated during any period is provided under "Consolidated Results of Operations – Total Revenue" in Management's Discussion and Analysis included in our 2013 Form 10-K.

The following table presents the components of total revenue for the periods indicated:

	Quarters Ended March 31,			
(Dollars in millions)	2014	2013	% Change	
Fee revenue:				
Servicing fees	$1,238	$1,175	5	%
Management fees	292	263	11	
Trading services:				
Foreign exchange trading	134	146	(8	)
Brokerage and other trading services	105	135	(22	)
Total trading services	239	281	(15	)

Securities finance	85	78	9
Processing fees and other	70	60	17
Total fee revenue	1,924	1,857	4
Net interest revenue:			
Interest revenue	655	687	(5)
Interest expense	100	111	(10)
Net interest revenue	555	576	(4)
Gains (losses) related to investment securities, net	6	2	
Total revenue	$2,485	$2,435	2

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

Fee Revenue

Servicing and management fees collectively composed approximately 80% of our total fee revenue in the first quarter of 2014, compared to 77% in the first quarter of 2013. The level of these fees is influenced by several factors, including the mix and volume of our assets under custody and administration and our assets under management, the value and type of securities positions held (with respect to assets under custody) and the volume of portfolio transactions, and the types of products and services used by our clients, and is generally affected by changes in worldwide equity and fixed-income security valuations and trends in market asset class preferences.

Generally, servicing fees are affected by changes in daily average valuations of assets under custody and administration. Additional factors, such as the relative mix of assets serviced, the level of transaction volumes, changes in service level, the nature of services provided, balance credits, client minimum balances, pricing concessions and other factors, may have a significant effect on our servicing fee revenue.

Generally, management fees are affected by changes in month-end valuations of assets under management. Management fees for certain components of managed assets, such as ETFs, are affected by daily average valuations of assets under management. Management fee revenue is more sensitive to market valuations than servicing fee revenue, since a higher proportion of the underlying services provided, and the associated management fees earned, are dependent on equity and fixed-income security valuations. Additional factors, such as the relative mix of assets managed, changes in service level and other factors, may have a significant effect on our management fee revenue.

While certain management fees are directly determined by the values of assets under management and the investment strategies employed, management fees may reflect other factors as well, including performance fee arrangements, discussed later in this section, as well as our relationship pricing for clients using multiple services.

Asset-based management fees for actively managed products are generally charged at a higher percentage of assets under management than for passive products. Actively-managed products may also involve performance fee arrangements. Performance fees are generated when the performance of certain managed funds exceeds benchmarks specified in the management agreements. Generally, we experience more volatility with performance fees than with more traditional management fees.

In light of the above, we estimate, using relevant information as of March 31, 2014 and assuming that all other factors remain constant, that: (1) a 10% increase or decrease, over the relevant periods for or on which our servicing and management fees are calculated, in worldwide equity valuations would result in a corresponding change in our total revenue of approximately 2%; and (2) a 10% increase or decrease, over the relevant periods for or on which our servicing and management fees are calculated, in worldwide fixed-income security valuations would result in a corresponding change in our total revenue of approximately 1%.

The following table presents selected equity market indices. While the specific indices presented are indicative of general market trends, the asset types and classes relevant to individual client portfolios can and do differ, and the performance of associated relevant indices can therefore differ from the performance of the indices presented. Daily averages and the averages of month-end indices demonstrate worldwide changes in equity markets that affect our servicing and management fee revenue. Quarter-end indices affect the values of assets under custody and administration and assets under management as of those dates. The index names listed in the table are service marks of their respective owners.

INDEX	Daily Averages of Indices Quarters Ended March 31,			Averages of Month-End Indices Quarters Ended March 31,			Quarter-End Indices As of March 31,		
	2014	2013	% Change	2014	2013	% Change	2014	2013	% Change
S&P 500®	1,835	1,514	21 %	1,838	1,527	20 %	1,872	1,569	19 %

NASDAQ®	4,210	3,176	33	4,204	3,190	32	4,199	3,268	28
MSCI EAFE®	1,894	1,668	14	1,896	1,676	13	1,916	1,674	14

Table of Contents

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

The following table presents the components of fee revenue for the periods indicated:

FEE REVENUE

	Quarters Ended March 31,			
(Dollars in millions)	2014	2013	% Change	
Servicing fees	$1,238	$1,175	5	%
Management fees	292	263	11	
Trading services:				
Foreign exchange trading	134	146	(8	)
Brokerage and other trading services	105	135	(22	)
Total trading services	239	281	(15	)
Securities finance	85	78	9	
Processing fees and other	70	60	17	
Total fee revenue	$1,924	$1,857	4	

Servicing Fees

Servicing fees in the first quarter of 2014 increased 5% compared to the first quarter of 2013, primarily as a result of stronger global equity markets and the revenue impact of net new business installed. In the first quarter of 2014 and the first quarter of 2013, servicing fees generated outside the U.S. were approximately 42% and 41%, respectively, of total servicing fees.

The following tables present the components, financial instrument mix and geographic mix of assets under custody and administration, as of the dates indicated:

COMPONENTS OF ASSETS UNDER CUSTODY AND ADMINISTRATION

(In billions)	March 31, 2014	December 31, 2013	March 31, 2013
Mutual funds	$6,908	$6,811	$6,275
Collective funds	6,637	6,428	5,753
Pension products[1]	5,472	5,851	5,331
Insurance and other products	8,460	8,337	8,063
Total	$27,477	$27,427	$25,422

[1] Decline as of March 31, 2014 compared to December 31, 2013 resulted primarily from the loss of assets serviced referenced later in this "Servicing Fees" section.

FINANCIAL INSTRUMENT MIX OF ASSETS UNDER CUSTODY AND ADMINISTRATION

(In billions)	March 31, 2014	December 31, 2013	March 31, 2013
Equities	$15,040	$15,050	$13,095
Fixed-income	9,053	9,072	9,069
Short-term and other investments	3,384	3,305	3,258
Total	$27,477	$27,427	$25,422

GEOGRAPHIC MIX OF ASSETS UNDER CUSTODY AND ADMINISTRATION[1]

(In billions)	March 31, 2014	December 31, 2013	March 31, 2013
North America	$20,540	$20,764	$19,234
Europe/Middle East/Africa	5,704	5,511	5,060
Asia/Pacific	1,233	1,152	1,128
Total	$27,477	$27,427	$25,422

[1] Geographic mix is based on the location at which the assets are serviced.

The increase in total assets under custody and administration as of March 31, 2014 compared to December 31, 2013 and compared to March 31, 2013 primarily resulted from stronger global equity markets and net shareholder

subscriptions, partly offset by net losses of assets serviced. Asset levels as of March 31, 2014 did not reflect $136 billion of new business in assets to be serviced awarded to us in the first quarter of 2014 and prior periods but not installed prior to March 31, 2014. This new business will be reflected in assets under custody and administration in future periods after installation, and will generate servicing fee revenue in subsequent periods.

The value of assets under custody and administration is a broad measure of the relative size of various markets served. Changes in the values of assets under custody and administration from period to period do not necessarily result in proportional changes in our servicing fee revenue.

Management Fees

Management fees in the first quarter of 2014 increased 11% compared to the first quarter of 2013 primarily the result of stronger global equity markets. Management fees generated outside the U.S. were approximately 36% of total management fees for the first quarter of 2014 compared to 37% for the first quarter of 2013.

Table of Contents

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

The following tables present assets under management by asset class and investment approach, ETFs by asset class, and the geographic mix of assets under management, as of the dates indicated:

ASSETS UNDER MANAGEMENT BY ASSET CLASS AND INVESTMENT APPROACH[1]

(In billions)	March 31, 2014	December 31, 2013	March 31, 2013
Equity:			
Active	$42	$42	$45
Passive	1,323	1,334	1,134
Total Equity	1,365	1,376	1,179
Fixed-Income:			
Active	16	16	16
Passive	320	311	325
Total Fixed-Income	336	327	341
Cash[2]	419	385	383
Multi-Asset-Class Solutions:			
Active	25	23	23
Passive	108	110	99
Total Multi-Asset-Class Solutions	133	133	122
Alternative Investments[3]:			
Active	16	14	12
Passive	112	110	139
Total Alternative Investments	128	124	151
Total	$2,381	$2,345	$2,176

[1] As of December 31, 2013, the presentation was changed to align with the reporting of core businesses. Amounts reported as of March 31, 2013 have been adjusted for comparative purposes.
[2] Includes both floating- and constant-net-asset-value portfolios held in commingled structures or separate accounts.
[3] Includes real estate investment trusts, currency and commodities, including SPDR® Gold Fund, for which State Street is not the investment manager, but acts as distribution agent.

EXCHANGE-TRADED FUNDS BY ASSET CLASS[1][2]

(In billions)	March 31, 2014	December 31, 2013	March 31, 2013
Alternative Investments	$42	$39	$70
Cash	1	1	1
Equity	308	325	251
Fixed-income	36	34	32
Total Exchange-Traded Funds	$387	$399	$354

[1] Exchange-traded funds are a component of assets under management presented in the preceding table.
[2] Includes SPDR® Gold Fund, for which State Street is not the investment manager, but acts as distribution agent.

GEOGRAPHIC MIX OF ASSETS UNDER MANAGEMENT[1]

(In billions)	March 31, 2014	December 31, 2013	March 31, 2013
North America	$1,480	$1,456	$1,362
Europe/Middle East/Africa	562	560	499
Asia/Pacific	339	329	315
Total	$2,381	$2,345	$2,176

(1) Geographic mix is based on client location or fund management location. Amounts reported as of March 31, 2013 were adjusted for comparative purposes to reflect realignment of reporting.

The increase in total assets under management as of March 31, 2014 compared to December 31, 2013 resulted from stronger global equity markets and net new business installed, as presented in the following table. The net new business of approximately $4 billion was primarily composed of $35 billion of net inflows, substantially into managed cash, partly offset by net outflows of $31 billion from ETF and institutional products. Outflows were primarily from passive equity funds.

The following table presents activity in assets under management for the twelve months ended March 31, 2014:

ASSETS UNDER MANAGEMENT (In billions)	
March 31, 2013	$2,176
Net lost business	(10)
Market appreciation	179
December 31, 2013	2,345
Net new business	4
Market appreciation	32
March 31, 2014	$2,381

The net new business of $4 billion for 2014 presented in the preceding table did not include $21 billion of new asset management business, substantially all of which was awarded to SSgA in the first quarter of 2014 but not installed prior to March 31, 2014. This new business will be reflected in assets under management in future periods after installation, and will generate management fee revenue in subsequent periods.

Total assets under management as of March 31, 2014 included managed assets lost but not yet liquidated. Lost business occurs from time to time and it is difficult to predict the timing of client behavior in transitioning these assets. This timing can vary significantly.

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

Trading Services

The following table summarizes the components of trading services revenue for the periods indicated:

	Quarters Ended March 31,			
(Dollars in millions)	2014	2013	% Change	
Foreign exchange trading:				
Direct sales and trading	$71	$81	(12	)%
Indirect foreign exchange trading	63	65	(3	)
Total foreign exchange trading	134	146	(8	)
Brokerage and other trading services:				
Electronic foreign exchange trading	53	64	(17	)
Other trading, transition management and brokerage	52	71	(27	)
Total brokerage and other trading services	105	135	(22	)
Total trading services revenue	$239	$281	(15	)

Trading services revenue is composed of revenue generated by foreign exchange, or FX, trading, as well as revenue generated by brokerage and other trading services. We earn FX trading revenue by acting as a principal market maker. We offer a range of FX products, services and execution models. Most of our FX products and execution services can be grouped into three broad categories, which are further explained below: "direct sales and trading FX," "indirect FX" and "electronic FX trading." With respect to electronic FX trading, we provide an execution venue but do not act as agent or principal.

We also offer a range of brokerage and other trading products tailored specifically to meet the needs of the global pension community, including transition management and commission recapture. In addition, we act as distribution agent for the SPDR® Gold ETF. These products and services are generally differentiated by our role as an agent of the institutional investor. Revenue earned from these brokerage and other trading products and services is recorded in other trading, transition management and brokerage revenue within brokerage and other trading services revenue.

FX trading revenue is influenced by three principal factors: the volume and type of client FX transactions and related spreads; currency volatility; and the management of market risk associated with currencies and interest rates. Revenue earned from direct sales and trading FX and indirect FX is recorded in FX trading revenue. Revenue earned from electronic FX trading is recorded in brokerage and other trading services revenue.

The 15% decrease in total trading services revenue for the first quarter of 2014 compared to the first quarter of 2013, composed of separate changes related to FX trading and brokerage and other trading services, is explained below.

Total FX trading revenue declined 8% in the first quarter of 2014 compared to the first quarter of 2013, primarily the result of lower currency volatility and spreads, partly offset by higher client volumes.

We enter into FX transactions with clients and investment managers that contact our trading desk directly. These trades are all executed at negotiated rates. We refer to this activity, and our principal market-making activities, as "direct sales and trading FX." Alternatively, clients or their investment managers may elect to route FX transactions to our FX desk through our asset-servicing operation; we refer to this activity as "indirect FX." We execute indirect FX trades as a principal at rates disclosed to our clients. We calculate revenue for indirect FX using an attribution methodology based on estimated effective mark-ups/downs and observed client volumes. All other FX trading revenue, other than this indirect FX revenue estimate, is considered by us to be direct sales and trading FX revenue.

Our clients that utilize indirect FX can, in addition to executing their FX transactions through dealers not affiliated with us, transition from indirect FX to either direct sales and trading FX execution, including our "Street FX" service that enables our clients to define their FX execution strategy and automate the FX trade execution process, in which State Street continues to act as a principal market maker, or to one of our electronic trading platforms.

In the first quarter of 2014, our estimated indirect FX revenue declined 3% compared to the first quarter of 2013, and our direct sales and trading FX revenue declined 12%. The decline in estimated indirect FX revenue mainly resulted from lower client volumes and currency volatility. The decline in direct FX revenue mainly resulted from lower currency volatility, partly offset by higher client volumes.

We continue to expect that some clients may choose, over time, to reduce their level of indirect FX transactions in favor of other execution methods, including either direct FX transactions or electronic FX trading which we provide. To the extent that clients shift to other execution methods that we provide, our FX trading revenue may decrease, even if volumes remain consistent.

Total brokerage and other trading services revenue declined 22% in the first quarter of 2014 compared to the first quarter of 2013. Our clients may choose to execute FX transactions through one

Table of Contents

of our electronic trading platforms. This service generates revenue through a "click" fee. Revenue from such electronic FX trading declined 17% compared to the first quarter of 2013, mainly due to declines in client volumes.

Other trading, transition management and brokerage revenue declined 27% in the first quarter of 2014 compared to the first quarter of 2013. The decrease mainly resulted from a decline in distribution fees associated with the SPDR® Gold ETF, which resulted from lower average gold prices and net outflows from the SPDR® Gold ETF, partially offset by a slight increase in transition management revenue. With respect to the SPDR® Gold ETF, fees earned by us as distribution agent are recorded in other trading, transition management and brokerage revenue within brokerage and other trading services revenue, and not in management fee revenue.

Our revenue from transition management and related expenses in the first quarter of 2014, as well as in full-years 2013, 2012 and 2011, were adversely affected by compliance issues in our U.K. business, the reputational and regulatory impact of which may continue to adversely affect our transition management revenue in future periods.

Securities Finance

Our agency securities finance business consists of two principal components: an agency lending program for SSgA-managed investment funds with a broad range of investment objectives, which we refer to as the SSgA lending funds, and an agency lending program for third-party investment managers and asset owners, which we refer to as the agency lending funds.

Securities finance revenue earned from our agency lending activities, which is composed of our split of both the spreads related to cash collateral and the fees related to non-cash collateral, is principally a function of the volume of securities on loan, the interest-rate spreads and fees earned on the underlying collateral, and our share of the fee split. We also participate in securities lending transactions as a principal in our enhanced custody business. As principal, we borrow securities from the lending client and then lend such securities to the subsequent borrower, either a State Street client or a broker/dealer. Our involvement as principal is utilized when the lending client is unable to, or elects not to, transact directly with the market and requires us to

execute the transaction and furnish the securities. In our role as principal, we provide support to the transaction through our credit rating. While a significant proportion of the securities furnished by us in our role as principal is sourced from third parties, we have the ability to source securities through our assets under custody and administration.

Securities finance revenue in the first quarter of 2014 increased 9% compared to the first quarter of 2013, reflective of growth in revenue earned in connection with our enhanced custody business.

Market influences may continue to affect client demand for securities finance, and as a result our revenue from, and the profitability of, our securities lending activities in future periods. In addition, proposed or anticipated regulatory changes may affect the volume of our securities lending activity and related revenue and profitability in future periods.

Processing Fees and Other

Processing fees and other revenue in the first quarter of 2014 increased 17% compared to the first quarter of 2013. The increase was primarily the result of higher revenue associated with our investment in bank-owned life insurance.

Net Interest Revenue

Net interest revenue is defined as interest revenue earned on interest-earning assets less interest expense incurred on interest-bearing liabilities. Interest-earning assets, which principally consist of investment securities, interest-bearing deposits with banks, repurchase agreements, loans and leases and other liquid assets, are financed primarily by client deposits, short-term borrowings and long-term debt. Net interest margin represents the relationship between annualized fully taxable-equivalent net interest revenue and average total interest-earning assets for the period. Revenue that is exempt from income taxes, mainly that earned from certain investment securities (state and political subdivisions), is adjusted to a fully taxable-equivalent basis using a federal statutory income tax rate of 35%, adjusted for applicable state income taxes, net of the related federal tax benefit.

The following table presents the components of average interest-earning assets and average interest-bearing liabilities, related interest revenue and interest expense, and rates earned and paid, for the periods indicated:

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

	Quarters Ended March 31,					
	2014			2013		
(Dollars in millions; fully taxable-equivalent basis)	Average Balance	Interest Revenue/ Expense	Rate	Average Balance	Interest Revenue/ Expense	Rate
Interest-bearing deposits with banks	$33,410	$34	.42 %	$30,586	$31	.41 %
Securities purchased under resale agreements	6,631	9	.53	5,649	13	.95
Trading account assets	901	—	—	728	—	—
Investment securities	117,835	597	2.02	119,601	618	2.07
Loans and leases	14,602	58	1.61	12,737	56	1.77
Other interest-earning assets	13,527	1	.02	9,023	1	.06
Average total interest-earning assets	$186,906	$699	1.52	$178,324	$719	1.63
Interest-bearing deposits:						
U.S.	$12,072	$1	.03 %	$13,398	$6	.19 %
Non-U.S.	101,282	14	.06	99,720	28	.11
Securities sold under repurchase agreements	8,424	—	—	7,839	—	—
Federal funds purchased	20	—	—	363	—	—
Other short-term borrowings	3,909	15	1.57	4,640	16	1.42
Long-term debt	9,668	63	2.60	7,400	56	3.03
Other interest-bearing liabilities	6,758	7	.43	6,496	5	.31
Average total interest-bearing liabilities	$142,133	$100	.29	$139,856	$111	.32
Interest-rate spread			1.23 %			1.31 %
Net interest revenue—fully taxable-equivalent basis		$599			$608	
Net interest margin—fully taxable-equivalent basis			1.30 %			1.38 %
Tax-equivalent adjustment		(44)			(32)	
Net interest revenue—GAAP basis		$555			$576	

Average total interest-earning assets for the first quarter of 2014 were higher compared to the first quarter of 2013, the result of higher levels of cash collateral (included in other interest-earning assets in the preceding table) provided in connection with our enhanced custody business, as well as increased investment in interest-bearing deposits with banks and higher average loans and leases.

Our average other interest-earning assets associated with enhanced custody composed approximately 6% of our total average interest-earning assets for the first quarter of 2014, compared to approximately 5% for the first quarter of 2013, as this business continued to grow. While these securities finance activities support our overall profitability by generating securities finance revenue, they put downward pressure on our net interest margin, as interest on the collateral provided is earned at a lower rate than on our investment securities portfolio.

The higher level of investment in interest-bearing deposits with banks resulted from continued elevated levels of client deposits, discussed further below, while the increase in average loans and leases resulted from growth in mutual fund lending and our investment in senior secured bank loans.

During the past year, our clients have continued to place elevated levels of deposits with us, as low global interest rates have made deposits attractive relative to other investment options. The portion of these client deposits classified as transient in nature has been placed with various central banks globally, while deposits classified as more stable have been invested in our investment securities portfolio to support growth in other client-related activities.

Net interest revenue declined 4% in the first quarter of 2014, and on a fully taxable-equivalent basis declined 1%, compared to the first quarter of 2013. The decreases were generally the result of lower yields on interest-earning assets, as lower global interest rates affected revenue from floating-rate assets, net of the benefit of those rates on interest expense. The decrease also reflected the continued impact of the reinvestment of pay-downs on existing

investment securities.

Subsequent to the commercial paper conduit consolidation in 2009, we have recorded aggregate discount accretion in interest revenue of $1.93 billion ($621 million in 2009, $712 million in 2010, $220 million in 2011, $215 million in 2012, $137 million in 2013 and $27 million in the first quarter of 2014). The timing and ultimate recognition of any applicable discount accretion depends, in part, on factors that

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

are outside of our control, including anticipated prepayment speeds and credit quality. The impact of these factors is uncertain and can be significantly influenced by general economic and financial market conditions. The timing and recognition of any applicable discount accretion can also be influenced by our ongoing management of the risks and other characteristics associated with our investment securities portfolio, including sales of securities which would otherwise generate interest revenue through accretion.

Depending on the factors discussed above, among others, we anticipate that, until the former conduit securities remaining in our investment portfolio mature or are sold, discount accretion will continue to contribute, though generally in declining amounts, to our net interest revenue. Assuming that we hold the remaining former conduit securities to maturity, all else being equal, we expect the remaining former conduit securities carried in our investment portfolio as of March 31, 2014 to generate aggregate discount accretion in future periods of approximately $548 million over their remaining terms, with approximately half of this aggregate discount accretion to be recorded over the next four years.

Changes in the components of interest-earning assets and interest-bearing liabilities are discussed in more detail below. Additional detail about the components of interest revenue and interest expense is provided in note 13 to the consolidated financial statements included in this Form 10-Q.

Interest-bearing deposits with banks, which include cash balances maintained at the Federal Reserve, the European Central Bank, or ECB, and other non-U.S. central banks to satisfy reserve requirements, averaged $33.41 billion for the quarter ended March 31, 2014, compared to $30.59 billion for the quarter ended March 31, 2013, reflecting the impact of continued elevated levels of client deposits. Certain client deposits were classified as transient in nature and were placed with various central banks globally. If client deposits remain at or close to current elevated levels, we expect to continue to invest them in either money market assets, including central bank deposits, or in investment securities, depending on our assessment of the underlying characteristics of the deposits.

AAverage investment securities decreased to $117.84 billion for the quarter ended March 31, 2014 from $119.60 billion for the quarter ended March 31, 2013. The decrease was generally the result of an asset allocation shift from the investment portfolio to loans and leases. Detail with respect to the investment portfolio as of March 31, 2014 and December 31, 2013 is provided in note 3 to the

consolidated financial statements included in this Form 10-Q.

Loans and leases averaged $14.60 billion for the quarter ended March 31, 2014, compared to $12.74 billion for the quarter ended March 31, 2013. The increase was mainly related to mutual fund lending and our investment in senior secured bank loans, which in the aggregate averaged $10.02 billion for the quarter ended March 31, 2014 compared to $8.11 billion, the latter of which was all mutual fund lending, for the quarter ended March 31, 2013.

Average loans and leases also include short-duration advances. The proportion of average short-duration liquidity to our average loan-and-lease portfolio declined to approximately 24% for the quarter ended March 31, 2014 from approximately 27% for the quarter ended March 31, 2013. Short-duration advances provide liquidity to clients in support of their investment activities related to securities settlement.

The following table presents average U.S. and non-U.S. short-duration advances for the periods indicated:

	Quarters Ended March 31,	
(In millions)	2014	2013
Average U.S. short-duration advances	$2,079	$2,089
Average non-U.S. short-duration advances	1,411	1,401
Average total short-duration advances	$3,490	$3,490

Average short-duration advances for the quarter ended March 31, 2014 were flat compared with the quarter ended March 31, 2013. Average short-duration advances remained low, mainly the result of clients continuing to hold higher levels of liquidity.

Average other interest-earning assets increased to $13.53 billion for the quarter ended March 31, 2014 from $9.02 billion for the quarter ended March 31, 2013. The increased levels were primarily the result of higher levels of cash

collateral provided in connection with our enhanced custody business.

Aggregate average interest-bearing deposits were flat at $113.35 billion for the quarter ended March 31, 2014 from $113.12 billion for the quarter ended March 31, 2013. Higher levels of non-U.S. transaction accounts were offset by a decline in U.S. certificates of deposit, the latter in connection with our liability management. Future transaction account levels will be influenced by the underlying asset servicing business, as well as market conditions, including the general levels of U.S. and non-U.S. interest rates.

Average other short-term borrowings declined to $3.91 billion for the quarter ended March 31, 2014 from $4.64 billion for the quarter ended March 31,

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

2013, as higher levels of client deposits provided additional liquidity. Average long-term debt increased to $9.67 billion for the quarter ended March 31, 2014 from $7.40 billion for the quarter ended March 31, 2013. The increase primarily reflected the issuances of $1.5 billion of senior and subordinated debt in May 2013 and the issuance of $1.0 billion of senior debt in November 2013.

Average other interest-bearing liabilities increased to $6.76 billion for the quarter ended March 31, 2014 from $6.50 billion for the quarter ended March 31, 2013, primarily the result of higher levels of cash collateral received from clients in connection with our enhanced custody business.

Several factors could affect future levels of our net interest revenue and margin, including the mix of client liabilities; actions of various central banks; changes in U.S. and non-U.S. interest rates; changes in the various yield curves around the world; revised or proposed regulatory capital or liquidity standards, or interpretations of those standards; the amount of discount accretion generated by the former conduit securities that remain in our investment securities portfolio; and the yields earned on securities purchased compared to the yields earned on securities sold or matured. Based on market conditions and other factors, we continue to reinvest the majority of the proceeds from pay-downs and maturities of investment securities in highly-rated securities, such as U.S. Treasury and agency securities, federal agency mortgage-backed securities and U.S. and non-U.S. mortgage- and asset-backed securities. The pace at which we continue to reinvest and the types of investment securities purchased will depend on the impact of market conditions and other factors over time. We expect these factors and the levels of global interest rates to influence what effect our reinvestment program will have on future levels of our net interest revenue and net interest margin.

Gains (Losses) Related to Investment Securities, Net

The following table presents net realized gains from sales of available-for-sale securities and the components of net impairment losses, included in net gains and losses related to investment securities, for the periods indicated:

	Quarters Ended March 31,	
(In millions)	2014	2013
Net realized gains from sales of available-for-sale securities	$15	$5
Net impairment losses:		
Gross losses from other-than-temporary impairment	(1)	—
Losses reclassified (from) to other comprehensive income	(8)	(3)
Net impairment losses[1]	(9)	(3)
Gains (losses) related to investment securities, net	$6	$2

[1] Net impairment losses, recognized in our consolidated statement of income, were composed of the following:

Impairment associated with expected credit losses	$(9)	$—
Impairment associated with adverse changes in timing of expected future cash flows	—	(3)
Net impairment losses	$(9)	$(3)

From time to time, in connection with our ongoing management of our investment securities portfolio, we sell available-for-sale securities to manage risk, to take advantage of favorable market conditions, or for other reasons. In the first quarter of 2014, we sold approximately $1.82 billion of such investment securities, compared to approximately $2.75 billion in the first quarter of 2013, and recorded net realized gains of $15 million and $5 million, respectively, as presented in the preceding table.

We regularly review our investment securities portfolio to identify other-than-temporary impairment of individual securities. Additional information about investment securities, the gross gains and losses that compose the net gains from sales of securities and other-than-temporary impairment is provided in note 3 to the consolidated financial statements included in this Form 10-Q.

18

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

Expenses
The following table presents the components of expenses for the periods indicated:

	Quarters Ended March 31,		
(Dollars in millions)	2014	2013	% Change
Compensation and employee benefits	$1,157	$1,035	12 %
Information systems and communications	244	237	3
Transaction processing services	191	180	6
Occupancy	114	116	(2)
Acquisition costs	21	15	
Restructuring charges, net	12	(1)	
Other:			
Professional services	105	79	33
Amortization of other intangible assets	54	53	2
Securities processing costs	23	5	
Regulatory fees and assessments	19	15	
Other	88	92	(4)
Total other	289	244	18
Total expenses	$2,028	$1,826	11
Number of employees as of quarter-end	29,530	29,500	

Expenses
Total expenses in the first quarter of 2014 increased 11% compared to the first quarter of 2013.
The 12% increase in compensation and employee benefits expenses in the first quarter of 2014 compared to the first quarter of 2013 was primarily due to the severance costs of $72 million, more fully described below, recorded in the first quarter of 2014, higher incentive compensation, and costs for additional staffing associated with the installation of new business and added regulatory and compliance requirements. Compensation and employee benefits expenses in the first quarter of 2014 and the first quarter of 2013 included approximately $146 million and $118 million, respectively, associated with seasonal deferred incentive compensation expense for retirement-eligible employees and payroll taxes.
These increases were partly offset by savings generated from the implementation of our Business Operations and Information Technology Transformation program.
In the first quarter of 2014, we recorded $72 million of severance costs associated with staff reductions. These reductions were undertaken in connection with the realignment of our cost base to support our investments in growth opportunities and meet evolving regulatory requirements.

Compensation and employee benefits expenses in the first quarter of 2014 included approximately $12 million of costs related to the implementation of our Business Operations and Information Technology Transformation program, compared to approximately $23 million in the first quarter of 2013. These costs are not expected to recur subsequent to full implementation of the program, planned for the end of 2014.
The 3% increase in information systems and communications expenses in the first quarter of 2014 compared to the first quarter of 2013 was primarily the result of the planned transition of certain functions to third-party service providers as part of the Business Operations and Information Technology Transformation program, and costs to support new business.
Additional information with respect to the impact of the Business Operations and Information Technology Transformation program on future compensation and employee benefits and information systems and communications expenses is provided in the following "Restructuring Charges" section.

The 6% increase in transaction processing services expenses in the first quarter of 2014 compared to the first quarter of 2013 primarily reflected higher equity market values and higher transaction volumes in the investment servicing business.

The 18% increase in other expenses in the first quarter of 2014 compared to the first quarter of 2013 was primarily the result of a higher level of professional services associated with regulatory compliance, as well as securities processing costs associated with our transition management business. Additional information about transition management is provided under “Highlights” in this Management's Discussion and Analysis and in note 8 to the consolidated financial statements included in this Form 10-Q.

We expect continued evolving and increasing regulatory and compliance requirements to influence our expenses by, for example, increasing our employee compensation and benefits, information systems and other expenses, as we further adjust our operations and systems in response to new or proposed requirements.

Acquisition Costs

In the first quarter of 2014, we recorded acquisition costs of $21 million compared to $15 million in the first quarter of 2013, with both amounts related to previously disclosed acquisitions, mainly

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

our October 2012 acquisition of Goldman Sachs Administration Services.

Restructuring Charges

Information with respect to our Business Operations and Information Technology Transformation program and our 2012 expense control measures, including charges, employee reductions and aggregate activity in the related accruals, is provided in the following sections.

Business Operations and Information Technology Transformation Program

In November 2010, we announced a global multi-year Business Operations and Information Technology Transformation program. The program includes operational, information technology and targeted cost initiatives, including plans related to reductions in both staff and occupancy costs.

With respect to our business operations, we are standardizing certain core business processes,

primarily through our execution of the State Street Lean methodology, and driving automation of these business processes. We are currently creating a new technology platform, including transferring certain core software applications to a private cloud, and have expanded our use of third-party service providers associated with components of our information technology infrastructure and application maintenance and support. We transferred the majority of our core software applications to a private cloud in 2013, and we expect to transfer the remaining core software applications in 2014.

To implement this program, we expect to incur aggregate pre-tax restructuring charges of approximately $400 million to $450 million over the four-year period ending December 31, 2014. To date, we have recorded aggregate restructuring charges of $390 million in our consolidated statement of income, as presented in the following table by type of cost:

(In millions)	Employee-Related Costs	Real Estate Consolidation	Information Technology Costs	Total
2010	$ 105	$51	$—	$156
2011	85	7	41	133
2012	27	20	20	67
2013	13	13	(1)	25
First quarter of 2014	6	3	—	9
Total	$ 236	$94	$60	$390

Employee-related costs included severance, benefits and outplacement services. Real estate consolidation costs resulted from actions taken to reduce our occupancy costs through the consolidation of leases and properties. Information technology costs included transition fees related to the above-described expansion of our use of third-party service providers.

In 2010, in connection with the program, we initiated the involuntary termination of 1,400 employees, or approximately 5% of our global workforce, which we completed by the end of 2011. In addition, in connection with our announcement in 2011 of the expansion of our use of third-party service providers associated with our information technology infrastructure and application maintenance and support, as well as the continued implementation of the business operations transformation component of the program, we identified 1,436 additional involuntary terminations. As of March 31, 2014, we eliminated 1,375 of these positions.

In connection with the continuing implementation of the program, we achieved incremental pre-tax expense savings of approximately $220 million in 2013, $112 million in

2012 and $86 million in 2011, in each case compared to our 2010 expenses from operations, all else being equal. We expect to achieve additional pre-tax expense savings in 2014 of approximately $130 million.

These pre-tax expense savings relate only to the Business Operations and Information Technology Transformation program and are based on projected improvement from our total 2010 expenses from operations, all else being equal.

Our actual total expenses have increased since 2010, and may in the future increase or decrease, due to other factors. The majority of the annual savings have affected compensation and employee benefits expenses. These savings have been modestly offset by increases in information systems and communications expenses.

Excluding the expected aggregate restructuring charges of $400 million to $450 million described earlier, we expect the program to reduce our pre-tax expenses from operations, on an annualized basis, by approximately $575 million to $625 million by the end of 2014 compared to 2010, all else being equal, with the full effect to be realized in 2015. We expect the business operations transformation component of

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

the program to result in approximately $450 million of these savings and the information technology transformation component of the program to result in approximately $150 million of these savings.

2012 Expense Control Measures

In the fourth quarter of 2012, in connection with expense control measures designed to better align

our expenses to our business strategy and related outlook for 2013, we identified additional targeted staff reductions. As a result of these actions, we have recorded aggregate pre-tax restructuring charges of $139 million in our consolidated statement of income, as presented in the following table by type of cost:

(In millions)	Employee-Related Costs	Asset and Other Write-Offs	Total
2012	$129	$4	$133
2013	(4)	7	3
First quarter of 2014	—	3	3
Total	$125	$14	$139

Employee-related costs included severance, benefits and outplacement services. Costs for asset and other write-offs were primarily related to contract terminations. We originally identified involuntary terminations of 960 employees (630 positions after replacements). As of March 31, 2014, we substantially completed these reductions.

Aggregate Restructuring-Related Accrual Activity

The following table presents aggregate activity associated with accruals that resulted from the charges associated with the Business Operations and Information Technology Transformation program and expense control measures:

(In millions)	Employee-Related Costs	Real Estate Consolidation	Information Technology Costs	Fixed-Income Trading Portfolio	Asset and Other Write-Offs	Total
Initial accrual	$105	$51	$—	$—	$—	$156
Payments	(15)	(4)	—	—	—	(19)
Balance as of December 31, 2010	90	47	—	—	—	137
Additional accruals for Business Operations and Information Technology Transformation program	85	7	41	—	—	133
Accruals for 2011 expense control measures	62	—	—	38	20	120
Payments and adjustments	(75)	(15)	(8)	—	(5)	(103)
Balance as of December 31, 2011	162	39	33	38	15	287
Additional accruals for Business Operations and Information Technology Transformation program	27	20	20	—	—	67
Additional accruals for 2011 expense control measures	3	—	—	(9)	5	(1)
Accruals for 2012 expense control measures	129	—	—	—	4	133
Payments and adjustments	(126)	(10)	(48)	(29)	(11)	(224)
Balance as of December 31, 2012	195	49	5	—	13	262
Additional accruals for Business Operations and Information	13	13	(1)	—	—	25

Technology Transformation program						
Additional accruals for 2012 expense control measures	(4)	—	—	—	7	3
Payments and adjustments	(154)	(13)	(4)	—	(13)	(184)
Balance as of December 31, 2013	50	49	—	—	7	106
Additional accruals for Business Operations and Information Technology Transformation program	6	3	—	—	—	9
Additional accruals for 2012 expense control measures	—	—	—	—	3	3
Payments and adjustments	(17)	(12)	—	—	(2)	(31)
Balance as of March 31, 2014	$39	$40	$—	$—	$8	$87

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

Income Tax Expense
Income tax expense was $92 million in the first quarter of 2014 compared to $145 million in the first quarter of 2013. Our effective tax rate in the first quarter of 2014 was 20.3%, compared to 23.8% for the same period in 2013, with the decline primarily associated with our expansion of our tax-exempt investment securities portfolio and an increase in tax-advantaged investments, primarily renewable energy.

LINE OF BUSINESS INFORMATION
We have two lines of business: Investment Servicing and Investment Management. Given our services and management organization, the results of operations for these lines of business are not necessarily comparable with those of other companies, including companies in the financial services industry. Information about our two lines of business, as well as the revenues, expenses and capital allocation methodologies associated with

them, is provided in note 25 to the consolidated financial statements included in our 2013 Form 10-K.
The following table provides a summary of our line-of-business results for the periods indicated. The "Other" column for the first quarter of 2014 included $72 million of severance costs associated with staff reductions; $33 million of acquisition and restructuring costs; and $6 million of net provisions for litigation exposure and other costs. The "Other" column for the first quarter of 2013 included $14 million of net acquisition and restructuring costs. The amounts in the "Other" columns were not allocated to State Street's business lines. Results for 2013 reflect reclassifications, for comparative purposes, related to management changes in methodologies associated with allocations of revenue and expenses reflected in line-of-business results for 2014.

	Quarters Ended March 31,									
	Investment Servicing			Investment Management			Other		Total	
(Dollars in millions, except where otherwise noted)	2014	2013	% Change Q1 2014 vs. Q1 2013	2014	2013	% Change Q1 2014 vs. Q1 2013	2014	2013	2014	2013
Fee revenue:										
Servicing fees	$1,238	$1,175	5 %	$—	$—		$—	$—	$1,238	$1,175
Management fees	—	—		292	263	11 %	—	—	292	263
Trading services	227	257	(12)	12	24	(50)	—	—	239	281
Securities finance	85	78	9	—	—		—	—	85	78
Processing fees and other	69	55	25	1	5		—	—	70	60
Total fee revenue	1,619	1,565	3	305	292	4	—	—	1,924	1,857
Net interest revenue	538	557	(3)	17	19	(11)	—	—	555	576
Gains (losses) related to investment securities, net	6	2		—	—		—	—	6	2
Total revenue	2,163	2,124	2	322	311	4	—	—	2,485	2,435

Provision for loan losses	2	—		—	—		—	—	2	—
Total expenses	1,673	1,590	5	244	222	10	111	14	2,028	1,826
Income before income tax expense	$488	$534	(9)	$78	$89	(12)	$(111)	$(14)	$455	$609
Pre-tax margin	23%	25%		24%	29%				18%	25%
Average assets (in billions)	$212.2	$204.4		$3.4	$3.9				$215.6	$208.3

Investment Servicing

Total revenue and total fee revenue in the first quarter of 2014 for our Investment Servicing line of business, as presented in the preceding table, increased 2% and 3%, respectively, compared to the first quarter of 2013. The 3% increase in total fee revenue mainly resulted from increases in servicing fees, securities finance revenue, and processing fees and other revenue, partly offset by a decline in trading services revenue.

Servicing fees in the first quarter of 2014 increased 5% compared to the first quarter of 2013,

primarily the result of stronger global equity markets and the revenue impact of net new business installed.

Trading services revenue in the first quarter of 2014 declined 12% compared to the first quarter of 2013, mainly due to lower currency volatility and spreads, partly offset by increases in client volumes, in foreign exchange trading, and lower client volumes in electronic trading.

Securities finance revenue in the first quarter of 2014 increased 9% compared to the first quarter of 2013, primarily the result of higher revenue in our growing enhanced custody business. Processing fees and other revenue in the first quarter of 2014

Table of Contents

increased 25% compared to the first quarter of 2013, primarily due to higher revenue associated with our investment in bank-owned life insurance.

Servicing fees, securities finance revenue, and gains (losses) related to investment securities, net, for our Investment Servicing business line are identical to the respective consolidated results. Refer to "Servicing Fees," "Securities Finance Revenue," and "Gains (Losses) Related to Investment Securities, Net" under "Total Revenue" in this Management's Discussion and Analysis for a more in-depth discussion. Discussions of trading services and processing fees and other revenue are provided in "Trading Services" and "Processing Fees and Other" under "Total Revenue."

Net interest revenue in the first quarter of 2014 decreased 3% compared to the first quarter of 2013. The decrease was primarily due to the impact of lower yields on interest-earning assets, as lower global interest rates affected revenue from floating-rate assets, net of the benefit of these rates on interest expense. The decrease also reflected the continued impact of the reinvestment of pay-downs on existing investment securities. A discussion of net interest revenue is provided under "Net Interest Revenue" in "Total Revenue."

Total expenses in the first quarter of 2014 increased 5% compared to the first quarter of 2013. Compensation and employee benefits expenses increased, primarily due to higher incentive compensation, and higher costs associated with the installation of new business and additional regulatory and compliance requirements. The increase was partly offset by savings generated from the continued implementation of our Business Operations and Information Technology Transformation program.

Information systems and communications expenses increased, primarily due to the planned transition of certain functions to third-party service providers, as well as higher maintenance costs associated with the new technology implemented as part of the Business Operations and Information Technology Transformation program. Transaction processing services expenses increased in the same comparison, primarily reflective of higher equity market values and higher transaction volumes in the asset servicing business.

Other expenses increased, primarily the result of higher professional services costs associated with regulatory compliance. A more detailed discussion of expenses is provided under "Expenses" in "Consolidated Results of Operations."

Investment Management

Total revenue and total fee revenue in the first quarter of 2014 for our Investment Management line of business, as presented in the preceding table, both increased 4% compared to the first quarter of 2013. The increase in total fee revenue was generally reflective of an increase in management fees, partly offset by a decline in trading services revenue.

Management fees in the first quarter of 2014 increased 11% compared to the first quarter of 2013, primarily due to stronger global equity markets. Trading services revenue declined 50% in the same comparison, mainly due to the impact of lower distribution fees associated with the SPDR® Gold ETF, which resulted from lower average gold prices and net outflows from the SPDR® Gold ETF.

Management fees for the Investment Management business line are identical to the respective consolidated results. Refer to "Management Fees" in "Total Revenue" in this Management's Discussion and Analysis for a more in-depth discussion. A discussion of trading services revenue is provided under "Trading Services" in "Total Revenue."

Total expenses in the first quarter of 2014 increased 10% compared to the first quarter of 2013, mainly reflective of higher incentive compensation, higher sales promotion expenses, and an increase in technology-related contractors.

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

FINANCIAL CONDITION
The following table presents the components of our average total interest-earning and noninterest-earning assets, average total interest-bearing and noninterest-bearing liabilities, and average preferred and common shareholders' equity for the quarters ended March 31, 2014 and 2013. Additional

information about our average statement of condition, primarily our interest-earning assets and interest-bearing liabilities, is included under "Consolidated Results of Operations - Total Revenue - Net Interest Revenue" in this Management's Discussion and Analysis.

Quarters Ended March 31, (In millions)	2014 Average Balance	2013 Average Balance
Assets:		
Interest-bearing deposits with banks	$33,410	$30,586
Securities purchased under resale agreements	6,631	5,649
Trading account assets	901	728
Investment securities	117,835	119,601
Loans and leases	14,602	12,737
Other interest-earning assets	13,527	9,023
Average total interest-earning assets	186,906	178,324
Cash and due from banks	4,618	3,984
Other noninterest-earning assets	24,045	25,957
Average total assets	$215,569	$208,265
Liabilities and shareholders' equity:		
Interest-bearing deposits:		
U.S.	$12,072	$13,398
Non-U.S.	101,282	99,720
Total interest-bearing deposits	113,354	113,118
Securities sold under repurchase agreements	8,424	7,839
Federal funds purchased	20	363
Other short-term borrowings	3,909	4,640
Long-term debt	9,668	7,400
Other interest-bearing liabilities	6,758	6,496
Average total interest-bearing liabilities	142,133	139,856
Noninterest-bearing deposits	40,711	34,061
Other noninterest-bearing liabilities	12,034	13,509
Preferred shareholders' equity	722	489
Common shareholders' equity	19,969	20,350
Average total liabilities and shareholders' equity	$215,569	$208,265

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

Investment Securities
The following tables present the carrying values of investment securities by type as of the dates indicated:

(In millions)	March 31, 2014	December 31, 2013
Available for sale:		
U.S. Treasury and federal agencies:		
Direct obligations	$1,963	$709
Mortgage-backed securities	23,092	23,563
Asset-backed securities:		
Student loans[(1)]	14,280	14,542
Credit cards	7,237	8,210
Sub-prime	1,155	1,203
Other	4,880	5,064
Total asset-backed securities	27,552	29,019
Non-U.S. debt securities:		
Mortgage-backed securities	11,196	11,029
Asset-backed securities	4,994	5,390
Government securities	3,692	3,761
Other	4,984	4,727
Total non-U.S. debt securities	24,866	24,907
State and political subdivisions	10,444	10,263
Collateralized mortgage obligations	5,262	5,269
Other U.S. debt securities	4,946	4,980
U.S. equity securities	36	34
Non-U.S. equity securities	1	1
U.S. money-market mutual funds	993	422
Non-U.S. money-market mutual funds	7	7
Total	$99,162	$99,174

(In millions)	March 31, 2014	December 31, 2013
Held to Maturity:		
U.S. Treasury and federal agencies:		
Direct obligations	$5,096	$5,041
Mortgage-backed securities	81	91
Asset-backed securities:		
Student loans[(1)]	1,889	1,627
Credit cards	897	762
Other	738	782
Total asset-backed securities	3,524	3,171
Non-U.S. debt securities:		
Mortgage-backed securities	4,323	4,211
Asset-backed securities	2,399	2,202
Government securities	2	2
Other	192	192
Total non-U.S. debt securities	6,916	6,607

State and political subdivisions	16	24
Collateralized mortgage obligations	2,709	2,806
Total	$18,342	$17,740

(1) Substantially composed of securities guaranteed by the federal government with respect to at least 97% of defaulted principal and accrued interest on the underlying loans.

Additional information about our investment securities portfolio is provided in note 3 to the consolidated financial statements included in this Form 10-Q.

We manage our investment securities portfolio to align with the interest-rate and duration characteristics of our client liabilities and in the context of the overall structure of our consolidated statement of condition, in consideration of the global interest-rate environment. We consider a well-diversified, high-credit quality investment securities portfolio to be an important element in the management of our consolidated statement of condition.

Our portfolio is concentrated in securities with high credit quality, with approximately 89% of the carrying value of the portfolio rated “AAA” or “AA” as of March 31, 2014.

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

The following table presents the percentages of the carrying value of the portfolio, by external credit rating, as of the dates indicated:

	March 31, 2014		December 31, 2013	
AAA[1]	70	%	70	%
AA	19		19	
A	6		6	
BBB	3		3	
Below BBB	2		2	
	100	%	100	%

[1] Includes U.S. Treasury and federal agency securities that are split-rated, "AAA" by Moody's Investors Service and "AA+" by Standard & Poor's.

As of March 31, 2014, the investment portfolio of 10,040 securities was diversified with respect to asset class. As of March 31, 2014 and December 31, 2013, approximately 72% and 74%, respectively, of the aggregate carrying value of the portfolio as of that date was composed of mortgage-backed and asset-backed securities. The asset-backed portfolio, of which approximately 97% of the carrying value as of both dates was floating-rate, consisted primarily of student loan-backed and credit card-backed securities. Mortgage-backed securities were composed of securities issued by the Federal National Mortgage Association and Federal Home Loan Mortgage Corporation, as well as U.S. and non-U.S. large-issuer collateralized mortgage obligations.

In December 2013, U.S. regulators issued final regulations to implement the so-called "Volcker rule," one of many provisions of the Dodd-Frank Act. The Volcker rule will, among other things, require banking organizations covered by the rule to either restructure or divest certain investments in and relationships with "covered funds," as defined in the final Volcker rule regulations. The classification of certain types of investment securities or structures, such as collateralized loan obligations, or CLOs, as "covered funds" remains subject to market, and ultimately regulatory, interpretation, based on the specific terms and other characteristics relevant to such investment securities and structures.

As of March 31, 2014, we held an aggregate of approximately $5.45 billion of investments in CLOs. As of the same date, these investments had an aggregate pre-tax net unrealized gain of approximately $120 million, composed of gross unrealized gains of $137 million and gross unrealized losses of $17 million. In the event that we or our banking regulators conclude that such investments in CLOs, or other investments, are "covered funds," we will be required to divest such investments if we are

unable to "cure" those investments before the conformance period ends on July 21, 2017. If other banking entities reach similar conclusions with respect to similar investments held by them, the prices of such investments could decline significantly, and we may be required to divest such investments at a significant discount compared to the investments' book value. This could result in a material adverse effect on our consolidated results of operations in the period in which such a divestment occurs or on our consolidated financial condition.

Non-U.S. Debt Securities

Approximately 27% of the aggregate carrying value of our investment securities portfolio as of both March 31, 2014 and December 31, 2013 was composed of non-U.S. debt securities.

The following table presents our non-U.S. debt securities available for sale and held to maturity, included in the preceding table of investment securities carrying values, by significant country of issuer or location of collateral, as of the dates indicated:

(In millions)	March 31, 2014	December 31, 2013
Available for Sale:		
United Kingdom	$9,238	$9,357
Australia	3,694	3,551

Netherlands	3,528	3,471
Canada	2,352	2,549
France	1,516	1,581
Germany	1,384	1,410
Japan	991	971
South Korea	837	744
Finland	378	397
Norway	368	369
Sweden	143	142
Italy	142	—
Austria	83	83
Other	212	282
Total	$24,866	$24,907
Held to Maturity:		
Australia	$2,295	$2,216
Germany	1,536	1,263
United Kingdom	1,414	1,474
Netherlands	970	934
Italy	266	270
Spain	204	206
Ireland	84	86
Other	147	158
Total	$6,916	$6,607

Approximately 90% and 89% of the aggregate carrying value of these non-U.S. debt securities was rated “AAA” or “AA” as of March 31, 2014 and

Table of Contents

December 31, 2013, respectively. The majority of these securities comprise senior positions within the security structures; these positions have a level of protection provided through subordination and other forms of credit protection. As of March 31, 2014 and December 31, 2013, approximately 74% and 72%, respectively, of the aggregate carrying value of these non-U.S. debt securities was floating-rate, and accordingly, the securities are considered to have minimal interest-rate risk. As of March 31, 2014, these non-U.S. debt securities had an average market-to-book ratio of 101.4%, and an aggregate pre-tax net unrealized gain of approximately $457 million, composed of gross unrealized gains of $504 million and gross unrealized losses of $47 million. These unrealized amounts included a pre-tax net unrealized gain of $295 million, composed of gross unrealized gains of $313 million and gross unrealized losses of $18 million, associated with non-U.S. debt securities available for sale.

As of March 31, 2014, the underlying collateral for these mortgage- and asset-backed securities primarily included U.K. prime mortgages, Australian and Dutch mortgages and German automobile loans. The securities listed under "Canada" were composed of Canadian government securities and corporate debt. The securities listed under "France" were composed of automobile loans and corporate debt. The securities listed under "Japan" were substantially composed of Japanese government securities. The securities listed under "South Korea" were composed of South Korean government securities. The "other" category of available-for-sale securities as of March 31, 2014 included approximately $73 million related to Portugal and Ireland, and as of December 31, 2013 included approximately $133 million related to Portugal, Ireland and Spain, all of which were mortgage-backed securities. The "other" category of held-to-maturity securities as of March 31, 2014 and December 31, 2013 included approximately $43 million and $44 million, respectively, of securities related to Portugal, all of which were mortgage-backed securities.

Our aggregate exposure to Spain, Italy, Ireland and Portugal as of March 31, 2014 did not include any direct sovereign debt exposure to any of these countries. Our indirect exposure to these countries as of March 31, 2014 totaled approximately $812 million, including approximately $647 million of mortgage- and asset-backed securities, composed of $204 million in Spain, $243 million in Italy, $120 million in Ireland and $80 million in Portugal. These mortgage- and asset-backed securities had an aggregate pre-tax net unrealized gain of approximately $91 million as of March 31, 2014, composed of gross unrealized gains of $96 million and gross unrealized losses of $5 million. We

recorded no other-than-temporary impairment on these mortgage- and asset-backed securities in our consolidated statement of income in either the first quarter of 2014 or the first quarter of 2013.

Throughout the sovereign debt crisis, the major independent credit rating agencies have downgraded, and may in the future do so again, U.S. and non-U.S. financial institutions and sovereign issuers which have been, and may in the future be, significant counterparties to us, or whose financial instruments serve as collateral on which we rely for credit risk mitigation purposes. As a result, we may be exposed to increased counterparty risk, leading to negative ratings volatility.

Country risks with respect to Spain, Italy, Ireland and Portugal are identified, assessed and monitored by our Country Risk Committee. Country limits are defined in our credit and counterparty risk guidelines, in conformity with our credit and counterparty risk policy. These limits are monitored on a daily basis by Enterprise Risk Management, or ERM, a corporate risk oversight group (refer to "Risk Management" in this Management's Discussion and Analysis for a description of ERM). These country exposures are subject to ongoing surveillance and stress test analysis, conducted by our investment portfolio management team. The stress tests performed reflect the structure and nature of the exposure, its past and projected future performance based on macroeconomic and environmental analysis, with key underlying assumptions varied under a range of scenarios, reflecting downward pressure on collateral performance. The results of the stress tests are presented to senior management and ERM as part of the surveillance process.

In addition, ERM separately conducts cash-flow-based stress-test analyses and evaluates the structured asset exposures in these countries for the assessment of other-than-temporary impairment. The assumptions used in these evaluations reflect the structure and expected downward pressure on collateral performance. Stress scenarios are subject to regular review, and are updated to reflect changes in the economic environment, measures taken in response to the sovereign debt crisis and collateral performance.

Municipal Securities

We carried an aggregate of approximately $10.46 billion of municipal securities, classified as state and political subdivisions in the preceding table of investment securities carrying values, in our investment securities portfolio as of March 31, 2014. Substantially all of these securities were classified as available for sale, with the remainder classified as held to maturity. As of the same date, we also

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

provided approximately $7.82 billion of credit and liquidity facilities to municipal issuers as a form of credit enhancement.
The following tables present our combined credit exposure to state and municipal obligors that

represented 5% or more of our aggregate municipal credit exposure of approximately $18.28 billion as of March 31, 2014 and $18.45 billion as of December 31, 2013 across our businesses, grouped by state to display geographic dispersion:

March 31, 2014	Total Municipal Securities	Credit and Liquidity Facilities	Total	% of Total Municipal Exposure	
(Dollars in millions)					
State of Issuer:					
Texas	$ 1,251	$ 1,628	$2,879	16	%
New York	940	996	1,936	11	
California	394	1,373	1,767	10	
Massachusetts	980	756	1,736	10	
Maryland	393	626	1,019	6	
Total	$ 3,958	$ 5,379	$9,337		

December 31, 2013	Total Municipal Securities	Credit and Liquidity Facilities	Total	% of Total Municipal Exposure	
(Dollars in millions)					
State of Issuer:					
Texas	$ 1,233	$ 1,628	$2,861	16	%
New York	919	1,000	1,919	10	
Massachusetts	967	759	1,726	9	
California	373	1,266	1,639	9	
Maryland	327	643	970	5	
Total	$ 3,819	$ 5,296	$9,115		

Our aggregate municipal securities exposure presented in the foregoing table was concentrated primarily with highly-rated counterparties, with approximately 87% of the obligors rated "AAA" or "AA" as of March 31, 2014, compared to approximately 84% rated "AAA" or "AA" as of December 31, 2013. As of March 31, 2014, approximately 63% and 35% of our aggregate exposure was associated with general obligation and revenue bonds, respectively, compared to 64% and 34%, respectively, as of December 31, 2013. In addition, we had no exposures associated with healthcare, industrial development or land development bonds. The portfolios are also diversified geographically; the states that represent our largest exposure are widely dispersed across the U.S.
Additional information with respect to our assessment of other-than-temporary impairment of our municipal securities is provided in note 3 to the consolidated financial statements included in this Form 10-Q.

Impairment
Impairment exists when the fair value of an individual security is below its amortized cost basis. Impairment of a security is further assessed to determine whether such impairment is other-than-temporary. When the impairment is deemed to be other-than-temporary, we record the loss in our consolidated statement of income. In addition, for debt securities available for sale and held to maturity, we record impairment in our consolidated statement of income when management intends to sell (or may be required to sell) the securities before they recover in value, or when management expects the present value of cash flows expected to be collected from the securities to be less than the amortized cost of the impaired security (a credit loss).

The following table presents the amortized cost and fair value, and associated net unrealized gains and losses, of investment securities available for sale and held to maturity as of the dates indicated:

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

	March 31, 2014[1]			December 31, 2013[1]		
(In millions)	Amortized Cost	Net Unrealized Gains(Losses)	Fair Value	Amortized Cost	Net Unrealized Gains(Losses)	Fair Value
Available for sale[2]	$98,770	$ 392	$99,162	$99,159	$ 15	$99,174
Held to maturity[2]	18,342	(16)	18,326	17,740	(180)	17,560
Total investment securities	117,112	376	117,488	116,899	(165)	116,734
Net after-tax unrealized gain (loss)		$ 226			$ (96)	

[1] Amounts excluded the remaining net unrealized losses primarily related to reclassifications of securities available for sale to securities held to maturity in 2008, recorded in accumulated other comprehensive income, or AOCI, within shareholders' equity in our consolidated statement of condition. Additional information is provided in note 10 to the consolidated financial statements included in this Form 10-Q.
[2] Securities available for sale are carried at fair value, with after-tax net unrealized gains and losses recorded in AOCI. Securities held to maturity are carried at cost, and unrealized gains and losses are not recorded in our consolidated financial statements.

The aggregate improvement to a net unrealized gain as of March 31, 2014 from a net unrealized loss as of December 31, 2013 presented above was primarily attributable to narrowing spreads in the first quarter of 2014.
We conduct periodic reviews of individual securities to assess whether other-than-temporary impairment exists. Our assessment of other-than-temporary impairment involves an evaluation of economic and security-specific factors. Such factors are based on estimates, derived by management, which contemplate current market conditions and security-specific performance. To the extent that market conditions are worse than management's expectations, other-than-temporary impairment could increase, in particular the credit-related component that would be recorded in our consolidated statement of income.
In the aggregate, we recorded net losses from other-than-temporary impairment of $9 million in the first quarter of 2014, compared to $3 million in the first quarter of 2013. Additional information with respect to this other-than-temporary impairment and net impairment losses, as well as information about our assessment of impairment, is provided in note 3 to the consolidated financial statements included in this Form 10-Q.
Given the exposure of our investment securities portfolio, particularly mortgage- and asset-backed securities, to residential mortgage and other consumer credit risks, the performance of the U.S. housing market is a factor in the portfolio's credit performance. As such, our assessment of other-than-temporary impairment relies, in part, on our estimates of trends in national housing prices in addition to trends in unemployment rates, interest rates and the timing of defaults. Generally, indices that measure trends in national housing prices are published in

arrears. As of December 31, 2013, national housing prices, according to the Case-Shiller National Home Price Index, had declined by approximately 21% peak-to-current. Overall, our evaluation of other-than-temporary impairment as of March 31, 2014 continued to include an expectation of a U.S. housing recovery characterized by relatively modest growth in national housing prices over the next few years. In connection with our assessment of other-than-temporary impairment with respect to relevant securities in our investment portfolio in future periods, we will consider trends in national housing prices that we observe at those times, including the Case-Shiller National Home Price Index, in addition to trends in unemployment rates, interest rates and the timing of defaults.
The other-than-temporary impairment of our investment securities portfolio continues to be sensitive to our estimates of future cumulative losses. However, given our positive outlook for U.S. national housing prices, our sensitivity analysis indicates, as of March 31, 2014, that our investment securities portfolio remains less exposed to the overall housing price outlook relative to other factors, including unemployment rates and interest rates.

The residential mortgage servicing environment continues to be challenging. The time line to liquidate distressed loans continues to extend, but to a lesser degree as a result of strengthening in the national housing market. The rate at which distressed residential mortgages are liquidated may affect, among other things, our investment securities portfolio. Such effects could include the timing of cash flows or the credit quality associated with the mortgages collateralizing certain of our residential mortgage-backed securities, which, accordingly, could result in the recognition of additional other-than-temporary impairment in future periods.

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

Our evaluation of potential other-than-temporary impairment of mortgage-backed securities with collateral located in Spain, Italy, Ireland and Portugal takes into account government intervention in the corresponding mortgage markets and assumes a negative baseline macroeconomic environment for this region, due to a combination of slow economic growth and government austerity measures. Our baseline view assumes a recessionary period characterized by high unemployment and by additional declines in housing prices of between 10% and 19% across these four countries. Our evaluation of other-than-temporary impairment in our base case does not assume a disorderly sovereign debt restructuring or a break-up of the Eurozone.

In addition, we perform stress testing and sensitivity analysis in order to assess the impact of more severe assumptions on potential other-than-temporary impairment. We estimate, for example, that in more stressful scenarios in which unemployment, gross domestic product and housing prices in these four countries deteriorate more than we expected as of March 31, 2014, other-than-temporary impairment could increase by a range of approximately $11 million to $40 million. This sensitivity estimate is based on a number of factors, including, but not limited to, the level of housing prices and the timing of defaults. To the extent that such factors differ significantly from management's current expectations, resulting loss estimates may differ materially from those stated.

Excluding other-than-temporary impairment recorded in the first quarter of 2014, management considers the aggregate decline in fair value of the remaining investment securities and the resulting gross unrealized losses as of March 31, 2014 to be temporary and not the result of any material changes in the credit characteristics of the securities. Additional information about these gross unrealized losses is provided in note 3 to the consolidated financial statements included in this Form 10-Q.

Loans and Leases

The following table presents our U.S. and non-U.S. loans and leases, by segment, as of the dates indicated:

(In millions)	March 31, 2014	December 31, 2013
Institutional:		
U.S.	$12,434	$10,623
Non-U.S.	3,446	2,654
Commercial real estate:		
U.S.	234	209
Total loans and leases	16,114	13,486
Allowance for loan losses	(30)	(28)
Loans and leases, net of allowance for loan losses	$16,084	$13,458

The increase in loans in the institutional segment presented in the preceding table was mainly related to an increase in mutual fund lending, higher levels of short-duration advances, and our continued investment in the non-investment-grade lending market through participations in loan syndications, specifically senior secured bank loans, that we began in 2013. Aggregate short-duration advances to our clients included in the institutional segment were $4.83 billion and $2.45 billion as of March 31, 2014 and December 31, 2013, respectively. Senior secured bank loans are more fully described below.

Additional information about all of our loan-and-lease segments, as well as underlying classes, is provided in note 4 to the consolidated financial statements included in this Form 10-Q, and in note 5 to the consolidated financial statements included in our 2013 Form 10-K.

As of March 31, 2014 and December 31, 2013, our investment in senior secured bank loans totaled approximately $1.15 billion and $724 million, respectively. In addition, we had binding unfunded commitments as of March 31, 2014 and December 31, 2013 totaling an additional $120 million and $211 million, respectively, to participate in such syndications. We expect to increase our level of participation in these loan syndications in future periods.

These loans, which we have rated "speculative" under our internal risk-rating framework (refer to note 4 to the consolidated financial statements included in this Form 10-Q), are externally rated "BBB," "BB" or "B," with approximately 93% of the loans rated "BB" or "B" as of March 31, 2014, compared to 94% as of as of December 31, 2013. In an effort to

mitigate the significant exposure to potential credit losses presented by these loans relative to higher-rated loans, we limit our investment to larger, more liquid credits underwritten by major global financial institutions, we apply our internal credit analysis process to each potential investment, and we diversify our exposure by counterparty and industry segment. As of March 31, 2014, our allowance for

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

loan losses included approximately $8 million related to these commercial-and-financial loans.
As of March 31, 2014 and December 31, 2013, unearned income deducted from our investment in leveraged lease financing was $119 million and $121 million, respectively, for U.S. leases and $281 million and $298 million, respectively, for non-U.S. leases.
As of both March 31, 2014 and December 31, 2013, we held an aggregate of approximately $130 million of commercial real estate loans which were modified in troubled debt restructurings. No impairment loss was recognized upon restructuring of the loans, as the discounted cash flows of the modified loans exceeded the carrying amount of the original loans as of the modification date. No loans were modified in troubled debt restructurings in the first quarter of 2014 or in all of 2013.
The following table presents activity in the allowance for loan losses for the periods indicated:

	Quarters Ended March 31,	
(In millions)	2014	2013
Allowance for loan losses:		
Beginning balance	$28	$22
Provision for loan losses:		
Institutional	2	—
Ending balance	$30	$22

The provision in the first quarter of 2014 was associated with our exposure to the above-described senior secured bank loans. These loans were purchased in connection with our participation in loan syndications in the non-investment-grade lending market beginning in 2013.
Cross-Border Outstandings
Cross-border outstandings are amounts payable to us by non-U.S. counterparties which are denominated in U.S. dollars or other non-local currency, as well as non-U.S. local currency claims not funded by local currency liabilities. Our cross-border outstandings consist primarily of deposits with banks; loans and lease financing, including short-duration advances; investment securities; amounts related to foreign exchange and interest-rate contracts; and securities finance. In addition to credit risk, cross-border outstandings have the risk that, as a result of political or economic conditions in a country, borrowers may be unable to meet their contractual repayment obligations of principal and/or interest when due because of the unavailability of, or restrictions on, foreign exchange needed by borrowers to repay their obligations.
Additional information with respect to the nature of our cross-border outstandings is provided under "Financial Condition - Cross-Border Outstandings" in

Management's Discussion and Analysis included in our 2013 Form 10-K.
The following table presents our cross-border outstandings in countries in which we do business, and which amounted to at least 1% of our consolidated total assets as of the dates indicated. The aggregate of the total cross-border outstandings presented in the table represented approximately 18% and 19% of our consolidated total assets as of March 31, 2014 and December 31, 2013, respectively.

(In millions)	Investment Securities and Other Assets	Derivatives and Securities on Loan	Total Cross-Border Outstandings
March 31, 2014			
United Kingdom	$13,662	$1,328	$14,990
Australia	7,210	209	7,419
Japan	6,618	133	6,751
Germany	4,509	406	4,915
Netherlands	4,582	135	4,717
France	2,849	673	3,522
Canada	2,709	500	3,209

December 31, 2013			
United Kingdom	$15,422	$1,697	$17,119
Australia	7,309	672	7,981
Netherlands	4,542	277	4,819
Canada	3,675	620	4,295
Germany	4,062	147	4,209
France	2,887	735	3,622
Japan	2,445	605	3,050

There were no aggregate cross-border outstandings in countries which amounted to between 0.75% and 1% of our consolidated total assets as of March 31, 2014. As of December 31, 2013, aggregate cross-border outstandings in countries which amounted to between 0.75% and 1% of our consolidated total assets totaled approximately $1.85 billion in China.

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

The following table presents our cross-border outstandings in Italy, Ireland, Spain and Portugal as of the dates indicated:

(In millions)	Investment Securities and Other Assets	Derivatives and Securities on Loan	Total Cross-Border Outstandings
March 31, 2014			
Italy	$1,012	$1	$1,013
Ireland	408	240	648
Spain	204	15	219
Portugal	80	—	80
December 31, 2013			
Italy	$763	$2	$765
Ireland	369	304	673
Spain	271	11	282
Portugal	78	—	78

As of March 31, 2014, none of the exposures in these countries was individually greater than 0.75% of our consolidated total assets. The aggregate exposures consisted primarily of interest-bearing deposits, investment securities, loans, including short-duration advances, and foreign exchange contracts. We had not recorded any provisions for loan losses with respect to any of our exposure in these countries as of March 31, 2014.

Risk Management

General

In the normal course of our global business activities, we are exposed to a variety of risks, some inherent in the financial services industry, others more specific to our business activities. State Street's risk management framework focuses on material risks, which include the following:

- credit and counterparty risk;
- liquidity risk, funding and management;
- operational risk, including execution, technology, business practice and fiduciary risks;
- market risk, including market risk associated with our trading activities and market risk associated with our non-trading, or asset-and-liability management, activities, the latter of which is primarily composed of interest-rate risk;
- model risk; and
- business risk, including reputational risk.

These material risks, as well as certain of the factors underlying each of these risks that could affect our businesses, our consolidated results of operations and our consolidated financial condition, are discussed in detail under Item 1A, "Risk Factors," included in our 2013 Form 10-K.

The scope of our business requires that we balance these risks with a comprehensive and well-integrated risk management function. The identification, assessment, monitoring, mitigation and reporting of risks are essential to our financial performance and successful management of our businesses. These risks, if not effectively managed, can result in current losses to State Street as well as erosion of our capital and damage to our reputation. Our systematic approach allows for an assessment of risks within a framework for evaluating opportunities for the prudent use of capital that appropriately balances risk and return.

Our objective is to optimize our return and to operate at a prudent level of risk. In support of this objective, we have instituted a risk appetite framework that aligns our business strategy and financial objectives with the level of risk that we are willing to incur.

Our risk management is based on the following major principles:

- A culture of risk awareness that extends across all of our business activities;

- The identification, classification and quantification of State Street's material risks;
- The establishment of our risk appetite and associated limits and policies, and our compliance with these limits;
- The establishment of a risk management structure at the “top of the house” that enables the control and coordination of risk-taking across the business lines;
- The implementation of stress testing practices and a dynamic risk-assessment capability; and
- The overall flexibility to adapt to the ever-changing business and market conditions.

Our Risk Appetite Statement outlines the quantitative limits and qualitative goals that define our risk appetite, as well as the responsibilities for measuring and monitoring risk against limits, and for reporting, escalating, approving and addressing exceptions. The Risk Appetite Statement is established by management with the guidance of Enterprise Risk Management, or ERM, a corporate risk oversight group, in conjunction with our Board of Directors. The Board formally reviews and approves our Risk Appetite Statement annually.

The Risk Appetite Statement describes the level and types of risk that we are willing to accommodate in executing our business strategy, and also serves as a guide in setting risk limits across our business units. In addition to our Risk Appetite Statement, we use stress testing as another important tool in our risk management practice. Additional information with respect to our stress-testing process and practices is

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

provided under "Capital" in this Management's Discussion and Analysis.
The following table provides a reference to the disclosures about our management of significant risks provided herein.

	Form 10-Q Page Number
Risk Governance and Structure	33
Credit Risk Management	36
Liquidity Risk Management	38
Operational Risk Management	42
Market Risk Management	44

Risk Governance and Structure
We have a disciplined approach to risk management that involves all levels of management, from the Board and the Board's Risk and Capital Committee, or RCC, and its Examining & Audit, or E&A, Committee, to each business unit and each employee. We allocate responsibility for risk oversight so that risk/return decisions are made at an appropriate level, and are subject to robust and effective review and challenge. Risk management is the responsibility of each employee, and is implemented through three lines of defense: the business units, which own and manage the risks inherent in their business; ERM, which provides separate oversight, monitoring and control; and

Corporate Audit, which assesses the effectiveness of the first two lines of defense.
The responsibilities for effective review and challenge reside with senior managers, oversight committees, Corporate Audit, the Board's RCC and, ultimately, the Board. While we believe that our risk management program is effective in managing the risks in our businesses, internal and external factors may create risks that cannot always be identified or anticipated.
Corporate-level risk committees provide focused oversight, and establish corporate standards and policies for specific risks, including credit, sovereign exposure, new business products, regulatory compliance and ethics, as well as operational, market, liquidity and model risks. These committees have been delegated the responsibility to develop recommendations and remediation strategies to address issues that affect or have the potential to affect State Street.
We maintain a risk governance committee structure which serves as the formal governance mechanism through which we seek to undertake the consistent identification, discussion and management of various risks facing State Street in connection with its business activities. This governance structure is enhanced and integrated through multi-disciplinary involvement, particularly through ERM. The following chart presents this structure.

Table of Contents

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

RISK GOVERNANCE COMMITTEE STRUCTURE

Board Oversight	Risk and Capital Committee of the Board of Directors (RCC)			Examining & Audit Committee of the Board of Directors (E&A)			
Senior Management Oversight	Management Risk and Capital Committee (MRAC)		Business Conduct Review Committee (BCRC)		Technology and Operational Risk Committee (TORC)		
Risk Committees							
	Asset, Liability and Capital Committee (ALCCO)	Credit Risk and Policy Committee	Country Risk Committee	Trading and Markets Risk Committee (TMRC)	Securities Finance Risk Management Committee	Model Assessment Committee (MAC)	Basel ICAAP Oversight Committee (BIOC)
Mandate	Oversight of interest rate risk, liquidity risk and capital adequacy	Oversight of credit and counterparty risk	Oversight of country risk and international exposure	Senior risk committee governing all global markets trading activities	Oversight of Securities Finance and collateral reinvestment activities	Oversight of model deployment	Oversight of Basel II and Basel III program
	CCAR Steering Committee[1]	Recovery and Resolution Planning Executive Steering Group	New Business and Product Committee	Compliance and Ethics Committee	Fiduciary Review Committee	Operational Risk Committee (ORC)	Technology Risk Governance Committee
Mandate	Oversight of CCAR stress-testing program	Oversight of process for development of recovery and resolution plans	Oversight of evaluation of risk inherent in new products and services	Oversight of compliance programs including employee ethics standards	Oversight of corporate-wide fiduciary risk	Oversight of corporate-wide operational risk	Oversight of corporate-wide technology risk

and new
business

(1) Oversees the submission of capital plans in connection with the Federal Reserve's annual Comprehensive Capital Analysis and Review, or CCAR, process.

ERM provides risk oversight, support and coordination to allow for the consistent identification, measurement and management of risks across business units separate from the business units' activities, and is responsible for the formulation and maintenance of enterprise-wide risk management policies and guidelines. In addition, ERM establishes and reviews approved limits and, in collaboration with business unit management, monitors key risks. Ultimately, ERM works to validate that risk-taking falls within our risk appetite approved by the Board and conforms to associated risk policies, limits and guidelines.
The Chief Risk Officer, or CRO, who is responsible for State Street’s risk management globally, leads ERM and has a dual reporting line to State Street’s Chief Executive Officer and the Board’s

RCC. ERM discharges its responsibilities globally through a three-dimensional organization structure:
“Vertical” business unit-aligned risk groups that assist business managers with risk management, measurement and monitoring activities;
“Horizontal” risk groups that monitor the risks that cross all of our business units (for example, credit and operational risk); and
Risk oversight for international activities, which adds important regional and legal entity perspectives to global vertical and horizontal risk management.
Sitting on top of this three-dimensional organization structure is a centralized group responsible for the aggregation of risk exposures across the vertical, horizontal and regional

Table of Contents

dimensions, for consolidated reporting, for setting the enterprise-level risk appetite framework and associated limits and policies, and for dynamic risk assessment across State Street.

The Board's RCC is responsible for oversight related to our assessment and management of risk, including credit, liquidity, operational, fiduciary, market, interest-rate and business risks and related policies. In addition, the RCC provides oversight on strategic capital governance principles and controls, and monitors capital adequacy in relation to risk. The RCC is also responsible for discharging certain duties and obligations of the Board under applicable Basel and other regulatory requirements. The Chief Financial Officer, together with the CRO, attend meetings of the RCC.

The E&A Committee oversees the operation of our system of internal controls covering the integrity of our consolidated financial statements and reports, compliance with laws, regulations and corporate policies, and the qualifications, performance and independence of our independent registered public accounting firm. The E&A Committee acts on behalf of the Board in monitoring and overseeing the performance of Corporate Audit and in reviewing certain communications with banking regulators. The E&A Committee has direct responsibility for the appointment, compensation, retention, evaluation and oversight of the work of our independent registered public accounting firm, including sole authority for the establishment of pre-approval policies and procedures for all audit engagements and any non-audit engagements.

The Management Risk and Capital Committee, or MRAC, is the senior management decision-making body for risk and capital issues, and is responsible for ensuring that our strategy, budget, risk appetite and capital adequacy are properly aligned. The main responsibilities of MRAC are as follows:

- The review of our risk appetite framework and top-level risk limits and policies;
- The monitoring and assessment of our capital adequacy based on regulatory requirements and internal policies; and
- The review of business performance in the context of risk and capital allocation.

The committee is co-chaired by our CRO and Chief Financial Officer. In addition, the MRAC regularly presents a report to the Board's RCC outlining developments in the risk environment and performance trends in our key business areas.

The Business Conduct Review Committee, or BCRC, provides additional risk governance and leadership, by overseeing State Street's business practices and reinforcing our commitment to the

highest standards of ethical conduct. Management considers adherence to high ethical standards to be critical to the success of our business and to our reputation. The BCRC is co-chaired by our CRO and our Chief Legal Officer.

The Technology and Operational Risk Committee, or TORC, oversees and assesses the effectiveness of corporate-wide technology and operational risk management programs, to manage and control technology and operational risk consistently across the organization. The TORC may meet jointly with the MRAC periodically to review or approve common areas of interest such as risk frameworks and policies. The TORC is co-chaired by our CRO and the Head of Global Operations, Technology and Product Development.

Risk Committees

Our Asset, Liability and Capital Committee, or ALCCO, is a risk committee that oversees the management of our consolidated statement of condition, the management of our global liquidity and our interest-rate risk positions, our regulatory and economic capital, the determination of the framework for capital allocation and strategies for capital structure, and issuances of debt and equity securities. ALCCO's roles and responsibilities are designed to work complementary to, and be coordinated with, the MRAC, which approves State Street's balance sheet strategy and related activities. ALCCO is chaired by our Treasurer and directly reports into the MRAC.

The following other risk committees have focused responsibilities for oversight of specific areas of risk management:

- The Credit Risk and Policy Committee is responsible for cross-business unit review and oversight of credit and counterparty risk;
- The Country Risk Committee oversees the identification, assessment, monitoring, reporting and mitigation, where necessary, of country risks;

The Trading and Markets Risk Committee, or TMRC, reviews the effectiveness of, and approves, the market risk framework at least annually; it is the most senior oversight and decision making committee for risk management within State Street Global Markets and the trading-and-clearing business of State Street Global Exchange;
The Securities Finance Risk Management Committee provides oversight of the risks in our securities finance business, including collateral and margin policies;
The Model Assessment Committee, or MAC, provides recommendations concerning technical modeling issues and validates

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

financial models utilized by our business units;
The Basel / ICAAP Oversight Committee, or BIOC, reviews and assesses compliance with regulatory capital rules, and oversees initiatives related to the development and enhancement of relevant reporting capabilities;
The CCAR Steering Committee provides primary supervision of the stress tests performed in conformity with CCAR and the Dodd-Frank Act, and is responsible for the overall management, review, and approval of all material assumptions, methodologies, and results of each stress scenario;
The Recovery and Resolution Planning Executive Steering Group oversees the development of recovery and resolution plans as required by banking regulators;
The New Business and Product Committee provides oversight of the evaluation of the risk inherent in proposed new products or services and new business, as well as divestitures, restructurings and outsourcing arrangements; evaluations include economic justification, material risk, compliance, regulatory and legal considerations, and capital and liquidity analyses;
The Compliance and Ethics Committee provides review and oversight of State Street's compliance programs, including its culture of compliance and high standards of ethical behavior;
The Fiduciary Review Committee reviews and assesses the risk management programs of those units in which State Street serves in a fiduciary capacity;
The Operational Risk Committee provides cross-business oversight of operational risk to identify, measure, manage and control operational risk in an effective and consistent manner across State Street; and
The Technology Risk Governance Committee provides regular reporting to the TORC and escalates technology risk issues to the TORC, as appropriate.

Credit Risk Management

Core Policies and Principles

Credit and counterparty risk is defined as the risk of financial loss if a counterparty, borrower or obligor, referred to collectively as counterparties, is either unable or unwilling to repay borrowings or settle a transaction in accordance with underlying contractual terms. We assume credit and counterparty risk in our traditional non-trading lending activities (such as loans and contingent

commitments), in our investment securities portfolio (where recourse to a counterparty exists), and in our direct or indemnified agency trading activities (such as securities lending and foreign exchange). We also assume credit and counterparty risk in our day-to-day treasury and securities and other settlement operations, in the form of deposit placements and other cash balances with central banks or private sector institutions.

We distinguish between three kinds of credit and counterparty risk:

Default risk is the risk that a counterparty fails to meet its contractual payment obligations;
Country risk is the risk that we may suffer a loss, in any given country, due to any of the following reasons: deterioration of economic conditions, political and social upheaval, nationalization and appropriation of assets, government repudiation of indebtedness, exchange controls, and disruptive currency depreciation or devaluation; and
Settlement risk is the risk that the settlement or clearance of transactions will fail, and arises whenever the exchange of cash, securities and/or other assets is not simultaneous.

The extension of credit and the acceptance of counterparty risk are governed by corporate guidelines based on a counterparty's risk profile, the markets served, counterparty and country concentrations, and regulatory compliance. These guidelines include reference to a number of core policies and principles:

All credit risks to each counterparty, or group of counterparties, are measured and consolidated in accordance with a 'one obligor' principle that aggregates all risks types across all business areas;
We seek to avoid or minimize undue concentrations of risk; counterparty (or groups of counterparties), industry, country and product-specific concentrations of risk are subject to frequent review and approval in accordance with State Street's prevailing risk appetite;

All extensions of credit, or material changes to extensions of credit (such as its tenor, collateral structure or covenants), are approved by ERM in conformity with assigned credit-approval authorities;
We assign credit approval authorities to individuals according to their qualifications, experience and training, and review these authorities periodically; our largest exposures require approval by the Credit Committee, a sub-committee of the Credit Risk and Policy

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

Committee; for certain small and low-risk extensions of credit, for certain counterparty types, approval authority has been granted to individuals outside of ERM;

The creditworthiness of all counterparties is determined by way of a detailed risk assessment, including the use of comprehensive internal rating methodologies; all rating methodologies in use at State Street are authorized for use within the advanced internal-ratings-based approach under applicable Basel requirements; and

A review of the creditworthiness of all counterparties, as well as all extensions of credit, is undertaken at least annually; the nature and extent of these reviews is determined by the size, nature and tenor of the extensions of credit, as well as the creditworthiness of the counterparty.

All core policies and principles are subject to annual review, as an integral part of State Street's periodic assessment of its risk appetite.

Governance

The Credit Risk Management group is an integral part of ERM and is responsible for assessing, approving and monitoring all types of credit risk across State Street. It has responsibility for all requisite policies and procedures, and for State Street's advanced internal credit-rating systems and methodologies. Additionally, Credit Risk Management, in conjunction with the appropriate business units, establishes appropriate measurements and limits to control the amount of credit risk accepted across its various business activities, both at a portfolio level and for each individual obligor, or group of obligors.

A number of local committees within State Street are responsible for overseeing credit risk. The Credit Risk and Policy Committee is responsible for approving policies and procedures, determining risk appetite and for routine monitoring of State Street's credit-risk portfolio. The Credit Committee, a sub-committee of the Credit Risk and Policy Committee, has primary responsibility for the largest and higher-risk extensions of credit to individual obligors, or groups of obligors. Both committees provide periodic updates to the MRAC and the Board's RCC.

Credit Limits

Central to our philosophy for managing credit risk are the approval and imposition of credit limits, which reflect our credit risk appetite relative to the borrower or counterparty, its domicile, the nature of the risk and the country of risk. The extent of our ongoing analysis, approval and monitoring of credit limits and exposure is determined by the type of

borrower or counterparty, its prevailing credit-worthiness and the nature of the risk. These processes are outlined in formal guidelines.

Credit limits on a singular and aggregated basis are regularly reassessed and periodically revised based on prevailing and anticipated market conditions, changes in counterparty, industry or country-specific characteristics and outlook and State Street's risk appetite.

Global Counterparty Review

State Street's Global Counterparty Review, or GCR, team provides separate oversight of our counterparty credit risk management practices and provides senior management, as well as our auditors and regulators, with reporting needed to monitor and assess the effectiveness of prevailing practices. Specific activities include, but are not limited to:

- Separate and objective assessments of our credit and counterparty exposures to determine the nature and extent of risk undertaken by the business units;
- Periodic business unit reviews, focusing on the assessment of credit analysis, policy compliance, prudent transaction structure and underwriting standards, administration and documentation, risk-rating integrity, and relevant trends;
- Identification and monitoring of developing trends to minimize risk of loss and protect capital;
- Maintenance of risk-rating system integrity and assurance of counterparty risk-rating transparency through testing of ratings;
- Providing resources for specialized risk assessments (on an as-needed basis);
- Opining on the adequacy of the allowance for loan losses; and
- Serving as liaison with auditors and banking regulators with respect to risk rating, reporting and measurement.

Ongoing active monitoring and management of credit risk is an integral part of our credit risk management activities. A surveillance and credit review process is followed by both our business units and by ERM.

Credit Risk Mitigation

Techniques used to mitigate our counterparty credit risk include collateralizing our exposures; securing our exposures with a third-party guarantee; maintaining a security interest against assets under custody; exercising our legal right of offset; or buying credit insurance to offset our risk. We primarily accept cash, equities, and government securities as collateral. While we may use one or more of the foregoing techniques as protection with respect to a

Table of Contents

specific counterparty, we may also have multiple credit exposures to such counterparty, and all of our credit protection techniques may not be applicable to each type of credit exposure. In certain circumstances, we have credit exposure that is not secured.

Although we do not provide credit risk protection or trade in credit default swaps, we have purchased a small number of credit default swaps for hedging purposes. Due to the immaterial notional amount of these swaps, we do not formally recognize the benefits of these credit derivatives.

Reserve for Credit Losses

We maintain an allowance for loan losses to support our on-balance sheet credit exposures. We also maintain a reserve for unfunded commitments and letters of credit to support our off-balance credit exposure. The two components together represent the reserve for credit losses. Review and evaluation of the adequacy of the reserve for credit losses is ongoing throughout the year, but occurs at least quarterly, and is based, among other factors, on our evaluation of the level of risk in the portfolio, the volume of adversely classified loans, previous loss experience, current trends, and expected economic conditions and their effect on our counterparties. Additional information about the allowance for loan losses is provided in note 4 to the consolidated financial statements included in this Form 10-Q.

Liquidity Risk Management

Liquidity risk is defined as the potential that our financial condition or overall viability could be adversely affected by an actual or perceived inability to meet cash and collateral obligations. The goal of liquidity risk management is to maintain, even in the event of stress, our ability to meet our cash and collateral obligations.

Liquidity is managed to meet our financial obligations in a timely and cost-effective manner, as well as maintain sufficient flexibility to fund strategic corporate initiatives as they arise. Our effective management of liquidity involves the assessment of the potential mismatch between the future cash needs of our clients and our available sources of cash under both normal and adverse economic and business conditions.

We generally manage our liquidity on a global, consolidated basis. We also manage liquidity on a stand-alone basis at the parent company, as well as at certain branches and subsidiaries of State Street Bank. State Street Bank generally has access to markets and funding sources limited to banks, such as the federal funds market and the Federal Reserve's discount window. Our parent company is

managed to a more conservative liquidity profile, reflecting narrower market access. Our parent company typically holds enough cash, primarily in the form of interest-bearing deposits with its banking subsidiaries, to meet its current debt maturities and cash needs, as well as those projected over the next one-year period. As of March 31, 2014, the value of the parent company's net liquid assets totaled $4.76 billion, compared with $4.42 billion as of December 31, 2013. Our parent company's liquid assets generally consist of overnight placements with its banking subsidiaries.

Based on our level of consolidated liquid assets and our ability to access the capital markets for additional funding when necessary, including our ability to issue debt and equity securities under our current universal shelf registration, management considers State Street's overall liquidity as of March 31, 2014 to be sufficient to meet its current commitments and business needs, including accommodating the transaction and cash management needs of its clients.

Governance

Global Treasury is responsible for our management of liquidity. This includes the day-to-day management of our global liquidity position, the development and monitoring of early warning indicators, key liquidity risk metrics, the creation and execution of stress tests, the evaluation and implementation of regulatory requirements, the maintenance and execution of our liquidity guidelines and contingency funding plan, and routine management reporting to ALCCO and the Board's RCC.

Global Treasury Risk Management, part of ERM, provides separate oversight over the identification, communication and management of Global Treasury's risks in support of our business strategy. Global Treasury Risk Management reports to the CRO. Global Treasury Risk Management's responsibilities relative to liquidity risk management include the development and review of policies and guidelines; the monitoring of limits related to adherence to the liquidity risk guidelines and associated reporting.

Liquidity Framework

Our liquidity framework contemplates areas of potential risk based on our activities, size, and other appropriate risk-related factors. In managing liquidity risk, we employ limits, maintain established metrics and early warning indicators and perform routine stress testing to identify potential liquidity needs. This process involves the evaluation of a combination of internal and external scenarios which assist us in measuring our liquidity position and in identifying

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

potential increases in cash needs or decreases in available sources of cash, as well as the potential impairment of our ability to access the global capital markets.

We manage liquidity according to several principles that are equally important to our overall liquidity risk management framework:

- Structural liquidity management addresses liquidity by monitoring and directing the composition of our consolidated statement of condition. Structural liquidity is measured by metrics such as the percentage of total wholesale funds to consolidated total assets, and the percentage of non-government investment securities to client deposits. In addition, on a regular basis and as described further below, our structural liquidity is evaluated under various stress scenarios.
- Tactical liquidity management addresses our day-to-day funding requirements and is largely driven by changes in our primary source of funding, which is client deposits.

Fluctuations in client deposits may be supplemented with short-term borrowings, which generally include commercial paper and certificates of deposit.

- Stress testing and contingent funding planning are longer-term strategic liquidity risk management practices. Regular and ad hoc liquidity stress testing are performed under various severe but plausible scenarios at the consolidated level and at significant subsidiaries, including State Street Bank. These tests contemplate severe market and State Street-specific events under various time horizons and severities. Tests contemplate the impact of material changes in key funding sources, credit ratings, additional collateral requirements, contingent uses of funding, systemic shocks to the financial markets, and operational failures based on market and State Street-specific assumptions. The stress tests evaluate the required level of funding versus available sources in an adverse environment. As stress testing contemplates potential forward-looking scenarios, results also serve as a trigger to activate specific liquidity stress levels and contingent funding actions.

Contingency Funding Plans, or "CFPs", are designed to assist senior management with decision-making associated with any contingency funding response to a possible or actual crisis scenario. The CFPs define roles, responsibilities and management actions to be taken in the event of deterioration of our liquidity profile caused by either a State Street-specific event or a broader disruption in the capital markets. Specific actions are linked to the level of stress indicated by these measures or by management judgment of market conditions.

Liquidity Risk Metrics

In managing our liquidity, we employ early warning indicators and metrics. Early warning indicators are intended to detect situations which may result in a liquidity stress, including changes in our common stock price and the spread on our long-term debt. Additional metrics that are critical to the management of our consolidated statement of condition and monitored as part of our routine liquidity management include measures of our fungible cash position, purchased wholesale funds, unencumbered liquid assets, deposits, and the total of investment securities and loans as a percentage of total client deposits.

Asset Liquidity

Central to the management of our liquidity is asset liquidity, which generally consists of unencumbered highly liquid securities, cash and cash equivalents carried in our consolidated statement of condition. We restrict the eligibility of securities for asset liquidity to U.S. Government and federal agency securities (including mortgage-backed securities) and selected non-U.S. Government and supranational securities, which generally are more liquid than other types of assets. The following table presents the components of our asset liquidity balance as of the dates, or for the periods, indicated:

(In millions)	March 31, 2014	December 31, 2013
Asset Liquidity:		
Highly liquid short-term investments[1]	$75,796	$64,257
Investment securities	21,612	22,322
Total	$97,408	$86,579

	Quarters Ended March 31,	
(In millions)	2014	2013
Average Asset Liquidity:		
Highly liquid short-term investments[1]	$33,410	$30,585
Investment securities	21,457	25,794
Total	$54,867	$56,379

[1] Composed of interest-bearing deposits with banks.

Due to the continued elevated level of client deposits as of March 31, 2014, we maintained cash balances in excess of regulatory requirements of approximately $61.98 billion at the Federal Reserve, the ECB and other non-U.S. central banks, compared to $51.03 billion as of December 31, 2013.

Liquid securities carried in our asset liquidity include securities pledged without corresponding

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

advances from the Federal Reserve Bank of Boston, or FRB, the Federal Home Loan Bank of Boston, or FHLB, and other non-U.S. central banks. State Street Bank is a member of the FHLB. This membership allows for advances of liquidity in varying terms against high-quality collateral, which helps facilitate asset-and-liability management. Access to primary, intra-day and contingent liquidity provided by these utilities is an important source of contingent liquidity with utilization subject to underlying conditions. As of March 31, 2014 and December 31, 2013, State Street Bank had no outstanding primary credit borrowings from the FRB discount window or any other central bank facility, and as of the same dates, no FHLB advances were outstanding.

In addition to the securities included in our asset liquidity, we have significant amounts of other high-quality investment securities. The aggregate fair value of those securities was $65.45 billion as of March 31, 2014, compared to $66.16 billion as of December 31, 2013. These securities are available sources of liquidity, although not as rapidly deployed as those included in our asset liquidity.

Uses of Liquidity

Significant uses of our liquidity could result from the following: withdrawals of client deposits; draw-downs of unfunded commitments to extend credit or to purchase securities, generally provided through lines of credit; and short-duration advance facilities. Such circumstances would generally arise under stress conditions including deterioration in credit ratings. We had unfunded commitments to extend credit with gross contractual amounts totaling $21.77 billion and $21.30 billion as of March 31, 2014 and December 31, 2013, respectively. These amounts do not reflect the value of any collateral. Approximately 77% of our unfunded commitments to extend credit expire within one year from the date of issuance. Since many of our commitments are expected to expire or renew without being drawn upon, the gross contractual amounts do not necessarily represent our future cash requirements.

Funding

Deposits:

Our Investment Servicing business provides products and services including custody, accounting, administration, daily pricing, foreign exchange services, cash management, financial asset management, securities finance and investment advisory services. As a provider of these products and services, we generate client deposits, which have generally provided a stable, low-cost source of funds. As a global custodian, clients place deposits with State Street entities in various currencies. These

client deposits are invested in a combination of investment securities and short-duration financial instruments whose mix is determined by the characteristics of the deposits.

For the past several years, we have experienced higher client deposit inflows toward the end of the quarter or the end of the year. As a result, average client deposit balances are deemed to be more reflective of ongoing funding than period-end balances. The following table presents client deposit balances as of the dates and for the periods indicated:

			Average Balance	
	March 31,		Quarters Ended March 31,	
(In millions)	2014	2013	2014	2013
Client deposits[(1)]	$194,648	$150,130	$154,086	$138,750

[(1)] Balance as of March 31, 2013 excluded term wholesale certificates of deposit, or CDs, of $4.64 billion; average balances for the quarter ended March 31, 2013 excluded average CDs of $8.43 billion.

Short-Term Funding:

Our corporate commercial paper program, under which we can issue up to $3 billion of commercial paper with original maturities of up to 270 days from the date of issuance, had $1.88 billion of commercial paper outstanding as of March 31, 2014, compared to $1.82 billion as of December 31, 2013.

Our on-balance sheet liquid assets are also an integral component of our liquidity management strategy. These assets provide liquidity through maturities of the assets, but more importantly, they provide us with the ability to raise funds by pledging the securities as collateral for borrowings or through outright sales. In addition, our access to the global

capital markets gives us the ability to source incremental funding at reasonable rates of interest from wholesale investors. As discussed earlier under “Asset Liquidity,” State Street Bank's membership in the FHLB allows for advances of liquidity in varying terms against high-quality collateral.

Short-term secured funding also comes in the form of securities lent or sold under agreements to repurchase. These transactions are short-term in nature, generally overnight, and are collateralized by high-quality investment securities. The balances associated with this activity are generally stable, as they represent a collateralized cash investment option for our investment servicing clients. These balances were $8.95 billion and $7.95 billion as of March 31, 2014 and December 31, 2013, respectively.

State Street Bank currently maintains a line of credit with a financial institution of CAD $800 million, or approximately $725 million as of March 31, 2014,

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

to support its Canadian securities processing operations. The line of credit has no stated termination date and is cancelable by either party with prior notice. As of March 31, 2014, there was no balance outstanding on this line of credit.

Long-Term Funding:

As of March 31, 2014, State Street Bank had Board authority to issue unsecured senior debt securities from time to time, provided that the aggregate principal amount of such unsecured senior debt outstanding at any one time does not exceed $5 billion. As of March 31, 2014, $4.1 billion was available for issuance pursuant to this authority. As of March 31, 2014, State Street Bank also had Board authority to issue up to $1.5 billion of subordinated debt, incremental to subordinated debt outstanding as of the same date. As of March 31, 2014, $500 million was available for issuance pursuant to this authority.

We maintain an effective universal shelf registration that allows for the public offering and sale of debt securities, capital securities, common stock, depositary shares and preferred stock, and warrants to purchase such securities, including any shares into which the preferred stock and depositary shares may be convertible, or any combination thereof. We have issued in the past, and we may issue in the future, securities pursuant to our shelf registration. The issuance of debt or equity securities will depend on future market conditions, funding needs and other factors.

Agency Credit Ratings

Our ability to maintain consistent access to liquidity is fostered by the maintenance of high investment-grade ratings as measured by the major independent credit rating agencies. Factors essential to maintaining high credit ratings include diverse and stable core earnings; relative market position, strong risk management; strong capital ratios; diverse liquidity sources, including the global capital markets and client deposits; strong liquidity monitoring procedures; and preparedness for current or future regulatory developments. High ratings minimize borrowing costs and enhance our liquidity by providing assurance for unsecured funding and depositors, increasing the potential market for our debt and improving our ability to offer products, serve markets, and engage in transactions in which clients value high credit ratings. A downgrade or reduction of our credit ratings could have a material adverse effect on our liquidity by restricting our ability to access the capital markets, increasing the related cost of funds, causing the sudden and large-scale withdrawal of unsecured deposits by our clients, leading to draw-downs of unfunded commitments to extend credit or triggering requirements under securities purchase

commitments, or require additional collateral or force terminations of certain trading derivative contracts.

A majority of our derivative contracts have been entered into under bilateral agreements with counterparties who may require us to post collateral or terminate the transactions based on changes in our credit ratings. We assess the impact of these arrangements by determining the collateral or termination payments that would be required assuming a downgrade by all rating agencies. The following table presents the additional collateral or termination payments related to our net derivative liabilities under these arrangements that could have been called as of the dates indicated by counterparties in the event of a one-notch and two-notch downgrade in our credit ratings. Other funding sources, such as secured financing transactions and other margin requirements, for which there are no explicit triggers, could also be adversely affected.

(In millions)	March 31, 2014	December 31, 2013
Additional collateral or termination payments for a one- or two-notch downgrade	$3	$7

Proposed Liquidity Framework

In October 2013, U.S. banking regulators issued a Notice of Proposed Rulemaking, or NPR, intended to implement the Basel Committee's Liquidity Coverage Ratio, or LCR, in the U.S. The LCR is intended to promote the short-term resilience of the liquidity risk profile of internationally active banking organizations, improve the banking industry's ability to absorb shocks arising from financial and economic stress, and improve the measurement and management of liquidity risk. The proposed LCR would require a covered banking organization to maintain an amount of high-quality liquid assets, or HQLA, equal to or greater than 100% of the banking organization's total net cash outflows over a

30-calendar-day period of significant liquidity stress, as defined. The October 2013 NPR would be phased in beginning on January 1, 2015 at 80% with full implementation by January 1, 2017. As an internationally active banking organization, we expect to be subject to the LCR standard in the U.S., as well as in other jurisdictions in which we operate.

The NPR is generally consistent with the Basel Committee's LCR. However, it includes certain more stringent requirements, including an accelerated implementation time line and modifications to the definition of high-quality liquid assets and expected outflow assumptions. We continue to analyze the proposed rules and analyze their impact as well as develop strategies for compliance. The principles of the LCR are consistent with our liquidity management framework; however, the specific calibrations of

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

various elements within the final LCR rule, such as the eligibility of assets as HQLA, operational deposit requirements and net outflow requirements could have a material effect on our liquidity, funding and business activities, including the management and composition of our investment securities portfolio and our ability to extend committed contingent credit facilities to our clients.

In January 2014, the Basel Committee released a revised proposal with respect to the Net Stable Funding Ratio, or NSFR, which will establish a one-year liquidity standard representing the proportion of long-term assets funded by long-term stable funding, scheduled for global implementation in 2018. The revised NSFR has made some favorable changes regarding the treatment of operationally linked deposits and a reduction in the funding required for certain securities. However, we continue to review the specifics of the Basel Committee's release and will be evaluating the U.S. implementation of this standard to analyze the impact and develop strategies for compliance. U.S. banking regulators have not yet issued a proposal to implement the NSFR.

Operational Risk Management

We define operational risk as the risk of loss resulting from inadequate or failed internal processes and systems, human error, or from external events. At State Street, this definition encompasses legal risk and fiduciary risk. We define legal risk as the risk of loss resulting from failure to comply with laws and contractual obligations as well as prudent ethical standards, in addition to exposure to litigation from all aspects of our activities. Fiduciary risk arises if, in acting on behalf of our clients, we fail to properly exercise discretion or we do not properly monitor or control the exercise of discretion by a third party.

In the conduct of our investment servicing and investment management activities, we assume operational risk. The products and services we provide to our clients, such as custody; product- and participant-level accounting; daily pricing and administration; master trust and master custody; record-keeping; cash management; foreign exchange, and the management of financial assets using passive and active strategies, can result in execution risk, business practice risk, fiduciary risk and other types of operational risk. Because operational risk is process-oriented, compared to other risks, for example credit risk and market risk, which are transaction-oriented, our ability to influence and manage risk-taking rests at the process level, and requires a broad set of process controls.

Whereas operational risk represents the potential, an operational risk event is the actual

occurrence of the risk. An operational risk event that gives rise to a direct financial impact is referred to as an operational risk loss or gain. If there is no financial impact, the event is termed a "near-miss."

Framework

We have developed a comprehensive approach to operational risk management that is consistently applied across State Street. This approach, referred to as our operational risk framework, takes a holistic view and integrates the different methods and tools used to manage operational risk. The framework, which was developed by our Operational Risk Management group and utilizes aspects of the framework of the Committee of Sponsoring Organizations of the Treadway Commission, or the COSO framework, and industry/peer leading practices, is designed to comply with Basel requirements. Our operational risk framework seeks to provide a number of important benefits, including:

- The alignment of business priorities with risk management objectives;
- The active management of risk and the avoidance of surprises;
- The clarification of responsibilities for the management of operational risk;
- A common understanding of operational risk management and its supporting processes; and
- The consistent application of policies and collection of data for risk management and measurement.

The framework is composed of two mutually reinforcing areas, foundational elements and framework components. The three foundational elements used to consistently implement the framework across the diverse groups within State Street are governance, documentation, and communication/awareness. The framework also contains five components that provide overarching structure that integrates distinct risk programs into a continuous process focused on managing and measuring operational risk in a coordinated and consistent manner. The individual components and the

objectives of each component are:

Identify, assess and measure risk - understand business unit strategy, risk profile and potential exposure;

Monitor risk - proactively monitor the business environment and associated operational risk exposure;

Evaluate and test controls - verify that internal controls are designed appropriately, are consistent with corporate and regulatory standards, and are operating effectively;

Provide integrated management reporting - facilitate management's ability to maintain

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

control, provide oversight and escalate issues in a timely manner; and

- Support risk-based decision making - make conscious risk-based decisions and understand the trade-off between risk and return.

We maintain an operational risk policy, under which we endeavor to effectively manage operational risk in order to support the achievement of our corporate objectives and fully comply with any related regulatory requirements. We achieve these policy objectives through the implementation of our operational risk framework, which describes the integrated set of processes and tools that assist us in managing and measuring operational risk.

Our operational risk policy is approved annually by the Board's RCC. The purpose of the policy is to set forth our approach to the management of operational risk, to identify the responsibilities of individuals and committees charged with overseeing the management of operational risk, and to provide a broad mandate that supports implementation of the operational risk framework.

Guidelines

As part of our operational risk framework, we have also developed operational risk guidelines which document in greater detail our practices and describe the key elements that should be present in a business unit's operational risk management program. The purpose of the guidelines is to set forth and define key operational risk terms, provide further detail on State Street's operational risk programs, and detail business unit responsibilities for the identification, assessment, measurement, monitoring and reporting of operational risk. The guidelines support the operational risk policy and document our practices used to manage and measure operational risk in an effective and consistent manner across State Street.

We have a number of operational risk tools and processes in use that are corporate-wide in application or coverage. These tools include a series of risk assessments and diagnostics, at the business unit level, across the risk spectrum aimed at the identification of risks that occur routinely through normal operations, strategic risks that may arise over a longer-term horizon and risks that occur very infrequently but which could materially affect State Street. Further, these assessments allow management to define risk mitigation strategies and set action plans for implementation.

State Street monitors the level and trend of its operational risk profile through a series of management reports, risk assessment outcomes, risk mitigation initiative processes and risk metrics. Together, this data assists us in understanding our

risk profile, as well as our progress on managing risk and changes in the environment, both internal and external, which may affect our risk profile. In addition, we use scenario analysis to provide a forward-looking assessment of large operational risk events that we may not have experienced yet.

In order for these tools and programs to meet framework objectives, we have implemented comprehensive data collection practices and consistent risk classification standards that facilitate the analysis of risks across the company. In addition, we have established standards for operational risk data for the purpose of maintaining data repositories and systems that are controlled, accurate and available on a timely basis to support operational risk management.

Governance

The roles and responsibilities with respect to the management of operational risk at State Street reflect the following four key principles:

- Board oversight of our operational risk framework is primarily the responsibility of the RCC, which annually reviews and approves our operational risk policy and delegates day-to-day oversight to ERM;
- Senior business unit managers are responsible for the management of operational risk;
- ERM and other corporate groups provide separate oversight, validation and verification of the management and measurement of operational risk; and
- Executive management provides oversight through participation on risk-management committees and direct management of risk in business activities.

The key responsibilities of these groups with respect to operational risk are described below:

The RCC approves our operational risk policy, delegates the implementation and monitoring of the operational risk guidelines, framework and related programs to ERM, and reviews periodic reporting of management information related to operational risk; and

Senior business unit management is responsible for the direct management of operational risk arising from our business activities, as well as operational risk oversight through representation on the MRAC, the BCRC, the TORC, and the local Operational Risk and Fiduciary Review Committees.

A number of corporate groups have responsibility for developing, implementing, and

Table of Contents

assessing various aspects of State Street's operational risk framework:

ERM's Corporate Operational Risk Management group is responsible for the development and implementation of State Street's operational risk guidelines, framework and supporting tools. It also reviews and analyzes operational key risk information, metrics and indicators at the business line and corporate level for purposes of reporting and escalating operational risk events;

ERM's Corporate Risk Analytics group develops and maintains operational risk capital estimation models and regularly calculates State Street's operational risk regulatory capital requirements;

ERM's Model Governance group separately validates the quantitative models used to measure operational risk; and

Corporate Audit performs separate reviews of the application of operational risk management practices and methodologies utilized across State Street.

Operational risk management at State Street includes both the corporate Operational Risk Management group, led by the global head of Operational Risk, who is a member of the CRO's executive management team, and a distributed risk management infrastructure that is aligned with our business units. The risk management groups aligned with the business units report directly to the CRO, and have operational risk managers who are responsible for the implementation of the operational risk framework at the business unit level.

Market Risk Management

Market risk is defined by U.S. banking regulators as the risk of loss that could result from broad market movements, such as changes in the general level of interest rates, credit spreads, foreign exchange rates or commodity prices. State Street is exposed to market risk in both its trading and certain of its non-trading, or asset-and-liability management, activities. The market risk management processes related to our trading activities, discussed in further detail below, apply to both on- and off-balance sheet exposures.

In the conduct of our trading activities, we assume market risk. The level of market risk that we assume is a function of our overall risk appetite, business objectives and liquidity needs, our clients' requirements and market volatility, and our execution against those factors. Market risk associated with our trading activities is discussed below under "Trading Activities." In addition, a supplemental disclosure

providing qualitative and quantitative information with respect to market risk associated with our trading activities is provided on the "Investor Relations" section of our website.

Market risk associated with our non-trading activities, which consists primarily of interest-rate risk, is discussed under "Asset-and-Liability Management Activities."

Trading Activities

We engage in trading activities primarily to support our clients' needs and to contribute to our overall corporate earnings and liquidity. In connection with certain of these trading activities, we enter into a variety of derivative financial instruments to support our clients' needs and to manage our interest-rate and currency risk. These activities are generally intended to generate trading services revenue and to manage potential earnings volatility. In addition, we provide services related to derivatives in our role as both a manager and a servicer of financial assets. Our clients use derivatives to manage the financial risks associated with their investment goals and business activities. With the growth of cross-border investing, our clients often enter into foreign exchange forward contracts to convert currency for international investments and to manage the currency risk in their international investment portfolios. As an active participant in the foreign exchange markets, we provide foreign exchange forward and option contracts in support of these client needs, and also act as a dealer in the currency markets.

As part of our trading activities, we assume positions in the foreign exchange and interest-rate markets by buying and selling cash instruments and entering into derivative instruments, including foreign exchange forward contracts, foreign exchange and interest-rate options and interest-rate swaps, interest-rate forward contracts, and interest-rate futures. As of March 31, 2014, the aggregate notional amount of these derivative contracts was $1.24 trillion, of which $1.23 trillion was composed of foreign exchange forward, swap and spot contracts. In the aggregate, we seek to match positions closely with the objective of minimizing related currency and interest-rate risk. All foreign exchange

contracts are valued daily at current market rates. Additional information about derivative contracts entered into in connection with our trading activities is provided in note 11 to the consolidated financial statements included in this Form 10-Q.

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

Governance

Our assumption of market risk in our trading activities is an integral part of our corporate risk appetite. Our Board of Directors reviews and oversees our management of market risk, including the approval of key market risk policies and the receipt and review of regular market risk reporting, as well as periodic updates on selected market risk topics.

The TMRC is a management committee that oversees all market risk-taking activities across State Street associated with trading. The TMRC, which reports to the MRAC is composed of members of ERM; our Global Markets business; and our Global Treasury group, as well as our senior executives who manage our trading businesses and other members of management who possess specialized knowledge and expertise. Under authority delegated by the MRAC, the TMRC is responsible for the formulation of guidelines, strategies and work flows with respect to the measurement, monitoring and control of our trading market risk, and also approves market risk tolerance limits and dealing authorities. The TMRC meets regularly to monitor the management of our trading market risk activities.

Our business units identify, actively manage and are responsible for the market risks inherent in their businesses. A dedicated market risk management group within ERM, and other groups within ERM, work with those business units to assist them in the identification, assessment, monitoring, management and control of market risk, and assist business unit managers with their market risk management and measurement activities. ERM provides an additional line of oversight, support and coordination designed to promote the consistent identification, measurement and management of market risk across business units, separate from those business units' discrete activities.

The ERM market risk management group is responsible for the management of corporate-wide market risk, the monitoring of key market risks and the development and maintenance of market risk management policies, guidelines, and standards aligned with our corporate risk appetite. This market risk management group also establishes and approves market risk tolerance limits and dealing authorities based on, but not limited to, notional amount measures, sensitivity measures, VaR measures and stress measures. Such limits and authorities are specified in our trading and market risk guidelines which govern our management of trading market risk.

Our risk management and our calculations of regulatory capital and economic capital are based primarily on our internal VaR models and stress-

testing analysis. As discussed in detail under "Value-at-Risk" below, VaR is measured daily by ERM.

Market risk exposure is established within our risk appetite framework. These limits define threshold levels for VaR- and stressed VaR-based measures and are applicable to all trading positions subject to regulatory capital requirements.

Covered Positions

Our trading positions are subject to regulatory market risk capital requirements if they meet the regulatory definition of a "covered position." The identification of covered positions for inclusion in our market risk capital framework is governed by our covered positions policy. This policy outlines the standards we use to determine whether a trading position is a covered position.

Our covered positions consist primarily of those arising from the trading portfolios held by our Global Markets business. These trading portfolios include products such as spot foreign exchange, foreign exchange forwards, non-deliverable forwards, foreign exchange options, foreign exchange funding swaps, currency futures, financial futures, and interest rate futures. Covered positions also arise from certain portfolios held by our Global Treasury group. Any new activities are analyzed to determine if the positions arising from such new activities meet the definition of a covered position and conform to our covered positions policy. This documented analysis, including any decisions with respect to market risk treatments, must receive approval from the TMRC.

Value-at-Risk, Stress Testing and Stressed VaR

As noted above, we use a variety of risk measurement tools and methodologies, including VaR, which is an estimate of potential loss for a given period within a stated statistical confidence interval. We use a risk measurement methodology to measure trading-related VaR daily. We have adopted standards for measuring trading-related VaR, and we maintain regulatory capital for market risk associated with our trading activities in conformity with currently applicable bank regulatory market risk requirements.

We utilize an internal VaR model to calculate our regulatory market risk capital requirements. We use a historical simulation model to calculate daily VaR- and stressed VaR-based measures for our covered positions in conformity with regulatory requirements. Our VaR model seeks to capture identified material risk factors associated with our covered positions, including risks arising from market movements such as changes in foreign exchange rates, interest rates and option-implied volatilities.

We have adopted standards and guidelines to value our covered positions which govern our VaR-

Table of Contents

and stressed VaR-based measures. Our regulatory VaR-based measure is calculated based on a one-tail, 99% confidence interval and a ten-business-day holding period, using a historical observation period of two years. We also use the same platform to calculate a one-tail, 99% confidence interval, one-business-day VaR for internal risk management purposes. A 99% one-tail confidence interval implies that daily trading losses are not expected to exceed the estimated VaR more than 1% of the time, or less than three business days out of a year.

Our market risk models, including our VaR model, are subject to change in connection with the governance, validation and back-testing processes described below. These models can change as a result of changes in our business activities, our historical experiences, market forces and events, regulations and regulatory interpretations and other factors. In addition, the models are subject to continuing regulatory review and approval. Changes in our models may result in changes in our measurements of our market risk exposures, including VaR, and related measures, including regulatory capital. These changes could result in material changes in those risk measurements and related measures as calculated and compared from period to period.

Value-at-Risk

VaR measures are based on two years of historical price movements for instruments and related risk factors to which we have exposure. The instruments in question are limited to foreign exchange spot, forward and options contracts and interest-rate contracts, including futures and interest-rate swaps.

Our VaR methodology uses a historical simulation approach based on market-observed changes in foreign exchange rates, U.S. and non-U.S. interest rates and implied volatilities, and incorporates the resulting diversification benefits provided from the mix of our trading positions. Our VaR model incorporates around 5,000 risk factors and includes correlations among currency, interest rates, and other market rates.

Stress Testing and Stressed VaR

We have a corporate-wide stress-testing program in place that incorporates an array of techniques to measure the potential loss we could suffer in a hypothetical scenario of adverse economic and financial conditions. We also monitor concentrations of risk such as concentration by branch, risk component, and currency pairs. We conduct stress testing on a daily basis based on selected historical stress events that are relevant to our positions in order to estimate the potential impact

to our current portfolio should similar market conditions recur, and we also perform stress testing as part of the Federal Reserve's annual CCAR process. Stress testing is conducted, analyzed and reported at the corporate, trading desk, division and risk-factor level (for example, exchange risk, interest-rate risk and volatility risk).

We calculate a stressed VaR-based measure using the same model we use to calculate VaR, but with model inputs calibrated to historical data from a range of continuous twelve-month periods that reflect significant financial stress. The sixty-day moving average of our stressed VaR-based measure was approximately $31 million for the twelve months ended March 31, 2014, compared to a sixty-day moving average of approximately $28 million for the twelve months ended December 31, 2013 and approximately $16 million for the twelve months ended March 31, 2013.

Stress-testing results and limits are actively monitored on a daily basis by ERM and reported to the TMRC. Limit breaches are addressed by ERM risk managers in conjunction with the business units, escalated as appropriate, and reviewed by the TMRC if material. In addition, we have established several action triggers that prompt immediate review by management and the implementation of a remediation plan.

Validation and Back-Testing

We perform daily back-testing to assess the accuracy of our VaR-based model in estimating loss at the stated confidence level. This back-testing involves the comparison of estimated VaR model outputs to actual profit-and-loss, or P&L, outcomes observed from daily market movements. We back-test our VaR model using "clean" P&L, which excludes non-trading revenue such as fees, commissions and net interest revenue, as well as estimated revenue from intra-day trading. We experienced no back-testing exceptions in the first quarter of 2014 or the first quarter of 2013.

Our market risk models are governed by our model risk governance guidelines, in conformity with our model risk governance policy, which outline the standards we use to assess the conceptual soundness and effectiveness of our

models. Our market risk models are subject to regular review and validation by our Model Validation group within ERM and overseen by the MAC. The MAC, chaired by a senior executive in ERM, was established for the purpose of providing recommendations on technical modeling issues to the corporate oversight committees. The MAC includes members with expertise in modeling methodologies and has representation from the various business units

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

throughout State Street. Additional information is provided under "Model Risk Management."
Our model validation process also evaluates the integrity of our VaR models through the use of regular outcome analysis. Such outcome analysis includes back-testing, which compares the VaR model's predictions to actual outcomes using out-of-sample information. The Model Validation Group examined back-testing results for the market risk regulatory

capital model used for 2012. Consistent with regulatory guidance, the back-testing compared "clean" P&L, defined above, with the one-day VaR produced by the model. The back-testing was performed for a time period not used for model development. The number of occurrences where "clean" trading-book P&L exceeded the one-day VaR was within our expected VaR tolerance level.

The following tables present VaR associated with our trading activities for covered positions held during the first quarter ended March 31, 2014 and the first quarter ended March 31, 2013, and as of March 31, 2014 and December 31, 2013, as measured by our VaR methodology.

VaR - COVERED PORTFOLIOS (TEN-DAY VaR)	Quarter Ended March 31, 2014			Quarter Ended March 31, 2013			As of March 31, 2014	As of December 31, 2013
(In thousands)	Average	Maximum	Minimum	Average	Maximum	Minimum	VaR	VaR
Foreign exchange	$6,321	$12,327	$2,273	$7,114	$22,835	$1,626	$4,664	$5,463
Money market/Global Treasury	51	62	42	140	559	24	61	58
Total VaR	$6,298	$12,283	$2,262	$7,046	$22,834	$1,641	$4,634	$5,441

STRESSED VaR - COVERED PORTFOLIOS (TEN-DAY VaR)	Quarter Ended March 31, 2014			Quarter Ended March 31, 2013			As of March 31, 2014	As of December 31, 2013
(In thousands)	Average	Maximum	Minimum	Average	Maximum	Minimum	VaR	VaR
Foreign exchange	$30,664	$50,900	$15,625	$16,424	$37,633	$5,333	$34,072	$30,338
Money market/Global Treasury	230	572	84	310	965	56	140	280
Total Stressed VaR	$30,610	$50,795	$15,495	$16,313	$37,445	$5,385	$33,930	$30,403

The VaR-based measures presented in the preceding tables are primarily a reflection of the overall level of market volatility and our appetite for trading market risk. Overall levels of volatility have been low both on an absolute basis and relative to the historical information observed at the beginning of the period used for the calculations. Both the ten-day VaR-based measures and the stressed VaR-based measures are based on historical changes observed during rolling ten-day periods for the portfolios as of the close of business each day over the past one-year period.
The decrease in the maximum VaR measure for foreign exchange for the quarter ended March 31, 2014 compared to the quarter ended March 31, 2013 was the result of declining market volatility, particularly foreign exchange volatility. In addition, the high level of volatility that occurred in the third and fourth quarters of 2011 was no longer included in the advancing two-year window for historical price movements and related risk factors used to measure VaR. The increase in the stressed-VaR measures for the quarter ended March 31, 2014 compared to the quarter ended March 31, 2013 resulted from the

model changes, described below, that we implemented beginning on July 1, 2013. The increase in the stressed-VaR measure for foreign exchange as of March 31, 2014 compared to December 31, 2013 was due primarily to increases in our exposures to both on-shore and off-shore yield curves in foreign currency.

Beginning on July 1, 2013, we implemented two significant changes to our stressed-VAR model. The net effect of the two changes resulted in increases in our stressed VaR-based measures, calculated based on a 99% confidence interval. The changes involved the introduction of off-shore yield curves for non-deliverable forward contracts in our portfolios of covered positions and the use of absolute changes in place of relative or percentage changes for interest-rate risk factors (both base curves and spread curves).

We may in the future further modify and adjust our models and methodologies used to calculate VaR, subject to regulatory review and approval, and these modifications and adjustments may result in changes in our VaR measures, some of which may be significant.

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

The following table presents VaR associated with our trading activities attributable to foreign exchange rates, interest rates and volatility as of March 31, 2014 and December 31, 2013. The totals of the VaR amounts attributable to foreign exchange rates, interest rates and volatility for each VaR component exceeded the component VaR measures presented in the foregoing table as of each period-end, primarily due to the benefits of diversification across risk types.

VaR - COVERED PORTFOLIOS (TEN-DAY VaR)	As of March 31, 2014			As of December 31, 2013		
(In thousands)	Foreign Exchange	Interest Rate	Volatility	Foreign Exchange	Interest Rate	Volatility
By component:						
Foreign exchange/Global Markets	$4,107	$4,132	$234	$3,492	$4,561	$306
Money market/Global Treasury	48	25	—	46	52	—
Total VaR	$4,070	$4,125	$234	$3,457	$4,577	$306

Asset-and-Liability Management Activities

The primary objective of asset-and-liability management is to provide sustainable and growing net interest revenue, or NIR, under varying economic environments, while protecting the economic value of the assets and liabilities carried in our consolidated statement of condition from the adverse effects of changes in interest rates. While many market factors affect the level of NIR and the economic value of our assets and liabilities, one of the most significant factors is our exposure to movements in interest rates. Most of our NIR is earned from the investment of client deposits generated by our businesses. We invest these client deposits in assets that conform generally to the characteristics of our balance sheet liabilities, including the currency composition of our significant non-U.S. dollar denominated client liabilities, but we manage our overall interest-rate risk position in the context of current and anticipated market conditions and within internally-approved risk guidelines.

Our overall interest-rate risk position is maintained within a series of policies approved by the Board and guidelines established and monitored by ALCCO. Our Global Treasury group has responsibility for managing our day-to-day interest-rate risk. To effectively manage our consolidated statement of condition and related NIR, Global Treasury has the authority to assume a limited amount of interest-rate risk based on market conditions and its views about the direction of global interest rates over both short-term and long-term time horizons. Global Treasury manages our exposure to changes in interest rates on a consolidated basis organized into three regional treasury units, North America, Europe and Asia/Pacific, to reflect the growing, global nature of our exposures and to capture the impact of changes in regional market environments on our total risk position.

The economic value of our consolidated statement of condition is a metric designed to estimate the fair value of assets and liabilities which

could be garnered if those assets and liabilities were sold today. The economic values represent discounted cash flows from all financial instruments; therefore, changes in the yield curves, which are used to discount the cash flows, affect the values of these instruments.

Our investment activities and our use of derivative financial instruments are the primary tools used in managing interest-rate risk. We invest in financial instruments with currency, repricing, and maturity characteristics we consider appropriate to manage our overall interest-rate risk position. In addition, we use certain derivative instruments, primarily interest-rate swaps, to alter the interest-rate characteristics of specific balance sheet assets or liabilities. Additional information about our measurement of fair value and our use of derivatives is provided in notes 2 and 11, respectively, to the consolidated financial statements included in this Form 10-Q.

Because no one individual measure can accurately assess all of our exposures to changes in interest rates, we use several quantitative measures in our assessment of current and potential future exposures to changes in interest rates and their impact on NIR and balance sheet values. NIR simulation is the primary tool used in our evaluation of the

potential range of possible NIR results that could occur under a variety of interest-rate environments. We also use market valuation and duration analysis to assess changes in the economic value of balance sheet assets and liabilities caused by assumed changes in interest rates.

To measure, monitor, and report on our interest-rate risk position, we use NIR simulation, or NIR-at-risk, and economic value of equity, or EVE, sensitivity. NIR-at-risk measures the impact on NIR over the next twelve months to immediate, or “rate shock,” and gradual, or “rate ramp,” changes in market interest rates. EVE sensitivity is a total return view of interest-rate risk, which measures the impact on the present

Table of Contents

value of all NIR-related principal and interest cash flows of an immediate change in interest rates, and is generally used in the context of economic capital discussed under "Economic Capital" in "Financial Condition - Capital" in this Management's Discussion and Analysis. Although NIR-at-risk and EVE sensitivity measure interest-rate risk over different time horizons, both utilize consistent assumptions when modeling the positions currently held by State Street; however, NIR-at-risk also incorporates future actions planned by management over the time horizons being modeled.

In calculating our NIR-at-risk, we start with a base amount of NIR that is projected over the next twelve months, assuming our forecast yield curve over the period. Our existing balance sheet assets and liabilities are adjusted by the amount and timing of transactions that are forecast to occur over the next twelve months. That yield curve is then "shocked," or moved immediately, +/-100 basis points in a parallel fashion, or at all points along the yield curve. Two new twelve-month NIR projections are then developed using the same balance sheet and forecast transactions, but with the new yield curves, and compared to the base scenario. We also perform the calculations using interest-rate ramps, which are +/-100-basis-point changes in interest rates that are assumed to occur gradually over the next twelve months, rather than immediately as we do with interest-rate shocks.

EVE is based on the change in the present value of all NIR-related principal and interest cash flows for changes in market rates of interest. The present value of existing cash flows with a then-current yield curve serves as the base case. We then apply an immediate parallel shock to that yield curve of ±200 basis points and recalculate the cash flows and related present values. A large shock is used to better capture the embedded option risk in our mortgage-backed securities that results from borrowers' prepayment opportunities.

Key assumptions used in the models, described in more detail below, along with changes in market conditions, are inherently uncertain. Actual results necessarily differ from model results as market conditions differ from assumptions. As such, management performs back-testing, stress testing, and model integrity analyses to validate that the modeled results produce predictive NIR-at-risk and EVE sensitivity estimates which can be used in our management of interest-rate risk. Primary factors affecting the actual results are changes in our balance sheet size and mix; the timing, magnitude and frequency of changes in interest rates, including the slope and the relationship between the interest-rate level of U.S. dollar and non-U.S. dollar yield

curves; changes in market conditions; and management actions taken in response to the preceding conditions.

Both NIR-at-risk and EVE sensitivity results are managed against ALCCO-approved limits and guidelines and are monitored regularly, along with other relevant simulations, scenario analyses and stress tests, by both Global Treasury and ALCCO. Our ALCCO-approved guidelines are, we believe, in line with industry standards and are periodically examined by the Federal Reserve.

Based on our current balance sheet composition where fixed-rate assets exceed fixed-rate liabilities, reported results of NIR-at-risk could depict an increase in NIR from a rate increase while EVE presents a loss. A change in this balance sheet profile may result in different outcomes under both NIR-at-risk and EVE. NIR-at-risk depicts the change in the nominal (undiscounted) dollar net interest flows which are generated from the forecast statement of condition over the next twelve months. As interest rates increase, the interest expense associated with our client deposit liabilities is assumed to increase at a slower pace than the investment returns derived from our current balance sheet or the associated reinvestment of our interest-earning assets, resulting in an overall increase to NIR. EVE, on the other hand, measures the present value change of both principal and interest cash flows based on the current period-end balance sheet. As a result, EVE does not contemplate reinvestment of our assets associated with a change in the interest-rate environment.

Although NIR in both NIR-at-risk and EVE sensitivity is higher in response to increased interest rates, the future principal flows from fixed-rate investments are discounted at higher rates for EVE, which results in lower asset values and a corresponding reduction or loss in EVE. As noted above, NIR-at-risk does not analyze changes in the value of principal cash flows and therefore does not experience the same reduction experienced by EVE sensitivity associated with discounting principal cash flows at higher rates.

Net Interest Revenue at Risk

NIR-at-risk is designed to measure the potential impact of changes in global market interest rates on NIR in the short term. The impact of changes in market rates on NIR is measured against a baseline NIR which encompasses management's expectations regarding the evolving balance sheet volumes and interest rates in the near-term. The goal is to achieve an acceptable level of NIR under various interest-rate environments. Assumptions regarding levels of client deposits and our ability to price these deposits under various rate environments have a significant impact

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

on the results of the NIR simulations. Similarly, the timing of cash flows from our investment portfolio, especially option-embedded financial instruments like mortgage-backed securities, and our ability to replace these cash flows in line with management's expectations, can affect the results of NIR simulations.

The following table presents the estimated exposure of our NIR for the next twelve months, calculated as of the dates indicated, due to an immediate +/-100-basis-point shift to our internal forecast of global interest rates. We manage our NIR sensitivity to limit declines to 15% or less from baseline NIR. Estimated incremental exposures presented below are dependent on management's assumptions, and do not reflect any additional actions management may undertake in order to mitigate some of the adverse effects of changes in interest rates on our financial performance.

(Dollars in millions)	Estimated Exposure to Net Interest Revenue					
	March 31, 2014			December 31, 2013		
Rate change:	Exposure	% of Base NIR		Exposure	% of Base NIR	
+100 bps shock	$344	14.2	%	$334	14.0	%
–100 bps shock	(291)	(12.0)		(261)	(10.9)	
+100 bps ramp	128	5.3		126	5.3	
–100 bps ramp	(158)	(6.5)		(124)	(5.2)	

As of March 31, 2014, NIR sensitivity to an upward-100-basis-point shock in global interest rates was slightly higher compared to such sensitivity as of December 31, 2013, due to a higher level of forecast client deposits. The benefit to NIR of an upward-100-basis-point ramp is less significant than a shock, since interest rates are assumed to increase gradually.

NIR sensitivity to a downward-100-basis-point shock in global interest rates as of March 31, 2014 increased compared to such sensitivity as of December 31, 2013. Increased levels of forecast client deposits, while beneficial to baseline NIR, do not provide relief in the downward shock scenario, as they have no room to fully re-price from current levels as their pricing basis falls. A downward-100-basis-point shock in global interest rates places pressure on NIR, as deposit rates reach their implicit floors due to the exceptionally low global interest-rate environment, and provide little funding relief on the liability side, while assets re-price into the lower-rate environment.

Our baseline NIR incorporates an expectation that short-term interest rates will begin to rise in anticipation of central bank tightening of current

monetary policies. While this rise in rates benefits our baseline NIR, it is detrimental to our NIR sensitivity to a downward-100-basis-point shock, as rising short-term interest rates allow asset yields to re-price lower in a downward shock scenario than previously, while deposits are still priced close to natural floors.

Other important factors which affect the levels of NIR are the size and mix of assets carried in our consolidated statement of condition; interest-rate spreads; the slope and interest-rate level of U.S. and non-U.S. dollar yield curves and the relationship between them; the pace of change in global market interest rates; and management actions taken in response to the preceding conditions.

Economic Value of Equity

EVE sensitivity measures changes in the market value of equity to quantify potential losses to shareholders due to an immediate +/-200-basis-point rate shock compared to current interest-rate levels if the balance sheet were liquidated immediately. Management compares the change in EVE sensitivity against State Street's aggregate tier 1 and tier 2 risk-based capital, calculated in conformity with currently applicable regulatory requirements, to evaluate whether the magnitude of the exposure to interest rates is acceptable. Generally, a change resulting from a +/-200-basis-point rate shock that is less than 20% of aggregate tier 1 and tier 2 capital is an exposure that management deems acceptable. To the extent that we manage changes in EVE sensitivity within the 20% threshold, we would seek to take action to remain below the threshold if the magnitude of our exposure to interest rates approached that limit.

Similar to NIR-at-risk measures, the timing of cash flows affects EVE sensitivity, as changes in asset and liability values under different rate scenarios are dependent on when interest and principal payments are received. In contrast to NIR simulations, however, EVE sensitivity does not incorporate assumptions regarding reinvestment of these cash flows. In addition, our ability to price client deposits has a much smaller impact on EVE sensitivity, as EVE sensitivity does not consider the ongoing benefit of investing client deposits.

The following table presents estimated EVE exposures, calculated as of the dates indicated, assuming an immediate and prolonged shift in global interest rates, the impact of which would be spread over a number of years.

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

(Dollars in millions)	Estimated Sensitivity of Economic Value of Equity			
	March 31, 2014		December 31, 2013	
Rate change:	Exposure	% of Tier 1/Tier 2 Capital	Exposure	% of Tier 1/Tier 2 Capital
+200 bps shock	$(2,346)	(13.2)%	$(2,359)	(14.9)%
–200 bps shock	1,146	6.5	1,149	7.2

Exposure to upward- and downward-200-basis-point shocks as of March 31, 2014 improved compared to December 31, 2013. A lower concentration of fixed-rate securities in the investment portfolio and related hedging activity in 2013 reduced EVE sensitivity to changes in market rates.

Model Risk Management

The use of financial models is widespread throughout the banking and financial services industry, with larger and more complex organizations employing dozens of sophisticated models on a daily basis to measure risk exposures, determine economic and regulatory capital levels, and guide investment decisions, among other things. However, even as models represent a significant advancement in financial management, the models themselves represent a new source of risk, i.e., the potential for adverse consequences or financial loss from decisions based on incorrect, misused or misinterpreted model outputs and reports.

In large banking organizations like State Street, where financial models and their outputs exert significant influence on business decisions, and where model failure could have a particularly harmful effect on our financial strength and performance, model risk is managed within an extensive and rigorous risk management framework. This framework is documented in our Model Risk Governance policy statement and accompanying Model Risk Governance guidelines.

Our model risk management program has three principal components:

A model risk governance program supports risk management by defining roles and responsibilities, by providing policies and guidance that define relevant model risk management activities, and by describing procedures that implement those policies;

A model development process facilitates the appropriate design and accuracy of models; the development process also includes ongoing model integrity activities designed to test for robustness and stability and to evaluate a model's limitations and assumptions; and

A set of model validation processes and activities is designed to validate that models are theoretically sound, are performing as expected, and are in line with their design objectives; model validation also checks that a model's key assumptions and limitations are identified and clearly communicated to the model's end users and to senior management.

The MAC, chaired by the head of the Model Validation Group, was established to provide recommendations on technical modeling issues to the corporate oversight committees. The MAC includes members with expertise in modeling methodologies, and has representation from the various business units throughout State Street.

Business Risk Management

We define business risk as the risk of adverse changes in our earnings related to business factors, including changes in the competitive environment, changes in the operational economics of our business activities and the potential effect of strategic and reputation risks, not already captured as trading market, interest-rate, credit, operational or liquidity risks. We incorporate business risk into our assessment of our strategic plans and economic capital needs. Active management of business risk is an integral component of all aspects of our business, and responsibility for the management of business risk lies with every employee at State Street.

Separating the effects of a potential material adverse event into operational and business risk is sometimes difficult. For instance, the direct financial impact of an unfavorable event in the form of fines or penalties would be classified as

an operational risk loss, while the impact on our reputation and consequently the potential loss of clients and corresponding decline in revenue would be classified as a business risk loss. An additional example of business risk is the integration of a major acquisition. Failure to successfully integrate the operations of an acquired business, and the resultant inability to retain clients and the associated revenue, would be classified as a loss due to business risk. Business risk is managed with a long-term focus. Techniques for its assessment and management include the development of business

Table of Contents

plans and appropriate management oversight. The potential impact of the various elements of business risk is difficult to quantify with any degree of precision. We use a combination of historical earnings volatility, scenario analysis, stress-testing and management judgment to help assess the potential effect on State Street attributable to business risk. Management and control of business risks are generally the responsibility of the business units as part of their overall strategic planning and internal risk management processes.

Capital

The management of both our regulatory and economic capital involves key metrics evaluated by management to assess whether our actual level of capital is commensurate with our risk profile, is in compliance with all applicable regulatory requirements, and is sufficient to provide us with the financial flexibility to undertake future strategic business initiatives. We assess capital based on relevant regulatory capital adequacy requirements, as well as our own internal capital targets.

Framework

Our objective with respect to management of capital is to maintain a strong capital base in order to provide financial flexibility for our business needs, including funding corporate growth and supporting clients' cash management needs, and to provide protection against loss to depositors and creditors. We strive to maintain an appropriate level of capital, commensurate with our risk profile, on which an attractive return to shareholders is expected to be realized over both the short and long term, while protecting our obligations to depositors and creditors and complying with regulatory capital adequacy requirements. Our capital management process focuses on our risk exposures, the regulatory requirements applicable to us with respect to capital adequacy, the evaluations and resulting credit ratings of the major independent credit rating agencies, our return on capital at both the consolidated and line-of-business level, and our capital position relative to our peers.

Our evaluation of capital includes the comparison of capital sources with capital uses, as well as the consideration of the quality and quantity of the various components of capital, as two of several inputs in our overall assessment of our capital adequacy. The goals of the capital evaluation process are to determine the optimal level of capital and composition of capital instruments to satisfy all constituents of capital, with the lowest overall cost to shareholders. Other factors considered in our capital evaluation process are strategic and contingency planning, stress testing and planned capital actions.

Internal Capital Adequacy Assessment

Our primary federal banking regulator is the Federal Reserve. Both State Street and State Street Bank are subject to the minimum regulatory capital requirements established by the Federal Reserve and defined in the Federal Deposit Insurance Corporation Improvement Act of 1991, or FDICIA. State Street Bank must exceed the regulatory capital thresholds for "well capitalized" in order for our parent company to maintain its status as a financial holding company. Accordingly, our primary goal with respect to capital adequacy is to exceed all applicable minimum regulatory capital requirements and to be "well-capitalized" under the Prompt Corrective Action guidelines established by the FDIC. Our capital adequacy program includes our Internal Capital Adequacy Assessment Process, or ICAAP, and associated capital policies.

We consider capital adequacy to be a key element of our financial well-being, which affects our ability to attract and maintain client relationships; operate effectively in the global capital markets; and satisfy regulatory, security holder and shareholder needs. Capital is one of several elements that affect State Street's debt ratings and the ratings of our principal subsidiaries.

In conformity with our capital policies, we strive to maintain adequate capital, not just at a point in time, but over time and during periods of stress, to account for changes in our strategic direction, evolving economic conditions, and financial and market volatility. We have developed and implemented a corporate-wide ICAAP to assess our overall capital and liquidity in relation to our risk profile and to provide a comprehensive strategy for maintaining appropriate capital and liquidity levels. The ICAAP considers material risks under multiple scenarios, with an emphasis on stress scenarios. The ICAAP builds on and leverages existing processes and systems used to measure our capital adequacy.

Our ICAAP policy is reviewed and approved by the Board's RCC.

Capital Contingency Planning

Contingency planning is an integral component of our capital management program. The objective of our contingency planning process is to monitor current and forecast levels of select measures that serve as preemptive indicators of a potentially adverse capital or liquidity adequacy situation. These measures are one of the inputs used to set our capital adequacy level. We review these measures annually for appropriateness and relevance in relation to our financial budget and capital plan.

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

Stress Testing

We have a robust State Street-wide stress-testing program that executes multiple stress tests each year. Our stress testing program is structured around what we determine to be the key risks incurred by State Street. These key risks serve as an organizing principle for much of our risk management framework, as well as reporting, including the "risk dashboard" provided to the Board. Over the past few years, stress scenarios have included a deep recession in the U.S., a break-up of the Eurozone, and an oil shock precipitated by turmoil in the Middle East/North Africa region.

In connection with the focus on our key risks, each stress test incorporates idiosyncratic loss events tailored to State Street's unique risk profile. Due to the nature of our business model and our consolidated statement of condition, our risks differ from those of a traditional commercial bank.

The Federal Reserve requires bank holding companies with total consolidated assets of $50 billion or more, which includes State Street, to submit a capital plan on an annual basis. The Federal Reserve uses its annual CCAR process, which incorporates hypothetical financial and economic stress scenarios, to review those capital plans and assess whether banking organizations have capital planning processes that account for idiosyncratic risks and provide for sufficient capital to continue operations throughout times of economic and financial stress. As part of its CCAR process, the Federal Reserve assesses each organization's capital adequacy, capital planning process, and plans to distribute capital, such as dividend payments or stock purchase programs. Management and Board risk committees review and approve CCAR results and assumptions before submission to the Federal Reserve.

Information about the Federal Reserve's review of our capital plan for 2014, submitted in January 2014 in connection with the CCAR process, is provided under "Capital Actions" in this "Capital" section.

Governance

In order to support integrated decision making, we have identified three management elements to aid in the compatibility and coordination of our capital adequacy strategies and processes:

- Risk Management - identification, measurement, monitoring and forecasting of different types of risk and their combined impact on capital adequacy;
- Capital Management - determination of optimal capital and liquidity levels; and
- Business Management - strategic planning, budgeting, forecasting, and performance management.

We have a hierarchical structure supporting appropriate committee review of relevant risk and capital information. The ongoing responsibility for capital management rests with our Treasurer. The Capital Planning group within Global Treasury is responsible for capital policies, development of the capital plan, the management of global capital, capital optimization, and business unit capital management.

ALCCO has oversight of our management of regulatory capital, capital adequacy with respect to regulatory requirements, internal targets and the expectations of the major independent credit rating agencies. ALCCO's roles and responsibilities are designed to work complementary to and coordinated with the MRAC, which approves State Street's balance sheet strategy and related activities. The Board's RCC assists the Board in fulfilling its oversight responsibilities related to the assessment and management of risk and capital.

Regulatory Capital

The following tables present regulatory capital ratios, the components of tier 1, tier 2 and total capital, and the components of total risk-weighted assets, for State Street and State Street Bank as of the dates indicated:

	Currently Applicable Regulatory Guidelines		State Street		State Street Bank	
	Minimum	Well Capitalized	March 31, 2014	December 31, 2013	March 31, 2014	December 31, 2013
Tier 1 risk-based capital ratio	4 %	6 %	18.3 %	17.3 %	17.3 %	16.4 %
Total risk-based capital ratio	8	10	21.0	19.7	19.6	19.0
Tier 1 leverage ratio[(1)]	4	5	7.4	6.9	6.9	6.4

(1) Regulatory guideline for “well capitalized” applies only to State Street Bank.

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

(In millions)	State Street		State Street Bank	
	March 31, 2014	December 31, 2013	March 31, 2014	December 31, 2013
Tier 1 capital[1]:				
Total common shareholders' equity	$20,040	$19,887	$20,024	$19,755
Preferred stock	1,233	491	—	—
Trust preferred capital securities[2]	475	950	—	—
Goodwill and other intangible assets, net of associated deferred tax liabilities[3]	(6,122)	(7,743)	(5,838)	(7,341)
Other	(139)	310	(63)	304
Tier 1 capital	15,487	13,895	14,123	12,718
Tier 2 capital[1]:				
Qualifying subordinated debt	1,738	1,918	1,755	1,936
Trust preferred capital securities[2]	475	—	—	—
Allowances for on- and off-balance sheet credit exposures and other	50	48	48	45
Tier 2 capital	2,263	1,966	1,803	1,981
Deduction for investments in finance subsidiaries	—	(74)	—	—
Total capital[1]	$17,750	$15,787	$15,926	$14,699
Total risk-weighted assets[4]:				
On-balance sheet assets:				
Cash and interest-bearing assets	$2,362	$2,175	$2,191	$1,979
Investment securities	34,134	34,000	33,435	33,514
Loans and leases	15,754	13,201	15,807	13,257
Interest, fees and other receivables	2,746	2,951	2,111	2,332
Other assets	9,835	7,950	8,183	6,517
Total on-balance sheet assets	64,831	60,277	61,727	57,599
Off-balance sheet equivalent assets:				
Guarantees and unfunded commitments to extend credit	10,989	10,125	10,989	10,125
Foreign exchange derivative contracts	4,167	5,282	4,167	5,302
Standby letters of credit and asset purchase agreements	3,011	2,995	3,011	2,995
Other	315	185	173	176
Total off-balance sheet equivalent assets	18,482	18,587	18,340	18,598
Market risk equivalent assets	1,381	1,262	1,381	1,262
Total risk-weighted assets	$84,694	$80,126	$81,448	$77,459
Adjusted quarterly average assets	$209,021	$202,801	$205,409	$199,301

[1] The provisions of the Basel III final rule (refer to "Basel Capital Framework") affecting the calculation of capital were effective, with related phase-in provisions, on January 1, 2014; accordingly, as of March 31, 2014, amounts for State Street and State Street Bank were calculated in conformity with the provisions of the Basel III final rule.
[2] As of March 31, 2014, amount reflected the phase-out of 50% of trust preferred capital securities from tier 1 capital and inclusion of the same amount in tier 2 capital, in conformity with the Basel III final rule.
[3] As of March 31, 2014, amounts for State Street and State Street Bank were composed of goodwill, net of associated deferred tax liabilities, and 20% of other intangible assets, net of associated deferred tax liabilities, the latter phased in as a deduction from capital, in conformity with the Basel III final rule.
[4] Amounts for State Street and State Street Bank for all periods presented were calculated in conformity with the provisions of Basel I.

54

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

As of March 31, 2014, State Street's regulatory capital ratios increased compared to December 31, 2013, primarily the result of higher capital, partly offset by an increase in total risk-weighted assets.

The increases in State Street's tier 1 and total capital were the result of the first-quarter 2014 issuance of preferred stock, the impact of the phase-in provisions of the Basel III final rule related to other intangible assets and the positive effect of net income, partly offset by declarations of common and preferred stock dividends and purchases by us of our common stock. The increase in total risk-weighted assets was primarily associated with higher on-balance sheet assets, mainly due to higher levels of loans and other assets.

The increase in the tier 1 leverage ratio mainly resulted from the above-described increase in tier 1 capital, partly offset by an increase in adjusted quarterly average assets associated with balance sheet growth during the first quarter of 2014.

As of March 31, 2014, State Street Bank's regulatory capital ratios increased compared to December 31, 2013, primarily the result of higher capital, partly offset by an increase in total risk-weighted assets.

State Street Bank's tier 1 and total capital increased, the result of the above-described phase-in provisions of the Basel III final rule related to other intangible assets and the positive effect of net income, partly offset by the payment of dividends by State Street Bank to our parent company. The increase in total risk-weighted assets was the result of the above-mentioned changes in on-balance sheet assets.

The increase in the tier 1 leverage ratio resulted from the above-described increase in tier 1 capital, partly offset by an increase in adjusted quarterly average assets associated with balance sheet growth during the first quarter of 2014.

Capital Actions

Preferred Stock

In February 2014, we issued 30 million depositary shares, each representing a 1/4,000th ownership interest in a share of State Street's fixed-to-floating-rate non-cumulative perpetual preferred stock, Series D, without par value, with a liquidation preference of $100,000 per share (equivalent to $25 per depositary share), in a public offering. The aggregate proceeds from the offering, net of underwriting discounts, commissions and other issuance costs, were approximately $742 million.

In the first quarter of 2014, we declared aggregate dividends on our non-cumulative perpetual preferred stock, Series C (represented by depositary

shares, each representing a 1/4,000th ownership interest in a share of State Street's non-cumulative perpetual preferred stock, Series C) of $1,313 per share, or approximately $0.33 per depositary share, totaling approximately $6 million. In the first quarter of 2013, dividends on our perpetual preferred stock, Series C, totaled approximately $7 million.

Common Stock

In March 2014, we received the results of the Federal Reserve's review of our 2014 capital plan in connection with its annual CCAR process. The Federal Reserve did not object to the capital actions we proposed, and, in March 2014, our Board approved a new common stock purchase program authorizing the purchase of up to $1.70 billion of our common stock through March 31, 2015. We did not purchase any of our common stock under the new program in the first quarter of 2014.

In the first quarter of 2014, we completed the $2.10 billion program authorized by the Board in March 2013 by purchasing approximately 6.1 million shares of our common stock, at an average price of $69.14 per share and an aggregate cost of approximately $420 million.

In each of the first quarter of 2014 and the first quarter of 2013, we declared a quarterly common stock dividend of $0.26 per share, totaling approximately $112 million and $118 million, respectively. Our 2014 capital plan includes a proposed increase in our second-quarter 2014 common stock dividend to $0.30 per share, subject to consideration and approval by the Board at its scheduled meeting in May.

Federal and state banking regulations place certain restrictions on dividends paid by subsidiary banks to the parent holding company. In addition, banking regulators have the authority to prohibit bank holding companies from paying dividends. Information concerning limitations on dividends from our subsidiary banks is provided in "Related

Stockholder Matters" included under Item 5, and in note 15 to the consolidated financial statements, included in our 2013 Form 10-K.

Basel Capital Framework

Overview

We are currently subject to the applicable minimum regulatory capital ratio requirements enforced by U.S. banking regulators, referred to as Basel I. Basel I was developed by the Basel Committee on Banking Supervision, or Basel Committee, in 1988.

In July 2013, U.S. banking regulators jointly issued a final rule implementing the Basel III framework in the U.S., referred to as the Basel III final

Table of Contents

rule. The provisions of Basel III are more fully described under "Basel III" below.

The Basel III final rule will become effective under a transition timetable which began on January 1, 2014. As of that date, our calculations of our tier 1 capital and total capital are governed by the provisions of the Basel III final rule, while our calculation of our total risk-weighted assets continues to be governed by the provisions of Basel I. The provisions of the Basel III final rule will supersede or modify corresponding elements of the Basel I- and Basel II-related capital requirements and prompt corrective action framework. The timing of application of certain provisions of the Basel III final rule is dependent on banking organizations' completion of the required qualification period.

On February 21, 2014, we were notified by the Federal Reserve that we have completed our qualification period and will be required to begin using the advanced approaches framework provided in the Basel III final rule in the determination of our risk-based capital requirements. Pursuant to this notification, we will use the advanced approaches framework to calculate and publicly disclose our risk-based capital ratios beginning with the second quarter of 2014. In 2014, under the Basel III final rule, we will be subject to the minimum risk-based capital ratios under both the advanced approaches and generally applicable risk-based capital frameworks in Basel III and Basel I, respectively, in the assessment of our capital adequacy for regulatory purposes.

Basel III

Under the Basel III final rule, a banking organization will be able to make capital distributions, subject to other regulatory constraints, such as the review of capital plans, and discretionary bonus payments without specified limitations as long as it maintains a required capital conservation buffer of 2.5% over each of the minimum tier 1 and total risk-based capital ratios and the common equity tier 1 capital ratio (plus any potentially applicable countercyclical capital buffer). Banking regulators will establish the minimum countercyclical capital buffer, which is initially set by banking regulators at zero, up to a maximum of 2.5% above the minimum ratios inclusive of the capital conservation buffer, under certain economic conditions.

As of January 1, 2019, the date that full implementation is required, and assuming no countercyclical buffer, the minimum Basel III capital ratios, including the capital conservation buffer, will be 7% for common equity tier 1 capital, 8.5% for tier 1 risk-based capital and 10.5% for total risk-based

capital, in order for us to make capital distributions and discretionary bonus payments without limitation. The denominator of each of these Basel III ratios is calculated differently under the Basel III final rule than those similar ratios calculated under Basel I, and therefore these Basel III ratios are not directly comparable with the ratios presented in the preceding "Regulatory Capital" section.

The Basel III final rule provides for two frameworks: the "standardized" approach, intended to replace Basel I, and the "advanced" approach, applicable to advanced approaches banking organizations, like State Street, as originally defined under Basel II. The calculation of risk-weighted assets under the Basel III standardized approach will become effective on January 1, 2015. The requirement for the capital conservation buffer will be phased in beginning on January 1, 2016, with full implementation by January 1, 2019.

Once the provisions of the Basel III final rule are fully implemented effective January 1, 2015, the more stringent of the Basel III tier I common ratio calculated by us under the Basel III advanced approach and the standardized approach will apply in the assessment of our capital adequacy for regulatory purposes.

The provisions of Basel III supersede or modify corresponding elements of the Basel I and Basel II risk-based and leverage capital requirements and the prompt corrective action provisions of FDICIA.

Estimated Basel III Tier 1 Common Ratio

As described above, the Basel III final rule adds a requirement for a minimum common equity tier 1 capital ratio, or tier 1 common ratio. The tier 1 common ratio is calculated by dividing tier 1 capital, reduced by non-common elements such as trust preferred capital securities and preferred stock, by total risk-weighted assets.

The following table presents our tier 1 common ratio as of March 31, 2014, calculated using currently applicable regulatory requirements, and our estimated tier 1 common ratios as of March 31, 2014, under both the standardized

approach and the advanced approach. These estimated Basel III tier 1 common ratios are preliminary estimates, calculated in conformity with the advanced and standardized approaches in the Basel III final rule, based on our present interpretations of the Basel III final rule. As indicated above, under the Basel III final rule, the more stringent of the Basel III tier 1 common ratios calculated by us under the standardized and advanced approaches will apply in the assessment of our capital adequacy under the prompt corrective action provisions of FDICIA as of January 1, 2015.

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

March 31, 2014 (Dollars in millions)	Currently Applicable Regulatory Requirements[1]	Basel III Final Rule Standardized Approach (Estimated)[2]	Basel III Final Rule Advanced Approach (Estimated)[2]
Tier 1 capital	$15,487	$15,487	$15,487
Less:			
Trust preferred capital securities	475	475	475
Preferred stock	1,233	1,233	1,233
Plus: Other	145	145	145
Tier 1 common capital	$13,924	$13,924	$13,924
Total risk-weighted assets	$84,694	$124,783	$105,729
Tier 1 common ratio	16.4 %	11.2 %	13.2 %
Minimum tier 1 common ratio requirement, assuming full implementation on January 1, 2019		4.5	4.5
Capital conservation buffer, assuming full implementation on January 1, 2019		2.5	2.5
Minimum tier 1 common ratio requirement, including capital conservation buffer, assuming full implementation on January 1, 2019[3]		7.0	7.0

[1] The tier 1 common ratio was calculated by dividing common equity tier 1 capital, calculated in conformity with the provisions of the Basel III final rule, by total risk-weighted assets, calculated in conformity with the provisions of Basel I.

[2] As of March 31, 2014, for purposes of the calculations completed in conformity with the Basel III final rule, total risk-weighted assets under both the standardized approach and the advanced approach were calculated using State Street's estimates, based on the provisions of Basel III final rule. The tier 1 common ratio was calculated by dividing tier 1 common capital, calculated in conformity with the provisions of the Basel III final rule, by total risk-weighted assets, calculated in conformity with the provisions of the Basel III final rule. These estimated Basel III tier 1 common ratios are preliminary, and are based on our present interpretations of the Basel III final rule.

- Under the standardized approach, total risk-weighted assets used in the calculation of the estimated tier 1 common ratio increased by $40.09 billion as a result of applying the provisions of the Basel III final rule to Basel I total risk-weighted assets of $84.69 billion as of March 31, 2014. Under the advanced approach, total risk-weighted assets used in the calculation of the estimated tier 1 common ratio increased by $21.04 billion as a result of applying the provisions of the final rule to Basel I total risk-weighted assets of $84.69 billion as of March 31, 2014.

The primary differences between total risk-weighted assets under Basel I and total risk-weighted assets under the Basel III final rule include the following: under Basel I, credit risk is quantified using pre-determined risk weights and asset classes, and in part, uses external credit ratings, while the Basel III final rule, specifically the standardized and advanced approaches, introduces a broader range of pre-determined risk weights and asset classes, uses certain alternatives to external credit ratings, includes additional adjustments for operational risk (under the advanced approach) and counterparty credit risk, and revises the treatment of equity exposures. In particular, securitization exposures receive higher risk weights under both the standardized and advanced approaches in the Basel III final rule compared to Basel I.

[3] The minimum tier 1 common ratio requirement does not reflect the countercyclical capital buffer under the Basel III final rule, or the capital buffer for global systemically important banks prescribed by the Basel Committee (refer to "Systemically Important Banks"); such countercyclical capital buffer, which is initially set at zero, would be established by banking regulators under certain economic conditions, and U.S. banking regulators have not yet issued a proposal to implement the prescribed capital buffer for systemically important financial institutions.

The estimated Basel III tier 1 common ratio as of March 31, 2014 presented above, calculated under the advanced approach in conformity with the Basel III final rule, reflects calculations and determinations with respect to our capital and related matters as of March 31, 2014, based on State Street and external data, quantitative formulae, statistical models, historical correlations and assumptions, collectively referred to as "advanced systems," in effect and used by State Street for those purposes as of the time we filed this Form 10-Q. Significant components of these advanced systems involve the exercise of judgment by us and our regulators, and our advanced systems may not accurately represent or calculate the scenarios, circumstances, outputs or other results for which they are designed or intended. Due to the influence of changes in these advanced systems, whether resulting from changes in data inputs, regulation or regulatory supervision or

interpretation, State Street-specific or market activities or experiences or other updates or factors, we expect that our advanced systems and our capital ratios calculated in conformity with the Basel III final rule will change and may be volatile over time, and that those latter changes or volatility could be material as calculated and measured from period to period.

Models implemented under the Basel III final rule, particularly those implementing the advanced approach, remain subject to regulatory review and approval. The full effects of the Basel III final rule on State Street and State Street Bank are therefore subject to further evaluation and also to further regulatory guidance, action or rule-making. In general, we expect to be held to the most stringent of the various provisions in the Basel III final rule; however, we anticipate that we will be able to comply with the relevant Basel III regulatory capital and liquidity requirements when and as applied to us.

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

Supplementary Leverage Ratio Framework

On April 8, 2014, U.S. banking regulators issued a final rule enhancing the supplementary leverage ratio, or SLR, standards for certain bank holding companies, like State Street, and their insured depository institution subsidiaries, like State Street Bank. Under the April 2014 final rule, upon implementation on January 1, 2018, State Street Bank must maintain an SLR of at least 6% to be well capitalized under the U.S. banking regulators' prompt corrective action provisions. The April 2014 final rule also provides that if State Street maintains an SLR of at least 5%, it is not subject to limitations on distributions and discretionary bonus payments under the April 2014 final rule.

On April 8, 2014, in addition to the April 2014 final rule, U.S. banking regulators published an NPR that would revise the denominator of the SLR that the regulators initially adopted as part of the Basel III final rule in July 2013. Specifically, the NPR would revise the treatment of on- and off-balance sheet exposures used in the calculation of total leverage exposure, and more closely align the regulators' standards with respect to the calculation of total leverage exposure with the Basel Committee standards. The proposed rule would incorporate in total leverage exposure the effective notional principal amount of credit derivatives and other similar instruments through which a banking organization provides credit protection; modify the calculation of total leverage exposure for derivatives and repo-style transactions; and revise the credit conversion factors applied to certain off-balance sheet exposures. The NPR would also change the methodology used to calculate the supplementary leverage ratio, by requiring total leverage exposure to be calculated on a daily average basis.

Systemically Important Banks

We meet the criteria of a large bank holding company subject to enhanced supervision and prudential standards, commonly referred to as a "systemically important financial institution," or SIFI, and we are one among a group of 29 institutions worldwide that have been identified by the Financial Stability Board, or FSB, and the Basel Committee as "global systemically important banks," or G-SIBs. Our designation as a G-SIB will require us to maintain an additional capital buffer, ranging between 1% and 2.5%, above the Basel III minimum common equity tier 1 capital ratio of 4.5%, based on a number of factors, as evaluated by banking regulators. Factors in this evaluation will include our size, interconnectedness, substitutability, complexity and cross-jurisdictional activities. In November 2013, the FSB maintained their designation of us as a category-1 organization, with a capital surcharge of

1%, although this designation and the associated additional capital buffer are subject to change. U.S. banking regulators have not yet issued a proposal to implement the G-SIB capital surcharge.

We expect these additional capital requirements for G-SIBs to be phased in beginning on January 1, 2016, with full implementation by January 1, 2019. Assuming completion of the phase-in period for the capital conservation buffer, and no countercyclical buffer, the minimum capital ratios as of January 1, 2019, including the capital conservation buffer and G-SIB capital surcharge, would be 8% for common equity tier 1 capital, 9.5% for tier 1 risk-based capital, and 11.5% for total risk-based capital, in order for State Street to make capital distributions and discretionary bonus payments without limitation. Not all of our competitors have similarly been designated as systemically important, and therefore some of our competitors may not be subject to the same additional capital requirements.

Economic Capital

We define economic capital as the capital required to protect holders of our senior debt, and obligations higher in priority, against unexpected economic losses over a one-year period. Economic capital usage is one of several measures used by management and our Board to assess the adequacy of our capital levels in relation to State Street's risk profile. Due to the evolving nature of quantification techniques, we expect to periodically refine the methodologies, assumptions, and information used to estimate our economic capital requirements, which could result in a different amount of capital needed to support our business activities.

We quantify economic capital requirements for the risks inherent in our business activities and group them into categories that we broadly define for these purposes as follows:

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Market risk: the risk of adverse financial impact due to fluctuations in market prices, primarily as they relate to our trading activities;

- Interest-rate risk: the risk of loss in non-trading asset-and-liability management positions, primarily the impact of adverse movements in interest rates on the repricing mismatches that exist between the assets and liabilities carried in our consolidated statement of condition;
- Credit risk: the risk of loss that may result from the default or downgrade of a borrower or counterparty;

Table of Contents
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (Continued)

- Operational risk: the risk of loss from inadequate or failed internal processes and systems, human error, or from external events, which is generally consistent with the Basel III definition; and
- Business risk: the risk of negative earnings resulting from adverse changes in business factors, including changes in the competitive environment, changes in the operational economics of our business activities, and the effect of strategic and reputational risks.

OFF-BALANCE SHEET ARRANGEMENTS

On behalf of clients enrolled in our securities lending program, we lend securities to banks, broker/dealers and other institutions. In most circumstances, we indemnify our clients for the fair market value of those securities against a failure of the borrower to return such securities. Though these transactions are collateralized, the substantial volume of these activities necessitates detailed credit-based underwriting and monitoring processes. The aggregate amount of indemnified securities on loan totaled $346.79 billion as of March 31, 2014, compared to $320.08 billion as of December 31, 2013. We require the borrower to provide collateral in an amount equal to or in excess of 100% of the fair market value of the securities borrowed. We hold the collateral received in connection with these securities lending services as agent, and the collateral is not recorded in our consolidated statement of condition. We revalue the securities on loan and the collateral daily to determine if additional collateral is necessary or if excess collateral is required to be returned to the borrower. We held, as agent, cash and securities totaling $358.24 billion and $331.73 billion as collateral for indemnified securities on loan as of March 31, 2014 and December 31, 2013, respectively. The cash collateral held by us as agent is invested on behalf of our clients. In certain cases, the cash collateral is invested in third-party repurchase agreements, for which we indemnify the client against loss of the principal invested. We require the counterparty to the indemnified repurchase agreement to provide collateral in an amount equal to or in excess of 100% of the amount of the repurchase agreement. In our role as agent, the indemnified repurchase agreements and the related collateral held by us are not recorded in our consolidated statement of condition. Of the collateral of $358.24 billion as of March 31, 2014 and $331.73 billion as of December 31, 2013 referenced above, $94.42 billion as of March 31, 2014 and $85.37 billion as of December 31, 2013 was invested in indemnified repurchase agreements. We or our agents held $99.94 billion and $91.10 billion as collateral for

indemnified investments in repurchase agreements as of March 31, 2014 and December 31, 2013, respectively. Additional information about our securities finance activities and other off-balance sheet arrangements is provided in notes 7 and 11 to the consolidated financial statements included in this Form 10-Q.

RECENT ACCOUNTING DEVELOPMENTS

Information with respect to recent accounting developments is provided in note 1 to the consolidated financial statements included in this Form 10-Q.

Table of Contents

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information provided under “Financial Condition - Market Risk Management” in Management’s Discussion and Analysis, included in this Form 10-Q, is incorporated by reference herein.

CONTROLS AND PROCEDURES

State Street has established and maintains disclosure controls and procedures that are designed to ensure that material information related to State Street and its subsidiaries on a consolidated basis required to be disclosed in its reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to State Street's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. For the quarter ended March 31, 2014, State Street's management carried out an evaluation, with the participation of the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of State Street's disclosure controls and procedures. Based on the evaluation of these disclosure controls and procedures, the Chief Executive Officer and Chief Financial Officer concluded that State Street's disclosure controls and procedures were effective as of March 31, 2014.

State Street has also established and maintains internal control over financial reporting as a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in conformity with GAAP. In the ordinary course of business, State Street routinely enhances its internal controls and procedures for financial reporting by either upgrading its current systems or implementing new systems. Changes have been made and may be made to State Street's internal controls and procedures for financial reporting as a result of these efforts. During the quarter ended March 31, 2014, no change occurred in State Street's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, State Street's internal control over financial reporting.

STATE STREET CORPORATION
CONSOLIDATED STATEMENT OF INCOME
(UNAUDITED)

	Three Months Ended March 31,	
	2014	2013
(Dollars in millions, except per share amounts)		
Fee revenue:		
Servicing fees	$1,238	$1,175
Management fees	292	263
Trading services	239	281
Securities finance	85	78
Processing fees and other	70	60
Total fee revenue	1,924	1,857
Net interest revenue:		
Interest revenue	655	687
Interest expense	100	111
Net interest revenue	555	576
Gains (losses) related to investment securities, net:		
Net gains (losses) from sales of available-for-sale securities	15	5
Losses from other-than-temporary impairment	(1)	—
Losses reclassified (from) to other comprehensive income	(8)	(3)
Gains (losses) related to investment securities, net	6	2
Total revenue	2,485	2,435
Provision for loan losses	2	—
Expenses:		
Compensation and employee benefits	1,157	1,035
Information systems and communications	244	237
Transaction processing services	191	180
Occupancy	114	116
Acquisition and restructuring costs	33	14
Professional services	105	79
Amortization of other intangible assets	54	53
Other	130	112
Total expenses	2,028	1,826
Income before income tax expense	455	609
Income tax expense	92	145
Net income	$363	$464
Net income available to common shareholders	$356	$455
Earnings per common share:		
Basic	$.83	$1.00
Diluted	.81	.98
Average common shares outstanding (in thousands):		
Basic	430,621	454,315
Diluted	438,815	462,751
Cash dividends declared per common share	$.26	$.26

The accompanying condensed notes are an integral part of these consolidated financial statements.

61

STATE STREET CORPORATION
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(UNAUDITED)

	Three Months Ended March 31,	
(In millions)	2014	2013
Net income	$363	$464
Other comprehensive income (loss), net of related taxes:		
Foreign currency translation, net of related taxes of $8 and ($64), respectively	27	(248)
Change in net unrealized gains on available-for-sale securities, net of reclassification adjustment and net of related taxes of $162 and $29, respectively	259	51
Change in net unrealized gains (losses) on available-for-sale securities designated in fair value hedges, net of related taxes of ($6) and $9, respectively	(10)	15
Other-than-temporary impairment on held-to-maturity securities related to factors other than credit, net of related taxes of $5 and $4, respectively	8	6
Change in net unrealized losses on cash flow hedges, net of related taxes of ($5) and $41, respectively	(7)	64
Change in net unrealized losses on retirement plans, net of related taxes of $3 and $2, respectively	6	3
Other comprehensive income (loss)	283	(109)
Total comprehensive income	$646	$355

The accompanying condensed notes are an integral part of these consolidated financial statements.

STATE STREET CORPORATION
CONSOLIDATED STATEMENT OF CONDITION

(Dollars in millions, except per share amounts)	March 31, 2014 (Unaudited)	December 31, 2013
Assets:		
Cash and due from banks	$3,877	$3,220
Interest-bearing deposits with banks	75,796	64,257
Securities purchased under resale agreements	6,087	6,230
Trading account assets	889	843
Investment securities available for sale	99,162	99,174
Investment securities held to maturity (fair value of $18,326 and $17,560)	18,342	17,740
Loans and leases (less allowance for losses of $30 and $28)	16,084	13,458
Premises and equipment (net of accumulated depreciation of $4,521 and $4,417)	1,896	1,860
Accrued interest and fees receivable	2,197	2,123
Goodwill	6,038	6,036
Other intangible assets	2,306	2,360
Other assets	23,989	25,990
Total assets	$256,663	$243,291
Liabilities:		
Deposits:		
Noninterest-bearing	$72,800	$65,614
Interest-bearing—U.S.	15,327	13,392
Interest-bearing—non-U.S.	106,521	103,262
Total deposits	194,648	182,268
Securities sold under repurchase agreements	8,953	7,953
Federal funds purchased	18	19
Other short-term borrowings	3,811	3,780
Accrued expenses and other liabilities	18,457	19,194
Long-term debt	9,503	9,699
Total liabilities	235,390	222,913
Commitments, guarantees and contingencies (notes 7 and 8)		
Shareholders' equity:		
Preferred stock, no par, 3,500,000 shares authorized:		
Series C, 5,000 shares issued and outstanding	491	491
Series D, 7,500 shares issued and outstanding	742	—
Common stock, $1 par, 750,000,000 shares authorized:		
503,881,095 and 503,882,841 shares issued	504	504
Surplus	9,737	9,776
Retained earnings	13,639	13,395
Accumulated other comprehensive income (loss)	188	(95)
Treasury stock, at cost (73,440,407 and 69,754,255 shares)	(4,028)	(3,693)
Total shareholders' equity	21,273	20,378
Total liabilities and shareholders' equity	$256,663	$243,291

The accompanying condensed notes are an integral part of these consolidated financial statements.

63

STATE STREET CORPORATION
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(UNAUDITED)

(Dollars in millions, except per share amounts, shares in thousands)	PREFERRED STOCK	COMMON STOCK		Surplus	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	TREASURY STOCK		Total
		Shares	Amount				Shares	Amount	
Balance as of December 31, 2012	$ 489	503,900	$504	$9,667	$11,751	$ 360	45,238	$(1,902)	$20,869
Net income					464				464
Other comprehensive loss						(109)			(109)
Cash dividends declared:									
Common stock - $.26 per share					(118)				(118)
Preferred stock					(7)				(7)
Common stock acquired							6,548	(360)	(360)
Common stock awards and options exercised, including related taxes of $27		(4)		2			(3,475)	128	130
Other							(7)		—
Balance as of March 31, 2013	$ 489	503,896	$504	$9,669	$12,090	$ 251	48,304	$(2,134)	$20,869
Balance as of December 31, 2013	$ 491	503,883	$504	$9,776	$13,395	$ (95)	69,754	$(3,693)	$20,378
Net income					363				363
Other comprehensive income						283			283
Preferred stock issued	742								742
Cash dividends declared:									
Common stock - $.26 per share					(112)				(112)
Preferred stock					(6)				(6)
Common stock acquired							6,075	(420)	(420)
Common stock awards and options exercised, including income tax benefit of $41		(2)		(39)			(2,403)	85	46
Other					(1)		14		(1)
Balance as of March 31, 2014	$ 1,233	503,881	$504	$9,737	$13,639	$ 188	73,440	$(4,028)	$21,273

The accompanying condensed notes are an integral part of these consolidated financial statements.

STATE STREET CORPORATION
CONSOLIDATED STATEMENT OF CASH FLOWS
(UNAUDITED)

	Three Months Ended March 31,	
(In millions)	2014	2013
Operating Activities:		
Net income	$363	$464
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Deferred income tax expense	7	57
Amortization of other intangible assets	54	53
Other non-cash adjustments for depreciation, amortization and accretion, net	99	107
Gains related to investment securities, net	(6)	(2)
Change in trading account assets, net	(46)	(17)
Change in accrued interest and fees receivable, net	(74)	(133)
Change in collateral deposits, net	(419)	(321)
Change in unrealized losses on foreign exchange derivatives, net	267	72
Change in other assets, net	34	639
Change in accrued expenses and other liabilities, net	1,542	(734)
Other, net	126	197
Net cash provided by operating activities	1,947	382
Investing Activities:		
Net (increase) decrease in interest-bearing deposits with banks	(11,539)	11,539
Net decrease (increase) in securities purchased under resale agreements	143	(3,687)
Proceeds from sales of available-for-sale securities	1,816	2,750
Proceeds from maturities of available-for-sale securities	8,733	9,723
Purchases of available-for-sale securities	(10,377)	(8,240)
Proceeds from maturities of held-to-maturity securities	667	437
Proceeds from sales of held-to-maturity securities	2	—
Purchases of held-to-maturity securities	(1,157)	(2,570)
Net increase in loans	(2,628)	(1,702)
Purchases of equity investments and other long-term assets	(82)	(51)
Purchases of premises and equipment	(110)	(119)
Other, net	18	36
Net cash (used in) provided by investing activities	(14,514)	8,116
Financing Activities:		
Net decrease in time deposits	(1,084)	(10,218)
Net increase in all other deposits	13,464	812
Net increase in short-term borrowings	1,030	3,555
Payments for long-term debt and obligations under capital leases	(257)	(7)
Proceeds from issuance of preferred stock	742	—
Proceeds from exercises of common stock options	9	60
Purchases of common stock	(420)	(360)
Repurchases of common stock for employee tax withholding	(140)	(112)
Payments for cash dividends	(120)	(110)
Net cash provided by (used in) financing activities	13,224	(6,380)
Net increase	657	2,118
Cash and due from banks at beginning of period	3,220	2,590
Cash and due from banks at end of period	$3,877	$4,708

The accompanying condensed notes are an integral part of these consolidated financial statements.

STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

TABLE OF CONTENTS

Note 1. Basis of Presentation 67

Note 2. Fair Value 68

Note 3. Investment Securities 81

Note 4. Loans and Leases 88

Note 5. Goodwill and Other Intangible Assets 91

Note 6. Other Assets 92

Note 7. Commitments and Guarantees 92

Note 8. Contingencies 93

Note 9. Variable Interest Entities 96

Note 10. Shareholders' Equity 97

Note 11. Derivative Financial Instruments 99

Note 12. Offsetting Arrangements 105

Note 13. Net Interest Revenue 108

Note 14. Expenses 108

Note 15. Earnings Per Common Share 110

Note 16. Line of Business Information 110

Note 17. Non-U.S. Activities 111

STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

Note 1. Basis of Presentation

The accounting and financial reporting policies of State Street Corporation conform to U.S. generally accepted accounting principles, referred to as GAAP. State Street Corporation, the parent company, is a financial holding company headquartered in Boston, Massachusetts. Unless otherwise indicated or unless the context requires otherwise, all references in these notes to consolidated financial statements to "State Street," "we," "us," "our" or similar references mean State Street Corporation and its subsidiaries on a consolidated basis. Our principal banking subsidiary is State Street Bank and Trust Company, or State Street Bank.

We have two lines of business:

Investment Servicing provides services for mutual funds, collective investment funds and other investment pools, corporate and public retirement plans, insurance companies, foundations and endowments worldwide. Products include custody; product- and participant-level accounting; daily pricing and administration; master trust and master custody; record-keeping; cash management; foreign exchange, brokerage and other trading services; securities finance; deposit and short-term investment facilities; loans and lease financing; investment manager and alternative investment manager operations outsourcing; and performance, risk and compliance analytics to support institutional investors.

Investment Management, through State Street Global Advisors, or SSgA, provides a broad array of investment management, investment research and investment advisory services to corporations, public funds and other sophisticated investors. SSgA offers active and passive asset management strategies across equity, fixed-income and cash asset classes. Products are distributed directly and through intermediaries using a variety of investment vehicles, including exchange-traded funds, or ETFs, such as the SPDR® ETF brand.

The consolidated financial statements accompanying these condensed notes are unaudited. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, which are necessary for a fair statement of the consolidated results of operations in these financial statements, have been made. Certain previously reported amounts presented in this Form 10-Q have been reclassified to conform to current-period presentation.

Events occurring subsequent to the date of our consolidated statement of condition were evaluated for potential recognition or disclosure in our consolidated financial statements through the date we filed this Form 10-Q with the SEC.

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions in the application of certain of our significant accounting policies that may materially affect the reported amounts of assets, liabilities, equity, revenue, and expenses. As a result of unanticipated events or circumstances, actual results could differ from those estimates. Amounts dependent on subjective or complex judgments in the application of accounting policies considered by management to be relatively more significant in this regard are those associated with our accounting for recurring fair-value measurements; other-than-temporary impairment of investment securities; and impairment of goodwill and other intangible assets. Among other effects, unanticipated events or circumstances could result in future impairment of investment securities, goodwill or other intangible assets.

Our consolidated statement of condition as of December 31, 2013 included in the accompanying consolidated financial statements was derived from the audited financial statements as of that date, but does not include all notes required by GAAP for a complete set of consolidated financial statements. The accompanying consolidated financial statements and these condensed notes should be read in conjunction with the financial and risk factors information included in our 2013 Annual Report on Form 10-K, which we previously filed with the SEC.

Recent Accounting Developments:

In April 2014, the FASB issued an amendment to GAAP that revises the criteria for the treatment and disclosure of discontinued operations. The amendment allows entities to have significant continuing involvement and continuing cash flows with the discontinued operation, but requires additional disclosure for discontinued operations and disclosure for disposals deemed to be material that do not meet the definition of a discontinued operation. The presentation and disclosure requirements are effective, for State Street, beginning on January 1, 2015, and are required to be applied prospectively to discontinued operations occurring after that date.

In January 2014, the FASB issued an amendment to GAAP that allows an investor in an affordable housing project, if the project meets certain defined conditions, to amortize the cost of their investment in proportion to the tax credits and other

tax benefits they receive, and reflect it as part of income tax expense rather than as revenue from operations. The amendment is effective, for State Street, for interim and annual periods beginning after December 15, 2014, with early adoption permitted, and must be applied retrospectively. At this time, we have not chosen to early-adopt the amendment. Our adoption of the amendment is not expected to have a material effect on our consolidated financial statements.

Note 2. Fair Value

Fair-Value Measurements:

We carry trading account assets, investment securities available for sale and various types of derivative financial instruments at fair value in our consolidated statement of condition on a recurring basis. Changes in the fair values of these financial assets and liabilities are recorded either as components of our consolidated statement of income or as components of accumulated other comprehensive income, or AOCI, within shareholders' equity in our consolidated statement of condition.

We measure fair value for the above-described financial assets and liabilities in conformity with GAAP that governs the measurement of the fair value of financial instruments. Management believes that its valuation techniques and underlying assumptions used to measure fair value conform to the provisions of GAAP. We categorize the financial assets and liabilities that we carry at fair value based on a prescribed three-level valuation hierarchy. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to valuation methods using significant unobservable inputs (level 3). If the inputs used to measure a financial asset or liability cross different levels of the hierarchy, categorization is based on the lowest-level input that is most significant to the fair-value measurement. Management's assessment of the significance of a particular input to the overall fair-value measurement of a financial asset or liability requires judgment, and considers factors specific to that asset or liability. The three valuation levels are described below.

Level 1. Financial assets and liabilities with values based on unadjusted quoted prices for identical assets or liabilities in an active market. Fair value is measured using unadjusted quoted prices in active markets for identical securities. Our level-1 financial assets and liabilities primarily include positions in U.S. government securities and highly liquid U.S. and non-U.S. government fixed-income securities. We may carry U.S. government securities in our available-for-sale portfolio in connection with

our asset-and-liability management activities. Our level-1 financial assets also include active exchange-traded equity securities.

Level 2. Financial assets and liabilities with values based on quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability. Level-2 inputs include the following:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in non-active markets;
- Pricing models whose inputs are observable for substantially the full term of the asset or liability; and
- Pricing models whose inputs are derived principally from, or corroborated by, observable market information through correlation or other means for substantially the full term of the asset or liability.

Our level-2 financial assets and liabilities primarily include trading account assets and fixed-income investment securities available for sale, as well as various types of foreign exchange and interest-rate derivative instruments. Fair value for our investment securities available for sale categorized in level 2 is measured primarily using information obtained from independent third parties. This third-party information is subject to review by management as part of a validation process, which includes obtaining an understanding of the underlying assumptions and the level of market participant information used to support those assumptions. In addition, management compares significant assumptions used by third parties to available market information. Such information may include known trades or, to the extent that trading activity is limited, comparisons to market research information pertaining to credit expectations,

execution prices and the timing of cash flows, and where information is available, back-testing.

Derivative instruments categorized in level 2 predominantly represent foreign exchange contracts used in our trading activities, for which fair value is measured using discounted cash-flow techniques, with inputs consisting of observable spot and forward points, as well as observable interest-rate curves. With respect to derivative instruments, we evaluate the impact on valuation of the credit risk of our counterparties and our own credit risk. We consider factors such as the likelihood of default by us and our counterparties, our current and potential future net

exposures and remaining maturities in determining the fair value. Valuation adjustments associated with derivative instruments were not material to those instruments in the three months ended March 31, 2014 or 2013.

Level 3. Financial assets and liabilities with values based on prices or valuation techniques that require inputs that are both unobservable in the market and significant to the overall measurement of fair value. These inputs reflect management's judgment about the assumptions that a market participant would use in pricing the financial asset or liability, and are based on the best available information, some of which is internally developed. The following provides a more detailed discussion of our financial assets and liabilities that we may categorize in level 3 and the related valuation methodology.

- The fair value of our investment securities categorized in level 3 is measured using information obtained from third-party sources, typically non-binding broker or dealer quotes, or through the use of internally-developed pricing models. Management has evaluated its methodologies used to measure fair value, but has considered the level of observable market information to be insufficient to categorize the securities in level 2.
- The fair value of foreign exchange contracts, primarily options, is measured using an option-pricing model. Because of a limited number of observable transactions, certain model inputs are not observable, such as implied volatility surface, but are derived from observable market information.
- The fair value of certain interest-rate caps with long-dated maturities, is measured using a matrix-pricing approach. Observable market prices are not available for these derivatives, so extrapolation is necessary to value these instruments, since they have a strike and/or maturity outside of the matrix.

Our level-3 financial assets and liabilities are similar in structure and profile to our level-1 and level-2 financial instruments, but they trade in less-liquid markets, and the measurement of their fair value is inherently more difficult. As of March 31, 2014, on a gross basis, we categorized in level 3 approximately 6% of our financial assets carried at fair value on a recurring basis. As of the same date and on the same basis, the percentage of our financial liabilities categorized in level 3 to our financial liabilities carried at fair value on a recurring basis was not significant. The fair value of

investment securities categorized in level 3 that was measured using non-binding quotes and internally-developed pricing-model inputs composed approximately 98% and 2%, respectively, of the total fair value of the investment securities categorized in level 3 as of both March 31, 2014 and December 31, 2013.

The process used to measure the fair value of our level-3 financial assets and liabilities is overseen by a valuation group within Corporate Finance, separate from the business units that manage the assets and liabilities. This function, which develops and manages the valuation process, reports to State Street's Valuation Committee. The Valuation Committee, composed of senior management from separate business units, Enterprise Risk Management, a corporate risk oversight group, and Corporate Finance, oversees adherence to State Street's valuation policies.

The valuation group performs validation of the pricing information obtained from third-party sources in order to evaluate reasonableness and consistency with market experience in similar asset classes. Monthly analyses include a review of price changes relative to overall trends, credit analysis and other relevant procedures (discussed below). In addition, prices for level-3 securities carried in our investment portfolio are tested on a sample basis based on unexpected pricing movements. These sample prices are then corroborated through price recalculations, when applicable, using available market information, which is obtained separately from the third-party pricing source. The recalculated prices are compared to market-research information pertaining to credit expectations, execution prices and the timing of cash flows, and where information is available, back-testing. If a difference is identified and it is determined that there is a significant impact requiring an adjustment, the adjustment is presented to the Valuation Committee for review and consideration.

Validation is also performed on fair-value measurements determined using internally-developed pricing models. The pricing models are subject to validation through our Model Assessment Committee, a corporate risk oversight committee that provides technical support and input to the Valuation Committee. This validation process incorporates

a review of a diverse set of model and trade parameters across a broad range of values in order to evaluate the model's suitability for valuation of a particular financial instrument type, as well as the model's accuracy in reflecting the characteristics of the related financial asset or liability and its significant risks. Inputs and assumptions, including any price-

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

valuation adjustments, are developed by the business units and separately reviewed by the valuation group. Model valuations are compared to available market information including appropriate proxy instruments and other benchmarks to highlight abnormalities for further investigation.
Measuring fair value requires the exercise of management judgment. The level of subjectivity and the degree of management judgment required is more significant for financial instruments whose fair value is measured using inputs that are not observable. The areas requiring significant judgment are identified, documented and reported to the Valuation Committee as part of the valuation control framework. We believe that our valuation methods

are appropriate; however, the use of different methodologies or assumptions, particularly as they apply to level-3 financial assets and liabilities, could materially affect our fair-value measurements as of the reporting date.
The following tables present information with respect to our financial assets and liabilities carried at fair value in our consolidated statement of condition on a recurring basis as of the dates indicated. No transfers of financial assets or liabilities between levels 1 and 2 occurred during the three months ended March 31, 2014 or the year ended December 31, 2013.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

(In millions)	Fair-Value Measurements on a Recurring Basis as of March 31, 2014				
	Quoted Market Prices in Active Markets (Level 1)	Pricing Methods with Significant Observable Market Inputs (Level 2)	Pricing Methods with Significant Unobservable Market Inputs (Level 3)	Impact of Netting[1]	Total Net Carrying Value in Consolidated Statement of Condition
Assets:					
Trading account assets:					
U.S. government securities	$20	$ —	$ —		$20
Non-U.S. government securities	401	—	—		401
Other	60	408	—		468
Total trading account assets	481	408	—		889
Investment securities available for sale:					
U.S. Treasury and federal agencies:					
Direct obligations	1,280	683	—		1,963
Mortgage-backed securities	—	22,992	100		23,092
Asset-backed securities:					
Student loans	—	13,947	333		14,280
Credit cards	—	7,237	—		7,237
Sub-prime	—	1,155	—		1,155
Other	—	576	4,304		4,880
Total asset-backed securities	—	22,915	4,637		27,552
Non-U.S. debt securities:					
Mortgage-backed securities	—	11,196	—		11,196
Asset-backed securities	—	4,382	612		4,994
Government securities	—	3,692	—		3,692
Other	—	4,522	462		4,984
Total non-U.S. debt securities	—	23,792	1,074		24,866
State and political subdivisions	—	10,402	42		10,444
Collateralized mortgage obligations	—	5,060	202		5,262
Other U.S. debt securities	—	4,938	8		4,946
U.S. equity securities	—	36	—		36
Non-U.S. equity securities	—	1	—		1
U.S. money-market mutual funds	—	993	—		993
Non-U.S. money-market mutual funds	—	7	—		7
Total investment securities available for sale	1,280	91,819	6,063		99,162
Other assets:					
Derivative instruments:					
Foreign exchange contracts	—	8,312	6	$ (4,850)	3,468
Interest-rate contracts	—	56	—	(56)	—
Other derivative contracts	—	2	—	(1)	1
Total derivative instruments	—	8,370	6	(4,907)	3,469
Other	100	—	—	—	100
Total assets carried at fair value	$1,861	$ 100,597	$ 6,069	$ (4,907)	$103,620

Liabilities:					
Accrued expenses and other liabilities:					
Derivative instruments:					
Foreign exchange contracts	$—	$ 7,834	$ 8	$ (3,752)	$4,090
Interest-rate contracts	—	269	—	(56)	213
Other derivative contracts	—	1	9	(1)	9
Total derivative instruments	—	8,104	17	(3,809)	4,312
Other	100	—	—	—	100
Total liabilities carried at fair value	$100	$ 8,104	$ 17	$ (3,809)	$4,412

(1) Represents counterparty netting against level-2 financial assets and liabilities, where a legally enforceable master netting agreement exists between State Street and the counterparty. Netting also reflects asset and liability reductions of $1.37 billion and $274 million, respectively, for cash collateral received from and provided to derivative counterparties.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

(In millions)	Fair-Value Measurements on a Recurring Basis as of December 31, 2013				
	Quoted Market Prices in Active Markets (Level 1)	Pricing Methods with Significant Observable Market Inputs (Level 2)	Pricing Methods with Significant Unobservable Market Inputs (Level 3)	Impact of Netting[1]	Total Net Carrying Value in Consolidated Statement of Condition
Assets:					
Trading account assets:					
U.S. government securities	$20	$ —	$—		$20
Non-U.S. government securities	399	—	—		399
Other	67	357	—		424
Total trading account assets	486	357	—		843
Investment securities available for sale:					
U.S. Treasury and federal agencies:					
Direct obligations	—	709	—		709
Mortgage-backed securities	—	22,847	716		23,563
Asset-backed securities:					
Student loans	—	14,119	423		14,542
Credit cards	—	8,186	24		8,210
Sub-prime	—	1,203	—		1,203
Other	—	532	4,532		5,064
Total asset-backed securities	—	24,040	4,979		29,019
Non-U.S. debt securities:					
Mortgage-backed securities	—	10,654	375		11,029
Asset-backed securities	—	4,592	798		5,390
Government securities	—	3,761	—		3,761
Other	—	4,263	464		4,727
Total non-U.S. debt securities	—	23,270	1,637		24,907
State and political subdivisions	—	10,220	43		10,263
Collateralized mortgage obligations	—	5,107	162		5,269
Other U.S. debt securities	—	4,972	8		4,980
U.S. equity securities	—	34	—		34
Non-U.S. equity securities	—	1	—		1
U.S. money-market mutual funds	—	422	—		422
Non-U.S. money-market mutual funds	—	7	—		7
Total investment securities available for sale	—	91,629	7,545		99,174
Other assets:					
Derivatives instruments:					
Foreign exchange contracts	—	11,892	19	$ (6,442)	5,469
Interest-rate contracts	—	65	—	(59)	6
Other derivative contracts	—	1	—	—	1
Total derivative instruments	—	11,958	19	(6,501)	5,476

Other	97	—	—	—	97
Total assets carried at fair value	$583	$ 103,944	$7,564	$ (6,501)	$105,590
Liabilities:					
Accrued expenses and other liabilities:					
Derivative instruments:					
Foreign exchange contracts	$—	$ 11,454	$17	$ (5,458)	$6,013
Interest-rate contracts	—	331	—	(94)	237
Other derivative contracts	—	—	9	—	9
Total derivative instruments	—	11,785	26	(5,552)	6,259
Other	97	—	—	—	97
Total liabilities carried at fair value	$97	$ 11,785	$26	$ (5,552)	$6,356

(1) Represents counterparty netting against level-2 financial assets and liabilities, where a legally enforceable master netting agreement exists between State Street and the counterparty. Netting also reflects asset and liability reductions of $1.93 billion and $979 million, respectively, for cash collateral received from and provided to derivative counterparties.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

The following tables present activity related to our level-3 financial assets and liabilities during the three months ended March 31, 2014 and 2013, respectively. Transfers into and out of level 3 are reported as of the beginning of the period. During the three months ended March 31, 2014 and 2013,

transfers out of level 3 were mainly related to certain mortgage- and asset-backed securities, including non-U.S. debt securities, for which fair value was measured using prices for which observable market information became available.

	Fair-Value Measurements Using Significant Unobservable Inputs Three Months Ended March 31, 2014									
		Total Realized and Unrealized Gains (Losses)								
(In millions)	Fair Value as of December 31, 2013	Recorded in Revenue	Recorded in Other Comprehensive Income	Purchases	Issuances	Sales	Settlements	Transfers into Level 3	Transfers out of Level 3	Fair Value as of March 31, 2014	Change in Unrealized Gains (Losses) Related to Financial Instruments Held as of March 31, 2014
Assets:											
Investment securities available for sale:											
U.S. Treasury and federal agencies, mortgage-backed securities	$716	$—	$—	$—	$—	$—	$(5)	$—	$(611)	$100	
Asset-backed securities:											
Student loans	423	1	1	—	—	—	(13)	—	(79)	333	
Credit cards	24	—	—	—	—	—	(24)	—	—	—	
Other	4,532	15	(4)	6	—	—	(245)	—	—	4,304	
Total asset-backed securities	4,979	16	(3)	6	—	—	(282)	—	(79)	4,637	
Non-U.S. debt securities:											
Mortgage-backed securities	375	—	—	—	—	—	—	—	(375)	—	
Asset-backed securities	798	2	(1)	—	—	—	(63)	—	(124)	612	
Other	464	—	(1)	—	—	(1)	—	—	—	462	

Total non-U.S. debt securities	1,637	2	(2)	—	—	(1)	(63)	—	(499)	1,074	
State and political subdivisions	43	—	—	—	—	—	(1)	—	—	42	
Collateralized mortgage obligations	162	—	—	80	—	(6)	(6)	—	(28)	202	
Other U.S. debt securities	8	—	—	—	—	—	—	—	—	8	
Total investment securities available for sale	7,545	18	(5)	86	—	(7)	(357)	—	(1,217)	6,063	
Other assets:											
Derivative instruments:											
Derivative instruments, Foreign exchange contracts	19	(11)	—	7	—	—	(9)	—	—	6	$ (7)
Total derivative instruments	19	(11)	—	7	—	—	(9)	—	—	6	(7)
Total assets carried at fair value	$ 7,564	$ 7	$ (5)	$ 93	$ —	$ (7)	$ (366)	$ —	$ (1,217)	$ 6,069	$ (7)

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

Fair-Value Measurements Using Significant Unobservable Inputs
Three Months Ended March 31, 2014

(In millions)	Fair Value as of December 31, 2013	Total Realized and Unrealized (Gains) Losses Recorded in Revenue	Total Realized and Unrealized (Gains) Losses Recorded in Other Comprehensive Income	Purchases	Issuances	Sales	Settlements	Transfers into Level 3	Transfers out of Level 3	Fair Value as of March 31, 2014	Change in Unrealized (Gains) Losses Related to Financial Instruments Held as of March 31, 2014
Liabilities:											
Accrued expenses and other liabilities:											
Derivative instruments:											
Foreign exchange contracts	$17	$ (10)	$ —	$ —	$ 7	$ —	$ (6)	$ —	$ —	$8	$ (5)
Other	9	—	—	—	—	—	—	—	—	9	—
Total derivative instruments	26	(10)	—	—	7	—	(6)	—	—	17	(5)
Total liabilities carried at fair value	$26	$ (10)	$ —	$ —	$ 7	$ —	$ (6)	$ —	$ —	$17	$ (5)

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

Fair-Value Measurements Using Significant Unobservable Inputs
Three Months Ended March 31, 2013

(In millions)	Fair Value as of December 31, 2012	Total Realized and Unrealized Gains (Losses) Recorded in Revenue	Total Realized and Unrealized Gains (Losses) Recorded in Other Comprehensive Income	Purchases	Issuances	Sales	Settlements	Transfers into Level 3	Transfers out of Level 3	Fair Value as of March 31, 2013	Change in Unrealized Gains (Losses) Related to Financial Instruments Held as of March 31 2013
Assets:											
Investment securities available for sale:											
U.S. Treasury and federal agencies:											
Mortgage-backed securities	$825	$ —	$ —	$ —	$ —	$—	$ (27)	$ —	$ —	$798	
Asset-backed securities:											
Student loans	588	—	7	—	—	(26)	(8)	—	(100)	461	
Credit cards	67	—	—	—	—	—	(43)	—	—	24	
Other	3,994	13	21	180	—	(10)	(326)	—	—	3,872	
Total asset-backed securities	4,649	13	28	180	—	(36)	(377)	—	(100)	4,357	
Non-U.S. debt securities:											
Mortgage-backed securities	555	—	—	—	—	—	(17)	—	(207)	331	
Asset-backed securities	524	2	3	51	—	—	(33)	—	(77)	470	
Other	140	—	—	179	—	—	(3)	—	(40)	276	
Total non-U.S. debt securities	1,219	2	3	230	—	—	(53)	—	(324)	1,077	
State and political subdivisions	48	—	1	—	—	—	(2)	—	—	47	

Collateralized mortgage obligations	117	—	—	—	—	—	(9)	—	—	108	
Other U.S. debt securities	9	—	—	—	—	—	—	—	—	9	
Total investment securities available for sale	6,867	15	32	410	—	(36)	(468)	—	(424)	6,396	
Other assets:											
Derivative instruments:											
Foreign exchange contracts	113	95	—	53	—	—	(89)	—	—	172	$ 53
Total derivative instruments	113	95	—	53	—	—	(89)	—	—	172	53
Total assets carried at fair value	$6,980	$ 110	$ 32	$ 463	$ —	$ (36)	$ (557)	$ —	$ (424)	$6,568	$ 53

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

Fair-Value Measurements Using Significant Unobservable Inputs
Three Months Ended March 31, 2013

(In millions)	Fair Value as of December 31, 2012	Total Realized and Unrealized (Gains) Losses Recorded in Revenue	Total Realized and Unrealized (Gains) Losses Recorded in Other Comprehensive Income	Purchases	Issuances	Sales	Settlements	Transfers into Level 3	Transfers out of Level 3	Fair Value as of March 31, 2013	Change in Unrealized (Gains) Losses Related to Financial Instruments Held as of March 31, 2013
Liabilities:											
Accrued expenses and other liabilities:											
Derivative instruments:											
Foreign exchange contracts	$106	$ 61	$ —	$ —	$ 50	$ —	$ (64)	$ —	$ —	$153	$ 39
Other	9	—	—	—	—	—	—	—	—	9	—
Total derivative instruments	115	61	—	—	50	—	(64)	—	—	162	39
Total liabilities carried at fair value	$115	$ 61	$ —	$ —	$ 50	$ —	$ (64)	$ —	$ —	$162	$ 39

The following table presents total realized and unrealized gains and losses for the periods indicated that were recorded in revenue for our level-3 financial assets and liabilities:

	Three Months Ended March 31,			
	Total Realized and Unrealized Gains (Losses) Recorded in Revenue		Change in Unrealized Gains (Losses) Related to Financial Instruments Held as of March 31,	
(In millions)	2014	2013	2014	2013

Fee revenue:				
Trading services	$(1)	$34	$(2)	$14
Total fee revenue	(1)	34	(2)	14
Net interest revenue	18	15	—	—
Total revenue	$17	$49	$(2)	$14

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

The following table presents quantitative information, as of the dates indicated, about the valuation techniques and significant unobservable inputs used in the valuation of our level-3 financial assets and liabilities measured at fair value on a recurring basis for which we use internally-developed pricing models. The significant unobservable inputs

for our level-3 financial assets and liabilities whose fair value is measured using pricing information from non-binding broker or dealer quotes are not included in the table, as the specific inputs applied are not provided by the broker/dealer.

	Quantitative Information about Level-3 Fair-Value Measurements					
	Fair Value				Weighted-Average	
(Dollars in millions)	As of March 31, 2014	As of December 31, 2013	Valuation Technique	Significant Unobservable Input	As of March 31, 2014	As of December 31, 2013
Significant unobservable inputs readily available to State Street:						
Assets:						
Asset-backed securities, student loans	$14	$13	Discounted cash flows	Credit spread	2.9 %	3.5 %
Asset-backed securities, credit cards	—	24	Discounted cash flows	Credit spread	—	2.0
Asset-backed securities, other	87	92	Discounted cash flows	Credit spread	1.3	1.5
State and political subdivisions	42	43	Discounted cash flows	Credit spread	1.7	1.7
Derivative instruments, foreign exchange contracts	6	19	Option model	Volatility	8.0	11.4
Total	$149	$191				
Liabilities:						
Derivative instruments, foreign exchange contracts	$8	$17	Option model	Volatility	8.0	11.2
Derivative instruments, other[1]	9	9	Discounted cash flows	Participant redemptions	7.4	7.5
Total	$17	$26				

[1] Relates to stable value wrap contracts; refer to the sensitivity discussion following the tables presented below, and to note 7.

The following tables present information with respect to the composition of our level-3 financial assets and

liabilities, by availability of significant unobservable inputs, as of the dates indicated:

March 31, 2014	Significant Unobservable Inputs Readily Available to State Street[1]	Significant Unobservable Inputs Not Developed by State Street and Not Readily Available[2]	Total Assets and Liabilities with Significant Unobservable Inputs
(In millions)			

Assets:			
U.S. Treasury and federal agencies, mortgage-backed securities	$—	$100	$100
Asset-backed securities, student loans	14	319	333
Asset-backed securities, other	87	4,217	4,304
Non-U.S. debt securities, asset-backed securities	—	612	612
Non-U.S. debt securities, other	—	462	462
State and political subdivisions	42	—	42
Collateralized mortgage obligations	—	202	202
Other U.S.debt securities	—	8	8
Derivative instruments, foreign exchange contracts	6	—	6
Total	$149	$5,920	$6,069
Liabilities:			
Derivative instruments, foreign exchange contracts	$8	$—	$8
Derivative instruments, other	9	—	9
Total	$17	$—	$17

(1) Information with respect to these model-priced financial assets and liabilities is provided above in a separate table.
(2) Fair value for these financial assets is measured using non-binding broker or dealer quotes.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

December 31, 2013	Significant Unobservable Inputs Readily Available to State Street[1]	Significant Unobservable Inputs Not Developed by State Street and Not Readily Available[2]	Total Assets and Liabilities with Significant Unobservable Inputs
(In millions)			
Assets:			
U.S. Treasury and federal agencies, mortgage-backed securities	$—	$716	$716
Asset-backed securities, student loans	13	410	423
Asset-backed securities, credit cards	24	—	24
Asset-backed securities, other	92	4,440	4,532
Non-U.S. debt securities, mortgage-backed securities	—	375	375
Non-U.S. debt securities, asset-backed securities	—	798	798
Non-U.S. debt securities, other	—	464	464
State and political subdivisions	43	—	43
Collateralized mortgage obligations	—	162	162
Other U.S.debt securities	—	8	8
Derivative instruments, foreign exchange contracts	19	—	19
Total	$191	$7,373	$7,564
Liabilities:			
Derivative instruments, foreign exchange contracts	$17	$—	$17
Derivative instruments, other	9	—	9
Total	$26	$—	$26

[1] Information with respect to these model-priced financial assets and liabilities is provided above in a separate table.
[2] Fair value for these financial assets is measured using non-binding broker or dealer quotes.

Internally-developed pricing models used to measure the fair value of our level-3 financial assets and liabilities incorporate discounted cash flow and option modeling techniques. Use of these techniques requires the determination of relevant inputs and assumptions, some of which represent significant unobservable inputs as indicated in the preceding table. Accordingly, changes in these unobservable inputs may have a significant impact on fair value. Certain of these unobservable inputs will, in isolation, have a directionally consistent impact on the fair value of the instrument for a given change in that input. Alternatively, the fair value of the instrument may move in an opposite direction for a given change in another input. Where multiple inputs are used within the valuation technique of an asset or liability, a change in one input in a certain direction may be offset by an opposite change in another input, resulting in a potentially muted impact on the overall fair value of that particular instrument. Additionally, a change in one unobservable input may result in a change to another unobservable input (that is, changes in certain inputs are interrelated to one another), which may counteract or magnify the fair-value impact.
For recurring level-3 fair-value measurements for which significant unobservable inputs were readily available to State Street as of March 31, 2014, the sensitivity of the fair-value measurement to changes

in significant unobservable inputs, and a description of any interrelationships between those unobservable inputs, is described below; however, we rarely experience a situation in which those unobservable inputs change in isolation:

- The significant unobservable input used in the measurement of the fair value of our asset-backed securities and municipal securities (state and political subdivisions) is the credit spread. Significant increases (decreases) in the credit spread would result in measurements of significantly lower (higher) fair value of these securities.
- The significant unobservable input used in the measurement of the fair value of our foreign exchange option contracts is the implied volatility surface. A significant increase (decrease) in the implied volatility surface would result in measurements of significantly higher (lower) fair value of these contracts.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

- The significant unobservable input used in the measurement of the fair value of our other derivative instruments, specifically stable value wrap contracts, is participant redemptions. Increased volatility of participant redemptions may result in changes to our measurement of fair value. Generally, significant increases (decreases) in participant redemptions may result in measurements of significantly higher (lower) fair value of this liability.

Fair Values of Financial Instruments:

Estimates of fair value for financial instruments not carried at fair value on a recurring basis in our consolidated statement of condition, as defined by GAAP, are generally subjective in nature, and are determined as of a specific point in time based on the characteristics of the financial instruments and relevant market information. Disclosure of fair-value estimates is not required by GAAP for certain items, such as lease financing, equity-method investments, obligations for pension and other post-retirement plans, premises and equipment, other intangible assets and income-tax assets and liabilities. Accordingly, aggregate fair-value estimates presented do not purport to represent, and should not be considered representative of, our underlying “market” or franchise value. In addition, because of potential differences in methodologies and assumptions used to estimate fair values, our estimates of fair value should not be compared to those of other financial institutions.

We use the following methods to estimate the fair values of our financial instruments:

- For financial instruments that have quoted market prices, those quoted prices are used to estimate fair value.
- For financial instruments that have no defined maturity, have a remaining maturity of 180 days or less, or reprice frequently to a market rate, we assume that the fair value of these instruments approximates their reported value, after taking into consideration any applicable credit risk.
- For financial instruments for which no quoted market prices are available, fair value is estimated using information obtained from independent third parties, or by discounting the expected cash flows using an estimated current market interest rate for the financial instrument.

The generally short duration of certain of our assets and liabilities results in a significant number of financial instruments for which fair value equals or closely approximates the amount recorded in our consolidated statement of condition. These financial instruments are reported in the following captions in our consolidated statement of condition: cash and due from banks; interest-bearing deposits with banks; securities purchased under resale agreements; accrued interest and fees receivable; deposits; securities sold under repurchase agreements; federal funds purchased; and other short-term borrowings.

In addition, due to the relatively short duration of certain of our net loans (excluding leases), we consider fair value for these loans to approximate their reported value. The fair value of other types of loans, such as senior secured bank loans, commercial real estate loans and purchased receivables, is estimated using information obtained from independent third parties or by discounting expected future cash flows using current rates at which similar loans would be made to borrowers with similar credit ratings for the same remaining maturities. Commitments to lend have no reported value because their terms are at prevailing market rates.

The following tables present the reported amounts and estimated fair values of the financial instruments defined by GAAP, excluding financial assets and liabilities carried at fair value on a recurring basis, as they would be categorized within the fair-value hierarchy, as of the dates indicated.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

March 31, 2014	Reported Amount	Estimated Fair Value	Fair-Value Hierarchy		
			Quoted Market Prices in Active Markets (Level 1)	Pricing Methods with Significant Observable Market Inputs (Level 2)	Pricing Methods with Significant Unobservable Market Inputs (Level 3)
(In millions)					
Financial Assets:					
Cash and due from banks	$3,877	$3,877	$3,877	$ —	$ —
Interest-bearing deposits with banks	75,796	75,796	—	75,796	—
Securities purchased under resale agreements	6,087	6,087	—	6,087	—
Investment securities held to maturity	18,342	18,326	—	18,326	—
Net loans (excluding leases)	14,994	15,002	—	14,530	472
Financial Liabilities:					
Deposits:					
Noninterest-bearing	$72,800	$72,800	$—	$ 72,800	$ —
Interest-bearing - U.S.	15,327	15,327	—	15,327	—
Interest-bearing - non-U.S.	106,521	106,521	—	106,521	—
Securities sold under repurchase agreements	8,953	8,953	—	8,953	—
Federal funds purchased	18	18	—	18	—
Other short-term borrowings	3,811	3,811	—	3,811	—
Long-term debt	9,503	9,809	—	8,927	882

December 31, 2013	Reported Amount	Estimated Fair Value	Fair-Value Hierarchy		
			Quoted Market Prices in Active Markets (Level 1)	Pricing Methods with Significant Observable Market Inputs (Level 2)	Pricing Methods with Significant Unobservable Market Inputs (Level 3)
(In millions)					
Financial Assets:					
Cash and due from banks	$3,220	$3,220	$3,220	$ —	$ —
Interest-bearing deposits with banks	64,257	64,257	—	64,257	—
Securities purchased under resale agreements	6,230	6,230	—	6,230	—
Investment securities held to maturity	17,740	17,560	—	17,560	—
Net loans (excluding leases)	12,363	12,355	—	11,908	447
Financial Liabilities:					
Deposits:					
Noninterest-bearing	$65,614	$65,614	$—	$ 65,614	$ —
Interest-bearing - U.S.	13,392	13,392	—	13,392	—
Interest-bearing - non-U.S.	103,262	103,262	—	103,262	—
Securities sold under repurchase agreements	7,953	7,953	—	7,953	—
Federal funds purchased	19	19	—	19	—
Other short-term borrowings	3,780	3,780	—	3,780	—

Long-term debt	9,699	9,909	—	9,056	853

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

Note 3. Investment Securities

The following table presents the amortized cost and fair value, and associated unrealized gains and losses, of investment securities as of the dates indicated:

	March 31, 2014				December 31, 2013			
(In millions)	Amortized Cost	Gross Unrealized Gains	Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Losses	Fair Value
Available for sale:								
U.S. Treasury and federal agencies:								
Direct obligations	$1,959	$10	$6	$1,963	$702	$9	$2	$709
Mortgage-backed securities	23,176	206	290	23,092	23,744	211	392	23,563
Asset-backed securities:								
Student loans[1]	14,355	128	203	14,280	14,718	92	268	14,542
Credit cards	7,253	21	37	7,237	8,230	21	41	8,210
Sub-prime	1,234	3	82	1,155	1,291	3	91	1,203
Other	4,767	133	20	4,880	4,949	138	23	5,064
Total asset-backed securities	27,609	285	342	27,552	29,188	254	423	29,019
Non-U.S. debt securities:								
Mortgage-backed securities	10,978	225	7	11,196	10,808	230	9	11,029
Asset-backed securities	4,973	23	2	4,994	5,369	23	2	5,390
Government securities	3,689	3	—	3,692	3,759	2	—	3,761
Other	4,931	62	9	4,984	4,679	59	11	4,727
Total non-U.S. debt securities	24,571	313	18	24,866	24,615	314	22	24,907
State and political subdivisions	10,345	216	117	10,444	10,301	160	198	10,263
Collateralized mortgage obligations	5,253	67	58	5,262	5,275	70	76	5,269
Other U.S. debt securities	4,827	139	20	4,946	4,876	138	34	4,980
U.S. equity securities	29	7	—	36	28	6	—	34
Non-U.S. equity securities	1	—	—	1	1	—	—	1
U.S. money-market mutual funds	993	—	—	993	422	—	—	422
Non-U.S. money-market mutual funds	7	—	—	7	7	—	—	7
Total	$98,770	$1,243	$851	$99,162	$99,159	$1,162	$1,147	$99,174
Held to maturity:								
U.S. Treasury and federal agencies:								
Direct obligations	$5,096	$—	$328	$4,768	$5,041	$—	$448	$4,593
Mortgage-backed securities	81	6	—	87	91	6	—	97
Asset-backed securities:								
Student loans[1]	1,889	5	2	1,892	1,627	—	10	1,617
Credit cards	897	3	—	900	762	1	—	763
Other	738	1	1	738	782	1	2	781
Total asset-backed securities	3,524	9	3	3,530	3,171	2	12	3,161
Non-U.S. debt securities:								

Mortgage-backed securities	4,323	172	29	4,466	4,211	150	48	4,313
Asset-backed securities	2,399	19	—	2,418	2,202	19	—	2,221
Government securities	2	—	—	2	2	—	—	2
Other	192	—	—	192	192	—	—	192
Total non-U.S. debt securities	6,916	191	29	7,078	6,607	169	48	6,728
State and political subdivisions	16	—	—	16	24	1	—	25
Collateralized mortgage obligations	2,709	163	25	2,847	2,806	176	26	2,956
Total	$18,342	$369	$385	$18,326	$17,740	$354	$534	$17,560

(1) Substantially composed of securities guaranteed by the federal government with respect to at least 97% of defaulted principal and
accrued interest on the underlying loans.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

Aggregate investment securities carried at $47.67 billion and $46.99 billion as of March 31, 2014 and December 31, 2013, respectively, were designated as pledged for public and trust deposits, short-term borrowings and for other purposes as provided by law.

The following tables present the aggregate fair values of investment securities that have been in a continuous unrealized loss position for less than 12 months, and those that have been in a continuous unrealized loss position for 12 months or longer, as of the dates indicated:

	Less than 12 months		12 months or longer		Total	
March 31, 2014 (In millions)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Available for sale:						
U.S. Treasury and federal agencies:						
Direct obligations	$1,433	$5	$130	$1	$1,563	$6
Mortgage-backed securities	9,475	197	3,161	93	12,636	290
Asset-backed securities:						
Student loans	606	5	7,271	198	7,877	203
Credit cards	3,311	26	214	11	3,525	37
Sub-prime	—	—	1,106	82	1,106	82
Other	1,997	10	418	10	2,415	20
Total asset-backed securities	5,914	41	9,009	301	14,923	342
Non-U.S. debt securities:						
Mortgage-backed securities	819	2	326	5	1,145	7
Asset-backed securities	280	1	71	1	351	2
Other	1,652	6	149	3	1,801	9
Total non-U.S. debt securities	2,751	9	546	9	3,297	18
State and political subdivisions	1,850	49	1,311	68	3,161	117
Collateralized mortgage obligations	1,444	34	551	24	1,995	58
Other U.S. debt securities	783	13	60	7	843	20
Total	$23,650	$348	$14,768	$503	$38,418	$851
Held to maturity:						
U.S. Treasury and federal agencies:						
Direct obligations	$4,751	$328	$—	$—	$4,751	$328
Asset-backed securities:						
Student loans	297	1	176	1	473	2
Other	129	1	—	—	129	1
Total asset-backed securities	426	2	176	1	602	3
Non-U.S. mortgage-backed securities	906	2	825	27	1,731	29
Collateralized mortgage obligations	595	11	407	14	1,002	25
Total	$6,678	$343	$1,408	$42	$8,086	$385

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

December 31, 2013	Less than 12 months		12 months or longer		Total	
(In millions)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Available for sale:						
U.S. Treasury and federal agencies:						
Direct obligations	$182	$1	$113	$1	$295	$2
Mortgage-backed securities	10,562	316	2,389	76	12,951	392
Asset-backed securities:						
Student loans	1,930	16	7,252	252	9,182	268
Credit cards	3,714	30	161	11	3,875	41
Sub-prime	—	—	1,150	91	1,150	91
Other	1,896	12	439	11	2,335	23
Total asset-backed securities	7,540	58	9,002	365	16,542	423
Non-U.S. debt securities:						
Mortgage-backed securities	868	2	258	7	1,126	9
Asset-backed securities	551	1	16	1	567	2
Other	1,655	9	150	2	1,805	11
Total non-U.S. debt securities	3,074	12	424	10	3,498	22
State and political subdivisions	3,242	113	1,268	85	4,510	198
Collateralized mortgage obligations	1,581	55	510	21	2,091	76
Other U.S. debt securities	1,039	25	58	9	1,097	34
Total	$27,220	$580	$13,764	$567	$40,984	$1,147
Held to maturity:						
U.S. Treasury and federal agencies:						
Direct obligations	$4,571	$448	$—	$—	$4,571	$448
Asset-backed securities:						
Student Loans	1,352	10	—	—	1,352	10
Other	297	1	29	1	326	2
Total asset-backed securities	1,649	11	29	1	1,678	12
Non-U.S. mortgage-backed securities	834	3	878	45	1,712	48
Collateralized mortgage obligations	759	18	161	8	920	26
Total	$7,813	$480	$1,068	$54	$8,881	$534

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

The following table presents contractual maturities of debt investment securities as of March 31, 2014:

(In millions)	Under 1 Year	1 to 5 Years	6 to 10 Years	Over 10 Years
Available for sale:				
U.S. Treasury and federal agencies:				
Direct obligations	$2	$526	$835	$600
Mortgage-backed securities	183	2,387	5,276	15,246
Asset-backed securities:				
Student loans	647	6,608	4,216	2,809
Credit cards	2,187	3,057	1,993	—
Sub-prime	7	20	1	1,127
Other	469	1,314	1,381	1,716
Total asset-backed securities	3,310	10,999	7,591	5,652
Non-U.S. debt securities:				
Mortgage-backed securities	1,698	5,562	247	3,689
Asset-backed securities	355	3,906	599	134
Government securities	2,537	1,155	—	—
Other	1,658	2,625	701	—
Total non-U.S. debt securities	6,248	13,248	1,547	3,823
State and political subdivisions	672	3,122	4,049	2,601
Collateralized mortgage obligations	453	1,458	1,059	2,292
Other U.S. debt securities	437	3,761	715	33
Total	$11,305	$35,501	$21,072	$30,247
Held to maturity:				
U.S. Treasury and federal agencies:				
Direct obligations	$—	$—	$5,000	$96
Mortgage-backed securities	—	19	16	46
Asset-backed securities				
Student loans	19	192	383	1,295
Credit cards	—	335	562	—
Other	23	447	263	5
Total asset-backed securities	42	974	1,208	1,300
Non-U.S. debt securities:				
Mortgage-backed securities	23	1,191	194	2,915
Asset-backed securities	70	2,085	244	—
Government securities	2	—	—	—
Other	166	25	—	1
Total non-U.S. debt securities	261	3,301	438	2,916
State and political subdivisions	13	3	—	—
Collateralized mortgage obligations	238	960	496	1,015
Total	$554	$5,257	$7,158	$5,373

The maturities of asset-backed securities, mortgage-backed securities and collateralized mortgage obligations are based on expected principal payments.

84

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

The following table presents gross realized gains and gross realized losses from sales of available-for-sale securities and the components of net impairment losses, included in net gains and losses related to investment securities, for the periods indicated:

	Three Months Ended March 31,	
(In millions)	2014	2013
Gross realized gains from sales of available-for-sale securities	$15	$57
Gross realized losses from sales of available-for-sale securities	—	(52)
Net impairment losses:		
Gross losses from other-than-temporary impairment	(1)	—
Losses reclassified (from) to other comprehensive income	(8)	(3)
Net impairment losses[1]	(9)	(3)
Gains related to investment securities, net	$6	$2
[1] Net impairment losses, recognized in our consolidated statement of income, were composed of the following:		
Impairment associated with expected credit losses	$(9)	$—
Impairment associated with adverse changes in timing of expected future cash flows	—	(3)
Net impairment losses	$(9)	$(3)

The following table presents activity with respect to net impairment losses for the periods indicated:

	Three Months Ended March 31,	
(In millions)	2014	2013
Beginning balance	$122	$124
Plus losses for which other-than-temporary impairment was previously recognized	9	3
Less previously recognized losses related to securities sold or matured	(1)	—
Less losses related to securities intended or required to be sold	(6)	—
Ending balance	$124	$127

Impairment:

We conduct periodic reviews of individual securities to assess whether other-than-temporary impairment exists. Impairment exists when the current fair value of an individual security is below its amortized cost basis. When the decline in the security's fair value is deemed to be other than temporary, the loss is recorded in our consolidated statement of income. In addition, for debt securities available for sale and held to maturity, impairment is recorded in our consolidated statement of income when management intends to sell (or may be

required to sell) the securities before they recover in value, or when management expects the present value of cash flows expected to be collected from the securities to be less than the amortized cost of the impaired security (a credit loss).

Our review of impaired securities generally includes:

- the identification and evaluation of securities that have indications of potential other-than-temporary impairment, such as issuer-specific concerns, including deteriorating financial condition or bankruptcy;
- the analysis of expected future cash flows of securities, based on quantitative and qualitative factors;
- the analysis of the collectability of those future cash flows, including information about past events, current conditions and reasonable and supportable forecasts;
- the analysis of the underlying collateral for mortgage- and asset-backed securities;
-

the analysis of individual impaired securities, including consideration of the length of time the security has been in an unrealized loss position, the anticipated recovery period, and the magnitude of the overall price decline;
- discussion and evaluation of factors or triggers that could cause individual securities to be deemed other-than-temporarily impaired and those that would not support other-than-temporary impairment; and
- documentation of the results of these analyses.

Factors considered in determining whether impairment is other than temporary include:
- certain macroeconomic drivers;
- certain industry-specific drivers;
- the length of time the security has been impaired;
- the severity of the impairment;
- the cause of the impairment and the financial condition and near-term prospects of the issuer;
- activity in the market with respect to the issuer's securities, which may indicate adverse credit conditions; and
- our intention not to sell, and the likelihood that we will not be required to sell, the security for a period of time sufficient to allow for its recovery in value.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

Substantially all of our investment securities portfolio is composed of debt securities. A critical component of our assessment of other-than-temporary impairment of these debt securities is the identification of credit-impaired securities for which management does not expect to receive cash flows sufficient to recover the entire amortized cost basis of the security.

Debt securities that are not deemed to be credit-impaired are subject to additional management analysis to assess whether management intends to sell, or, more likely than not, would be required to sell, the security before the expected recovery to its amortized cost basis.

The following describes our process for the identification and assessment of other-than-temporary impairment.

U.S. Agency Residential Mortgage-Backed Securities

Our portfolio of U.S. agency residential mortgage-backed securities receives the implicit or explicit backing of the U.S. government in conjunction with specified financial support of the U.S. Treasury. We recorded no other-than-temporary impairment on these securities in the three months ended March 31, 2014 or the three months ended March 31, 2013. The decline in the unrealized losses on these securities as of March 31, 2014 compared to December 31, 2013 was attributable to narrowing spreads in the three months ended March 31, 2014.

Asset-Backed Securities - Student Loans

Asset-backed securities collateralized by student loans are primarily composed of securities collateralized by Federal Family Education Loan Program, or FFELP, loans. FFELP loans benefit from a federal government guarantee of at least 97% of defaulted principal and accrued interest, with additional credit support provided in the form of over-collateralization, subordination and excess spread, which collectively total in excess of 100%. Accordingly, the vast majority of FFELP loan-backed securities are protected from traditional consumer credit risk.

We recorded no other-than-temporary impairment on these securities in the three months ended March 31, 2014 or the three months ended March 31, 2013. The gross unrealized losses in our FFELP loan-backed securities portfolio as of March 31, 2014 were primarily attributable to lower liquidity and the lower spreads on these securities relative to those associated with more current issuances. Our assessment of other-than-temporary impairment of these securities considers, among many other factors, the strength of the U.S.

government guarantee, the performance of the underlying collateral, and the remaining average term of the FFELP loan-backed securities portfolio, which was approximately 4.8 years as of March 31, 2014.

Our total exposure to private student loan-backed securities was less than $800 million as of March 31, 2014. Our assessment of other-than-temporary impairment of private student loan-backed securities considers, among other factors, the impact of high unemployment rates on the collateral performance of private student loans. We recorded no other-than-temporary impairment on these securities in the three months ended March 31, 2014 or the three months ended March 31, 2013.

Non-U.S. Mortgage- and Asset-Backed Securities

Non-U.S. mortgage- and asset-backed securities are primarily composed of U.K., Australian and Dutch securities collateralized by residential mortgages and German securities collateralized by automobile loans and leases. Our assessment of impairment with respect to these securities considers the location of the underlying collateral, collateral enhancement and structural features, expected credit losses under base-case and stressed conditions and the macroeconomic outlook for the country in which the collateral is located, including housing prices and unemployment. Where appropriate, any potential loss after consideration of the above-referenced factors is further evaluated to determine whether any other-than-temporary impairment exists.

In the three months ended March 31, 2014, we recorded no other-than-temporary impairment on these securities in our consolidated statement of income. In the three months ended March 31, 2013, we recorded other-than-temporary impairment of $3 million related to non-U.S. mortgage-backed securities resulting from adverse changes in the timing of expected future cash flows from certain of the securities.

Our aggregate exposure to Spain, Italy, Ireland and Portugal with respect to mortgage- and asset-backed securities totaled approximately $647 million as of March 31, 2014, composed of $204 million in Spain, $243 million in Italy, $120 million in Ireland and $80 million in Portugal. We had no direct sovereign debt exposure to any of these countries as of that date. As of March 31, 2014, these mortgage- and asset-backed securities had an aggregate pre-tax net unrealized gain of approximately $91 million, composed of gross unrealized gains of $96 million and gross unrealized losses of $5 million.

Our assessment of other-than-temporary impairment of these securities takes into account

government intervention in the corresponding mortgage markets and assumes a negative baseline macroeconomic environment for this region, due to a combination of slower economic growth and continued government austerity measures. Our baseline view assumes a recessionary period characterized by high unemployment and by additional housing price declines of between 10% and 19% across these four countries. Our evaluation of other-than-temporary impairment in our base case does not assume a disorderly sovereign-debt restructuring or a break-up of the Eurozone. In addition, stress testing and sensitivity analysis is performed in order to understand the impact of more severe assumptions on potential other-than-temporary impairment.

State and Political Subdivisions and Other U.S. Debt Securities

Our municipal securities portfolio primarily includes securities issued by U.S. states and their municipalities. A portion of this portfolio is held in connection with our tax-exempt investment program, more fully described in note 9. Our portfolio of other U.S. debt securities is primarily composed of securities issued by U.S. corporations. The decline in the unrealized losses on these securities as of March 31, 2014 compared to December 31, 2013 was attributable to narrowing spreads and declines in interest rates in the three months ended March 31, 2014.

Our assessment of other-than-temporary impairment of these portfolios considers, among other factors, adverse conditions specifically related to the industry, geographic area or financial condition of the issuer; the structure of the security, including collateral, if any, and payment schedule; rating agency changes to the security's credit rating; the volatility of the fair value changes; and our intent and ability to hold the security until its recovery in value. If the impairment of the security is credit-related, we estimate the future cash flows from the security, tailored to the security and considering the above-described factors, and any resulting impairment deemed to be other than temporary is recorded in our consolidated statement of income. We recorded no other-than-temporary impairment on these securities in the three months ended March 31, 2014 or 2013.

U.S. Non-Agency Residential Mortgage-Backed Securities

For U.S. non-agency residential mortgage-backed securities, we assess other-than-temporary impairment using cash-flow models, tailored for each security, that estimate the future cash flows from the

underlying mortgages, using the security-specific collateral and transaction structure. Estimates of future cash flows are subject to management judgment. The future cash flows and performance of our portfolio of U.S. non-agency residential mortgage-backed securities are a function of a number of factors, including, but not limited to, the condition of the U.S. economy, the condition of the U.S. residential mortgage markets, and the level of loan defaults, prepayments and loss severities. Management's estimates of future losses for each security also consider the underwriting and historical performance of each specific security, the underlying collateral type, vintage, borrower profile, third-party guarantees, current levels of subordination, geography and other factors.

We recorded no other-than-temporary impairment on these securities in the three months ended March 31, 2014 or 2013.

U.S. Non-Agency Commercial Mortgage-Backed Securities

With respect to our portfolio of U.S. non-agency commercial mortgage-backed securities, other-than-temporary impairment is assessed by considering a number of factors, including, but not limited to, the condition of the U.S. economy and the condition of the U.S. commercial real estate market, as well as capitalization rates. Management estimates of future losses for each security also consider the underlying collateral type, property location, vintage, debt-service coverage ratios, expected property income, servicer advances and estimated property values, as well as current levels of subordination. We recorded $9 million of other-than-temporary impairment on these securities in our consolidated statement of income in the three months ended March 31, 2014, all associated with expected credit losses. We recorded no other-than-temporary impairment on these securities in the three months ended March 31, 2013.

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The estimates, assumptions and other risk factors utilized in our assessment of impairment as described above are used by management to identify securities which are subject to further analysis of potential credit losses. Additional analyses are performed using more stressful assumptions to further evaluate the sensitivity of losses relative to the above-described factors. However, since the assumptions are based on the unique characteristics of each security, management uses a range of estimates for prepayment speeds, default, and loss severity forecasts that reflect the collateral profile of the securities within each asset class. In addition, in

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

measuring expected credit losses, the individual characteristics of each security are examined to determine whether any additional factors would increase or mitigate the expected loss. Once losses are determined, the timing of the loss will also affect the ultimate other-than-temporary impairment, since the loss is ultimately subject to a discount commensurate with the purchase yield of the security.

In the aggregate, we recorded other-than-temporary impairment of $9 million in the three months ended March 31, 2014, compared to $3 million in the three months ended March 31, 2013, respectively, as summarized below:

Three months ended March 31, 2014:

- $9 million (U.S. non-agency commercial mortgage-backed securities) was associated with expected credit losses.

Three months ended March 31, 2013:

- $3 million (non-U.S. mortgage-backed securities) resulted from adverse changes in the timing of expected future cash flows from certain of the securities.

After a review of the investment portfolio, taking into consideration current economic conditions, adverse situations that might affect our ability to fully collect principal and interest, the timing of future payments, the credit quality and performance of the collateral underlying mortgage- and asset-backed securities and other relevant factors, and excluding other-than-temporary impairment recorded in the three months ended March 31, 2014, management considers the aggregate decline in fair value of the investment securities portfolio and the resulting gross pre-tax unrealized losses of $1.24 billion as of March 31, 2014, related to 2,122 securities, to be temporary, and not the result of any material changes in the credit characteristics of the securities.

Note 4. Loans and Leases

The following table presents our recorded investment in loans and leases, by segment and class, as of the dates indicated:

(In millions)	March 31, 2014	December 31, 2013
Institutional:		
Investment funds:		
U.S.	$10,000	$8,695
Non-U.S.	2,310	1,718
Commercial and financial:		
U.S.	1,895	1,372
Non-U.S.	363	154
Purchased receivables:		
U.S.	202	217
Non-U.S.	20	26
Lease financing:		
U.S.	337	339
Non-U.S.	753	756
Total institutional	15,880	13,277
Commercial real estate:		
U.S.	234	209
Total loans and leases	16,114	13,486
Allowance for loan losses	(30)	(28)
Loans and leases, net of allowance for loan losses	$16,084	$13,458

Aggregate short-duration advances to our clients included in the institutional segment were $4.83 billion and $2.45 billion as of March 31, 2014 and December 31, 2013, respectively.

The commercial-and-financial class in the institutional segment presented in the table above included approximately $1.15 billion and $724 million of senior secured bank loans as of March 31, 2014 and December 31, 2013,

respectively. These commercial-and-financial loans are included in the “speculative” category in the credit-quality-indicator tables presented below. As of March 31, 2014, our allowance for loan losses included approximately $8 million related to these loans.

The commercial real estate, or CRE, segment is composed of the loans acquired in 2008 pursuant to indemnified repurchase agreements with an affiliate of Lehman as a result of the Lehman Brothers bankruptcy. These loans, which are primarily collateralized by direct and indirect interests in commercial real estate, were recorded at their then-current fair value, based on management’s expectations with respect to future cash flows from the loans using appropriate market discount rates as of the date of acquisition. These cash flow estimates are updated quarterly to reflect changes in management’s expectations, which consider market conditions and other factors.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

The following tables present our recorded investment in each class of loans and leases by credit quality indicator as of the dates indicated:

March 31, 2014	Institutional				Commercial Real Estate		
(In millions)	Investment Funds	Commercial and Financial	Purchased Receivables	Lease Financing	Property Development	Other	Total Loans and Leases
Investment grade[1]	$12,073	$961	$222	$1,037	$—	$29	$14,322
Speculative[2]	237	1,281	—	53	205	—	1,776
Special mention[3]	—	16	—	—	—	—	16
Total	$12,310	$2,258	$222	$1,090	$205	$29	$16,114

December 31, 2013	Institutional				Commercial Real Estate		
(In millions)	Investment Funds	Commercial and Financial	Purchased Receivables	Lease Financing	Property Development	Other	Total Loans and Leases
Investment grade[1]	$10,282	$740	$243	$1,068	$—	$29	$12,362
Speculative[2]	131	770	—	27	180	—	1,108
Special mention[3]	—	16	—	—	—	—	16
Total	$10,413	$1,526	$243	$1,095	$180	$29	$13,486

[1] Investment-grade loans and leases consist of counterparties with strong credit quality and low expected credit risk and probability of default. Ratings apply to counterparties with a strong capacity to support the timely repayment of any financial commitment.
[2] Speculative loans and leases consist of counterparties that face ongoing uncertainties or exposure to business, financial, or economic downturns. However, these counterparties may have financial flexibility or access to financial alternatives, which allow for financial commitments to be met.
[3] Special mention loans and leases consist of counterparties with potential weaknesses that, if uncorrected, may result in deterioration of repayment prospects.
Loans and leases are categorized in the rating categories presented in the preceding table that align with our internal risk-rating framework. Management considers the ratings to be current as of March 31, 2014. We use an internal risk-rating system to assess our risk of credit loss for each loan or lease. This risk-rating process incorporates the use of risk-rating tools in conjunction with management judgment. Qualitative and quantitative inputs are captured in a systematic manner, and following a formal review and approval process, an internal credit rating based on our credit scale is assigned.

In assessing the risk rating assigned to each individual loan or lease, among the factors considered are the borrower's debt capacity, collateral coverage, payment history and delinquency experience, financial flexibility and earnings strength, the expected amounts and sources of repayment, the level and nature of contingencies, if any, and the industry and geography in which the borrower operates. These factors are based on an evaluation of historical and current information, and involve subjective assessment and interpretation. Credit counterparties are evaluated and risk-rated on an individual basis at least annually.

The following table presents our recorded investment in loans and leases, disaggregated based on our impairment methodology, as of the dates indicated:

	March 31, 2014	December 31, 2013
(In millions)	Institutional	Institutional

		Commercial Real Estate	Total Loans and Leases		Commercial Real Estate	Total Loans and Leases
Loans and leases:						
Individually evaluated for impairment	$—	$130	$130	$26	$180	$206
Collectively evaluated for impairment[1]	15,880	104	15,984	13,251	29	13,280
Total	$15,880	$234	$16,114	$13,277	$209	$13,486

[1] As of March 31, 2014 and December 31, 2013, all of the allowance for loan losses of $30 million and $28 million, respectively, related to institutional loans collectively evaluated for impairment.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

The following tables present information related to our recorded investment in impaired loans and leases as of the dates, or for the periods, indicated:

	March 31, 2014			December 31, 2013		
(In millions)	Recorded Investment	Unpaid Principal Balance	Related Allowance[1]	Recorded Investment	Unpaid Principal Balance	Related Allowance[1]
With no related allowance recorded:						
CRE—property development	$130	$143	$ —	$130	$143	$ —
CRE—property development—acquired credit-impaired	—	34	—	—	34	—
CRE—other—acquired credit-impaired	—	21	—	—	21	—
Total CRE	$130	$198	$ —	$130	$198	$ —

[1] As of March 31, 2014 and December 31, 2013, all of the allowance for loan losses of $30 million and $28 million, respectively, related to loans that were not impaired.

	Three Months Ended March 31,			
	Average Recorded Investment		Interest Revenue Recognized	
	2014	2013	2014	2013
(In millions)				
With no related allowance recorded:				
CRE—property development	$130	$195	$2	$4
Total CRE	$130	$195	$2	$4

As of both March 31, 2014 and December 31, 2013, we held an aggregate of approximately $130

million of CRE loans, presented in the preceding impaired loans and leases table, which were modified in troubled debt restructurings. No impairment loss was recognized as a result of restructuring the loans, as the discounted cash flows of the modified loans exceeded the carrying amount of the original loans as of the modification date. No loans were modified in troubled debt restructurings in the three months ended March 31, 2014 or the year ended December 31, 2013.

The following table presents activity in the allowance for loan losses for the periods indicated:

	Three Months Ended March 31,					
	2014			2013		
(In millions)	Institutional	Commercial Real Estate	Total Loans and Leases	Institutional	Commercial Real Estate	Total Loans and Leases
Allowance for loan losses:						
Beginning balance	$28	$—	$28	$22	$—	$22
Provisions	2	—	2	—	—	—
Ending balance	$30	$—	$30	$22	$—	$22

The provision recorded in the three months ended March 31, 2014 was associated with our exposure to senior secured bank loans. These loans are held in connection with our participation in loan syndications in the non-investment-grade lending market.

Loans and leases are reviewed on a regular basis, and any provisions for loan losses that are recorded reflect management's estimate of the amount necessary to maintain the allowance for loan losses at a level considered appropriate to absorb estimated incurred losses in the loan-and-lease portfolio.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

Note 5. Goodwill and Other Intangible Assets

The following table presents changes in the carrying amount of goodwill during the periods indicated:

	Three Months Ended March 31,					
	2014			2013		
(In millions)	Investment Servicing	Investment Management	Total	Investment Servicing	Investment Management	Total
Goodwill:						
Beginning balance	$5,999	$37	$6,036	$5,941	$36	$5,977
Foreign currency translation, net	2	—	2	(64)	(1)	(65)
Ending balance	$6,001	$37	$6,038	$5,877	$35	$5,912

The following table presents changes in the net carrying amount of other intangible assets during the periods indicated:

	Three Months Ended March 31,					
	2014			2013		
(In millions)	Investment Servicing	Investment Management	Total	Investment Servicing	Investment Management	Total
Other intangible assets:						
Beginning balance	$2,321	$39	$2,360	$2,492	$47	$2,539
Amortization	(52)	(2)	(54)	(51)	(2)	(53)
Foreign currency translation, net	—	—	—	(32)	(2)	(34)
Ending balance	$2,269	$37	$2,306	$2,409	$43	$2,452

The following table presents the gross carrying amount, accumulated amortization and net carrying amount of other intangible assets by type as of the dates indicated:

	March 31, 2014			December 31, 2013		
(In millions)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Client relationships	$2,702	$(1,011)	$1,691	$2,706	$(975)	$1,731
Core deposits	717	(200)	517	717	(191)	526
Other	230	(132)	98	234	(131)	103
Total	$3,649	$(1,343)	$2,306	$3,657	$(1,297)	$2,360

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

Note 6. Other Assets

The following table presents the components of other assets as of the dates indicated:

(In millions)	March 31, 2014	December 31, 2013
Collateral deposits, net	$13,518	$13,706
Unrealized gains on derivative financial instruments, net	3,469	5,476
Bank-owned life insurance	2,359	2,343
Investments in joint ventures and other unconsolidated entities	1,712	1,644
Accounts receivable	687	950
Prepaid expenses	359	286
Income taxes receivable	339	337
Receivable for securities settlement	334	195
Deferred tax assets, net of valuation allowance	249	263
Receivable for securities sold	191	—
Deposits with clearing organizations	183	177
Other[1]	589	613
Total	$23,989	$25,990

(1) Included other real estate owned of approximately $60 million and $59 million as of March 31, 2014 and December 31, 2013, respectively.

Note 7. Commitments and Guarantees

Commitments:

We had unfunded off-balance sheet commitments to extend credit totaling $21.77 billion and $21.30 billion as of March 31, 2014 and December 31, 2013, respectively. The potential losses associated with these commitments equal the gross contractual amounts, and do not consider the value of any collateral. Approximately 77% of our unfunded commitments to extend credit expire within one year from the date of issue. Since many of these commitments are expected to expire or renew without being drawn upon, the gross contractual amounts do not necessarily represent our future cash requirements.

Guarantees:

Off-balance sheet guarantees are composed of indemnified securities financing, stable value protection, unfunded commitments to purchase assets, and standby letters of credit. The potential losses associated with these guarantees equal the gross contractual amounts, and do not consider the value of any collateral. The following table presents the aggregate gross contractual amounts of our off-balance sheet guarantees as of the dates indicated. Amounts presented do not reflect participations to independent third parties.

(In millions)	March 31, 2014	December 31, 2013
Indemnified securities financing	$346,789	$320,078
Stable value protection	24,484	24,906
Asset purchase agreements	4,304	4,685
Standby letters of credit	4,870	4,612

Indemnified Securities Financing

On behalf of our clients, we lend their securities, as agent, to brokers and other institutions. In most circumstances, we indemnify our clients for the fair market value of those securities against a failure of the borrower to return such securities. We require the borrowers to maintain collateral in an amount equal to or in excess of 100% of the fair market value of the securities borrowed. Securities on loan and the collateral are revalued daily to determine if additional collateral is necessary or if excess collateral is required to be returned to the borrower. Collateral received in connection with our securities lending services is held by us as agent and is not recorded in our consolidated

statement of condition.

The cash collateral held by us as agent is invested on behalf of our clients. In certain cases, the cash collateral is invested in third-party repurchase agreements, for which we indemnify the client against loss of the principal invested. We require the counterparty to the indemnified repurchase agreement to provide collateral in an amount equal to or in excess of 100% of the amount of the repurchase agreement. In our role as agent, the indemnified repurchase agreements and the related collateral held by us are not recorded in our consolidated statement of condition.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

The following table summarizes the fair values of indemnified securities financing and related collateral, as well as collateral invested in indemnified repurchase agreements, as of the dates indicated:

(In millions)	March 31, 2014	December 31, 2013
Aggregate fair value of indemnified securities financing	$346,789	$320,078
Aggregate fair value of cash and securities held by us, as agent, as collateral for indemnified securities financing	358,240	331,732
Aggregate fair value of collateral for indemnified securities financing invested in indemnified repurchase agreements	94,423	85,374
Aggregate fair value of cash and securities held by us or our agents as collateral for investments in indemnified repurchase agreements	99,935	91,097

In certain cases, we participate in securities finance transactions as a principal. As a principal, we borrow securities from the lending client and then lend such securities to the subsequent borrower, either a State Street client or a broker/dealer. Collateral provided and received in connection with such transactions is recorded in other assets and accrued expenses and other liabilities, respectively, in our consolidated statement of condition. As of March 31, 2014 and December 31, 2013, we had approximately $11.32 billion and $11.29 billion, respectively, of collateral provided and approximately $6.29 billion and $6.62 billion, respectively, of collateral received from clients in connection with our participation in principal securities finance transactions.

Stable Value Protection

In the normal course of our business, we offer products that provide book-value protection, primarily to plan participants in stable value funds managed by non-affiliated investment managers of post-retirement defined contribution benefit plans, particularly 401(k) plans. The book-value protection is provided on portfolios of intermediate investment grade fixed-income securities, and is intended to provide safety and stable growth of principal invested. The protection is intended to cover any shortfall in the event that a significant number of plan participants withdraw funds when book value exceeds market value and the liquidation of the assets is not sufficient to redeem the participants. The investment parameters of the underlying portfolios, combined with structural protections, are designed to provide cushion and guard against payments even under extreme stress scenarios.

These contingencies are individually accounted for as derivative financial instruments. The notional amounts of the stable value contracts are presented as “derivatives not designated as hedging instruments” in the table of aggregate notional amounts of derivative financial instruments provided in note 11. We have not made a payment under these contingencies that we consider material to our consolidated financial condition, and management believes that the probability of payment under these contingencies in the future, that we would consider material to our consolidated financial condition, is remote.

Note 8. Contingencies

Legal and Regulatory Matters:

In the ordinary course of business, we and our subsidiaries are involved in disputes, litigation, and governmental or regulatory inquiries and investigations, both pending and threatened. These matters, if resolved adversely against us or settled, may result in monetary damages, fines and penalties or require changes in our business practices. The resolution or settlement of these matters is inherently difficult to predict. Based on our assessment of these pending matters, we do not believe that the amount of any judgment, settlement or other action arising from any pending matter is likely to have a material adverse effect on our consolidated financial condition. However, an adverse outcome in certain of the matters described below could have a material adverse effect on our consolidated results of operations for the period in which such matter is resolved, or an accrual is determined to be required on our consolidated financial condition, or on our reputation.

We evaluate our needs for accruals of loss contingencies related to legal proceedings on a case-by-case basis. When we have a liability that we deem probable and that we deem can be reasonably estimated as of the date of our consolidated financial statements, we accrue for our estimate of the loss.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

We also consider a loss probable and establish an accrual when we make or intend to make an offer of settlement. Once established, an accrual is subject to subsequent adjustment as a result of additional information. The resolution of proceedings and the reasonably estimable loss (or range thereof) are inherently difficult to predict, especially in the early stages of proceedings. Even if a loss is probable, due to many complex factors, such as speed of discovery and the timing of court decisions or rulings, a loss or range of loss might not be reasonably estimated until the later stages of the proceeding.

As of March 31, 2014, our aggregate accruals for legal loss contingencies and regulatory matters totaled approximately $111 million. To the extent that we have established accruals in our consolidated statement of condition for probable loss contingencies, such accruals may not be sufficient to cover our ultimate financial exposure associated with any settlements or judgments. We may be subject to proceedings in the future that, if adversely resolved, would have a material adverse effect on our businesses or on our future consolidated financial statements. Except where otherwise noted below, we have not established accruals with respect to the claims discussed and do not believe that potential exposure is probable and can be reasonably estimated.

The following discussion provides information with respect to significant legal and regulatory matters.

SSgA

We have previously reported on two related ERISA class actions by investors in unregistered SSgA-managed collective trust funds and common trust funds which challenge the division of our securities lending-related revenue between those funds and State Street in its role as lending agent. In January 2014, we filed a motion to approve a $10 million class settlement of the collective trust fund litigation. A final fairness hearing has been scheduled for May 2014. The common trust fund class action was dismissed in March 2014.

Securities Finance

Two related participants in our agency securities lending program have brought suit against us challenging actions taken by us in response to their withdrawal from the program. We believe that certain withdrawals by these participants were inconsistent with the redemption policy applicable to the agency lending collateral pools and, consequently, redeemed their remaining interests through an in-kind distribution that reflected the assets these participants would have received had they acted in accordance

with the collateral pools' redemption policy. In taking these actions, we believe that we acted in the best interests of all participants in the collateral pools. The two participants have asserted damages of $120 million, an amount that plaintiffs attribute to alleged deficiencies in the methodology that State Street used to construct the in-kind distribution and alleged errors in the pricing of the securities that plaintiffs received on or about August 2009. While management does not believe that such difference is an appropriate measure of damages, we have been informed that the participants liquidated these securities in June 2013, and we estimate the loss on those sales to be approximately $11 million. We had $10 million accrued as of March 31, 2014 in connection with this matter.

Foreign Exchange

We offer our custody clients and their investment managers the option to route foreign exchange transactions to our foreign exchange desk through our asset servicing operation. We record as revenue an amount approximately equal to the difference between the rates we set for those trades and indicative interbank market rates at the time of settlement of the trade. As discussed more fully below, claims have been asserted on behalf of certain current and former custody clients, and future claims may be asserted, alleging that our indirect foreign exchange rates (including the differences between those rates and indicative interbank market rates at the time we executed the trades) were not adequately disclosed or were otherwise improper, and seeking to recover, among other things, the full amount of the revenue we obtained from our indirect foreign exchange trading with them.

In October 2009, the Attorney General of the State of California commenced an action under the California False Claims Act and California Business and Professional Code related to services State Street provides to California state pension plans. The California Attorney General asserts that the pricing of certain foreign exchange transactions for

these pension plans was governed by the custody contracts for these plans and that our pricing was not consistent with the terms of those contracts and related disclosures to the plans, and that, as a result, State Street made false claims and engaged in unfair competition. The Attorney General asserts actual damages of approximately $100 million for periods from 2001 to 2009 and seeks additional penalties, including treble damages. This action is in the discovery phase.

We provide custody and principal foreign exchange services to government pension plans in

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

other jurisdictions. Since the commencement of the litigation in California, attorneys general and other government authorities from a number of jurisdictions, as well as U.S. Attorney's offices, the U.S. Department of Labor and the SEC, have requested information or issued subpoenas in connection with inquiries into the pricing of our foreign exchange services. We continue to respond to such inquiries and subpoenas.

We offer indirect foreign exchange services such as those we offer to the California state pension plans to a broad range of custody clients in the U.S. and internationally. We have responded and are responding to information requests from a number of clients concerning our indirect foreign exchange rates. In February 2011, a putative class action was filed in federal court in Boston seeking unspecified damages, including treble damages, on behalf of all custodial clients that executed certain foreign exchange transactions with State Street from 1998 to 2009. The putative class action alleges, among other things, that the rates at which State Street executed foreign currency trades constituted an unfair and deceptive practice under Massachusetts law and a breach of the duty of loyalty.

Two other putative class actions are currently pending in federal court in Boston alleging various violations of ERISA on behalf of all ERISA plans custodied with us that executed indirect foreign exchange transactions with State Street from 1998 onward. The complaints allege that State Street caused class members to pay unfair and unreasonable rates for indirect foreign exchange transactions with State Street. The complaints seek unspecified damages, disgorgement of profits, and other equitable relief.

We have not established an accrual with respect to any of the pending legal proceedings related to our indirect foreign exchange services. We cannot provide any assurance as to the outcome of the pending proceedings, or whether other proceedings might be commenced against us by clients or government authorities. We expect that plaintiffs will seek to recover their share of all or a portion of the revenue that we have recorded from providing indirect foreign exchange services.

The following table summarizes our estimated total revenue worldwide from indirect foreign exchange trading services for the periods indicated:

(In millions)	Revenue from indirect foreign exchange trading
2008	$462
2009	369
2010	336
2011	331
2012	248
2013	285
Three Months Ended March 31, 2014	63

We believe that the amount of our revenue from such services has been of a similar or lesser order of magnitude for many years prior to 2008. Our revenue calculations related to indirect foreign exchange trading services reflect a judgment concerning the relationship between the rates we charge for indirect foreign exchange execution and indicative interbank market rates near in time to execution. Our revenue from foreign exchange trading generally depends on the difference between the rates we set for indirect trades and indicative interbank market rates on the date trades settle.

We cannot predict the outcome of any pending matters or whether a court, in the event of an adverse resolution, would consider our revenue to be the appropriate measure of damages.

Shareholder Litigation

Three shareholder-related complaints are currently pending in federal court in Boston. One complaint purports to be a class action on behalf of State Street shareholders. The two other complaints purport to be class actions on behalf of participants and beneficiaries in the State Street Salary Savings Program who invested in the program's State Street common stock investment option. The complaints allege various violations of the federal securities laws, common law

and ERISA in connection with our public disclosures concerning our investment securities portfolio, our asset-backed commercial paper conduit program, and our foreign exchange trading business. A fourth complaint, a purported shareholder derivative action on behalf of State Street, was dismissed in September 2013. As of March 31, 2014, we had an accrual, net of anticipated insurance recovery, of $13 million in connection with this matter.

Transition Management

In January 2014, we entered into a settlement with the U.K. Financial Conduct Authority pursuant to which we paid a fine of £22.9 million (approximately $37.8 million), as a result of our having charged six clients of our U.K. transition management business during 2010 and 2011 amounts in excess of the

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

contractual terms. The SEC and the U.S. Attorney are conducting separate investigations into this matter. As of March 31, 2014, we had remaining accruals of approximately $3 million for indemnification costs associated with this matter.

Investment Servicing

State Street is named as a defendant in related complaints by investment management clients of TAG Virgin Islands, Inc., or TAG, who hold or held custodial accounts with State Street. The complaints, collectively, allege various claims in connection with certain assets managed by TAG. In 2013, we entered into settlements with certain of the TAG account holders. We had $4.6 million accrued as of March 31, 2014 with respect to claims that have not been settled.

Income Taxes:

In determining our provision for income taxes, we make certain judgments and interpretations with respect to tax laws in jurisdictions in which we have business operations. Because of the complex nature of these laws, in the normal course of our business, we are subject to challenges from U.S. and non-U.S. income tax authorities regarding the amount of income taxes due. These challenges may result in adjustments to the timing or amount of taxable income or deductions or the allocation of taxable income among tax jurisdictions. We recognize a tax benefit when it is more likely than not that our position will result in a tax deduction or credit. Unrecognized tax benefits totaled approximately $163 million and $164 million as of March 31, 2014 and December 31, 2013, respectively.

The Internal Revenue Service, or IRS, is currently reviewing our U.S. income tax returns for the tax years 2010 and 2011. Management believes that we have sufficiently accrued liabilities as of March 31, 2014 for tax exposures, including, but not limited to, exposures related to the review by the IRS of the tax years 2010 and 2011.

Note 9. Variable Interest Entities

Asset-Backed Investment Securities:

We invest in various forms of asset-backed securities, which we carry in our investment securities portfolio. These asset-backed securities meet the GAAP definition of asset securitization entities, which are considered to be variable interest entities, or VIEs, as defined by GAAP. We are not considered to be the primary beneficiary of these VIEs, as defined by GAAP, since we do not have control over their activities. Additional information about our asset-backed securities is provided in note 3.

Tax-Exempt Investment Program:

In the normal course of our business, we structure and sell certificated interests in pools of tax-exempt investment-grade assets, principally to our mutual fund clients. We structure these pools as partnership trusts, and the assets and liabilities of the trusts are recorded in our consolidated statement of condition as investment securities available for sale and other short-term borrowings. We may also provide liquidity and re-marketing services to the trusts. As of March 31, 2014 and December 31, 2013, we carried investment securities available for sale, composed of securities related to state and political subdivisions, with a fair value of $2.33 billion as of each date, and other short-term borrowings of $1.93 billion and $1.95 billion, respectively, in our consolidated statement of condition in connection with these trusts.

We transfer assets to the trusts from our investment securities portfolio at adjusted book value, and the trusts finance the acquisition of these assets by selling certificated interests issued by the trusts to third-party investors and to State Street as residual holder. These transfers do not meet the de-recognition criteria defined by GAAP, and therefore, are recorded in our consolidated financial statements. The trusts had a weighted-average life of approximately 6.3 years as of March 31, 2014, compared to approximately 6.5 years as of December 31, 2013.

Under separate legal agreements, we provide standby bond-purchase agreements to these trusts and, with respect to certain securities, letters of credit. Our commitments to the trusts under these standby bond-purchase agreements and letters of credit totaled $1.96 billion and $684 million, respectively, as of March 31, 2014, none of which was utilized as of that date. In the event that our obligations under these agreements are triggered, no material impact to our

consolidated results of operations or financial condition is expected to occur, because the securities are already recorded at fair value in our consolidated statement of condition.

Interests in Sponsored Investment Funds:

In the normal course of business, we manage various types of sponsored investment funds through SSgA. The services we provide to these sponsored investment funds generate management fee revenue. From time to time, we may invest cash in the funds, which we refer to as seed capital, in order for the funds to establish a performance history for newly-launched strategies. These funds may be considered VIEs.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

As of March 31, 2014, we were an investor in a sponsored investment fund, considered to be a VIE, which was initially launched on December 31, 2013. Given the extent of our exposure to the variability of the net assets of the fund, we were deemed to be the fund's primary beneficiary, and as a result we include the fund in our consolidated financial statements. The fund's activities consist primarily of active trading in various equity, fixed-income, currency, commodity and futures markets. Such activities are included in our consolidated financial statements.
As of March 31, 2014, the aggregate assets and liabilities of this consolidated sponsored investment fund totaled $60 million and $10 million, respectively. As of December 31, 2013, the fund's assets consisted solely of $50 million in cash.
As of March 31, 2014 our potential maximum total exposure associated with the consolidated sponsored investment fund totaled $50 million and represented the value of our economic ownership interest in the fund. In the aggregate, we expect any financial losses that we realize over time from these seed investments to be limited to the actual fair value of the amount invested in the consolidated fund, which is based on the fair value of the underlying investment securities held by the funds. However, in the event of a fund wind-down, gross gains and losses of the fund may be recognized for financial accounting purposes in different periods during the time the fund is consolidated but not wholly owned. Although we expect the actual economic loss to be limited to the amount invested, our losses in any period could exceed the value of our economic interests in the fund and could exceed the value of our initial seed capital investment.
Our conclusion to consolidate a sponsored investment fund may vary from period to period, most commonly as a result of fluctuation in our ownership interest as a result of changes in the number of fund shares held by either us or by third parties. Given that the funds follow specialized investment company accounting rules which prescribe fair value, a de-consolidation generally would not result in gains or losses for us.
The net assets of any consolidated fund are solely available to settle the liabilities of the fund and to settle any investors' ownership redemption requests, including any seed capital invested in the fund by State Street. We are not contractually required to provide financial or any other support to any of our sponsored investment funds. In addition, neither creditors nor equity investors in the sponsored investment funds have any recourse to State Street's general credit.

As of March 31, 2014 and December 31, 2013, we managed certain sponsored investment funds, considered VIEs, in which we held a variable interest but for which we were not deemed to be the primary beneficiary. Our potential maximum loss exposure related to these unconsolidated funds totaled $24 million and $18 million as of March 31, 2014 and December 31, 2013, respectively, and represented the carrying value of our seed capital investment, which is recorded in either investment securities available for sale or other assets in our consolidated statement of condition. The amount of loss we may recognize during any period is limited to the carrying amount of our seed capital investment in the unconsolidated fund.
Note 10. Shareholders' Equity
Preferred Stock:
In February 2014, we issued 30 million depositary shares, each representing a 1/4,000th ownership interest in a share of State Street's fixed-to-floating-rate non-cumulative perpetual preferred stock, Series D, without par value, with a liquidation preference of $100,000 per share (equivalent to $25 per depositary share), in a public offering. The aggregate proceeds from the offering, net of underwriting discounts, commissions and other issuance costs, were approximately $742 million.
On March 15, 2024, or any dividend payment date thereafter, the Series D preferred stock and corresponding depositary shares may be redeemed by us, in whole or in part, at a redemption price equal to $100,000 per share (equivalent to $25 per depositary share) plus any declared and unpaid dividends, without accumulation of any undeclared dividends. The Series D preferred stock and corresponding depositary shares may be redeemed at our option in whole, but not in part, prior to March 15, 2024, upon the occurrence of a regulatory capital treatment event,

as defined in the certificate of designation with respect to the Series D preferred stock, at a redemption price equal to $100,000 per share (equivalent to $25 per depositary share) plus any declared and unpaid dividends, without accumulation of any undeclared dividends.

In the three months ended March 31, 2014, we declared aggregate dividends on our non-cumulative perpetual preferred stock, Series C (represented by depositary shares, each representing a 1/4,000th ownership interest in a share of State Street's non-cumulative perpetual preferred stock, Series C) of $1,313 per share, or approximately $0.33 per depositary share, totaling approximately $6 million.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

Dividends on shares of both our Series C and Series D preferred stock are not mandatory and are not cumulative. If declared, dividends will be payable on the liquidation preference of $100,000 per share quarterly in arrears on March 15, June 15, September 15 or December 15 of each year at an annual rate of 5.25% and 5.90%, respectively. If we issue additional shares of our Series C or Series D preferred stock after the original issue date, dividend rights with respect to such shares will commence from the original issue date of such additional shares. Dividends on our Series C and Series D preferred stock will not be declared to the extent that such declaration would cause us to fail to comply with applicable laws and regulations, including federal regulatory capital guidelines.

On September 15, 2017, or any dividend payment date thereafter, the Series C preferred stock and corresponding depositary shares may be redeemed by us, in whole or in part, at a redemption price equal to $100,000 per share (equivalent to $25 per depositary share) plus any declared and unpaid dividends, without accumulation of any undeclared dividends. The Series C preferred stock and corresponding depositary shares may be redeemed at our option, in whole or in part, prior to September 15, 2017, upon the occurrence of a regulatory capital treatment event, as defined in the certificate of designation with respect to the Series C preferred stock, at a redemption price equal to $100,000 per share (equivalent to $25 per depositary

share) plus any declared and unpaid dividends, without accumulation of any undeclared dividends.

Common Stock:

In March 2014, our Board of Directors approved a new common stock purchase program authorizing the purchase of up to $1.70 billion of our common stock through March 31, 2015. No shares were purchased by us under this program in the three months ended March 31, 2014.

In the three months ended March 31, 2014, we purchased approximately 6.1 million shares of our common stock at an average cost of $69.14 per share and an aggregate cost of approximately $420 million, under a previous program approved by the Board in March 2013. As of March 31, 2014, no shares remained available for purchase under the March 2013 program. Shares acquired in connection with our common stock purchase programs which remained unissued as of March 31, 2014 were recorded as treasury stock in our consolidated statement of condition as of March 31, 2014.

In both the three months ended March 31, 2014 and 2013, we declared aggregate common stock dividends of $0.26 per share, totaling approximately $112 million and $118 million, respectively.

Accumulated Other Comprehensive Income (Loss):

The following table presents the after-tax components of AOCI as of the dates indicated:

(In millions)	March 31, 2014	December 31, 2013
Net unrealized gains on cash flow hedges	$154	$161
Net unrealized gains (losses) on available-for-sale securities portfolio	194	(56)
Net unrealized losses related to reclassified available-for-sale securities	(61)	(72)
Net unrealized gains (losses) on available-for-sale securities	133	(128)
Net unrealized losses on available-for-sale securities designated in fair value hedges	(107)	(97)
Other-than-temporary impairment on available-for-sale securities related to factors other than credit	2	4
Net unrealized losses on hedges of net investments in non-U.S. subsidiaries	(14)	(14)
Other-than-temporary impairment on held-to-maturity securities related to factors other than credit	(39)	(47)
Net unrealized losses on retirement plans	(197)	(203)
Foreign currency translation	256	229
Total	$188	$(95)

In the three months ended March 31, 2014, we realized net gains of $15 million, or $9 million net of related taxes as presented in the tables that follow, from sales of available-for-sale securities. Unrealized pre-tax gains of $5 million were included in AOCI as of December 31, 2013, net of deferred taxes of $3 million, related to these sales. In the

three months ended March 31, 2013, we realized net gains of $5 million, or $3 million net of related taxes as presented in the tables that follow, from sales of available-for-sale securities. Unrealized pre-tax losses of $49 million were included in AOCI as of December 31, 2012, net of deferred taxes of $20 million, related to these sales.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

The following tables presents changes in AOCI by component, net of related taxes, for the periods indicated:

	Three Months Ended March 31, 2014						
(In millions)	Net Unrealized Gains (Losses) on Cash Flow Hedges	Net Unrealized Gains (Losses) on Available-for-Sale Securities	Net Unrealized Losses on Hedges of Net Investments in Non-U.S. Subsidiaries	Other-Than-Temporary Impairment on Held-to-Maturity Securities	Net Unrealized Losses on Retirement Plans	Foreign Currency Translation	Total
Beginning balance	$161	$ (221)	$ (14)	$ (47)	$ (203)	$ 229	$ (95)
Other comprehensive income (loss) before reclassifications	(8)	258	—	8	1	27	286
Amounts reclassified out of AOCI	1	(9)	—	—	5	—	(3)
Other comprehensive income (loss)	(7)	249	—	8	6	27	283
Ending balance	$154	$ 28	$ (14)	$ (39)	$ (197)	$ 256	$ 188

	Three Months Ended March 31, 2013						
(In millions)	Net Unrealized Gains (Losses) on Cash Flow Hedges	Net Unrealized Gains (Losses) on Available-for-Sale Securities	Net Unrealized Losses on Hedges of Net Investments in Non-U.S. Subsidiaries	Other-Than-Temporary Impairment on Held-to-Maturity Securities	Net Unrealized Losses on Retirement Plans	Foreign Currency Translation	Total
Beginning balance	$69	$ 519	$ (14)	$ (65)	$ (283)	$ 134	$ 360
Other comprehensive income (loss) before reclassifications	63	69	—	4	(2)	(248)	(114)
Amounts reclassified out of AOCI	1	(3)	—	2	5	—	5
Other comprehensive income (loss)	64	66	—	6	3	(248)	(109)
Ending balance	$133	$ 585	$ (14)	$ (59)	$ (280)	$ (114)	$ 251

The following table presents after-tax reclassifications out of AOCI for the periods indicated:

	Three Months Ended March 31,		
	2014	2013	
(In millions)	Amounts Reclassified out of AOCI		Affected Line Item in Consolidated Statement of Income
Cash flow hedges:			
Interest-rate contracts	$1	$1	Net interest revenue

Available-for-sale securities:			
Net realized gains from sales of available-for-sale securities, net of related taxes of ($6) and ($2), respectively	(9)	(3)	Net gains (losses) from sales of available-for-sale securities
Held-to-maturity securities:			
Other-than-temporary impairment on held-to-maturity securities related to factors other than credit, net of related tax benefit of $1	—	2	Losses reclassified (from) to other comprehensive income
Retirement plans:			
Amortization of actuarial losses, net of related tax benefits of $3 and $3, respectively	5	5	Compensation and employee benefits expenses
Total reclassifications out of AOCI	$(3)	$5	

Note 11. Derivative Financial Instruments

We use derivative financial instruments to support our clients' needs and to manage our interest-rate and currency risk. In undertaking these activities, we assume positions in both the foreign exchange and interest-rate markets by buying and

selling cash instruments and using derivative financial instruments, including foreign exchange forward contracts, foreign exchange and interest-rate options and interest-rate swaps, interest-rate forward contracts and interest-rate futures. Our derivative

positions include derivative contracts held by a consolidated sponsored investment fund (refer to note 9).
Interest-rate contracts involve an agreement with a counterparty to exchange cash flows based on the movement of an underlying interest-rate index. An interest-rate swap agreement involves the exchange of a series of interest payments, at either a fixed or variable rate, based on the notional amount without the exchange of the underlying principal amount. An interest-rate option contract provides the purchaser, for a premium, the right, but not the obligation, to receive an interest rate based upon a predetermined notional amount during a specified period. An interest-rate futures contract is a commitment to buy or sell, at a future date, a financial instrument at a contracted price; it may be settled in cash or through the delivery of the contracted instrument.
Foreign exchange contracts involve an agreement to exchange one currency for another currency at an agreed-upon rate and settlement date. Foreign exchange contracts generally consist of foreign exchange forward and spot contracts, option contracts and cross-currency swaps. Future cash requirements, if any, related to foreign exchange contracts are represented by the gross amount of currencies to be exchanged under each contract unless we and the counterparty have agreed to pay or to receive the net contractual settlement amount on the settlement date.
Derivative financial instruments involve the management of interest-rate and foreign currency risk, and involve, to varying degrees, market risk and credit and counterparty risk (risk related to repayment). Market risk is defined by U.S. banking regulators as the risk of loss that could result from broad market movements, such as changes in the general level of interest rates, credit spreads, foreign exchange rates or commodity prices. We use a variety of risk management tools and methodologies to measure, monitor and manage the market risk associated with our trading activities, which trading activities include our use of derivative financial instruments. One such risk-management measure is Value-at-Risk, or VaR. VaR is an estimate of potential loss for a given period within a stated statistical confidence interval. We use a risk-measurement system to measure VaR daily. We have adopted standards for measuring VaR, and we maintain regulatory capital for market risk in accordance with currently applicable regulatory market risk requirements.

Derivative financial instruments are also subject to credit and counterparty risk, which is defined as the risk of financial loss if a borrower or counterparty is either unable or unwilling to repay borrowings or settle a transaction in accordance with the underlying contractual terms. We manage credit and counterparty risk by performing credit reviews, maintaining individual counterparty limits, entering into netting arrangements and requiring the receipt of collateral. Collateral requirements are determined after a review of the creditworthiness of each counterparty, and these requirements are monitored and adjusted daily. Collateral is generally held in the form of cash or highly liquid U.S. government securities. We may be required to provide collateral to the counterparty in connection with our entry into derivative financial instruments. Cash collateral received from and provided to counterparties in connection with derivative financial instruments is recorded in accrued expenses and other liabilities and other assets, respectively, in our consolidated statement of condition. As of March 31, 2014 and December 31, 2013, we had recorded approximately $1.74 billion and $2.58 billion, respectively, of cash collateral received from counterparties and approximately $2.46 billion and $3.36 billion, respectively, of cash collateral provided to counterparties in connection with derivative financial instruments in our consolidated statement of condition.
We enter into master netting agreements with many of our derivative counterparties, and we have elected to net derivative assets and liabilities, including cash collateral received or deposited, which are subject to those agreements. Certain of these agreements contain credit risk-related contingent features in which the counterparty has the right to declare State Street in default and accelerate cash settlement of our net derivative liabilities with the counterparty in the event that our credit rating falls below specified levels. The aggregate fair value of all derivative instruments with credit risk-related contingent features that were in a net liability position as of March 31, 2014 totaled approximately $422 million, against which we had provided no underlying collateral, due to timing differences with respect to the mark-to-market valuation of the collateral. If State Street’s credit rating were downgraded below levels specified in the agreements, the maximum additional amount of payments related to termination events that could have been required

pursuant to these contingent features as of March 31, 2014 was approximately $422 million. Such accelerated settlement would not affect our consolidated results of operations.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

Derivatives Not Designated as Hedging Instruments:
In connection with our trading activities, we use derivative financial instruments in our role as a financial intermediary and as both a manager and servicer of financial assets, in order to accommodate our clients' investment and risk management needs. In addition, we use derivative financial instruments for risk management purposes as economic hedges, which are not formally designated as accounting hedges, in order to contribute to our overall corporate earnings and liquidity. These activities are designed to generate trading services revenue and to manage volatility in our net interest revenue. The level of market risk that we assume is a function of our overall objectives and liquidity needs, our clients' requirements and market volatility.
With respect to cross-border investing, our clients often enter into foreign exchange forward contracts to convert currency for international investments and to manage the currency risk in their international investment portfolios. As an active participant in the foreign exchange markets, we provide foreign exchange forward contracts and options in support of these client needs, and also act as a dealer in the currency markets. As part of our trading activities, we assume positions in both the foreign exchange and interest-rate markets by buying and selling cash instruments and using derivative financial instruments, including foreign exchange forward contracts, foreign exchange and interest-rate options and interest-rate swaps, interest-rate forward contracts, and interest-rate futures. In the aggregate, we seek to match positions closely with the objective of minimizing related currency and interest-rate risk.
We offer products that provide book-value protection primarily to plan participants in stable value funds managed by non-affiliated investment managers of post-retirement defined contribution benefit plans, particularly 401(k) plans. We account for the associated contingencies, more fully described in note 7, individually as derivative financial instruments. These contracts are valued quarterly and unrealized losses, if any, are recorded in other expenses in our consolidated statement of income.

Derivatives Designated as Hedging Instruments:
In connection with our asset-and-liability management activities, we use derivative financial instruments to manage our interest-rate risk. Interest-rate risk, defined as the sensitivity of income or financial condition to variations in interest rates, is a significant non-trading market risk to which our assets and liabilities are exposed. We manage our interest-rate risk by identifying, quantifying and hedging our exposures, using fixed-rate portfolio securities and a variety of derivative financial instruments, most frequently interest-rate swaps and options (for example, interest-rate caps and floors). Interest-rate swap agreements alter the interest-rate characteristics of specific balance sheet assets or liabilities. When appropriate, forward-rate agreements, options on swaps, and exchange-traded futures and options are also used. Our hedging relationships are formally designated, and qualify for hedge accounting, as fair value or cash flow hedges.
Fair value hedges
Derivatives designated as fair value hedges are utilized to mitigate the risk of changes in the fair values of recognized assets and liabilities. Differences between the gains and losses on fair value hedges and the gains and losses on the asset or liability attributable to the hedged risk represent hedge ineffectiveness. We use interest-rate or foreign exchange contracts in this manner to manage our exposure to changes in the fair value of hedged items caused by changes in interest rates or foreign exchange rates.
We have entered into interest-rate swap agreements to modify our interest revenue from certain available-for-sale investment securities from a fixed rate to a floating rate. The hedged securities had a weighted-average life of approximately 6.3 years as of March 31, 2014, compared to 6.5 years as of December 31, 2013. These securities are hedged with interest-rate swap contracts of similar maturity, repricing and fixed-rate coupons. The interest-rate swap contracts convert the interest revenue from a fixed rate to a floating rate indexed to LIBOR, thereby mitigating our exposure to fluctuations in the fair value of the securities attributable to changes in the benchmark interest rate.
We have entered into interest-rate swap agreements to modify our interest expense on two senior notes and one subordinated note from fixed rates to floating rates. The senior notes mature in 2018 and 2023 and pay fixed interest at

annual rates of 1.35% and 3.70%, respectively. The subordinated note matures in 2023 and pays fixed interest at a

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

3.10% annual rate. The senior and subordinated notes are hedged with interest-rate swap contracts with notional amounts, maturities and fixed-rate coupon terms that align with the hedged notes. The interest-rate swap contracts convert the fixed-rate coupons to floating rates indexed to LIBOR, thereby mitigating our exposure to fluctuations in the fair values of the senior and subordinated notes stemming from changes in the benchmark interest rates.

We have entered into forward foreign exchange contracts to hedge the change in fair value attributable to foreign exchange movements in the funding of non-functional currency-denominated investment securities. These forward contracts convert the foreign currency risk to U.S. dollars, thereby mitigating our exposure to fluctuations in the fair value of the securities attributable to changes in foreign exchange rates. Generally, no ineffectiveness is recorded in earnings, since the notional amount of the hedging instruments is aligned with the carrying value of the hedged securities. The forward points on the hedging instruments are considered to be a hedging cost, and accordingly are excluded from the evaluation of hedge effectiveness and recorded in net interest revenue.

Cash flow hedges

Derivatives categorized as cash flow hedges are utilized to offset the variability of cash flows to be received from or paid on a floating-rate asset or liability. Ineffectiveness of cash flow hedges is defined as the extent to which the changes in fair value of the derivative exceed the variability of cash flows of the forecast transaction.

We have entered into an interest-rate swap agreement to modify our interest revenue from an available-for-sale debt security from a floating rate to a fixed rate. The hedged security had a remaining life of approximately 7 months as of March 31, 2014, compared to approximately 10 months as of December 31, 2013. The security is hedged with an interest-rate swap contract of similar maturity, repricing and other characteristics. The interest-rate swap contract converts the interest revenue from a floating rate to a fixed rate, thereby mitigating our exposure to fluctuations in the cash flows of the security attributable to changes in the benchmark interest rate.

We have entered into foreign exchange contracts to hedge the change in cash flows attributable to foreign exchange movements in the funding of non-functional currency-denominated investment securities. These foreign exchange

contracts convert the foreign currency risk to U.S. dollars, thereby mitigating our exposure to fluctuations in the cash flows of the securities attributable to changes in foreign exchange rates. Generally, no ineffectiveness is recorded in earnings, since the critical terms of the hedging instruments and the hedged securities are aligned.

For cash flow hedges, any changes in the fair value of the derivative financial instruments remain in AOCI, and are generally recorded in our consolidated statement of income in future periods when earnings are affected by the variability of the hedged cash flow.

The following table presents the aggregate contractual, or notional, amounts of derivative financial instruments entered into in connection with our trading and asset-and-liability management activities as of the dates indicated:

(In millions)	March 31, 2014	December 31, 2013
Derivatives not designated as hedging instruments:		
Interest-rate contracts:		
Swap agreements and forwards	$878	$1,023
Options and caps purchased	20	27
Options and caps written	20	27
Futures	3,731	3,282
Foreign exchange contracts:		
Forward, swap and spot	1,232,146	1,124,355
Options purchased	1,484	1,666
Options written	1,140	1,423
Futures	14	—
Credit derivative contracts:		

Credit swap agreements	141	141
Total return swap agreements[1]	180	—
Commodity and equity contracts:		
Commodity[1]	11,363	2
Equity[1]	18	1
Other:		
Stable value contracts	24,484	24,906
Derivatives designated as hedging instruments:		
Interest-rate contracts:		
Swap agreements	5,222	5,221
Foreign exchange contracts:		
Forward and swap	2,866	2,783

[1] Primarily composed of positions held by a consolidated sponsored investment fund, more fully described in note 9.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

In connection with our asset-and-liability management activities, we have entered into interest-rate contracts designated as fair value and cash flow hedges to manage our interest-rate risk. The following table presents the aggregate notional amounts of these interest-rate contracts and the related assets or liabilities being hedged as of the dates indicated:

	March 31, 2014			December 31, 2013		
(In millions)	Fair Value Hedges	Cash Flow Hedges	Total	Fair Value Hedges	Cash Flow Hedges	Total
Investment securities available for sale	$2,589	$133	$2,722	$2,589	$132	$2,721
Long-term debt[(1)]	2,500	—	2,500	2,500	—	2,500
Total	$5,089	$133	$5,222	$5,089	$132	$5,221

[(1)] As of March 31, 2014, these fair value hedges increased the carrying value of long-term debt presented in our consolidated statement of condition by $3 million. As of December 31, 2013, these fair value hedges decreased the carrying value of long-term debt presented in our consolidated statement of condition by $35 million.

The following table presents the contractual and weighted-average interest rates for long-term debt, which include the effects of the fair value hedges presented in the table above, for the periods indicated:

	Three Months Ended March 31,			
	2014		2013	
	Contractual Rates	Rate Including Impact of Hedges	Contractual Rates	Rate Including Impact of Hedges
Long-term debt	3.39 %	2.60 %	3.77 %	3.03 %

The following tables present the fair value of derivative financial instruments, excluding the impact of master netting agreements, recorded in our

consolidated statement of condition as of the dates indicated. The impact of master netting agreements is disclosed in note 2.

	Asset Derivatives		
	Balance Sheet Location	Fair Value	
(In millions)		March 31, 2014	December 31, 2013
Derivatives not designated as hedging instruments:			
Foreign exchange contracts	Other assets	$8,012	$11,552
Interest-rate contracts	Other assets	21	29
Other derivative contracts	Other assets	2	1
Total		$8,035	$11,582
Derivatives designated as hedging instruments:			
Foreign exchange contracts	Other assets	$306	$359
Interest-rate contracts	Other assets	35	36
Total		$341	$395

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

(In millions)	Liability Derivatives Balance Sheet Location	Fair Value March 31, 2014	Fair Value December 31, 2013
Derivatives not designated as hedging instruments:			
Foreign exchange contracts	Other liabilities	$7,771	$11,428
Interest-rate contracts	Other liabilities	21	29
Other derivative contracts	Other liabilities	10	9
Total		$7,802	$11,466
Derivatives designated as hedging instruments:			
Interest-rate contracts	Other liabilities	$248	$302
Foreign exchange contracts	Other liabilities	71	43
Total		$319	$345

The following tables present the impact of our use of derivative financial instruments on our consolidated statement of income for the periods indicated:

(In millions)	Location of Gain (Loss) on Derivative in Consolidated Statement of Income	Amount of Gain (Loss) on Derivative Recognized in Consolidated Statement of Income Three Months Ended March 31, 2014	2013
Derivatives not designated as hedging instruments:			
Foreign exchange contracts	Trading services revenue	$134	$145
Interest-rate contracts	Trading services revenue	—	1
Other derivative contracts	Processing fees and other revenue	(1)	—
Total		$133	$146

(In millions)	Location of Gain (Loss) on Derivative in Consolidated Statement of Income	Amount of Gain (Loss) on Derivative Recognized in Consolidated Statement of Income Three Months Ended March 31,		Hedged Item in Fair Value Hedging Relationship	Location of Gain (Loss) on Hedged Item in Consolidated Statement of Income	Amount of Gain (Loss) on Hedged Item Recognized in Consolidated Statement of Income Three Months Ended March 31,	
Derivatives designated as fair value hedges:		2014	2013			2014	2013
Foreign exchange contracts	Processing fees and other revenue	$42	$4	Investment securities	Processing fees and other revenue	$(42)	$(4)
Interest-rate contracts	Processing fees and other revenue	(12)	1	Available-for-sale securities	Processing fees and other revenue	12	(2)
	Processing fees and	49	(15)	Long-term debt	Processing fees and	(45)	16

Interest-rate contracts	other revenue		other revenue	
Total		$79	$(10)	$(75) $10

Differences between the gains (losses) on the derivative and the gains (losses) on the hedged item, excluding any amounts recorded in net interest revenue, represent hedge ineffectiveness.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

	Amount of Gain (Loss) on Derivative Recognized in Other Comprehensive Income		Location of Gain (Loss) Reclassified from OCI to Consolidated Statement of Income	Amount of Gain (Loss) Reclassified from OCI to Consolidated Statement of Income		Location of Gain (Loss) on Derivative Recognized in Consolidated Statement of Income	Amount of Gain (Loss) on Derivative Recognized in Consolidated Statement of Income	
	Three Months Ended March 31,			Three Months Ended March 31,			Three Months Ended March 31,	
(In millions)	2014	2013		2014	2013		2014	2013
Derivatives designated as cash flow hedges:								
Interest-rate contracts	$(1)	$12	Net interest revenue	$(1)	$(1)	Net interest revenue	$1	$1
Foreign exchange contracts	(12)	105	Net interest revenue	—	—	Net interest revenue	1	3
Total	$(13)	$117		$(1)	$(1)		$2	$4

Note 12. Offsetting Arrangements

We manage credit and counterparty risk by entering into enforceable netting agreements and other collateral arrangements with counterparties to derivative contracts and secured financing transactions, including resale and repurchase agreements, and principal securities borrowing and lending agreements. These netting agreements mitigate our counterparty credit risk by providing for a single net settlement with a counterparty of all financial transactions covered by the agreement in an event of default as defined under such agreement. In limited cases, a netting agreement may also provide for the periodic netting of settlement payments with respect to multiple different transaction types in the normal course of business.

Certain of our derivative contracts are executed under either standardized netting agreements or, for exchange-traded derivatives, the relevant contracts for a particular exchange which contain enforceable netting provisions. In certain cases, we may have cross-product netting arrangements which allow for netting and set-off of a variety of types of derivatives with a single counterparty. A derivative netting arrangement creates an enforceable right of set-off that becomes effective, and effects the realization or settlement of individual financial assets and liabilities, only following a specified event of default. Collateral requirements associated with our derivative contracts are determined after a review of the creditworthiness of each counterparty, and the requirements are monitored and adjusted daily, typically based on net exposure by counterparty. Collateral is generally in the form of cash or highly liquid U.S. government securities.

In connection with secured financing transactions, we enter into netting agreements and other collateral arrangements with counterparties, which provide for the right to liquidate collateral in the event of default. Collateral is generally required in

the form of cash, equity securities or fixed-income securities. Default events may include the failure to make payments or deliver securities timely, material adverse changes in financial condition or insolvency, the breach of

minimum regulatory capital requirements, or loss of license, charter or other legal authorization necessary to perform under the contract.

In order for an arrangement to be eligible for netting, we must have a reasonable basis to conclude that such netting arrangements are legally enforceable. The analysis of the legal enforceability of an arrangement differs by jurisdiction, depending on the laws of that jurisdiction. In many jurisdictions, specific legislation exists that provides for the enforceability in bankruptcy of close-out netting under a netting agreement, typically by way of specific exception from more general prohibitions on the exercise of creditor rights.

When we have a basis to conclude that a legally enforceable netting arrangement exists between us and the derivative counterparty and the relevant transaction is the type of transaction that is recorded in our consolidated statement of condition, we offset derivative assets and liabilities, and the related collateral received and provided, in our consolidated statement of condition. We also offset assets and liabilities related to secured financing transactions with the same counterparty or clearinghouse which have the same maturity date and are settled in the normal course of business on a net basis.

Collateral that we receive in the form of securities in connection with secured financing transactions and derivative contracts can be transferred or re-pledged as collateral in many instances to enter into repurchase agreements or securities finance or derivative transactions. The securities collateral received in connection with our securities finance activities is recorded at fair value in

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

other assets in our consolidated statement of condition, with a related liability to return the collateral, if we have the right to transfer or re-pledge the collateral. As of March 31, 2014 and December 31, 2013, the fair value of securities received as collateral where we are permitted to transfer or re-pledge the securities totaled $4.60 billion and $5.64 billion, respectively, and the fair value of the portion

that had been transferred or re-pledged as of the same date was $1.53 billion and $1.77 billion, respectively.
The following tables present information about the offsetting of assets related to derivative contracts and secured financing transactions, as of the dates indicated:

Assets:	March 31, 2014			December 31, 2013		
(In millions)	Gross Amounts of Recognized Assets[1]	Gross Amounts Offset in Statement of Condition[2]	Net Amounts of Assets Presented in Statement of Condition	Gross Amounts of Recognized Assets[1]	Gross Amounts Offset in Statement of Condition[2]	Net Amounts of Assets Presented in Statement of Condition
Derivatives:						
Interest-rate contracts	$56	$(45)	$11	$65	$(59)	$6
Foreign exchange contracts	8,318	(3,489)	4,829	11,911	(4,514)	7,397
Other derivative contracts	2	(1)	1	1	—	1
Cash collateral netting	—	(1,372)	(1,372)	—	(1,928)	(1,928)
Total derivatives	$8,376	$(4,907)	$3,469	$11,977	$(6,501)	$5,476
Other financial instruments:						
Resale agreements and securities borrowing[3]	$47,715	$(30,307)	$17,408	$48,221	$(30,700)	$17,521
Total derivatives and other financial instruments	$56,091	$(35,214)	$20,877	$60,198	$(37,201)	$22,997

[1] Amounts include all transactions regardless of whether or not they are subject to an enforceable netting arrangement.
[2] Amounts subject to netting arrangements which have been determined to be legally enforceable.
[3] Included in the $17,408 million as of March 31, 2014 was $6,087 million of resale agreements and $11,321 million of collateral provided related to securities borrowing. Included in the $17,521 million as of December 31, 2013 was $6,230 million of resale agreements and $11,291 million of collateral provided related to securities borrowing. Resale agreements and collateral provided related to securities borrowing were recorded in securities purchased under resale agreements and other assets, respectively, in our consolidated statement of condition. Refer to note 7 for additional information with respect to principal securities finance transactions.

	March 31, 2014				December 31, 2013			
		Gross Amounts Not Offset in Statement of Condition[1]				Gross Amounts Not Offset in Statement of Condition[1]		
(In millions)	Net Amount of Assets Presented in Statement of	Counterparty Netting	Collateral Received	Net Amount[2]	Net Amount of Assets Presented in Statement of	Counterparty Netting	Collateral Received	Net Amount[2]

	Condition				Condition			
Derivatives	$3,469	$—	$(187)	$3,282	$5,476	$—	$(181)	$5,295
Resale agreements and securities borrowing	17,408	(113)	(15,099)	2,196	17,521	(131)	(14,983)	2,407
Total	$20,877	$(113)	$(15,286)	$5,478	$22,997	$(131)	$(15,164)	$7,702

(1) Amounts subject to netting arrangements which have been determined to be legally enforceable.
(2) Includes amounts secured by collateral not determined to be subject to enforceable netting arrangements.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

The following tables present information about the offsetting of liabilities related to derivative contracts and secured financing transactions, as of the dates indicated:

Liabilities:	March 31, 2014			December 31, 2013		
(In millions)	Gross Amounts of Recognized Liabilities[1]	Gross Amounts Offset in Statement of Condition[2]	Net Amounts of Liabilities Presented in Statement of Condition	Gross Amounts of Recognized Liabilities[1]	Gross Amounts Offset in Statement of Condition[2]	Net Amounts of Liabilities Presented in Statement of Condition
Derivatives:						
Interest-rate contracts	$269	$(45)	$224	$331	$(59)	$272
Foreign exchange contracts	7,842	(3,489)	4,353	11,471	(4,514)	6,957
Other derivative contracts	10	(1)	9	9	—	9
Cash collateral netting	—	(274)	(274)	—	(979)	(979)
Total derivatives	$8,121	$(3,809)	$4,312	$11,811	$(5,552)	$6,259
Other financial instruments:						
Repurchase agreements and securities lending[3]	$45,545	$(30,307)	$15,238	$45,273	$(30,700)	$14,573
Total derivatives and other financial instruments	$53,666	$(34,116)	$19,550	$57,084	$(36,252)	$20,832

[1] Amounts include all transactions regardless of whether or not they are subject to an enforceable netting arrangement.
[2] Amounts subject to netting arrangements which have been determined to be legally enforceable.
[3] Included in the $15,238 million as of March 31, 2014 was $8,953 million of repurchase agreements and $6,285 million of collateral received related to securities lending. Included in the $14,573 million as of December 31, 2013 was $7,953 million of repurchase agreements and $6,620 million of collateral received related to securities lending. Repurchase agreements and collateral received related to securities lending were recorded in securities sold under repurchase agreements and accrued expenses and other liabilities, respectively, in our consolidated statement of condition. Refer to note 7 for additional information with respect to principal securities finance transactions.

	March 31, 2014				December 31, 2013			
		Gross Amounts Not Offset in Statement of Condition[1]				Gross Amounts Not Offset in Statement of Condition[1]		
(In millions)	Net Amount of Liabilities Presented in Statement of Condition	Counterparty Netting	Collateral Provided	Net Amount[2]	Net Amount of Liabilities Presented in Statement of Condition	Counterparty Netting	Collateral Provided	Net Amount[2]
Derivatives	$4,312	$—	$—	$4,312	$6,259	$—	$(6)	$6,253
Repurchase agreements and securities	15,238	(113)	(13,015)	2,110	14,573	(131)	(13,036)	1,406

lending								
Total	$19,550	$(113)	$(13,015)	$6,422	$20,832	$(131)	$(13,042)	$7,659

(1) Amounts subject to netting arrangements which have been determined to be legally enforceable.
(2) Includes amounts secured by collateral not determined to be subject to enforceable netting arrangements.

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

Note 13. Net Interest Revenue

The following table presents the components of interest revenue and interest expense, and related net interest revenue, for the periods indicated:

	Three Months Ended March 31,	
(In millions)	2014	2013
Interest revenue:		
Deposits with banks	$34	$31
Investment securities:		
U.S. Treasury and federal agencies	163	194
State and political subdivisions	71	51
Other investments	319	341
Securities purchased under resale agreements	9	13
Loans and leases	58	56
Other interest-earning assets	1	1
Total interest revenue	655	687
Interest expense:		
Deposits	15	34
Short-term borrowings	15	16
Long-term debt	63	56
Other interest-bearing liabilities	7	5
Total interest expense	100	111
Net interest revenue	$555	$576

Note 14. Expenses

Severance Costs:

In the three months ended March 31, 2014, we recorded $72 million of severance costs. These severance costs were the result of staff reductions associated with the realignment of our cost base, and were recorded in compensation and employee benefits expenses in our consolidated statement of income.

Acquisition and Restructuring Costs:

The following table presents net acquisition and restructuring costs recorded in the periods indicated:

	Three Months Ended March 31,	
(In millions)	2014	2013
Acquisition costs	$21	$15
Restructuring charges, net	12	(1)
Total acquisition and restructuring costs	$33	$14

Acquisition Costs

Acquisition costs recorded in the three months ended March 31, 2014 and 2013 were related to previously disclosed acquisitions.

Restructuring Charges

Information with respect to our Business Operations and Information Technology Transformation program and our 2012 expense control measures, including charges, employee reductions and aggregate activity in the related accruals, is provided in the two sections that follow.

Business Operations and Information Technology Transformation Program

In November 2010, we announced a global multi-year Business Operations and Information Technology Transformation program. The program includes operational, information technology and targeted cost initiatives, including plans related to reductions in both staff and occupancy costs. To date, we have recorded aggregate restructuring charges of $390 million in our consolidated statement of income, composed of $156 million in 2010, $133 million in 2011, $67 million in 2012, $25 million in 2013 and $9 million in the three months ended March 31, 2014.

The charges related to the program included costs related to severance, benefits and outplacement services, as well as costs which resulted from actions taken to reduce our occupancy costs through the consolidation of leases and properties. The charges also included costs related to information technology, including transition fees associated with the expansion of our use of third-party service providers associated with components of our information technology infrastructure and application maintenance and support.

In 2010, in connection with the program, we initiated the involuntary termination of 1,400 employees, or approximately 5% of our global workforce, which we completed by the end of 2011. In addition, in connection with our announcement in 2011 of the expansion of our use of third-party service providers associated with our information technology infrastructure and application maintenance and support, as well as the continued execution of the business operations transformation component of the program, we identified 1,436 additional involuntary terminations. As of March 31, 2014, we eliminated 1,375 of these positions.

Expense Control Measures

In December 2012, in connection with expense control measures designed to better align our

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

expenses to our business strategy and related outlook for 2013, we identified additional targeted staff reductions. As a result of these actions, we have recorded aggregate pre-tax restructuring charges of $133 million in 2012, $3 million in 2013 and $3 million in the three months ended March 31, 2014 in our consolidated statement of income. Employee-related costs included severance, benefits and outplacement services. Costs for asset and other write-offs were primarily related to contract terminations. We originally identified involuntary terminations of 960

employees (630 positions after replacements). As of March 31, 2014, we substantially completed these reductions.

Aggregate Restructuring-Related Accrual Activity

The following table presents aggregate activity associated with accruals that resulted from the charges associated with the Business Operations and Information Technology Transformation program and expense control measures:

(In millions)	Employee-Related Costs	Real Estate Consolidation	Asset and Other Write-Offs	Total
Balance as of December 31, 2013	$50	$49	$7	$106
Additional accruals for Business Operations and Information Technology Transformation program	6	3	—	9
Additional accruals for 2012 expense control measures	—	—	3	3
Payments and adjustments	(17)	(12)	(2)	(31)
Balance as of March 31, 2014	$39	$40	$8	$87

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

Note 15. Earnings Per Common Share
The following table presents the computation of basic and diluted earnings per common share for the periods indicated:

	Three Months Ended March 31,	
(Dollars in millions, except per share amounts)	2014	2013
Net income	$363	$464
Less:		
Preferred stock dividends	(6)	(7)
Dividends and undistributed earnings allocated to participating securities[1]	(1)	(2)
Net income available to common shareholders	$356	$455
Average common shares outstanding (in thousands):		
Basic average common shares	430,621	454,315
Effect of dilutive securities: common stock options and common stock awards	8,194	8,436
Diluted average common shares	438,815	462,751
Anti-dilutive securities[2]	1,504	2,488
Earnings per Common Share:		
Basic	$.83	$1.00
Diluted[3]	.81	.98

[1] Represented the portion of net income available to common equity allocated to participating securities, composed of fully vested deferred director stock and unvested restricted stock that contain non-forfeitable rights to dividends during the vesting period on a basis equivalent to dividends paid to common shareholders.
[2] Represented common stock options and other equity-based awards outstanding but not included in the computation of diluted average shares, because their effect was anti-dilutive.
[3] Calculations reflect allocation of earnings to participating securities using the two-class method, as this computation is more dilutive than the treasury stock method.

Note 16. Line of Business Information
We have two lines of business: Investment Servicing and Investment Management. Given our services and management organization, the results of operations for these lines of business are not necessarily comparable with those of other companies, including companies in the financial services industry. Information about our two lines of business, as well as revenues, expenses and capital allocation methodologies associated with these lines of business, is provided in note 25 to the consolidated financial statements included in our 2013 Form 10-K.
The following table provides a summary of our line-of-business results for the periods indicated. The “Other” column for three months ended March 31, 2014 included $72 million of severance costs associated with staff reductions; $33 million of acquisition and restructuring costs; and $6 million of net provisions for litigation exposure and other costs. The “Other” column for three months ended March 31, 2013 included $14 million of net acquisition and restructuring costs. The amounts in the “Other” columns were not allocated to State Street's business lines. Results for the three months ended March 31, 2013 reflect reclassifications, for comparative purposes, related to management changes in methodologies associated with allocations of revenue and expenses reflected in line-of-business results for 2014.

	Three Months Ended March 31,			
	Investment Servicing	Investment Management	Other	Total

(Dollars in millions, except where otherwise noted)	2014	2013	2014	2013	2014	2013	2014	2013
Fee revenue:								
Servicing fees	$1,238	$1,175	$—	$—	$—	$—	$1,238	$1,175
Management fees	—	—	292	263	—	—	292	263
Trading services	227	257	12	24	—	—	239	281
Securities finance	85	78	—	—	—	—	85	78
Processing fees and other	69	55	1	5	—	—	70	60
Total fee revenue	1,619	1,565	305	292	—	—	1,924	1,857
Net interest revenue	538	557	17	19	—	—	555	576
Gains (losses) related to investment securities, net	6	2	—	—	—	—	6	2
Total revenue	2,163	2,124	322	311	—	—	2,485	2,435
Provision for loan losses	2	—	—	—	—	—	2	—
Total expenses	1,673	1,590	244	222	111	14	2,028	1,826
Income before income tax expense	$488	$534	$78	$89	$(111)	$(14)	$455	$609
Pre-tax margin	23%	25%	24%	29%			18%	25%
Average assets (in billions)	$212.2	$204.4	$3.4	$3.9			$215.6	$208.3

Table of Contents
STATE STREET CORPORATION
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

Note 17. Non-U.S. Activities

We generally define our non-U.S. activities as those revenue-producing business activities that arise from clients domiciled outside the U.S. Due to the integrated nature of our business, precise segregation of our U.S. and non-U.S. activities is not possible. Subjective estimates and other judgments are applied to quantify the financial results and assets related to our non-U.S. activities, including our application of funds transfer pricing, our asset-and-liability management policies and our allocation of certain indirect corporate expenses. Interest expense allocations are based on our internal funds transfer pricing methodology.

The following table presents our non-U.S. financial results for the periods indicated.

	Three Months Ended March 31,	
(In millions)	2014	2013
Total fee revenue	$788	$765
Net interest revenue	325	273
Gains (losses) related to investment securities, net	6	(3)
Total revenue	1,119	1,035
Expenses	839	753
Income before income taxes	280	282
Income tax expense	65	69
Net income	$215	$213

The following table presents the significant components of our non-U.S. assets as of the dates indicated, based on the domicile of the underlying counterparties:

(In millions)	March 31, 2014	December 31, 2013
Interest-bearing deposits with banks	$10,281	$9,584
Investment securities	31,790	31,522
Other assets	17,552	16,778
Total non-U.S. assets	$59,623	$57,884

Table of Contents

REVIEW REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Shareholders and Board of Directors of
State Street Corporation

We have reviewed the consolidated statement of condition of State Street Corporation (the “Corporation”) as of March 31, 2014, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for the three-month periods ended March 31, 2014 and 2013. These financial statements are the responsibility of the Corporation's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statement of condition of State Street Corporation as of December 31, 2013, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for the year then ended, not presented herein, and in our report dated February 21, 2014, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated statement of condition of the Corporation as of December 31, 2013, is fairly stated, in all material respects, in relation to the consolidated statement of condition from which it has been derived.

/s/ Ernst & Young LLP

Boston, Massachusetts
May 9, 2014

Table of Contents

FORM 10-Q PART I CROSS-REFERENCE INDEX
The information required by the items presented below is incorporated herein by reference from the "Financial Information" section of this Form 10-Q.

PART I. FINANCIAL INFORMATION

Item 1.	Financial Statements	
	Consolidated Statement of Income (Unaudited) for the three months ended March 31, 2014 and 2013	61
	Consolidated Statement of Comprehensive Income (Unaudited) for the three months ended March 31, 2014 and 2013	62
	Consolidated Statement of Condition as of March 31, 2014 (Unaudited) and December 31, 2013	63
	Consolidated Statement of Changes in Shareholders' Equity (Unaudited) for the three months ended March 31, 2014 and 2013	64
	Consolidated Statement of Cash Flows (Unaudited) for the three months ended March 31, 2014 and 2013	65
	Condensed Notes to Consolidated Financial Statements (Unaudited)	67
	Review Report of Independent Registered Public Accounting Firm	112
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	3
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	60
Item 4.	Controls and Procedures	60

PART II. OTHER INFORMATION

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS
(c) In March 2013, our Board of Directors approved a common stock purchase program authorizing the purchase by us of up to $2.10 billion of our common stock through March 31, 2014. In March 2014, our Board of Directors approved a new common stock program authorizing the purchase by us of up to $1.70 billion of our common stock through March 31, 2015.
The following table presents purchases of our common stock and related information for each of the months in the quarter ended March 31, 2014. All shares of our common stock purchased in the periods presented were purchased under the March 2013 program. We did not purchase any of our common stock under the March 2014 program in the quarter ended March 31, 2014. We may employ third-party broker/dealers to acquire shares on the open market in connection with our common stock purchase programs.

(Dollars in millions, except per share amounts, shares in thousands)	Total Number of Shares Purchased Under Publicly Announced Program	Average Price Paid Per Share	Approximate Dollar Value of Shares Purchased Under Publicly Announced Program	Approximate Dollar Value of Shares Yet to be Purchased Under Publicly Announced Program
Period:				
January 1 - January 31, 2014	2,976	$71.16	$212	$208
February 1 - February 28, 2014	3,099	67.21	208	—

March 1 - March 31, 2014	—	—	—	1,700	(1)
Total	6,075	$69.14	$420	$1,700	(1)

(1) Amount reflects the total dollar value of shares that can be purchased under the March 2014 program.

Table of Contents

ITEM 6. EXHIBITS

The exhibits listed in the Exhibit Index following the signature page of this Form 10-Q are filed herewith or are incorporated herein by reference to other SEC filings.

Table of Contents

SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

		STATE STREET CORPORATION (Registrant)
Date: May 9, 2014	By:	/s/ MICHAEL W. BELL Michael W. Bell, Executive Vice President and Chief Financial Officer (Principal Financial Officer)
Date: May 9, 2014	By:	/s/ JAMES J. MALERBA James J. Malerba, Executive Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)

Table of Contents

EXHIBIT INDEX

	3.1	Restated Articles of Organization, as amended
	4.1	Deposit Agreement, dated March 4, 2014, among State Street Corporation, American Stock Transfer & Trust Company, LLC (as depositary), and the holders from time to time of the depositary receipts (filed as Exhibit 4.1 to State Street's Current Report on Form 8-K filed with the SEC on March 4, 2014 and incorporated herein by reference)
	10.1†	Form of amendment dated March 26, 2014 to employment agreements entered into with each of Joseph L. Hooley, Michael W. Bell, Joseph C. Antonellis, James S. Phalen and Michael F. Rogers (filed as Exhibit 99.1 to State Street's Current Report on Form 8-K filed with the SEC on March 31, 2014 and incorporated herein by reference)
	12	Ratios of earnings to fixed charges
	15	Letter regarding unaudited interim financial information
	31.1	Rule 13a-14(a)/15d-14(a) Certification of Chairman, President and Chief Executive Officer
	31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
	32	Section 1350 Certifications
*	101.INS	XBRL Instance Document
*	101.SCH	XBRL Taxonomy Extension Schema Document
*	101.CAL	XBRL Taxonomy Calculation Linkbase Document
*	101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
*	101.LAB	XBRL Taxonomy Label Linkbase Document
*	101.PRE	XBRL Taxonomy Presentation Linkbase Document

† Denotes management contract or compensatory plan or arrangement
* Submitted electronically herewith

Attached as Exhibit 101 to this report are the following formatted in XBRL (Extensible Business Reporting Language): (i) consolidated statement of income for the three months ended March 31, 2014 and 2013, (ii) consolidated statement of comprehensive income for the three months ended March 31, 2014 and 2013, (iii) consolidated statement of condition as of March 31, 2014 and December 31, 2013, (iv) consolidated statement of changes in shareholders' equity for the three months ended March 31, 2014 and 2013, (v) consolidated statement of cash flows for the three months ended March 31, 2014 and 2013, and (vi) condensed notes to consolidated financial statements.