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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 10-Q**

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

For the quarterly period ended **March 31, 2019**  
or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number **001-09718**

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

(Exact name of registrant as specified in its charter)

Pennsylvania  
(State or other jurisdiction of  
incorporation or organization)

25-1435979  
(I.R.S. Employer  
Identification No.)

**The Tower at PNC Plaza, 300 Fifth Avenue, Pittsburgh, Pennsylvania 15222-2401**  
(Address of principal executive offices, including zip code)

**(888) 762-2265**  
(Registrant's telephone number including area code)

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

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). Yes ☒ No ☐

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

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

Yes ☐ No ☒

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

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
<b>Common Stock, par value \$5.00</b>	PNC	New York Stock Exchange
<b>Depository Shares Each Representing a 1/4,000 Interest in a Share of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series P</b>	PNC P	New York Stock Exchange
<b>Depository Shares Each Representing a 1/4,000 Interest in a Share of 5.375% Non-Cumulative Perpetual Preferred Stock, Series Q</b>	PNC Q	New York Stock Exchange

As of April 19, 2019, there were 451,437,916 shares of the registrant's common stock (\$5 par value) outstanding.

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## FINANCIAL REVIEW

THE PNC FINANCIAL SERVICES GROUP, INC.

*This Financial Review, including the Consolidated Financial Highlights, should be read together with our unaudited Consolidated Financial Statements and unaudited Statistical Information included elsewhere in this Quarterly Report on Form 10-Q (the Report or Form 10-Q) and with Items 6, 7, 8 and 9A of our 2018 Annual Report on Form 10-K (2018 Form 10-K). We have reclassified certain prior period amounts to conform with the current period presentation, which we believe is more meaningful to readers of our consolidated financial statements. For information regarding certain business, regulatory and legal risks, see the following: the Risk Management section of this Financial Review and of Item 7 in our 2018 Form 10-K; Item 1A Risk Factors included in our 2018 Form 10-K; and the Legal Proceedings and Commitments Notes of the Notes To Consolidated Financial Statements included in Item 1 of this Report and Item 8 of our 2018 Form 10-K. Also, see the Cautionary Statement Regarding Forward-Looking Information section in this Financial Review and the Critical Accounting Estimates And Judgments section in this Financial Review and in our 2018 Form 10-K for certain other factors that could cause actual results or future events to differ, perhaps materially, from historical performance and from those anticipated in the forward-looking statements included in this Report. See Note 14 Segment Reporting in the Notes To Consolidated Financial Statements included in this Report for a reconciliation of total business segment earnings to total PNC consolidated net income as reported on a generally accepted accounting principles (GAAP) basis. In this Report, "PNC", "we" or "us" refers to The PNC Financial Services Group, Inc. and its subsidiaries on a consolidated basis (except when referring to PNC as a public company, its common stock or other securities issued by PNC, which just refer to The PNC Financial Services Group, Inc.). References to The PNC Financial Services Group, Inc. or to any of its subsidiaries are specifically made where applicable.*

**Table 1: Consolidated Financial Highlights**

Dollars in millions, except per share data Unaudited	Three months ended March 31	
	2019	2018
<b>Financial Results (a)</b>		
Revenue		
Net interest income	\$ 2,475	\$ 2,361
Noninterest income	1,811	1,750
Total revenue	4,286	4,111
Provision for credit losses	189	92
Noninterest expense	2,578	2,527
Income before income taxes and noncontrolling interests	\$ 1,519	\$ 1,492
Net income	\$ 1,271	\$ 1,239
Less:		
Net income attributable to noncontrolling interests	10	10
Preferred stock dividends	63	63
Preferred stock discount accretion and redemptions	1	1
Net income attributable to common shareholders	1,197	1,165
Less:		
Dividends and undistributed earnings allocated to participating securities	5	5
Impact of BlackRock earnings per share dilution	3	2
Net income attributable to diluted common shares	\$ 1,189	\$ 1,158
Diluted earnings per common share	\$ 2.61	\$ 2.43
Cash dividends declared per common share	\$ .95	\$ .75
Effective tax rate (b)	16.3%	17.0%
<b>Performance Ratios</b>		
Net interest margin (c)	2.98%	2.91%
Noninterest income to total revenue	42%	43%
Efficiency	60%	61%
Return on:		
Average common shareholders' equity	11.13%	11.04%
Average assets	1.34%	1.34%

(a) The Executive Summary and Consolidated Income Statement Review portions of this Financial Review section provide information regarding items impacting the comparability of the periods presented.

(b) The effective income tax rates are generally lower than the statutory rate due to the relationship of pretax income to tax credits and earnings that are not subject to tax.

(c) Calculated as annualized taxable-equivalent net interest income divided by average interest-earning assets. To provide more meaningful comparisons of net interest margins, we use net interest income on a taxable-equivalent basis in calculating net interest margin by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments. This adjustment is not permitted under GAAP in the Consolidated Income Statement. For additional information, see Reconciliation of Taxable-Equivalent Net Interest Income (Non-GAAP) in the Statistical Information (Unaudited) section in Item 1 of this Report.

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

Unaudited	March 31 2019	December 31 2018	March 31 2018
<b>Balance Sheet Data</b> (dollars in millions, except per share data)			
Assets	\$ 392,837	\$ 382,315	\$ 379,161
Loans	\$ 232,293	\$ 226,245	\$ 221,614
Allowance for loan and lease losses	\$ 2,692	\$ 2,629	\$ 2,604
Interest-earning deposits with banks (b)	\$ 15,261	\$ 10,893	\$ 28,821
Investment securities	\$ 83,869	\$ 82,701	\$ 74,562
Loans held for sale	\$ 686	\$ 994	\$ 965
Equity investments (c)	\$ 12,567	\$ 12,894	\$ 12,008
Mortgage servicing rights	\$ 1,812	\$ 1,983	\$ 1,979
Goodwill	\$ 9,218	\$ 9,218	\$ 9,218
Other assets	\$ 34,761	\$ 34,408	\$ 27,949
Noninterest-bearing deposits	\$ 71,606	\$ 73,960	\$ 78,303
Interest-bearing deposits	\$ 199,615	\$ 193,879	\$ 186,401
Total deposits	\$ 271,221	\$ 267,839	\$ 264,704
Borrowed funds	\$ 59,860	\$ 57,419	\$ 58,039
Total shareholders' equity	\$ 48,536	\$ 47,728	\$ 46,969
Common shareholders' equity	\$ 44,546	\$ 43,742	\$ 42,983
Accumulated other comprehensive income (loss)	\$ (5)	\$ (725)	\$ (699)
Book value per common share	\$ 98.47	\$ 95.72	\$ 91.39
Period-end common shares outstanding (in millions)	452	457	470
Loans to deposits	86 %	84 %	84 %
Common shareholders' equity to total assets	11.3 %	11.4 %	11.3 %
<b>Client Assets</b> (in billions)			
Discretionary client assets under management	\$ 158	\$ 148	\$ 148
Nondiscretionary client assets under administration	130	124	129
Total client assets under administration	288	272	277
Brokerage account client assets	51	47	49
Total client assets	\$ 339	\$ 319	\$ 326
<b>Basel III Capital Ratios (d)</b>			
Common equity Tier 1	9.8 %	9.6 %	9.6 %
Tier 1 risk-based	10.9 %	10.8 %	10.8 %
Total capital risk-based (e)	13.0 %	13.0 %	12.8 %
Leverage	9.6 %	9.4 %	9.4 %
Supplementary leverage	8.0 %	7.8 %	7.9 %
<b>Asset Quality</b>			
Nonperforming loans to total loans	.71 %	.75 %	.83 %
Nonperforming assets to total loans, OREO and foreclosed assets	.77 %	.80 %	.90 %
Nonperforming assets to total assets	.45 %	.47 %	.53 %
Net charge-offs to average loans (for the three months ended) (annualized)	.24 %	.19 %	.21 %
Allowance for loan and lease losses to total loans	1.16 %	1.16 %	1.18 %
Allowance for loan and lease losses to total nonperforming loans	163 %	155 %	141 %
Accruing loans past due 90 days or more (in millions)	\$ 590	\$ 629	\$ 628

(a) The Executive Summary and Consolidated Balance Sheet Review portions of this Financial Review provide information regarding items impacting the comparability of the periods presented.

(b) Amounts include balances held with the Federal Reserve Bank of Cleveland (Federal Reserve Bank) of \$15.0 billion, \$10.5 billion and \$28.6 billion as of March 31, 2019, December 31, 2018 and March 31, 2018, respectively.

(c) Amounts include our equity interest in BlackRock.

(d) All ratios are calculated based on the standardized approach. See Basel III Capital discussion in the Capital Management portion of the Risk Management section of this Financial Review and the capital discussion in the Banking Regulation and Supervision section of Item 1 Business and Item 1A Risk Factors in our 2018 Form 10-K.

(e) The 2019 and 2018 Basel III Total risk-based capital ratios include nonqualifying trust preferred capital securities of \$60 million and \$80 million, respectively, that are subject to a phase-out period that runs through 2021.

## EXECUTIVE SUMMARY

Headquartered in Pittsburgh, Pennsylvania, we are one of the largest diversified financial services companies in the United States. We have businesses engaged in retail banking, including residential mortgage, corporate and institutional banking and asset management, providing many of our products and services nationally. Our retail branch network is located in markets across the Mid-Atlantic, Midwest and Southeast. We also have strategic international offices in four countries outside the U.S.

### Key Strategic Goals

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

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

We are focused on our strategic priorities, which are designed to enhance value over the long term, and consist of:

- Expanding our leading banking franchise to new markets and digital platforms;
- Deepening customer relationships by delivering a superior banking experience and financial solutions; and
- Leveraging technology to innovate and enhance products, services, security and processes.

Our capital priorities are to support client growth and business investment, maintain appropriate capital in light of economic conditions, the Basel III framework, and other regulatory expectations, and return excess capital to shareholders. For more detail, see the Capital Highlights portion of this Executive Summary and the Liquidity and Capital Management portion of the Risk Management section of this Financial Review and the Supervision and Regulation section in Item 1 Business of our 2018 Form 10-K.

### Income Statement Highlights

Net income for the first quarter of 2019 increased 3% to \$1.3 billion, or \$2.61 per diluted common share, compared to \$1.2 billion, or \$2.43 per diluted common share, for the first quarter of 2018.

- Total revenue increased \$175 million, or 4%, to \$4.3 billion.
  - Net interest income increased \$114 million, or 5%, to \$2.5 billion.
  - Net interest margin increased to 2.98% compared to 2.91% for the first quarter of 2018.
  - Noninterest income increased \$61 million, or 3%, to \$1.8 billion.
- Provision for credit losses was \$189 million compared to \$92 million for the first quarter of 2018.
- Noninterest expense increased \$51 million, or 2%, to \$2.6 billion.

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

### Balance Sheet Highlights

Our balance sheet was strong and well positioned at March 31, 2019 and December 31, 2018. In comparison to December 31, 2018:

- Total assets increased \$10.5 billion to \$392.8 billion.
- Total loans increased \$6.0 billion, or 3%, to \$232.3 billion.
  - Total commercial lending grew \$6.1 billion, or 4%.
  - Total consumer lending decreased \$.1 billion.
- Investment securities increased \$1.2 billion, or 1%, to \$83.9 billion.
- Interest-earning deposits with banks, primarily with the Federal Reserve Bank, increased \$4.4 billion, or 40%, to \$15.3 billion.
- Total deposits increased \$3.4 billion, or 1%, to \$271.2 billion.

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

### **Credit Quality Highlights**

Overall credit quality remained strong.

- At March 31, 2019 compared to December 31, 2018:
  - Nonperforming assets decreased \$23 million, or 1%.
  - Overall loan delinquencies decreased \$49 million, or 3%, to \$1.4 billion.
- Net charge-offs were \$136 million in the first quarter of 2019 compared to \$113 million for the first quarter of 2018.
- The allowance for loan and lease losses to total loans of 1.16% at March 31, 2019 was unchanged compared to December 31, 2018.

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

### **Capital Highlights**

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

- The Basel III common equity Tier 1 capital ratio was 9.8% at March 31, 2019, compared with 9.6% at December 31, 2018.
- In the first quarter of 2019, we returned \$1.2 billion of capital to shareholders through repurchases of 5.9 million common shares for \$725 million and dividends on common shares of \$438 million.
- Common shareholders' equity increased to \$44.5 billion at March 31, 2019 compared to \$43.7 billion at December 31, 2018.

See the Liquidity and Capital Management portion of the Risk Management section of this Financial Review for more detail on our 2019 liquidity and capital actions as well as our capital ratios.

Our ability to take certain capital actions, including plans to pay or increase common stock dividends or to repurchase shares under current or future programs, is subject to the results of the supervisory assessment of capital adequacy undertaken by the Board of Governors of the Federal Reserve System (Federal Reserve) as part of the Comprehensive Capital Analysis and Review (CCAR) process. For additional information, see the Supervision and Regulation section in Item 1 Business of our 2018 Form 10-K.

### **Business Outlook**

Our forward-looking financial statements are subject to the risk that economic and financial market conditions will be substantially different than those we are currently expecting and do not take into account potential legal and regulatory contingencies. These statements are based on our view that:

- U.S. economic growth has accelerated over the past two years to above its long-run trend.
- Growth is expected to rebound in the second quarter following a soft first quarter 2019, and slow over the remaining course of 2019 and into 2020.
- Further gradual improvement in the labor market will occur this year, including job gains and rising wages, which would be a positive indicator for consumer spending.
- Trade restrictions and geopolitical concerns are downside risks to the forecast.
- Inflation has slowed in early 2019, to below the Federal Open Market Committee's (FOMC) 2% objective, but is expected to rise in the second half of the year.
- Our baseline forecast is for no change to the federal funds rate in 2019 and 2020, with the rate staying in its current range of 2.25% to 2.50%.

For the second quarter of 2019 compared to the first quarter of 2019, we expect:

- Average loan growth to be up approximately 1%;
- Net interest income to increase by low-single digits, on a percentage basis;
- Fee income to increase by mid-single digits, on a percentage basis. Fee income consists of asset management, consumer services, corporate services, residential mortgage and service charges on deposits;
- The quarterly run rate of other noninterest income to be in the range of \$275 million to \$325 million, excluding net securities gains (losses) and Visa activity;
- Provision for credit losses to be between \$125 million and \$200 million; and
- Noninterest expense to increase by low-single digits, on a percentage basis.

For full year 2019 compared to full year 2018, we expect:

- Average loan growth to be between 3% and 4%;
- Revenue growth on the higher end of low-single digits, on a percentage basis;
- Noninterest expense to increase on the lower end of low-single digits, on a percentage basis;
- The effective tax rate to be approximately 17%; and
- To generate positive operating leverage.



See the Cautionary Statement Regarding Forward-Looking Information section in this Financial Review and Item 1A Risk Factors in our 2018 Form 10-K for other factors that could cause future events to differ, perhaps materially, from those anticipated in these forward-looking statements.

## CONSOLIDATED INCOME STATEMENT REVIEW

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

Net income for the first quarter of 2019 was \$1.3 billion, or \$2.61 per diluted common share, an increase of 3% compared to \$1.2 billion, or \$2.43 per diluted common share, for the first quarter of 2018. The increase was driven by a 4% increase in revenue, partially offset by a higher provision for credit losses and a 2% increase in noninterest expense. Higher revenue in the comparison reflected a 5% increase in net interest income and a 3% increase in noninterest income.

### Net Interest Income

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

Three months ended March 31 Dollars in millions	2019			2018		
	Average Balances	Average Yields/ Rates	Interest Income/ Expense	Average Balances	Average Yields/ Rates	Interest Income/ Expense
<b>Assets</b>						
Interest-earning assets						
Investment securities	\$ 82,318	3.05%	\$ 627	\$ 74,656	2.78%	\$ 519
Loans	228,545	4.61%	2,622	221,104	4.09%	2,250
Interest-earning deposits with banks	15,017	2.43%	91	25,667	1.52%	98
Other	11,068	4.14%	115	7,904	4.11%	80
Total interest-earning assets/interest income	\$ 336,948	4.11%	3,455	\$ 329,331	3.59%	2,947
<b>Liabilities</b>						
Interest-bearing liabilities						
Interest-bearing deposits	\$ 195,816	.98%	472	\$ 183,438	.47%	213
Borrowed funds	59,783	3.21%	481	59,638	2.31%	344
Total interest-bearing liabilities/interest expense	\$ 255,599	1.50%	953	\$ 243,076	.91%	557
Net interest margin/income (Non-GAAP)		2.98%	2,502		2.91%	2,390
Taxable-equivalent adjustments			(27)			(29)
Net interest income (GAAP)			\$ 2,475			\$ 2,361

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

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

Net interest income increased by \$114 million, or 5%, in the first quarter of 2019 compared with the first quarter of 2018. This increase reflected higher loan and securities yields and balances, partially offset by higher deposit and borrowing costs and balances. Net interest margin increased 7 basis points reflecting the impact of higher interest rates.

Average investment securities increased \$7.7 billion, or 10%, driven by net purchase activity of agency residential mortgage-backed securities of \$4.4 billion and U.S. Treasury and government agency securities of \$3.9 billion.

Average investment securities increased to 24% of average interest-earning assets for the first quarter of 2019 compared to 23% for the first quarter of 2018.

Average loans grew \$7.4 billion, or 3%, reflecting an increase in average commercial lending of \$6.5 billion, or 4%, driven by growth in the Corporate Banking and Business Credit businesses in our Corporate & Institutional Banking segment.

Average consumer lending increased \$.9 billion, or 1%. Growth in residential real estate, automobile and credit card was partially offset by declines in home equity and education loans. Lower home equity loans reflected paydowns and payoffs exceeding new originated volume. In addition, runoff of brokered home equity and government guaranteed education loans contributed to the

declines. Average loans represented 68% of average interest-earning assets for the first quarter of 2019 compared to 67% for the first quarter of 2018.

Average interest-earning deposits with banks decreased \$10.7 billion, or 41%, reflecting lower average balances held with the Federal Reserve Bank as investment of liquidity continued.

Average interest-bearing deposits grew \$12.4 billion, or 7%, reflecting overall deposit and customer growth. Additionally, the increase reflects a shift of commercial deposits to interest-bearing from noninterest-bearing deposits, which declined \$5.8 billion to \$71.4 billion, as deposit rates have risen. In total, average interest-bearing deposits increased to 77% of average interest-bearing liabilities compared to 75% for the first quarter of 2018.

Further details regarding average loans and deposits are included in the Business Segments Review section of this Financial Review.

## **Noninterest Income**

**Table 3: Noninterest Income**

Dollars in millions	Three months ended March 31			
			Change	
	2019	2018	\$	%
<b>Noninterest income</b>				
Asset management	\$ 437	\$ 455	\$ (18)	(4)%
Consumer services	371	357	14	4 %
Corporate services	462	429	33	8 %
Residential mortgage	65	97	(32)	(33)%
Service charges on deposits	168	167	1	1 %
Other	308	245	63	26 %
<b>Total noninterest income</b>	<b>\$ 1,811</b>	<b>\$ 1,750</b>	<b>\$ 61</b>	<b>3 %</b>

Noninterest income as a percentage of total revenue was 42% for the first quarter of 2019 compared to 43% for the same period in 2018.

Asset management revenue declined due to changes in the mix of assets under management and lower earnings from our equity investment in BlackRock. PNC's discretionary client assets under management increased to \$158 billion at March 31, 2019 compared to \$148 billion at March 31, 2018.

Growth in consumer service fees resulted from increases in debit card, credit card, net of rewards, and brokerage fees reflecting continued momentum in customer activity in both transaction trends and customer growth.

Higher corporate services revenue was primarily driven by growth in merger and acquisition advisory fees of \$15 million and treasury management product revenue of \$14 million.

Residential mortgage revenue decreased as a result of a negative adjustment for residential mortgage servicing rights valuation, net of economic hedge, compared with a benefit in first quarter 2018, and lower loan sales revenue.

The increase in other noninterest income was largely attributable to higher gains on asset sales and higher revenue from private equity investments, partially offset by negative derivative fair value adjustments related to Visa Class B common shares of \$31 million in the first quarter of 2019 compared to \$2 million in the first quarter of 2018.

## **Provision For Credit Losses**

The provision for credit losses increased \$97 million to \$189 million in the first quarter of 2019 compared to \$92 million in the first quarter of 2018 reflecting loan growth, including new loans and increased utilization, and reserve increases in the auto loan portfolio.

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

## Noninterest Expense

**Table 4: Noninterest Expense**

Dollars in millions	Three months ended March 31			
	2019	2018	Change	
			\$	%
Noninterest expense				
Personnel	\$ 1,414	\$ 1,354	\$ 60	4 %
Occupancy	215	218	(3)	(1)%
Equipment	273	273	—	—
Marketing	65	55	10	18 %
Other	611	627	(16)	(3)%
Total noninterest expense	\$ 2,578	\$ 2,527	\$ 51	2 %

Noninterest expense increased in the comparison as investments in support of business growth were reflected in higher personnel and marketing expense, which included costs for PNC's national retail digital strategy. These increases were offset in part by a decrease in Federal Deposit Insurance Corporation (FDIC) deposit insurance as a result of the elimination of the surcharge assessment.

PNC continued to focus on disciplined expense management, and for full-year 2019 we have a goal of \$300 million in cost savings through our continuous improvement program, which we expect will help fund a portion of our strategic investments.

## Effective Income Tax Rate

The effective income tax rate was 16.3% in the first quarter of 2019 compared to 17.0% in the first quarter of 2018.

## CONSOLIDATED BALANCE SHEET REVIEW

**Table 5: Summarized Balance Sheet Data**

Dollars in millions	March 31 2019	December 31 2018	Change	
			\$	%
Assets				
Interest-earning deposits with banks	\$ 15,261	\$ 10,893	\$ 4,368	40 %
Loans held for sale	686	994	(308)	(31)%
Investment securities	83,869	82,701	1,168	1 %
Loans	232,293	226,245	6,048	3 %
Allowance for loan and lease losses	(2,692)	(2,629)	(63)	(2)%
Mortgage servicing rights	1,812	1,983	(171)	(9)%
Goodwill	9,218	9,218	—	—
Other, net	52,390	52,910	(520)	(1)%
Total assets	\$ 392,837	\$ 382,315	\$ 10,522	3 %
Liabilities				
Deposits	\$ 271,221	\$ 267,839	\$ 3,382	1 %
Borrowed funds	59,860	57,419	2,441	4 %
Other	13,181	9,287	3,894	42 %
Total liabilities	344,262	334,545	9,717	3 %
Equity				
Total shareholders' equity	48,536	47,728	808	2 %
Noncontrolling interests	39	42	(3)	(7)%
Total equity	48,575	47,770	805	2 %
Total liabilities and equity	\$ 392,837	\$ 382,315	\$ 10,522	3 %

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

Our balance sheet was strong and well positioned at both March 31, 2019 and December 31, 2018.

- Total assets increased driven by loan growth, higher interest-earning deposits with banks and higher investment securities;
- Total liabilities increased due to deposit growth, higher federal funds purchased and timing of securities purchases;
- Total equity increased as higher retained earnings driven by net income and higher accumulated other comprehensive income (AOCI) was partially offset by share repurchases.

The following discussion provides additional information about the major components of our balance sheet. Information regarding our capital and regulatory compliance is included in the Liquidity and Capital Management portion of the Risk Management section in this Financial Review and in Note 18 Regulatory Matters in the Notes To Consolidated Financial Statements included in our 2018 Form 10-K.

## Loans

**Table 6: Loans**

Dollars in millions	March 31	December 31	Change	
	2019	2018	\$	%
<b>Commercial lending</b>				
Commercial	\$ 122,993	\$ 116,834	\$ 6,159	5 %
Commercial real estate	28,101	28,140	(39)	—
Equipment lease financing	7,348	7,308	40	1 %
<b>Total commercial lending</b>	<b>158,442</b>	<b>152,282</b>	<b>6,160</b>	<b>4 %</b>
<b>Consumer lending</b>				
Home equity	25,500	26,123	(623)	(2)%
Residential real estate	19,107	18,657	450	2 %
Automobile	14,707	14,419	288	2 %
Credit card	6,267	6,357	(90)	(1)%
Education	3,707	3,822	(115)	(3)%
Other consumer	4,563	4,585	(22)	—
<b>Total consumer lending</b>	<b>73,851</b>	<b>73,963</b>	<b>(112)</b>	<b>—</b>
<b>Total loans</b>	<b>\$ 232,293</b>	<b>\$ 226,245</b>	<b>\$ 6,048</b>	<b>3 %</b>

Commercial loans increased reflecting broad-based growth across our Corporate Banking, Business Credit and Real Estate businesses within our Corporate & Institutional Banking segment. In Corporate Banking, commercial loans increased primarily driven by asset-backed finance securitizations as well as increased lending to large and midsize corporate clients. In Business Credit, commercial loans increased driven by new originations and higher utilization. In the Real Estate business, increased multifamily agency warehouse lending also contributed to the growth in commercial loans.

For commercial loans by industry and commercial real estate loans by geography, see Loan Portfolio Characteristics and Analysis in the Credit Risk Management portion of the Risk Management section in this Financial Review.

Consumer lending balances decreased as lower home equity loans, education loans, and credit card balances were partially offset by growth in residential real estate and automobile loans.

Home equity loans declined as paydowns and payoffs exceeded new originated volume and brokered home equity loans continued to runoff. Education loans declined primarily due to runoff of the guaranteed education loan portfolio. Credit card balances declined due to seasonally lower consumer spending.

Residential real estate loans increased primarily from originations of nonconforming loans, which are loans that do not meet government agency standards as a result of exceeding agency conforming loan limits. The growth in automobile loans was due to higher indirect auto loans as a result of continued new loan growth and expansion into franchised dealers in new markets.

For information on home equity and residential real estate loans, including by geography, and automobile loans, see Loan Portfolio Characteristics and Analysis in the Credit Risk Management portion of the Risk Management section in this Financial Review.

See the Credit Risk Management portion of the Risk Management section of this Financial Review, Note 3 Asset Quality and Note 4 Allowance for Loan and Lease Losses in our Notes To Consolidated Financial Statements included in this Report, and Note 1 Accounting Policies in our 2018 Form 10-K for additional information regarding our loan portfolio.

## Investment Securities

Investment securities of \$83.9 billion at March 31, 2019 increased \$1.2 billion, or 1%, compared to December 31, 2018, driven by net purchases of U.S. Treasury and government agency securities of \$ .9 billion and asset-backed securities of \$.6 billion, partially offset by a decline of other securities of \$.5 billion.

The level and composition of the investment securities portfolio fluctuates over time based on many factors including market conditions, loan and deposit growth, and balance sheet management activities. We manage our investment securities portfolio to optimize returns, while providing a reliable source of liquidity for our banking and other activities, considering the Liquidity Coverage Ratio (LCR) and other internal and external guidelines and constraints.

**Table 7: Investment Securities**

Dollars in millions	March 31, 2019		December 31, 2018		Ratings (a) as of March 31, 2019				
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	AAA/AA	A	BBB	BB and Lower	No Rating
U.S. Treasury and government agencies	\$ 19,621	\$ 19,778	\$ 18,862	\$ 18,863	100%				
Agency residential mortgage-backed	44,866	44,750	45,153	44,407	100%				
Non-agency residential mortgage-backed	1,983	2,278	2,076	2,365	13%	2%	2%	48%	35%
Agency commercial mortgage-backed	2,705	2,681	2,773	2,720	100%				
Non-agency commercial mortgage-backed (b)	3,304	3,308	3,177	3,145	88%	5%			7%
Asset-backed (c)	5,682	5,739	5,115	5,155	88%	3%	3%	5%	1%
Other (d)	5,181	5,325	5,670	5,753	72%	15%	9%	1%	3%
<b>Total investment securities (e)</b>	<b>\$ 83,342</b>	<b>\$ 83,859</b>	<b>\$ 82,826</b>	<b>\$ 82,408</b>	<b>95%</b>	<b>1%</b>	<b>1%</b>	<b>2%</b>	<b>1%</b>

(a) Ratings percentages allocated based on amortized cost.

(b) Collateralized primarily by retail properties, office buildings, lodging properties and multi-family housing.

(c) Collateralized primarily by corporate debt, government guaranteed education loans and other consumer credit products.

(d) Includes state and municipal securities.

(e) Includes available for sale and held to maturity securities, which are recorded on our balance sheet at fair value and amortized cost, respectively.

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

The duration of investment securities was 3.1 years at March 31, 2019. We estimate that at March 31, 2019 the effective duration of investment securities was 3.3 years for an immediate 50 basis points parallel increase in interest rates and 2.9 years for an immediate 50 basis points parallel decrease in interest rates.

Based on expected prepayment speeds, the weighted-average expected maturity of the investment securities portfolio was 4.9 years at March 31, 2019 compared to 5.3 years at December 31, 2018.

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

March 31, 2019	Years
Agency residential mortgage-backed	5.6
Non-agency residential mortgage-backed	6.2
Agency commercial mortgage-backed	4.1
Non-agency commercial mortgage-backed	2.7
Asset-backed	2.1

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

## Funding Sources

**Table 9: Details of Funding Sources**

Dollars in millions	March 31	December 31	Change	
	2019	2018	\$	%
<b>Deposits</b>				
Noninterest-bearing	\$ 71,606	\$ 73,960	\$ (2,354)	(3)%
<b>Interest-bearing</b>				
Money market	53,037	53,368	(331)	(1)%
Demand	65,643	65,211	432	1 %
Savings	61,315	56,793	4,522	8 %
Time deposits	19,620	18,507	1,113	6 %
Total interest-bearing deposits	199,615	193,879	5,736	3 %
<b>Total deposits</b>	<b>271,221</b>	<b>267,839</b>	<b>3,382</b>	<b>1 %</b>
<b>Borrowed funds</b>				
Federal Home Loan Bank (FHLB) borrowings	20,501	21,501	(1,000)	(5)%
Bank notes and senior debt	25,598	25,018	580	2 %
Subordinated debt	5,977	5,895	82	1 %
Other	7,784	5,005	2,779	56 %
<b>Total borrowed funds</b>	<b>59,860</b>	<b>57,419</b>	<b>2,441</b>	<b>4 %</b>
<b>Total funding sources</b>	<b>\$ 331,081</b>	<b>\$ 325,258</b>	<b>\$ 5,823</b>	<b>2 %</b>

Total deposits increased as growth in interest-bearing deposits was partially offset by a decrease in noninterest-bearing deposits. The increase in interest-bearing deposits reflected consumer deposit growth, including from the national retail digital strategy. Noninterest-bearing deposits decreased due to seasonal declines in commercial deposits as well as a shift of commercial deposits to interest-bearing.

Borrowed funds increased due to higher federal funds purchased, included in other borrowed funds, and bank notes and senior debt, which were partially offset by decreases in FHLB borrowings. The level and composition of borrowed funds fluctuates over time based on many factors including market conditions, loan, investment securities and deposit growth, and capital considerations. We manage our borrowed funds to provide a reliable source of liquidity for our banking and other activities, considering our LCR and other internal and external guidelines and constraints.

See the Liquidity and Capital Management portion of the Risk Management section of this Financial Review for additional information regarding our 2019 liquidity and capital activities.

## Shareholders' Equity

Total shareholders' equity was \$48.5 billion at March 31, 2019, an increase of \$.8 billion compared to December 31, 2018. The increase resulted from net income of \$1.3 billion and higher AOCI of \$.7 billion related to net unrealized securities gains, partially offset by common share repurchases of \$725 million and common and preferred dividends of \$438 million.

Common shares outstanding were 452 million and 457 million at March 31, 2019 and December 31, 2018, respectively, as repurchases of 5.9 million shares during the period were partially offset by stock-based compensation activity.

## BUSINESS SEGMENTS REVIEW

We have four reportable business segments:

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

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

Net interest income in business segment results reflects our internal funds transfer pricing methodology. Assets receive a funding charge and liabilities and capital receive a funding credit based on a transfer pricing methodology that incorporates product repricing characteristics, tenor and other factors.

Total business segment financial results differ from total consolidated net income. The impact of these differences is reflected in the “Other” category as shown in Table 71 in Note 14 Segment Reporting in Item 1 of this Report. “Other” includes residual activities that do not meet the criteria for disclosure as a separate reportable business, such as asset and liability management activities including net securities gains or losses, other-than-temporary impairment of investment securities, certain trading activities, certain runoff consumer loan portfolios, private equity investments, intercompany eliminations, certain corporate overhead, tax adjustments that are not allocated to business segments, gains or losses related to BlackRock transactions, exited businesses, and differences between business segment performance reporting and financial statement reporting (GAAP), including the presentation of net income attributable to noncontrolling interests as the segments’ results exclude their portion of net income attributable to noncontrolling interests.

## Retail Banking

Retail Banking’s core strategy is to acquire and retain customers who maintain their primary checking and transaction relationships with us. We seek to deepen relationships by meeting the broad range of our customers’ financial needs with savings, liquidity, lending, investment and retirement solutions. A strategic priority for us is to differentiate the customer experience and drive transformation and automation. A key element of our strategy is to expand the use of lower-cost alternative distribution channels, with an emphasis on digital capabilities, while continuing to optimize the traditional branch network. In addition, we have a disciplined process to continually improve the engagement of both our employees and customers, which is a strong driver of customer growth, retention and relationship expansion. In 2018, we launched our national retail digital strategy designed to grow customers with digitally-led banking and an ultra-thin branch network in markets outside of our existing retail branch network.

**Table 10: Retail Banking Table**

(Unaudited)					
Three months ended March 31					
Dollars in millions, except as noted					
	2019	2018	Change		
			\$	%	
<b>Income Statement</b>					
Net interest income	\$ 1,349	\$ 1,218	\$ 131	11 %	
Noninterest income	595	635	(40)	(6)%	
Total revenue	1,944	1,853	91	5 %	
Provision for credit losses	128	69	59	86 %	
Noninterest expense	1,468	1,456	12	1 %	
Pretax earnings	348	328	20	6 %	
Income taxes	84	79	5	6 %	
Earnings	\$ 264	\$ 249	\$ 15	6 %	
<b>Average Balance Sheet</b>					
Loans held for sale	\$ 441	\$ 652	\$ (211)	(32)%	
Loans					
Consumer					
Home equity	\$ 22,990	\$ 24,608	\$ (1,618)	(7)%	
Automobile	14,608	13,105	1,503	11 %	
Education	3,816	4,409	(593)	(13)%	
Credit cards	6,204	5,619	585	10 %	
Other	2,068	1,765	303	17 %	
Total consumer	49,686	49,506	180	—	
Commercial and commercial real estate	10,461	10,527	(66)	(1)%	
Residential mortgage	15,034	13,420	1,614	12 %	
Total loans	\$ 75,181	\$ 73,453	\$ 1,728	2 %	
Total assets	\$ 91,255	\$ 88,734	\$ 2,521	3 %	
Deposits					
Noninterest-bearing demand	\$ 30,389	\$ 29,779	\$ 610	2 %	
Interest-bearing demand	42,477	41,939	538	1 %	
Money market	26,773	32,330	(5,557)	(17)%	
Savings	53,100	43,838	9,262	21 %	
Certificates of deposit	12,381	12,082	299	2 %	
Total deposits	\$ 165,120	\$ 159,968	\$ 5,152	3 %	
<b>Performance Ratios</b>					
Return on average assets	1.17%	1.14%			
Noninterest income to total revenue	31%	34%			
Efficiency	76%	79%			

Three months ended March 31

Dollars in millions, except as noted

Supplemental Noninterest Income Information					
Consumer services	\$	277	\$	266	\$ 11 4 %
Brokerage	\$	89	\$	86	\$ 3 3 %
Residential mortgage	\$	65	\$	97	\$ (32) (33)%
Service charges on deposits	\$	162	\$	160	\$ 2 1 %
Residential Mortgage Information					
Residential mortgage servicing statistics (in billions, except as noted) (a)					
Serviced portfolio balance (b)	\$	123	\$	125	\$ (2) (2)%
Serviced portfolio acquisitions	\$	1	\$	1	— —
MSR asset value (b)	\$	1.1	\$	1.3	\$ (.2) (15)%
MSR capitalization value (in basis points) (b)		92		101	(9) (9)%
Servicing income: (in millions)					
Servicing fees, net (c)	\$	53	\$	51	\$ 2 4 %
Mortgage servicing rights valuation, net of economic hedge	\$	(9)	\$	9	\$ (18) (200)%
Residential mortgage loan statistics					
Loan origination volume (in billions)	\$	1.7	\$	1.7	— —
Loan sale margin percentage		2.35%		2.83%	
Percentage of originations represented by:					
Purchase volume (d)		56%		56%	
Refinance volume		44%		44%	
Other Information (b)					
Customer-related statistics (average)					
Non-teller deposit transactions (e)		57%		54%	
Digital consumer customers (f)		68%		64%	
Credit-related statistics					
Nonperforming assets (g)	\$	1,109	\$	1,131	\$ (22) (2)%
Net charge-offs	\$	132	\$	100	\$ 32 32 %
Other statistics					
ATMs		9,112		9,047	65 1 %
Branches (h)		2,347		2,442	(95) (4)%
Brokerage account client assets (in billions) (i)	\$	51	\$	49	\$ 2 4 %

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

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

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

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

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

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

(g) Includes nonperforming loans of \$ 1.0 billion and \$1.1 billion at March 31, 2019 and March 31, 2018, respectively.

(h) Excludes stand-alone mortgage offices and satellite offices (e.g., drive-ups, electronic branches and retirement centers) that provide limited products and/or services.

(i) Includes cash and money market balances.

Retail Banking earned \$264 million in the first three months of 2019 compared with \$249 million for the same period in 2018. The increase in earnings was attributable to higher net interest income partially offset by lower noninterest income and increased noninterest expense and provision for credit losses.

Net interest income increased primarily due to wider interest rate spreads on the value of deposits.

The decrease in noninterest income was largely attributed to lower residential mortgage noninterest income, reflecting a negative adjustment for residential mortgage servicing rights valuation, net of economic hedge, compared with a benefit in first quarter 2018, and a decline in loan sales revenue. The decline in loan sales revenue reflected lower gain on sales margins as a result of increased competition in the marketplace. In addition, the impact of negative derivative fair value adjustments related to Visa Class B common shares of \$31 million for the first quarter of 2019 compared with \$2 million in the same period in 2018 also contributed to the decrease in noninterest income. These decreases were partially offset by growth in consumer service fees, including higher debit and credit card fees, as well as higher brokerage fees and service charges on deposits.



Provision for credit losses increased in 2019 compared to 2018 primarily due to portfolio growth and reserve increases in the auto portfolio.

Higher noninterest expense primarily resulted from an increase in marketing activity, customer-related transactional costs and investments in equipment and technology.

The deposit strategy of Retail Banking is to remain disciplined on pricing and focused on growing and retaining relationship-based balances, executing on market-specific deposit growth strategies and providing a source of low-cost funding and liquidity to PNC. In the first quarter of 2019, average total deposits increased compared to the same period in 2018, as both interest-bearing and noninterest-bearing demand deposits increased. Savings deposits increased, reflecting, in part, a shift from money market deposits to relationship-based savings products as well as growth in consumer deposits, including from the national retail digital strategy. Certificates of deposit increased slightly due to shifts in consumer preferences to time deposits.

Retail Banking average total loans increased in the first quarter of 2019 compared with the same period in 2018.

- Average residential mortgages increased as a result of growth in nonconforming residential mortgage loans.
- Average automobile loans increased primarily due to strong new indirect auto loan volumes, including in our Southeast and new markets, as well as growth in direct auto loans.
- Average credit card balances increased as we continued to focus on our long-term objective of deepening penetration within our existing customer base.
- Average home equity loans decreased as paydowns and payoffs on loans exceeded new originated volume.
- Average education loans decreased driven by a decline in the runoff portfolio of government guaranteed education loans.
- Average commercial and commercial real estate loans declined as paydowns and payoffs on loans exceeded new volume.

Retail Banking continues to enhance the customer experience with refinements to product and service offerings that drive value for consumers and small businesses. We are focused on meeting the financial needs of our customers by providing a broad range of liquidity, banking and investment products. In 2018, Retail Banking launched its national retail digital strategy by offering a high yield savings account in markets outside of our existing retail branch network and opened a retail location in Kansas City. Deposit balances generated through the national retail digital strategy totaled \$1.2 billion as of March 31, 2019.

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

- Approximately 68% of consumer customers used non-teller channels for the majority of their transactions in the first three months of 2019 compared with 64% for the same period in 2018.
- Deposit transactions via ATM and mobile channels increased to 57% of total deposit transactions versus 54% for the same period in 2018.

Retail Banking continues to make progress on its multi-year initiative to redesign the home lending process. In 2019, the home equity origination cycle will be the focus as we enhance current capabilities in order to improve speed of delivery and convenience for customers.

## Corporate & Institutional Banking

Corporate & Institutional Banking's strategy is to be the leading relationship-based provider of traditional banking products and services to its customers through the economic cycles. We aim to grow our market share and drive higher returns by delivering value-added solutions that help our clients better run their organizations, all while maintaining prudent risk and expense management. We continue to focus on building client relationships where the risk-return profile is attractive.

**Table 11: Corporate & Institutional Banking Table**

(Unaudited)					
Three months ended March 31					
Dollars in millions					
	2019	2018	Change		
			\$	%	
<b>Income Statement</b>					
Net interest income	\$ 898	\$ 882	\$ 16	2 %	
Noninterest income	576	547	29	5 %	
Total revenue	1,474	1,429	45	3 %	
Provision for credit losses	71	41	30	73 %	
Noninterest expense	686	653	33	5 %	
Pretax earnings	717	735	(18)	(2)%	
Income taxes	165	172	(7)	(4)%	
Earnings	\$ 552	\$ 563	\$ (11)	(2)%	
<b>Average Balance Sheet</b>					
Loans held for sale	\$ 347	\$ 1,189	\$ (842)	(71)%	
Loans					
Commercial	\$ 108,641	\$ 100,802	\$ 7,839	8 %	
Commercial real estate	25,971	26,732	(761)	(3)%	
Equipment lease financing	7,264	7,845	(581)	(7)%	
Total commercial lending	141,876	135,379	6,497	5 %	
Consumer	20	77	(57)	(74)%	
Total loans	\$ 141,896	\$ 135,456	\$ 6,440	5 %	
Total assets	\$ 157,169	\$ 151,909	\$ 5,260	3 %	
Deposits					
Noninterest-bearing demand	\$ 39,551	\$ 45,896	\$ (6,345)	(14)%	
Money market	25,630	23,406	2,224	10 %	
Other	23,374	18,592	4,782	26 %	
Total deposits	\$ 88,555	\$ 87,894	\$ 661	1 %	
<b>Performance Ratios</b>					
Return on average assets	1.42%	1.50%			
Noninterest income to total revenue	39%	38%			
Efficiency	47%	46%			
<b>Other Information</b>					
Consolidated revenue from: (a)					
Treasury Management (b)	\$ 445	\$ 419	\$ 26	6 %	
Capital Markets (b)	\$ 246	\$ 258	\$ (12)	(5)%	
Commercial mortgage banking activities:					
Commercial mortgage loans held for sale (c)	\$ 15	\$ 14	\$ 1	7 %	
Commercial mortgage loan servicing income (d)	54	55	(1)	(2)%	
Commercial mortgage servicing rights valuation, net of economic hedge (e)	5	4	1	25 %	
Total	\$ 74	\$ 73	\$ 1	1 %	
Commercial mortgage servicing rights asset value (f)	\$ 681	\$ 723	\$ (42)	(6)%	
Average Loans by C&IB business (g)					
Corporate Banking	\$ 71,089	\$ 65,548	\$ 5,541	8 %	
Real Estate	36,357	37,252	(895)	(2)%	
Business Credit	21,728	20,197	1,531	8 %	
Commercial Banking	8,118	8,118	—	—	
Other	4,604	4,341	263	6 %	
Total average loans	\$ 141,896	\$ 135,456	\$ 6,440	5 %	
<b>Credit-related statistics</b>					
Nonperforming assets (f) (h)	\$ 388	\$ 508	\$ (120)	(24)%	
Net charge-offs	\$ 5	\$ 9	\$ (4)	(44)%	

- (a) See the additional revenue discussion regarding treasury management, capital markets-related products and services, and commercial mortgage banking activities in the Product Revenue section of this Corporate & Institutional Banking section.
- (b) Includes amounts reported in net interest income and noninterest income.
- (c) Includes other noninterest income for valuations on commercial mortgage loans held for sale and related commitments, derivative valuations, originations fees, gains on sale of loans held for sale and net interest income on loans held for sale.
- (d) Includes net interest income and noninterest income (primarily in corporate service fees) from loan servicing net of reduction in commercial mortgage servicing rights due to amortization expense and payoffs. Commercial mortgage servicing rights valuation, net of economic hedge is shown separately.
- (e) Amounts are reported in corporate service fees.
- (f) As of March 31.
- (g) As a result of our first quarter 2019 C&IB business realignment, average loans previously reported as Equipment Finance were reclassified to other C&IB businesses for all periods presented.
- (h) Includes nonperforming loans of \$.4 billion at both March 31, 2019 and March 31, 2018.

Corporate & Institutional Banking earned \$552 million in the first three months of 2019 compared to \$563 million for the same period in 2018. The decrease was primarily due to higher noninterest expense and a higher provision for credit losses, partially offset by higher revenue.

Net interest income increased in the comparison, primarily due to wider interest rate spreads on the value of deposits and higher average loan balances, partially offset by narrower interest rate spreads on the value of loans.

Growth in noninterest income was primarily driven by higher merger and acquisition advisory fees and treasury management product revenue. An equity investment gain in the first quarter of 2019 also contributed to the increase in noninterest income. These increases were partially offset by lower revenue from credit valuations on customer-related derivative activities.

The increase in provision for credit losses reflected loan growth, including new loans and increased utilization. Overall, credit quality remained stable, as nonperforming assets and net charge-offs declined in the comparison.

Noninterest expense increased largely due to investments in strategic initiatives and variable costs associated with increased business activity.

Average loans increased primarily due to strong growth in Corporate Banking and Business Credit:

- Corporate Banking provides lending, treasury management and capital markets-related products and services to mid-sized and large corporations, and government and not-for-profit entities. Average loans for this business grew in the comparison reflecting increased lending to large and mid-sized corporate clients as well as strong production in asset-backed financing.
- PNC Real Estate provides banking, financing and servicing solutions for commercial real estate clients across the country. Average loans for this business decreased primarily driven by project loan payoffs, partially offset by higher commercial mortgage balances.
- PNC Business Credit provides asset-based lending. The loan portfolio is relatively high yielding, with acceptable risk as the loans are mainly secured by short-term assets. Average loans for this business increased in the comparison as increased utilization and new originations were partially offset by payoffs.
- Commercial Banking provides lending, treasury management and capital markets-related products and services to smaller corporations and businesses. Average loans for this business were relatively unchanged.

The deposit strategy of Corporate & Institutional Banking is to remain disciplined on pricing and focused on growing and retaining relationship-based balances over time, executing on customer and segment-specific deposit growth strategies and continuing to provide funding and liquidity to PNC. Average total deposits increased in the comparison driven by growth in interest-bearing deposits reflecting, in part, a shift from noninterest-bearing deposits in the rising rate environment. We continue to monitor and balance the relationship between increases to rates paid and the overall profitability of our deposit balances.

Corporate & Institutional Banking is expanding its Corporate Banking business, focused on the middle market and larger sectors. We plan to expand into the Boston and Phoenix markets in 2019. This follows expansion into Denver, Houston and Nashville in 2018 and Dallas, Kansas City and Minneapolis in 2017. These locations complement Corporate & Institutional Banking national businesses with a significant presence in these cities, and build on past successes in the markets where PNC's retail banking presence was limited, such as in the Southeast. Our full suite of commercial products and services is offered in these locations.

## Product Revenue

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

The Treasury Management business provides payables, receivables, deposit and account services, liquidity and investments, and online and mobile banking products and services to our clients. Treasury management revenue is reported in noninterest income and net interest income. Noninterest income includes treasury management product revenue less earnings credits provided to customers on compensating deposit balances used to pay for products and services. Net interest income primarily includes revenue from all treasury management customer deposit balances. Compared with the first three months of 2018, treasury management revenue increased primarily due to interest rate spread expansion on deposit balances and higher product revenue.

Capital markets-related products and services include foreign exchange, derivatives, securities underwriting, loan syndications, mergers and acquisitions advisory and equity capital markets advisory related services. Capital markets-related revenue decreased in the comparison, primarily due to lower revenue from credit valuations on customer-related derivatives activities, loan syndications and corporate securities, partially offset by higher merger and acquisition advisory fees.

Commercial mortgage banking activities include revenue derived from commercial mortgage servicing (including net interest income and noninterest income) and revenue derived from commercial mortgage loans held for sale and related hedges. Total revenue from commercial mortgage banking activities was stable with the first quarter of 2018.

## Asset Management Group

Asset Management Group is focused on being a premier bank-held individual and institutional asset manager in each of the markets it serves. The business seeks to deliver high quality banking, trust and investment management services to our high net worth, ultra high net worth and institutional client sectors through a broad array of products and services. Asset Management Group's priorities are to serve our clients' financial objectives, grow and deepen customer relationships and deliver solid financial performance with prudent risk and expense management.

**Table 12: Asset Management Group Table**

(Unaudited)					
Three months ended March 31					
Dollars in millions, except as noted					
	2019	2018	Change		
			\$	%	
<b>Income Statement</b>					
Net interest income	\$ 70	\$ 74	\$ (4)	(5)%	
Noninterest income	217	226	(9)	(4)%	
Total revenue	287	300	(13)	(4)%	
Provision for credit losses (benefit)	(1)	(7)	6	*	
Noninterest expense	230	225	5	2 %	
Pretax earnings	58	82	(24)	(29)%	
Income taxes	13	20	(7)	(35)%	
Earnings	\$ 45	\$ 62	\$ (17)	(27)%	
<b>Average Balance Sheet</b>					
Loans					
Consumer	\$ 4,362	\$ 4,785	\$ (423)	(9)%	
Commercial and commercial real estate	752	733	19	3 %	
Residential mortgage	1,723	1,517	206	14 %	
Total loans	\$ 6,837	\$ 7,035	\$ (198)	(3)%	
Total assets	\$ 7,259	\$ 7,499	\$ (240)	(3)%	
Deposits					
Noninterest-bearing demand	\$ 1,388	\$ 1,466	\$ (78)	(5)%	
Interest-bearing demand	3,076	3,540	(464)	(13)%	
Money market	2,036	2,577	(541)	(21)%	
Savings	5,723	4,613	1,110	24 %	
Other	697	305	392	129 %	
Total deposits	\$ 12,920	\$ 12,501	\$ 419	3 %	
<b>Performance Ratios</b>					
Return on average assets	2.51%	3.35%			
Noninterest income to total revenue	76%	75%			
Efficiency	80%	75%			
<b>Supplemental Noninterest Income Information</b>					
Asset management fees	\$ 212	\$ 222	\$ (10)	(5)%	
<b>Other Information</b>					
Nonperforming assets (a) (b)	\$ 48	\$ 52	\$ (4)	(8)%	
Net charge-offs	\$ 1	\$ 6	\$ (5)	(83)%	
<b>Client Assets Under Administration</b> (in billions) (a) (c)					
Discretionary client assets under management	\$ 158	\$ 148	\$ 10	7 %	
Nondiscretionary client assets under administration	130	129	1	1 %	
Total	\$ 288	\$ 277	\$ 11	4 %	
Discretionary client assets under management					
Personal	\$ 95	\$ 92	\$ 3	3 %	
Institutional	63	56	7	13 %	
Total	\$ 158	\$ 148	\$ 10	7 %	

\* - Not meaningful

(a) As of March 31.

(b) Includes nonperforming loans of \$ 47 million at both March 31, 2019 and March 31, 2018.

(c) Excludes brokerage account client assets.

Asset Management Group earned \$45 million in the first three months of 2019 compared to \$62 million for the same period in 2018. Earnings decreased due to a decline in revenue and an increase in noninterest expense and the provision for credit losses.

Lower revenue was driven by a decline in asset management fees due to changes in the mix of assets under management.

Noninterest expense increased primarily attributable to higher personnel expenses.

Asset Management Group's discretionary client assets under management increased in the comparison to the prior year, primarily attributable to higher equity markets as of March 31, 2019 and the impact of net business activities.

The Asset Management Group strives to be the leading relationship-based provider of investment, planning, banking and fiduciary services to wealthy individuals and institutions by proactively delivering value-added ideas, solutions and exceptional service.

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

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

## **BlackRock**

We hold an equity investment in BlackRock, a leading publicly-traded investment management firm. Information related to our equity investment in BlackRock follows:

**Table 13: BlackRock Table**

(Unaudited)			
Three months ended March 31			
Dollars in millions		2019	2018
Business segment earnings (a)	\$	197	\$ 197
PNC's economic interest in BlackRock (b)		22%	22%
(a) Includes our share of BlackRock's reported GAAP earnings net of income taxes on those earnings incurred by us.			
(b) At March 31.			
In billions			
		March 31, 2019	December 31, 2018
Carrying value of our investment in BlackRock (c)	\$	8.2	\$ 8.2
Market value of our investment in BlackRock (d)	\$	14.9	\$ 13.7
(c) We account for our investment in BlackRock under the equity method of accounting, exclusive of a related deferred tax liability of \$ 1.7 billion at both March 31, 2019 and December 31, 2018. Our voting interest in BlackRock common stock was approximately 22% at March 31, 2019.			
(d) Does not include liquidity discount.			

In addition, in the first quarter of 2019 we transferred to BlackRock our remaining 143,458 shares of BlackRock Series C Preferred Stock, which were available to fund our obligation in connection with certain BlackRock long-term incentive plan (LTIP) programs.

Our 2018 Form 10-K includes additional information about our investment in BlackRock.

## **RISK MANAGEMENT**

The Risk Management section included in Item 7 of our 2018 Form 10-K describes our enterprise risk management framework including risk culture, enterprise strategy, risk governance and framework, risk identification, risk assessment, risk controls and monitoring, and risk aggregation and reporting. Additionally, our 2018 Form 10-K provides an analysis of our key areas of risk, which include but are not limited to credit, liquidity and capital, market, operational and compliance.

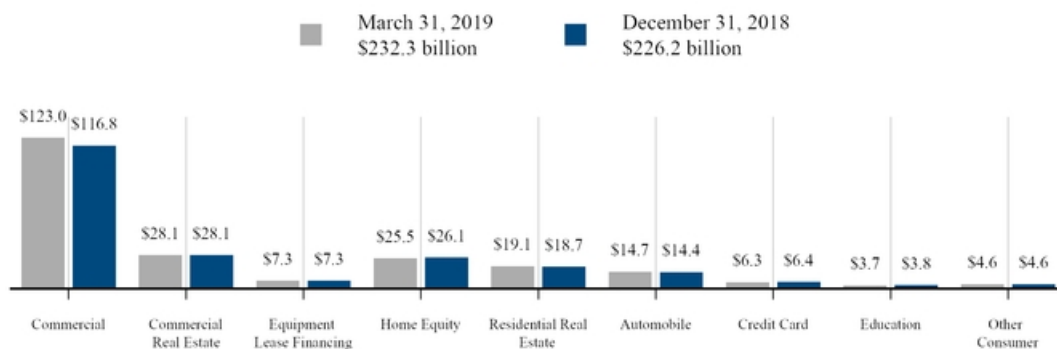
## **Credit Risk Management**

See the Credit Risk Management portion of the Risk Management section in our 2018 Form 10-K for additional discussion regarding credit risk.

## Loan Portfolio Characteristics and Analysis

**Table 14: Details of Loans**

In billions



We use several asset quality indicators, as further detailed in Note3 Asset Quality, to monitor and measure our exposure to credit risk within our loan portfolio. The following provides additional information about our significant loan classes.

### Commercial

Commercial loans comprised 53% and 52% of our total loan portfolio at March 31, 2019 and December 31, 2018, respectively. The majority of our commercial loans are secured by collateral that provides a secondary source of repayment for the loan should the borrower experience cash generation difficulties. Examples of this collateral include short-term assets, such as accounts receivable, inventory and securities, and long-lived assets, such as equipment, real estate and other business assets.

We actively manage our commercial loans to assess any changes (both positive and negative) in the level of credit risk at both the borrower and portfolio level. To evaluate the level of credit risk, we assign internal risk ratings reflecting our estimates of the borrower's probability of default (PD) and loss given default (LGD) for each related credit facility. This two-dimensional credit risk rating methodology provides granularity in the risk monitoring process and is updated on an ongoing basis through our credit risk management processes. In addition to continual monitoring of the level of credit risk, we also monitor concentrations of credit risk pertaining to both specific industries and geography that may exist in our portfolio. Our portfolio remains stable and well-diversified as shown in the following table which provides a breakout of our commercial loans by industry classification (classified based on the North American Industry Classification System (NAICS)).

**Table 15: Commercial Loans by Industry**

Dollars in millions	March 31, 2019		December 31, 2018	
	Amount	% of Total	Amount	% of Total
<b>Commercial</b>				
Manufacturing	\$ 22,575	18%	\$ 21,207	18%
Retail/wholesale trade	21,655	18	20,850	18
Service providers	15,266	12	14,869	13
Real estate related (a)	12,287	10	12,312	11
Financial services	10,475	9	9,500	8
Health care	8,731	7	8,886	8
Transportation and warehousing	6,744	5	5,781	5
Other industries	25,260	21	23,429	19
<b>Total commercial loans</b>	<b>\$ 122,993</b>	<b>100%</b>	<b>\$ 116,834</b>	<b>100%</b>

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

### Commercial Real Estate

Commercial real estate loans comprised \$6.3 billion of real estate project loans, \$6.9 billion of intermediate term financing loans and \$14.9 billion related to commercial mortgages as of March 31, 2019. Comparable amounts were \$6.6 billion, \$7.1 billion and \$14.4 billion, respectively, as of December 31, 2018.

We monitor credit risk associated with our commercial real estate loans similar to commercial loans by analyzing PD and LGD. Additionally, risks associated with these types of credit activities tend to be correlated to the loan structure, collateral location, project progress and business environment. These attributes are also monitored and utilized in assessing credit risk. The portfolio is geographically diverse due to the nature of our business involving clients throughout the U.S. The following table presents our commercial real estate loans by geographic market and property type.

**Table 16: Commercial Real Estate Loans by Geography and Property Type**

Dollars in millions	March 31, 2019		December 31, 2018	
	Amount	% of Total	Amount	% of Total
<b>Geography</b>				
California	\$ 4,131	15%	\$ 4,154	15%
Florida	2,235	8	2,157	8
Maryland	1,922	7	1,966	7
Virginia	1,683	6	1,682	6
Texas	1,689	6	1,531	5
Illinois	1,211	4	1,368	5
Pennsylvania	1,068	4	1,214	4
New York	1,065	4	1,151	4
Ohio	1,146	4	1,053	4
North Carolina	899	3	915	3
All other states	11,052	39	10,949	39
Total commercial real estate loans	\$ 28,101	100%	\$ 28,140	100%
<b>Property Type</b>				
Multifamily	\$ 8,588	31%	\$ 8,770	31%
Office	7,398	26	7,279	26
Retail	3,980	14	4,065	14
Hotel/Motel	1,666	6	1,686	6
Industrial/Warehouse	1,803	6	1,678	6
Senior Housing	1,201	4	1,092	4
Mixed Use	964	3	933	3
Other	2,501	10	2,637	10
Total commercial real estate loans	\$ 28,101	100%	\$ 28,140	100%

#### Home Equity

Home equity loans comprised \$15.0 billion of primarily variable-rate home equity lines of credit and \$10.5 billion of closed-end home equity installment loans at March 31, 2019. Comparable amounts were \$15.5 billion and \$10.6 billion, respectively, as of December 31, 2018.

We track borrower performance monthly, including obtaining original loan-to-value ratios (LTV), updated FICO scores at least quarterly, updated LTVs at least semi-annually, and other credit metrics at least quarterly, including the historical performance of any related mortgage loans regardless of lien position that we do or do not hold. This information is used for internal reporting and risk management. For internal reporting and risk management we also segment the population into pools based on product type (e.g., home equity loans, brokered home equity loans, home equity lines of credit, brokered home equity lines of credit). As part of our overall risk analysis and monitoring, we also segment the portfolio based upon the loan delinquency, nonperforming status, modification and bankruptcy status, FICO scores, LTV, lien position and geographic concentration.

The portfolio is primarily originated within markets located in the Mid-Atlantic, Midwest, and Southeast, with less than 5% of the portfolio in states outside of those markets at March 31, 2019. The credit quality of newly originated loans over the last twelve months was strong overall as evidenced by a weighted-average LTV on originations of 67% and a weighted-average FICO score of 772.

The credit performance of the majority of the home equity portfolio where we hold the first lien position is superior to the portion of the portfolio where we hold the second lien position, but do not hold the first lien. Lien position information is generally based upon original LTV at the time of origination. We use an industry-leading third-party service provider to obtain updated loan, lien and collateral data that is aggregated from public and private sources.



The following table presents our home equity loans by geographic market and lien type.

**Table 17: Home Equity Loans by Geography and by Lien Priority**

Dollars in millions	March 31, 2019		December 31, 2018	
	Amount	% of Total	Amount	% of Total
<b>Geography</b>				
Pennsylvania	\$ 5,989	23%	\$ 6,160	24%
New Jersey	3,837	15	3,935	15
Ohio	3,012	12	3,095	12
Illinois	1,587	6	1,634	6
Maryland	1,450	6	1,481	6
Michigan	1,311	5	1,340	5
Florida	1,216	5	1,227	5
North Carolina	1,126	4	1,161	4
Kentucky	1,012	4	1,040	4
Indiana	826	3	845	3
All other states	4,134	17	4,205	16
Total home equity loans	\$ 25,500	100%	\$ 26,123	100%
<b>Lien type</b>				
1st lien		58%		58%
2nd lien		42		42
Total		100%		100%

#### Residential Real Estate

Residential real estate loans primarily consisted of residential mortgage loans at both March 31, 2019 and December 31, 2018.

We track borrower performance of this portfolio monthly similar to home equity loans. This information is used for internal reporting and risk management. For internal reporting and risk management we also segment the mortgage portfolio into pools based on product type (e.g., nonconforming, conforming). As part of our overall risk analysis and monitoring, we also segment the portfolio based upon loan delinquency, nonperforming status, modification and bankruptcy status, FICO scores, LTV and geographic concentrations. Loan performance is evaluated by source originators and loan servicers.

The credit quality of newly originated loans that we retained on our balance sheet over the last twelve months was strong overall as evidenced by a weighted-average LTV on originations of 71% and a weighted-average FICO score of 769.

The following table presents our residential real estate loans by geographic market.

**Table 18: Residential Real Estate Loans by Geography**

Dollars in millions	March 31, 2019		December 31, 2018	
	Amount	% of Total	Amount	% of Total
<b>Geography</b>				
California	\$ 4,975	26%	\$ 4,666	25%
New Jersey	1,679	9	1,649	9
Florida	1,540	8	1,544	8
Illinois	1,145	6	1,161	6
Pennsylvania	1,039	5	1,031	6
New York	955	5	956	5
Maryland	906	5	913	5
North Carolina	850	4	854	5
Virginia	834	4	825	4
Ohio	681	4	682	4
All other states	4,503	24	4,376	23
Total residential real estate loans	\$ 19,107	100%	\$ 18,657	100%

We originate residential mortgage loans nationwide through our national mortgage business as well as within our branch network. Residential mortgage loans underwritten to government agency standards, including conforming loan amount limits, are typically sold

with servicing retained by us. We also originate nonconforming residential mortgage loans that do not meet government agency standards, which we retain on our balance sheet. The nonconforming residential mortgage portfolio had strong credit quality at March 31, 2019 with an average original LTV of 70% and an average original FICO score of 772. Our portfolio of nonconforming residential mortgage loans totaled \$13.1 billion at March 31, 2019 with 32% located in California.

#### Automobile

Within auto loans, \$13.2 billion resided in the indirect auto portfolio while \$1.5 billion were in the direct auto portfolio as of March 31, 2019. Comparable amounts as of December 31, 2018 were \$12.9 billion and \$1.5 billion, respectively. The indirect auto portfolio relates to loan applications originated through franchised automobile dealers. This business is strategically aligned with our core retail banking business.

We continue to focus on borrowers with strong credit profiles as evidenced by a weighted-average loan origination FICO score over the last twelve months of 742 for indirect auto loans and 763 for direct auto loans. The weighted-average term of loan originations over the last twelve months was 74 months for indirect auto loans and 62 months for direct auto loans. We offer both new and used automobile financing to customers through our various channels. At both March 31, 2019 and December 31, 2018, the portfolio was composed of 53% new vehicle loans and 47% used vehicle loans.

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

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

#### Nonperforming Assets

Nonperforming assets include nonperforming loans and leases for which ultimate collectability of the full amount of contractual principal and interest is not probable and include nonperforming troubled debt restructurings (TDRs), other real estate owned (OREO) and foreclosed assets. Loans held for sale, certain government insured or guaranteed loans, purchased impaired loans and loans accounted for under the fair value option are excluded from nonperforming loans. Additional information regarding our nonperforming loans and nonaccrual policies is included in Note 1 Accounting Policies in the Notes To Consolidated Financial Statements in our 2018 Form 10-K. A summary of the major categories of nonperforming assets are presented in Table 19. See Note 3 Asset Quality in the Notes To Consolidated Financial Statements in this Report for further detail of nonperforming asset categories.

**Table 19: Nonperforming Assets by Type**

Dollars in millions	March 31, 2019	December 31, 2018	Change	
			\$	%
<b>Nonperforming loans</b>				
Commercial lending	\$ 430	\$ 432	\$ (2)	—
Consumer lending (a)	1,223	1,262	(39)	(3)%
Total nonperforming loans	1,653	1,694	(41)	(2)%
<b>OREO and foreclosed assets</b>	132	114	18	16 %
Total nonperforming assets	\$ 1,785	\$ 1,808	\$ (23)	(1)%
TDRs included in nonperforming loans	\$ 869	\$ 863	\$ 6	1 %
Percentage of total nonperforming loans	53 %	51 %		
Nonperforming loans to total loans	.71 %	.75 %		
Nonperforming assets to total loans, OREO and foreclosed assets	.77 %	.80 %		
Nonperforming assets to total assets	.45 %	.47 %		
Allowance for loan and lease losses to total nonperforming loans	163 %	155 %		

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

**Table 20: Change in Nonperforming Assets**

In millions	2019		2018	
January 1	\$	1,808	\$	2,035
New nonperforming assets		287		249
Charge-offs and valuation adjustments		(164)		(137)
Principal activity, including paydowns and payoffs		(92)		(81)
Asset sales and transfers to loans held for sale		(13)		(29)
Returned to performing status		(41)		(33)
March 31	\$	1,785	\$	2,004

As of March 31, 2019, approximately 87% of total nonperforming loans were secured by collateral which lessened reserve requirements and is expected to reduce credit losses in the event of default. As of March 31, 2019, commercial lending nonperforming loans were carried at approximately 72% of their unpaid principal balance, due to charge-offs recorded to date, before consideration of the Allowance for loan and lease losses (ALLL).

Within consumer lending nonperforming loans, residential real estate TDRs comprised 77% and 81% of total residential real estate nonperforming loans at March 31, 2019 and December 31, 2018, respectively. Home equity TDRs comprised 47% of home equity nonperforming loans at both March 31, 2019 and December 31, 2018. TDRs generally remain in nonperforming status until a borrower has made at least six consecutive months of both principal and interest payments under the modified terms or ultimate resolution occurs. Loans where borrowers have been discharged from personal liability through Chapter 7 bankruptcy and have not formally reaffirmed their loan obligations to us and loans to borrowers not currently obligated to make both principal and interest payments under the restructured terms are not returned to accrual status.

At March 31, 2019, our largest nonperforming asset was \$35 million in the Information industry and the ten largest individual nonperforming assets represented 11% of total nonperforming assets.

#### Loan Delinquencies

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

**Table 21: Accruing Loans Past Due (a)**

Dollars in millions	Amount				Percentage of Total Loans Outstanding	
	March 31 2019	December 31 2018	Change		March 31 2019	December 31 2018
			\$	%		
Early stage loan delinquencies						
Accruing loans past due 30 to 59 days	\$ 634	\$ 585	\$ 49	8 %	.27%	.26%
Accruing loans past due 60 to 89 days	212	271	(59)	(22)%	.09%	.12%
Total	846	856	(10)	(1)%	.36%	.38%
Late stage loan delinquencies						
Accruing loans past due 90 days or more	590	629	(39)	(6)%	.25%	.28%
Total	\$ 1,436	\$ 1,485	\$ (49)	(3)%	.62%	.66%

(a) Past due loan amounts include government insured or guaranteed loans of \$.6 billion at March 31, 2019 and \$.7 billion at December 31, 2018.

Accruing loans past due 90 days or more are not included in nonperforming loans and continue to accrue interest because they are well secured by collateral and are in the process of collection, or are managed in homogeneous portfolios with specified charge-off timeframes adhering to regulatory guidelines, or are certain government insured or guaranteed loans.

#### **Troubled Debt Restructurings and Loan Modifications**

##### Troubled Debt Restructurings

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

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

**Table 22: Summary of Troubled Debt Restructurings (a)**

Dollars in millions			Change	
	March 31 2019	December 31 2018	\$	%
Total commercial lending	\$ 456	\$ 409	\$ 47	11 %
Total consumer lending	1,412	1,442	(30)	(2)%
Total TDRs	\$ 1,868	\$ 1,851	\$ 17	1 %
Nonperforming	\$ 869	\$ 863	\$ 6	1 %
Accruing (b)	999	988	11	1 %
Total TDRs	\$ 1,868	\$ 1,851	\$ 17	1 %

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

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

Excluded from TDRs are \$1.1 billion of consumer loans held for sale, loans accounted for under the fair value option and pooled purchased impaired loans, as well as certain government insured or guaranteed loans at both March 31, 2019 and December 31, 2018. Nonperforming TDRs represented approximately 53% and 51% of total nonperforming loans at March 31, 2019 and December 31, 2018, respectively, while representing 47% of total TDRs at both March 31, 2019 and December 31, 2018. The remaining portion of TDRs represents TDRs that have been returned to accrual status after performing under the restructured terms for at least six consecutive months.

See Note 3 Asset Quality in the Notes to Consolidated Financial Statements in this Report for additional information on TDRs. See the Credit Risk Management portion of the Risk Management section in our 2018 Form 10-K for information related to loan modifications.

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

We maintain an ALLL to absorb losses from the loan and lease portfolio and determine this allowance based on quarterly assessments of the estimated probable credit losses incurred in the loan and lease portfolio. Our total ALLL of \$2.7 billion at March 31, 2019 consisted of \$1.7 billion and \$1.0 billion established for the commercial lending and consumer lending categories, respectively. We maintain the ALLL at a level that we believe to be appropriate to absorb estimated probable credit losses incurred in the loan and lease portfolio as of the balance sheet date. The reserve calculation and determination process is dependent on the use of key assumptions. Key reserve assumptions and estimation processes react to and are influenced by observed changes in loan and lease portfolio performance experience, the financial strength of the borrower and economic conditions. Key reserve assumptions and estimation processes are periodically updated.

Reserves are established for non-impaired commercial loan classes based primarily on PD and LGD.

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

Allowances for non-impaired consumer loan classes are primarily based upon transition matrices, including using a roll-rate model. The roll-rate model uses statistical relationships, calculated from historical data that estimate the movement of loan outstandings through the various stages of delinquency and ultimately charge-off.

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

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

- Industry concentrations and conditions,
- Changes in market conditions,
- Recent credit quality trends,
- Recent loss experience in particular portfolios, including specific and unique events,
- Recent macro-economic factors,
- Model imprecision,
- Changes in lending policies and procedures,
- Timing of available information, including the performance of first lien positions, and
- Limitations of available historical data.

Our determination of the ALLL for non-impaired loans is sensitive to the risk grades assigned to commercial loans and loss rates for consumer loans. There are several other qualitative and quantitative factors considered in determining the ALLL. Periodically, reserve sensitivity analyses are performed. Such analyses provide insight into the impact of adverse changes to risk grades and loss rates. Given the current processes used, we believe the risk grades and loss rates currently assigned are appropriate.

Purchased impaired loans are initially recorded at fair value and applicable accounting guidance prohibits the carryover or creation of valuation allowances at acquisition. Because the initial fair values of these loans already reflect a credit component, additional reserves are established when performance is expected to be worse than our expectations as of the acquisition date. At March 31, 2019, we had established reserves of \$.3 billion for purchased impaired loans. In addition, loans (purchased impaired and non-impaired) acquired after January 1, 2009 were recorded at fair value. No allowance for loan losses was carried over and no allowance was created at the date of acquisition.

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

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

See Note 1 Accounting Policies in our 2018 Form 10-K and Note 3 Asset Quality in the Notes To Consolidated Financial Statements in this Report for further information on certain key asset quality indicators that we use to evaluate our portfolios and establish the allowances.

**Table 23: Allowance for Loan and Lease Losses**

Dollars in millions	2019	2018
January 1	\$ 2,629	\$ 2,611
Total net charge-offs	(136)	(113)
Provision for credit losses	189	92
Net decrease / (increase) in allowance for unfunded loan commitments and letters of credit	6	7
Other	4	7
March 31	\$ 2,692	\$ 2,604
Net charge-offs to average loans (for the three months ended) (annualized)	.24%	.21%
Ratio of ALLL to total loans	1.16%	1.18%
Commercial lending net charge-offs	\$ (12)	\$ (10)
Consumer lending net charge-offs	(124)	(103)
Total net charge-offs	\$ (136)	\$ (113)
Net charge-offs to average loans (for the three months ended) (annualized)		
Commercial lending	.03%	.03%
Consumer lending	.68%	.57%

The ALLL balance increases or decreases across periods in relation to fluctuating risk factors, including asset quality trends, net charge-offs and changes in aggregate portfolio balances. During the first three months of 2019, overall credit quality remained strong, which resulted in an essentially flat ALLL balance as of March 31, 2019 compared to December 31, 2018.

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

**Table 24: Loan Charge-Offs and Recoveries**

Three months ended March 31 Dollars in millions	Gross Charge-offs	Recoveries	Net Charge-offs / (Recoveries)	Percent of Average Loans (Annualized)
<b>2019</b>				
Commercial	\$ 25	\$ 14	\$ 11	.04 %
Commercial real estate	3	3		
Equipment lease financing	3	2	1	.06 %
Home equity	23	18	5	.08 %
Residential real estate	2	3	(1)	(.02) %
Automobile	58	26	32	.89 %
Credit card	67	7	60	3.91 %
Education	6	2	4	.43 %
Other consumer	28	4	24	2.13 %
Total	\$ 215	\$ 79	\$ 136	.24 %
<b>2018</b>				
Commercial	\$ 28	\$ 16	\$ 12	.04 %
Commercial real estate	6	6		
Equipment lease financing	2	4	(2)	(.10) %
Home equity	28	21	7	.10 %
Residential real estate	2	4	(2)	(.05) %
Automobile	38	17	21	.65 %
Credit card	56	6	50	3.60 %
Education	9	2	7	.64 %
Other consumer	24	4	20	1.85 %
Total	\$ 193	\$ 80	\$ 113	.21 %

See Note 1 Accounting Policies in our 2018 Form 10-K and Note 4 Allowance for Loan and Lease Losses in the Notes To Consolidated Financial Statements in this Report for additional information on the ALLL.

### **Liquidity and Capital Management**

Liquidity risk, including our liquidity monitoring measures and tools, is described in further detail in the Liquidity and Capital Management section of our 2018 Form 10-K.

One of the ways we monitor our liquidity is by reference to the LCR, a regulatory minimum liquidity requirement designed to ensure that covered banking organizations maintain an adequate level of liquidity to meet net liquidity needs over the course of a hypothetical 30-day stress scenario. The LCR is calculated by dividing the amount of an institution's high quality, unencumbered liquid assets (HQLA), as defined and calculated in accordance with the LCR rules, by its estimated net cash outflows, with net cash outflows determined by applying the assumed outflow factors in the LCR rules. The resulting quotient is expressed as a percentage. The minimum LCR that PNC and PNC Bank are required to maintain is 100%. PNC and PNC Bank calculate the LCR daily, and as of March 31, 2019, the LCR for PNC and PNC Bank exceeded the requirement of 100%.

We provide additional information regarding regulatory liquidity requirements and their potential impact on us in the Supervision and Regulation section of Item 1 Business and Item 1A Risk Factors of our 2018 Form 10-K.

### **Sources of Liquidity**

Our largest source of liquidity on a consolidated basis is the customer deposit base generated by our banking businesses. These deposits provide relatively stable and low-cost funding. Total deposits increased to \$271.2 billion at March 31, 2019 from \$267.8 billion at December 31, 2018 driven by growth in interest-bearing deposits partially offset by a decrease in noninterest-bearing deposits. See the Funding Sources portion of the Consolidated Balance Sheet Review section of this Financial Review for additional information related to our deposits. Additionally, certain assets determined by us to be liquid as well as unused borrowing capacity from a number of sources are also available to manage our liquidity position.

At March 31, 2019, our liquid assets consisted of short-term investments (federal funds sold, resale agreements, trading securities and interest-earning deposits with banks) totaling \$21.3 billion and securities available for sale totaling \$65.1 billion. The level of liquid assets fluctuates over time based on many factors, including market conditions, loan and deposit growth and balance sheet

management activities. Our liquid assets included \$1.6 billion of securities available for sale and trading securities pledged as collateral to secure public and trust deposits, repurchase agreements and for other purposes. In addition, \$4.4 billion of securities held to maturity were also pledged as collateral for these purposes.

We also obtain liquidity through various forms of funding, including long-term debt (senior notes, subordinated debt and FHLB borrowings) and short-term borrowings (securities sold under repurchase agreements, commercial paper and other short-term borrowings). See Note 10 Borrowed Funds in our 2018 Form 10-K and the Funding Sources section of the Consolidated Balance Sheet Review for additional information related to our borrowings.

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

**Table 25: Senior and Subordinated Debt**

In billions	2019
January 1	\$ 30.9
Issuances	2.1
Calls and maturities	(1.8)
Other	.4
March 31	\$ 31.6

#### Bank Liquidity

Under PNC Bank's 2014 bank note program, as amended, PNC Bank may from time to time offer up to \$40.0 billion aggregate principal amount outstanding at any one time of its unsecured senior and subordinated notes with maturity dates more than nine months (in the case of senior notes) and five years or more (in the case of subordinated notes) from their date of issue. At March 31, 2019, PNC Bank had \$23.8 billion of notes outstanding under this program of which \$19.6 billion were senior bank notes and \$4.2 billion were subordinated bank notes. The following table details issuances for the three months ended March 31, 2019.

**Table 26: PNC Bank Notes Issued**

Issuance Date	Amount	Description of Issuance
March 12, 2019	\$1.1 billion	Floating rate senior notes with a maturity date of March 12, 2021. Interest is payable at the 3-month LIBOR rate, reset quarterly, plus a spread of .35% on March 12, June 12, September 12 and December 12 of each year, beginning on June 12, 2019.

PNC Bank maintains additional secured borrowing capacity with the FHLB-Pittsburgh and through the Federal Reserve Bank discount window. The Federal Reserve Bank, however, is not viewed as a primary means of funding our routine business activities, but rather as a potential source of liquidity in a stressed environment or during a market disruption. At March 31, 2019, our unused secured borrowing capacity at the FHLB-Pittsburgh and the Federal Reserve Bank totaled \$2.1 billion.

PNC Bank has the ability to offer up to \$10.0 billion of its commercial paper to provide additional liquidity. As of March 31, 2019, there were no issuances outstanding under this program.

#### Parent Company Liquidity

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

As of March 31, 2019, available parent company liquidity totaled \$5.2 billion. Parent company liquidity is primarily held in intercompany short-term investments, the terms of which provide for the availability of cash in 31 days or less. Investments with longer durations may also be acquired, but if so, the related maturities are aligned with scheduled cash needs, such as the maturity of parent company debt obligations.

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

- Bank-level capital needs,
- Laws and regulations,
- Corporate policies,
- Contractual restrictions, and
- Other factors.

There are statutory and regulatory limitations on the ability of a national bank to pay dividends or make other capital distributions or to extend credit to the parent company or its non-bank subsidiaries. The amount available for dividend payments by PNC Bank to the parent company without prior regulatory approval was approximately \$2.7 billion at March 31, 2019. See Note 18 Regulatory Matters in the Notes To Consolidated Financial Statements in our 2018 Form 10-K for a further discussion of these limitations.

In addition to dividends from PNC Bank, other sources of parent company liquidity include cash and investments, as well as dividends and loan repayments from other subsidiaries and dividends or distributions from equity investments. We can also generate liquidity for the parent company and PNC's non-bank subsidiaries through the issuance of debt and equity securities, including certain capital instruments, in public or private markets and commercial paper. The parent company has the ability to offer up to \$5.0 billion of commercial paper to provide additional liquidity. As of March 31, 2019, there were no commercial paper issuances outstanding.

The parent company has an effective shelf registration statement pursuant to which we can issue additional debt, equity and other capital instruments. Under this shelf registration statement, on January 23, 2019, the parent company issued \$750 million in senior notes with a maturity date of January 23, 2024. Interest is payable semi-annually at a fixed rate of 3.50% per annum, on January 23 and July 23 of each year, beginning July 23, 2019. On February 15, 2019 the parent company issued an additional \$300 million of these notes bringing the outstanding principal amount of the series to \$1.05 billion.

Parent company senior and subordinated debt outstanding totaled \$7.8 billion and \$6.7 billion at March 31, 2019 and December 31, 2018, respectively.

#### Contractual Obligations and Commitments

We have contractual obligations representing required future payments on borrowed funds, time deposits, leases, pension and postretirement benefits and purchase obligations. See the Liquidity and Capital Management portion of the Risk Management section in our 2018 Form 10-K for more information on these future cash outflows. Additionally, in the normal course of business we have various commitments outstanding, certain of which are not included on our Consolidated Balance Sheet. We provide information on our commitments in Note 13 Commitments in the Notes To Consolidated Financial Statements of this Report.

#### Credit Ratings

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

In general, rating agencies base their ratings on many quantitative and qualitative factors, including capital adequacy, liquidity, asset quality, business mix, level and quality of earnings, and the current legislative and regulatory environment, including implied government support. A decrease, or potential decrease, in credit ratings could impact access to the capital markets and/or increase the cost of debt, and thereby adversely affect liquidity and financial condition.

**Table 27: Credit Ratings for PNC and PNC Bank**

	March 31, 2019		
	Moody's	Standard & Poor's	Fitch
<b>PNC</b>			
Senior debt	A3	A-	A+
Subordinated debt	A3	BBB+	A
Preferred stock	Baa2	BBB-	BBB-
<b>PNC Bank</b>			
Senior debt	A2	A	A+
Subordinated debt	A3	A-	A
Long-term deposits	Aa2	A	AA-
Short-term deposits	P-1	A-1	F1+
Short-term notes	P-1	A-1	F1

#### Capital Management

Detailed information on our capital management processes and activities, including additional information on our previous CCAR submissions and capital plans, is included in the Capital Management portion of the Risk Management section in our 2018 Form 10-K.

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



In connection with the capital plan accepted by the Federal Reserve as part of our 2018 CCAR submission, we repurchased 5.9 million common shares for \$725 million in the first quarter of 2019. As of March 31, 2019, PNC has repurchased a total of 15.3 million shares for \$2.0 billion under current share repurchase programs that will end June 30, 2019.

We paid dividends on common stock of \$438 million, or \$.95 per common share, during the first quarter of 2019. On April 4, 2019, the PNC Board of Directors declared a quarterly common stock cash dividend of \$.95 per share with a payment date of May 5, 2019.

**Table 28: Basel III Capital**

Dollars in millions	Basel III March 31, 2019
<b>Common equity Tier 1 capital</b>	
Common stock plus related surplus, net of treasury stock	\$ 4,810
Retained earnings	39,742
Accumulated other comprehensive income (loss) for securities currently, and those transferred from, available for sale	419
Accumulated other comprehensive income (loss) for pension and other postretirement plans	(418)
Goodwill, net of associated deferred tax liabilities	(9,021)
Other disallowed intangibles, net of deferred tax liabilities	(239)
Other adjustments/(deductions)	(163)
<b>Total common equity Tier 1 capital before threshold deductions</b>	<b>35,130</b>
Total threshold deductions	(3,074)
<b>Common equity Tier 1 capital</b>	<b>\$ 32,056</b>
<b>Additional Tier 1 capital</b>	
Preferred stock plus related surplus	3,990
Other adjustments/(deductions)	(157)
<b>Tier 1 capital</b>	<b>\$ 35,889</b>
<b>Additional Tier 2 capital</b>	
Qualifying subordinated debt	3,731
Trust preferred capital securities	60
Eligible credit reserves includable in Tier 2 capital	2,971
<b>Total Basel III capital</b>	<b>\$ 42,651</b>
<b>Risk-weighted assets</b>	
Basel III standardized approach risk-weighted assets (a)	\$ 328,128
Basel III advanced approaches risk-weighted assets (b)	\$ 298,889
<b>Average quarterly adjusted total assets</b>	<b>\$ 373,374</b>
<b>Supplementary leverage exposure (c)</b>	<b>\$ 448,129</b>
<b>Basel III risk-based capital and leverage ratios (d)</b>	
Common equity Tier 1	9.8%
Tier 1	10.9%
Total (e)	13.0%
Leverage (f)	9.6%
Supplementary leverage ratio (g)	8.0%

(a) Includes credit and market risk-weighted assets.

(b) Basel III advanced approaches risk-weighted assets are calculated based on the Basel III advanced approaches rules, and include credit, market, and operational risk-weighted assets. During the parallel run qualification phase, PNC has refined the data, models, and internal processes used as part of the advanced approaches for determining risk-weighted assets.

(c) Supplementary leverage exposure is the sum of Adjusted average assets and certain off-balance sheet exposures including undrawn credit commitments and derivative potential future exposures.

(d) For comparative purposes only, the advanced approaches Basel III Common equity Tier 1, Tier 1 risk-based and Total risk-based ratios for March 31, 2019 were 10.7%, 12.0% and 13.3%, respectively.

(e) The 2019 Basel III Total risk-based capital ratio includes nonqualifying trust preferred capital securities of \$60 million that are subject to a phase-out period that runs through 2021. For comparative purposes only, as of March 31, 2019 the ratio was 13.0%, assuming nonqualifying trust preferred capital securities are phased out.

(f) Leverage ratio is calculated based on Tier 1 capital divided by Average quarterly adjusted total assets.

(g) Supplementary leverage ratio is calculated based on Tier 1 capital divided by Supplementary leverage exposure.

Because PNC remains in the parallel run qualification phase for the advanced approaches, our regulatory risk-based capital ratios in 2019 are calculated using the standardized approach for determining risk-weighted assets. Under the standardized approach for determining credit risk-weighted assets, exposures are generally assigned a pre-defined risk weight. Exposures to high volatility commercial real estate, past due exposures and equity exposures are generally subject to higher risk weights than other types of

exposures. Once we exit parallel run, our regulatory risk-based capital ratios will be the lower of the ratios calculated under the standardized approach and the advanced approaches.

Under the Basel III rules applicable to PNC, significant common stock investments in unconsolidated financial institutions (for PNC, primarily BlackRock), mortgage servicing rights and deferred tax assets must be deducted from capital (net of associated deferred tax liabilities) to the extent they individually exceed 10%, or in the aggregate exceed 15%, of the institution's adjusted common equity Tier 1 capital. Also, Basel III regulatory capital includes AOCI related to securities currently, and those transferred from, available for sale, as well as pension and other postretirement plans.

Federal banking regulators have stated that they expect the largest U.S. bank holding companies (BHCs), including PNC, to have a level of regulatory capital well in excess of the regulatory minimum and have required the largest U.S. BHCs, including PNC, to have a capital buffer sufficient to withstand losses and allow them to meet the credit needs of their customers through estimated stress scenarios. We seek to manage our capital consistent with these regulatory principles, and believe that our March 31, 2019 capital levels were aligned with them.

At March 31, 2019, PNC and PNC Bank, our sole bank subsidiary, were both considered “well capitalized,” based on applicable U.S. regulatory capital ratio requirements. To qualify as “well capitalized”, PNC must have Basel III capital ratios of at least 6% for Tier 1 risk-based capital and 10% for Total risk-based capital, and PNC Bank must have Basel III capital ratios of at least 6.5% for Common equity Tier 1 risk-based capital, 8% for Tier 1 risk-based capital, 10% for Total risk-based capital and a Leverage ratio of at least 5%.

We provide additional information regarding regulatory capital requirements and some of their potential impacts on us in the Supervision and Regulation section of Item 1 Business, Item 1A Risk Factors and Note 18 Regulatory Matters in our 2018 Form 10-K.

### **Market Risk Management**

See the Market Risk Management portion of the Risk Management Section in our 2018 Form 10-K for additional discussion regarding market risk.

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

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

The interest rates that we pay on customer deposits have risen in recent quarters as a result of higher short-term market interest rates. The rates paid on commercial deposits have had a higher correlation to increases in short-term interest rates, as compared to the rates paid on consumer deposits. During the remainder of 2019, we anticipate that the rates paid on our consumer deposits will continue to reflect any increases in short-term interest rates, although at a slower pace than previous years given the current Federal Reserve interest rate outlook. The rates paid on customer deposits are also impacted by factors including the level of interest rates, competition for deposits, new product offerings, changes in business strategies and customer migration to higher rate accounts.

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

Sensitivity results and market interest rate benchmarks for the first quarters of 2019 and 2018 follow.

**Table 29: Interest Sensitivity Analysis**

	First Quarter 2019	First Quarter 2018
<b>Net Interest Income Sensitivity Simulation (a)</b>		
Effect on net interest income in first year from gradual interest rate change over the following 12 months of:		
100 basis point increase	1.5 %	2.5 %
100 basis point decrease	(2.2)%	(3.1)%
Effect on net interest income in second year from gradual interest rate change over the preceding 12 months of:		
100 basis point increase	4.0 %	4.3 %
100 basis point decrease	(6.6)%	(7.0)%
<b>Duration of Equity Model (a)</b>		
Base case duration of equity (in years)	(3.7)	(.7)
<b>Key Period-End Interest Rates</b>		
One-month LIBOR	2.49 %	1.88 %
Three-month LIBOR	2.60 %	2.31 %
Three-year swap	2.31 %	2.66 %

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

In addition to measuring the effect on net interest income assuming parallel changes in current interest rates, we routinely simulate the effects of a number of nonparallel interest rate environments. Table 30 reflects the percentage change in net interest income over the next two 12-month periods assuming (i) the PNC Economist's most likely rate forecast, (ii) implied market forward rates and (iii) yield curve slope flattening (a 100 basis point yield curve slope flattening between one-month and ten-year rates superimposed on current base rates) scenario.

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

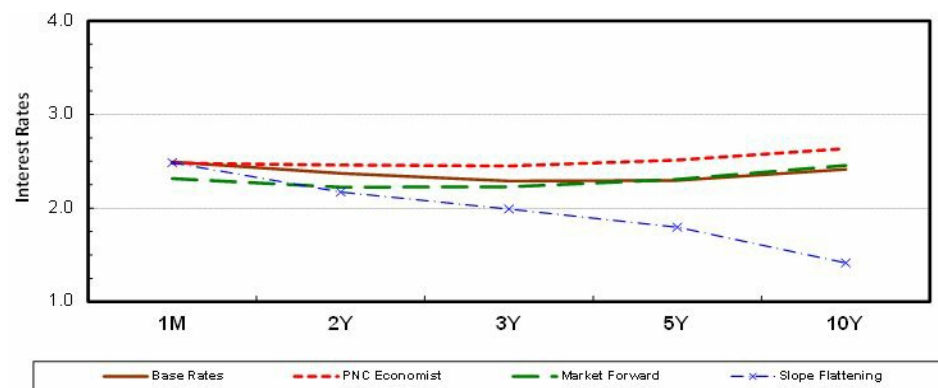
**Table 30: Net Interest Income Sensitivity to Alternative Rate Scenarios**

	March 31, 2019		
	PNC Economist	Market Forward	Slope Flattening
First year sensitivity	.3 %	.3 %	(.8)%
Second year sensitivity	1.4 %	(.3)%	(3.7)%

When forecasting net interest income, we make assumptions about interest rates and the shape of the yield curve, the volume and characteristics of new business and the behavior of existing on- and off-balance sheet positions. These assumptions determine the future level of simulated net interest income in the base interest rate scenario and the other interest rate scenarios presented in Tables 29 and 30. These simulations assume that as assets and liabilities mature, they are replaced or repriced at then current market rates.

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

**Table 31: Alternate Interest Rate Scenarios: One Year Forward**



The first quarter 2019 interest sensitivity analyses indicate that our Consolidated Balance Sheet is positioned to benefit from an increase in interest rates and an upward sloping interest rate yield curve. We believe that we have the deposit funding base and balance sheet flexibility to adjust, where appropriate and permissible, to changing interest rates and market conditions.

#### Market Risk Management – Customer-Related Trading Risk

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

We use value-at-risk (VaR) as the primary means to measure and monitor market risk in customer-related trading activities. VaR is used to estimate the probability of portfolio losses based on the statistical analysis of historical market risk factors. A diversified VaR reflects empirical correlations across different asset classes. We calculate a diversified VaR at a 95% confidence interval and the results for the first three months of 2019 and 2018 were within our acceptable limits.

See the Market Risk Management – Customer-Related Trading Risk section of our 2018 Form 10-K for more information on our models used to calculate VaR and our backtesting process.

Customer related trading revenue was \$48 million for the first quarter of 2019 compared to \$77 million for the first quarter in 2018. The decrease was primarily due to the impact of changes in credit valuations for customer-related derivative activities and lower foreign exchange and derivative client sales revenue.

#### Market Risk Management – Equity And Other Investment Risk

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

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

A summary of our equity investments follows:

**Table 32: Equity Investments Summary**

Dollars in millions			Change	
			\$	%
BlackRock	\$	8,080	\$ 8,016	\$ 64 1 %
Tax credit investments		2,057	2,219	(162) (7)%
Private equity and other		2,430	2,659	(229) (9)%
Total	\$	12,567	\$ 12,894	\$ (327) (3)%

#### BlackRock

We owned approximately 35 million common stock equivalent shares of BlackRock equity at March 31, 2019, accounted for under the equity method. The Business Segments Review section of this Financial Review includes additional information about BlackRock.

#### Tax Credit Investments

Included in our equity investments are direct tax credit investments and equity investments held by consolidated entities. These tax credit investment balances included unfunded commitments totaling \$.7 billion and \$.8 billion at March 31, 2019 and December 31, 2018, respectively. These unfunded commitments are included in Other liabilities on our Consolidated Balance Sheet.

Note 2 Loan Sale and Servicing Activities and Variable Interest Entities in the Notes To Consolidated Financial Statements in our 2018 Form 10-K has further information on Tax Credit Investments.

#### Private Equity and Other

The majority of our other equity investments consists of our private equity portfolio. The private equity portfolio is an illiquid portfolio consisting of mezzanine and equity investments that vary by industry, stage and type of investment. Private equity investments carried at estimated fair value totaled \$1.4 billion and \$1.5 billion at March 31, 2019 and December 31, 2018, respectively. As of March 31, 2019, \$1.2 billion was invested directly in a variety of companies and \$.2 billion was invested indirectly through various private equity funds. See the Supervision and Regulation section in Item 1 of our 2018 Form 10-K for discussion of the potential impacts of the Volcker Rule provisions of Dodd-Frank on our interests in and of private funds covered by the Volcker Rule.

Included in our other equity investments are Visa Class B common shares, which are recorded at cost. Visa Class B common shares that we own are transferable only under limited circumstances until they can be converted into shares of the publicly-traded Class A common shares, which cannot happen until the resolution of the pending interchange litigation. Based upon the March 31, 2019 per share closing price of \$156.19 for a Visa Class A common share, the estimated value of our total investment in the Class B common shares was approximately \$895 million at the current conversion rate of Visa B shares to Visa A shares, while our cost basis was not significant. See Note 6 Fair Value and Note 19 Legal Proceedings in the Notes To Consolidated Financial Statements in Item 8 of our 2018 10-K for additional information regarding our Visa agreements. The estimated value does not represent fair value of the Visa B common shares given the share's limited transferability and the lack of observable transactions in the marketplace.

We also have certain other equity investments, the majority of which represent investments in affiliated and non-affiliated funds with both traditional and alternative investment strategies. Net gains related to these investments were not significant at March 31, 2019 and March 31, 2018.

#### **Financial Derivatives**

We use a variety of financial derivatives as part of the overall asset and liability risk management process to help manage exposure to market (primarily interest rate) and credit risk inherent in our business activities. We also enter into derivatives with customers to facilitate their risk management activities.

Financial derivatives involve, to varying degrees, market and credit risk. Derivatives represent contracts between parties that usually require little or no initial net investment and result in one party delivering cash or another type of asset to the other party based on a notional and an underlying as specified in the contract. Therefore, cash requirements and exposure to credit risk are significantly less than the notional amount on these instruments.

Further information on our financial derivatives is presented in Note 1 Accounting Policies and Note 6 Fair Value in our Notes To Consolidated Financial Statements in our 2018 Form 10-K and in Note 6 Fair Value and Note 9 Financial Derivatives in the Notes To Consolidated Financial Statements in this Report.

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

#### **RECENT REGULATORY DEVELOPMENTS**

On March 6, 2019, the Federal Reserve released a final rule amending its capital plan rule. Under the final rule, the capital plan that PNC files in connection with the annual CCAR exercise, including the capital plan submitted on April 5, 2019 in connection with the 2019 CCAR exercise, is no longer subject to a potential objection by the Federal Reserve based on qualitative factors.

In a separate action on the same date, the Federal Reserve also affirmed a countercyclical capital buffer of 0% applicable under its regulatory capital rules to PNC and other BHCs with at least \$250 billion in total consolidated assets or more than \$10 billion in on-balance sheet foreign exposure. For more information on the capital plan rule, the CCAR exercise and the countercyclical capital buffer see the Supervision and Regulation section in Item 1 Business of our 2018 Form 10-K.

On March 29, 2019, the FDIC released two proposals for public comment that would amend its (i) enhanced deposit insurance recordkeeping requirements for insured depository institutions (IDIs) with at least 2 million deposit accounts, including PNC Bank,

and (ii) deposit insurance recordkeeping requirements for joint deposit accounts applicable to all IDIs. Among other things, the proposals would revise the attestation requirement under the deposit insurance recordkeeping rules and allow covered IDIs to elect to extend the April 1, 2020 compliance date for the deposit insurance recordkeeping requirements by up to one year.

In April, the Federal Reserve and FDIC requested public comment on proposed rules that would tailor the resolution plan requirements for BHCs with at least \$100 billion in total consolidated assets under Sec. 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act. Under the proposal, PNC generally would be required to submit a resolution plan to the Federal Reserve and FDIC on a triennial cycle, with the scope of the submissions alternating between a full and a targeted submission from one triennial cycle to the next. The agencies, however, could jointly adjust the timeline for submissions or request interim updates between filings. As proposed, these changes would become effective no later than November 24, 2019 and, once effective, PNC's first full resolution plan submission under the proposal would be due July 1, 2021.

On April 16, 2019, the FDIC requested comment on an advance notice of proposed rulemaking that would alter the FDIC's separate resolution plan requirements for IDIs with total consolidated assets of at least \$50 billion (covered IDIs), including PNC Bank. Under the proposal, covered IDIs would potentially be grouped into three categories. The proposal requests comment on what metrics or characteristics could be used to classify covered IDIs into these groups. The proposal would also potentially change the content and submission requirements of resolution plans for some of the groups. The proposal also would delay the requirement for PNC Bank (as well as other covered IDIs) to file a resolution plan under the FDIC's current rules until a future date to be specified by the FDIC. For more information on the resolution planning requirements applicable to PNC and PNC Bank see the Supervision and Regulation section in Item 1 Business of our 2018 Form 10-K.

## CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Note 1 Accounting Policies of our 2018 Form 10-K describes the most significant accounting policies that we use to prepare our consolidated financial statements. Certain of these policies require us to make estimates or economic assumptions that may vary under different assumptions or conditions and such variations may significantly affect our reported results and financial position for the period or in future periods.

The following critical accounting policies and judgments are described in more detail in Critical Accounting Estimates and Judgments in Item 7 of our 2018 Form 10-K:

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

## Recently Issued Accounting Standards

Accounting Standards Update (ASU)	Description	Financial Statement Impact
<b>Credit Losses - ASU 2016-13</b>  Issued June 2016	<ul style="list-style-type: none"> <li>Required effective date of January 1, 2020.<sup>(a)</sup></li> <li>Requires the use of an expected credit loss methodology; specifically, current expected credit losses (CECL) for the remaining life of the asset will be recognized at the time of origination or acquisition.</li> <li>Methodology will apply to loans, debt securities, and other financial assets and net investment in leases not accounted for at fair value through net income. It will also apply to off-balance sheet credit exposures except for unconditionally cancellable commitments.</li> <li>In-scope assets will be presented at the net amount expected to be collected after deducting the allowance for credit losses from the amortized cost basis of the assets.</li> <li>Requires enhanced credit quality disclosures including disaggregation of credit quality indicators by vintage.</li> <li>Requires a modified retrospective approach through a cumulative-effect adjustment to retained earnings as of the beginning of the year of adoption.</li> </ul>	<ul style="list-style-type: none"> <li>We did not adopt the standard at its early adoption date of January 2019.</li> <li>We established a company-wide, cross-functional governance structure in the third quarter of 2016, which oversees overall strategy for implementation of CECL.</li> <li>We have prepared preliminary CECL accounting policies and interpretations, and continue to refine and test our models, estimation techniques, data, operational processes and controls to be used in preparing the CECL estimates.</li> <li>We expect that we will be able to test-run our key processes by the end of the second quarter of 2019, pending any unforeseen circumstances or significant changes to the requirements. During 2019, we expect to continually address any gaps in our interpretations, methodology, data and operational processes based upon our reviews and tests.</li> <li>We are also participating in the FASB's standard setting activity related to CECL. The FASB has issued a proposed ASU for technical corrections related to financial instruments, which has an impact on the implementation of CECL related to treatment of recoveries, accrued interest receivables and some disclosure requirements. We are awaiting final guidance from the FASB, and expect to be able to implement any changes.</li> <li>We believe that given current conditions, our credit loss reserves will increase primarily for longer duration consumer loans, due to the difference between loss emergence periods currently used versus the remaining life of the asset required under CECL. We will continue to refine our estimates throughout 2019, as CECL models and techniques are implemented and the results are vetted. We continue to believe that total credit loss reserves will increase at the adoption date and that the magnitude of the increase will depend upon the nature and characteristics of the portfolio at the adoption date, as well as macroeconomic conditions and forecasts at that date.</li> </ul>
<b>Goodwill - ASU 2017-04</b>  Issued January 2017	<ul style="list-style-type: none"> <li>Required effective date of January 1, 2020.<sup>(a)</sup></li> <li>Eliminates Step 2 from the goodwill impairment test to simplify the subsequent measurement of goodwill under which a loss was recognized only if the estimated implied fair value of the goodwill is below its carrying value.</li> <li>Requires impairment to be recognized if the carrying amount exceeds the reporting unit's fair value.</li> </ul>	<ul style="list-style-type: none"> <li>We plan to adopt the standard on its effective date and we do not expect the adoption of this standard to impact our consolidated results of operations or our consolidated financial position.</li> </ul>

(a) Early adoption is permitted.

## Recently Adopted Accounting Standards

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

## OFF-BALANCE SHEET ARRANGEMENTS AND VARIABLE INTEREST ENTITIES

We engage in a variety of activities that involve entities that are not consolidated or otherwise reflected in our Consolidated Balance Sheet that are generally referred to as off-balance sheet arrangements. Additional information on these types of activities is included in our 2018 Form 10-K and in Note2 Loan Sale and Servicing Activities and Variable Interest Entities and Note 13 Commitments in the Notes To Consolidated Financial Statements included in this Report.

A summary and further description of variable interest entities (VIEs) is included in Note 1 Accounting Policies and Note2 Loan Sale and Servicing Activities and Variable Interest Entities in our 2018 Form 10-K.

## **Trust Preferred Securities**

See Note 10 Borrowed Funds in the Notes To Consolidated Financial Statements in our 2018 Form 10-K for additional information on trust preferred securities issued by PNC Capital Trust C including information on contractual limitations potentially imposed on payments (including dividends) with respect to PNC's equity securities.

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

As of March 31, 2019, we performed an evaluation under the supervision of and with the participation of our management, including the Chairman, President and Chief Executive Officer and the Executive Vice President and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures and of changes in our internal control over financial reporting.

Based on that evaluation, our Chairman, President and Chief Executive Officer and our Executive Vice President and Chief Financial Officer concluded that our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) were effective as of March 31, 2019, and that there has been no change in PNC's internal control over financial reporting that occurred during the first quarter of 2019 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **GLOSSARY OF TERMS**

For a glossary of terms commonly used in our filings, please see the glossary of terms included in our 2018 Form 10-K.

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

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

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

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

- Our businesses, financial results and balance sheet values are affected by business and economic conditions, including the following:
  - Changes in interest rates and valuations in debt, equity and other financial markets.
  - Disruptions in the U.S. and global financial markets.
  - Actions by the Federal Reserve Board, U.S. Treasury and other government agencies, including those that impact money supply and market interest rates.
  - Changes in customer behavior due to recently enacted tax legislation, changing business and economic conditions or legislative or regulatory initiatives.
  - Changes in customers', suppliers' and other counterparties' performance and creditworthiness.
  - Impact of tariffs and other trade policies of the U.S. and its global trading partners.
  - Slowing or reversal of the current U.S. economic expansion.
  - Commodity price volatility.
- Our forward-looking financial statements are subject to the risk that economic and financial market conditions will be substantially different than those we are currently expecting and do not take into account potential legal and regulatory contingencies. These statements are based on our views that:
  - U.S. economic growth has accelerated over the past two years to above its long-run trend.
  - Growth is expected to rebound in the second quarter following a soft first quarter 2019, and slow over the remaining course of 2019 and into 2020.
  - Further gradual improvement in the labor market will occur this year, including job gains and rising wages, which would be a positive indicator for consumer spending.
  - Trade restrictions and geopolitical concerns are downside risks to the forecast.
  - Inflation has slowed in early 2019, to below the FOMC's 2% objective, but is expected to rise in the second half of the year.
  - Our baseline forecast is for no change to the federal funds rate in 2019 and 2020, with the rate staying in its current range of 2.25 to 2.50%.



- Our ability to take certain capital actions, including returning capital to shareholders, is subject to review by the Federal Reserve Board as part of our comprehensive capital plan for the applicable period in connection with the Federal Reserve Board's CCAR process and to the acceptance of such capital plan and non-objection to such capital actions by the Federal Reserve Board.
- Our regulatory capital ratios in the future will depend on, among other things, the company's financial performance, the scope and terms of final capital regulations then in effect and management actions affecting the composition of our balance sheet. In addition, our ability to determine, evaluate and forecast regulatory capital ratios, and to take actions (such as capital distributions) based on actual or forecasted capital ratios, will be dependent at least in part on the development, validation and regulatory approval of related models.
- Legal and regulatory developments could have an impact on our ability to operate our businesses, financial condition, results of operations, competitive position, reputation, or pursuit of attractive acquisition opportunities. Reputational impacts could affect matters such as business generation and retention, liquidity, funding, and ability to attract and retain management. These developments could include:
  - Changes resulting from legislative and regulatory reforms, including changes affecting oversight of the financial services industry, consumer protection, pension, bankruptcy and other industry aspects, and changes in accounting policies and principles.
  - Changes to regulations governing bank capital and liquidity standards.
  - Unfavorable resolution of legal proceedings or other claims and regulatory and other governmental investigations or other inquiries. These matters may result in monetary judgments or settlements or other remedies, including fines, penalties, restitution or alterations in our business practices, and in additional expenses and collateral costs, and may cause reputational harm to us.
  - Results of the regulatory examination and supervision process, including our failure to satisfy requirements of agreements with governmental agencies.
  - Impact on business and operating results of any costs associated with obtaining rights in intellectual property claimed by others and of adequacy of our intellectual property protection in general.
- Business and operating results are affected by our ability to identify and effectively manage risks inherent in our businesses, including, where appropriate, through effective use of systems and controls, third-party insurance, derivatives, and capital management techniques, and to meet evolving regulatory capital and liquidity standards.
- Business and operating results also include impacts relating to our equity interest in BlackRock, Inc. and rely to a significant extent on information provided to us by BlackRock. Risks and uncertainties that could affect BlackRock are discussed in more detail by BlackRock in its SEC filings.
- We grow our business in part through acquisitions and new strategic initiatives. Risks and uncertainties include those presented by the nature of the business acquired and strategic initiative, including in some cases those associated with our entry into new businesses or new geographic or other markets and risks resulting from our inexperience in those new areas, as well as risks and uncertainties related to the acquisition transactions themselves, regulatory issues, and the integration of the acquired businesses into PNC after closing.
- Competition can have an impact on customer acquisition, growth and retention and on credit spreads and product pricing, which can affect market share, deposits and revenues. Our ability to anticipate and respond to technological changes can also impact our ability to respond to customer needs and meet competitive demands.
- Business and operating results can also be affected by widespread natural and other disasters, pandemics, dislocations, terrorist activities, system failures, security breaches, cyberattacks or international hostilities through impacts on the economy and financial markets generally or on us or our counterparties specifically.

We provide greater detail regarding these as well as other factors in our 2018 Form 10-K and elsewhere in this Report, including in the Risk Factors and Risk Management sections and the Legal Proceedings and Commitments Notes of the Notes To Consolidated Financial Statements in these reports. Our forward-looking statements may also be subject to other risks and uncertainties, including those discussed elsewhere in this Report or in our other filings with the SEC.

**CONSOLIDATED INCOME STATEMENT**  
THE PNC FINANCIAL SERVICES GROUP, INC.

Unaudited In millions, except per share data	Three months ended March 31	
	2019	2018
<b>Interest Income</b>		
Loans	\$ 2,602	\$ 2,228
Investment securities	620	512
Other	206	178
Total interest income	3,428	2,918
<b>Interest Expense</b>		
Deposits	472	213
Borrowed funds	481	344
Total interest expense	953	557
Net interest income	2,475	2,361
<b>Noninterest Income</b>		
Asset management	437	455
Consumer services	371	357
Corporate services	462	429
Residential mortgage	65	97
Service charges on deposits	168	167
Other	308	245
Total noninterest income	1,811	1,750
Total revenue	4,286	4,111
<b>Provision For Credit Losses</b>	189	92
<b>Noninterest Expense</b>		
Personnel	1,414	1,354
Occupancy	215	218
Equipment	273	273
Marketing	65	55
Other	611	627
Total noninterest expense	2,578	2,527
Income before income taxes and noncontrolling interests	1,519	1,492
Income taxes	248	253
Net income	1,271	1,239
Less: Net income attributable to noncontrolling interests	10	10
Preferred stock dividends	63	63
Preferred stock discount accretion and redemptions	1	1
Net income attributable to common shareholders	\$ 1,197	\$ 1,165
<b>Earnings Per Common Share</b>		
Basic	\$ 2.62	\$ 2.45
Diluted	\$ 2.61	\$ 2.43
<b>Average Common Shares Outstanding</b>		
Basic	455	473
Diluted	456	476

See accompanying Notes To Consolidated Financial Statements.

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

THE PNC FINANCIAL SERVICES GROUP, INC.

Unaudited In millions	Three months ended March 31	
	2019	2018
Net income	\$ 1,271	\$ 1,239
Other comprehensive income (loss), before tax and net of reclassifications into Net income:		
Net unrealized gains (losses) on non-OTTI securities	639	(646)
Net unrealized gains (losses) on OTTI securities	9	14
Net unrealized gains (losses) on cash flow hedge derivatives	100	(193)
Pension and other postretirement benefit plan adjustments	145	63
Other	34	27
Other comprehensive income (loss), before tax and net of reclassifications into Net income	927	(735)
Income tax benefit (expense) related to items of other comprehensive income	(207)	178
Other comprehensive income (loss), after tax and net of reclassifications into Net income	720	(557)
Comprehensive income	1,991	682
Less: Comprehensive income (loss) attributable to noncontrolling interests	10	10
Comprehensive income attributable to PNC	\$ 1,981	\$ 672

See accompanying Notes To Consolidated Financial Statements.

# **CONSOLIDATED BALANCE SHEET** THE PNC FINANCIAL SERVICES GROUP, INC.

Unaudited		March 31	December 31
In millions, except par value		2019	2018
<b>Assets</b>			
Cash and due from banks	\$	5,062	\$ 5,608
Interest-earning deposits with banks		15,261	10,893
Loans held for sale (a)		686	994
Investment securities – available for sale		65,051	63,389
Investment securities – held to maturity		18,818	19,312
Loans (a)		232,293	226,245
Allowance for loan and lease losses		(2,692)	(2,629)
Net loans		229,601	223,616
Equity investments (b)		12,567	12,894
Mortgage servicing rights		1,812	1,983
Goodwill		9,218	9,218
Other (a)		34,761	34,408
Total assets	\$	392,837	\$ 382,315
<b>Liabilities</b>			
Deposits			
Noninterest-bearing	\$	71,606	\$ 73,960
Interest-bearing		199,615	193,879
Total deposits		271,221	267,839
Borrowed funds			
Federal Home Loan Bank borrowings		20,501	21,501
Bank notes and senior debt		25,598	25,018
Subordinated debt		5,977	5,895
Other (c)		7,784	5,005
Total borrowed funds		59,860	57,419
Allowance for unfunded loan commitments and letters of credit		279	285
Accrued expenses and other liabilities		12,902	9,002
Total liabilities		344,262	334,545
<b>Equity</b>			
Preferred stock (d)			
Common stock (\$5 par value, Authorized 800 shares, issued 542 shares)		2,711	2,711
Capital surplus		16,173	16,277
Retained earnings		39,742	38,919
Accumulated other comprehensive income (loss)		(5)	(725)
Common stock held in treasury at cost: 90 and 85 shares		(10,085)	(9,454)
Total shareholders' equity		48,536	47,728
Noncontrolling interests		39	42
Total equity		48,575	47,770
Total liabilities and equity	\$	392,837	\$ 382,315

(a) Our consolidated assets included the following for which we have elected the fair value option: Loans held for sale of \$ .6 billion, Loans of \$.8 billion and Other assets of \$.1 billion at March 31, 2019 and Loans held for sale of \$.9 billion, Loans of \$.8 billion and Other assets of \$.2 billion at December 31, 2018.

(b) Amounts include our equity interest in BlackRock.

(c) Our consolidated liabilities at both March 31, 2019 and December 31, 2018 included Other borrowed funds of \$.1 billion for which we have elected the fair value option.

(d) Par value less than \$.5 million at each date.

See accompanying Notes To Consolidated Financial Statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

THE PNC FINANCIAL SERVICES GROUP, INC.

Unaudited In millions	Three months ended March 31	
	2019	2018
<b>Operating Activities</b>		
Net income	\$ 1,271	\$ 1,239
Adjustments to reconcile net income to net cash provided (used) by operating activities		
Provision for credit losses	189	92
Depreciation and amortization	272	280
Deferred income taxes	111	81
Changes in fair value of mortgage servicing rights	210	(85)
Undistributed earnings of BlackRock	(111)	(133)
Net change in		
Trading securities and other short-term investments	358	176
Loans held for sale	320	1,675
Other assets	(2,931)	(1,217)
Accrued expenses and other liabilities	1,796	710
Other	(84)	104
Net cash provided (used) by operating activities	\$ 1,401	\$ 2,922
<b>Investing Activities</b>		
Sales		
Securities available for sale	\$ 840	\$ 4,461
Loans	306	479
Repayments/maturities		
Securities available for sale	2,103	2,027
Securities held to maturity	510	598
Purchases		
Securities available for sale	(3,861)	(5,905)
Securities held to maturity	(23)	(662)
Loans	(468)	(224)
Net change in		
Federal funds sold and resale agreements	4,810	97
Interest-earning deposits with banks	(4,368)	(226)
Loans	(6,085)	(1,611)
Other	213	(284)
Net cash provided (used) by investing activities	\$ (6,023)	\$ (1,250)

(continued on following page)

# CONSOLIDATED STATEMENT OF CASH FLOWS

THE PNC FINANCIAL SERVICES GROUP, INC.

(continued from previous page)

Unaudited In millions	Three Months Ended March 31	
	2019	2018
<b>Financing Activities</b>		
Net change in		
Noninterest-bearing deposits	\$ (2,337)	\$ (1,683)
Interest-bearing deposits	5,736	1,212
Federal funds purchased and repurchase agreements	2,232	87
Commercial paper		(100)
Other borrowed funds	250	(11)
Sales/issuances		
Federal Home Loan Bank borrowings	5,000	
Bank notes and senior debt	2,147	1,991
Other borrowed funds	397	123
Common and treasury stock	22	33
Repayments/maturities		
Federal Home Loan Bank borrowings	(6,000)	(1,500)
Bank notes and senior debt	(1,750)	(1,000)
Other borrowed funds	(296)	(163)
Acquisition of treasury stock	(826)	(840)
Preferred stock cash dividends paid	(63)	(63)
Common stock cash dividends paid	(436)	(358)
Net cash provided (used) by financing activities	\$ 4,076	\$ (2,272)
<b>Net Increase (Decrease) In Cash And Due From Banks</b>	<b>(546)</b>	<b>(600)</b>
Cash and due from banks at beginning of period	5,608	5,249
Cash and due from banks at end of period	\$ 5,062	\$ 4,649
<b>Supplemental Disclosures</b>		
Interest paid	\$ 907	\$ 501
Income taxes paid	\$ 30	\$ 7
Income taxes refunded	\$ 2	\$ 11
Leased assets obtained in exchange for new finance lease liabilities	\$ 25	
Leased assets obtained in exchange for new operating lease liabilities	\$ 155	
Right-of-use assets recognized at adoption of ASU 2016-02	\$ 2,004	
<b>Non-cash Investing and Financing Items</b>		
Transfer from loans to loans held for sale, net	\$ 139	\$ 173
Transfer from loans to foreclosed assets	\$ 48	\$ 45

See accompanying Notes To Consolidated Financial Statements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

THE PNC FINANCIAL SERVICES GROUP, INC.

Unaudited

### BUSINESS

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

We have businesses engaged in retail banking, including residential mortgage, corporate and institutional banking and asset management, providing many of our products and services nationally. Our retail branch network is located in markets across the Mid-Atlantic, Midwest and Southeast. We also have strategic international offices in four countries outside the U.S.

### NOTE 1 ACCOUNTING POLICIES

#### Basis of Financial Statement Presentation

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

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

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

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

When preparing these unaudited interim consolidated financial statements, we have assumed that you have read the audited consolidated financial statements included in our 2018 Form 10-K. Reference is made to Note 1 Accounting Policies in our 2018 Form 10-K for a detailed description of significant accounting policies. There have been no significant changes to our accounting policies as disclosed in our 2018 Form 10-K, except for the adoption of the new leasing standard included in this Note 1 in the first quarter of 2019. These interim consolidated financial statements serve to update our 2018 Form 10-K and may not include all information and Notes necessary to constitute a complete set of financial statements.

#### Use of Estimates

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

#### Leases

We provide financing for various types of equipment, including aircraft, energy and power systems, and vehicles through a variety of lease arrangements. Direct financing leases are carried at the aggregate of lease payments plus estimated residual value of the leased equipment, less unearned income. We recognize income over the term of the lease using the constant effective yield method. Direct financing lease residual values are reviewed for impairment in accordance with the Allowance for Loan and Lease (ALLL) processes. Gains or losses on the sale of leased assets are included in Other noninterest income while impairment on the net investment of leases is included in Provision for credit losses.

We also enter into various lease arrangements, primarily involving real estate, and other equipment, as the lessee. For those classified as operating leases, we recognize a lease liability, representing the present value of the minimum lease payments, and a corresponding right of use (ROU) asset. On the consolidated balance sheet, the ROU asset and lease liability are included in Other assets and Other liabilities, respectively.

When we adopted the Accounting Standards Update (ASU) 2016-02 - Leases as of January 1, 2019, we recognized lease liabilities and right-of-use assets of \$2.1 billion and \$2.0 billion, respectively. In addition, we recognized a one-time pretax adjustment of \$83 million to retained earnings, related primarily to deferred gains on previous sale-leaseback transactions. See Note 16 Leases for additional information related to leases within the scope of ASC 842.

#### **Recently Adopted Accounting Standards**

<b><u>Accounting Standards Update (ASU)</u></b>	<b><u>Description</u></b>	<b><u>Financial Statement Impact</u></b>
<b>Leases</b> <b>ASU 2016-02</b>  Issued February 2016	<ul style="list-style-type: none"> <li>Requires lessees to recognize a right-of-use asset and related lease liability for all leases with lease terms of more than 12 months.</li> <li>Recognition, measurement and presentation of expenses and cash flows arising from a lease by a lessee will depend on its classification as a finance or operating lease.</li> <li>Targeted changes have been made to the lessor accounting model to align the guidance with the new lessee model and revenue recognition guidance.</li> <li>May be adopted using a modified retrospective approach through a cumulative-effect adjustment.</li> <li>Financial Accounting Standards Board (FASB) issued an ASU which permits the option to adopt the new standard prospectively as of the effective date, without adjusting comparative periods presented. Under this new transition method, an entity initially applies the new leases standard at the effective date and recognizes a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption.</li> </ul>	<ul style="list-style-type: none"> <li>We adopted this standard under the modified retrospective approach as of January 1, 2019, without adjusting comparative periods presented. We recognized lease liabilities and right-of-use assets of \$2.1 billion and \$2.0 billion respectively, as of January 1, 2019. We recognized a one-time pretax adjustment of \$83 million to retained earnings, related primarily to deferred gains on previous sale-leaseback transactions.</li> <li>The impact of adoption was immaterial to PNC's consolidated income statement.</li> <li>The impact of adoption of the changes to the lessor accounting model did not have a material impact on our financial statements.</li> </ul>

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

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

As more fully described in Note 2 Loan Sale and Servicing Activities and Variable Interest Entities in our 2018 Form 10-K, we have transferred residential and commercial mortgage loans in securitization or sales transactions in which we have continuing involvement. Our continuing involvement generally consists of servicing, repurchasing previously transferred loans under certain conditions and loss share arrangements, and, in limited circumstances, holding of mortgage-backed securities issued by the securitization special purpose entities (SPEs).

We earn servicing and other ancillary fees for our role as servicer and, depending on the contractual terms of the servicing arrangement, we can be terminated as servicer with or without cause. At the consummation date of each type of loan transfer where we retain the servicing, we recognize a servicing right at fair value. See Note 6 Fair Value and Note 7 Goodwill and Mortgage Servicing Rights for information on our servicing rights, including the carrying value of servicing assets.



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

**Table 33: Cash Flows Associated with Loan Sale and Servicing Activities**

In millions	Residential Mortgages	Commercial Mortgages (a)
<b>Cash Flows - Three months ended March 31, 2019</b>		
Sales of loans (b)	\$ 715	\$ 644
Repurchases of previously transferred loans (c)	\$ 93	
Servicing fees (d)	\$ 87	\$ 30
Servicing advances recovered/(funded), net	\$ 18	\$ (23 )
Cash flows on mortgage-backed securities held (e)	\$ 507	\$ 14
<b>Cash Flows - Three months ended March 31, 2018</b>		
Sales of loans (b)	\$ 1,193	\$ 1,202
Repurchases of previously transferred loans (c)	\$ 119	
Servicing fees (d)	\$ 92	\$ 31
Servicing advances recovered/(funded), net	\$ 4	\$ 17
Cash flows on mortgage-backed securities held (e)	\$ 422	\$ 21

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

(b) Gains/losses recognized on sales of loans were insignificant for the periods presented.

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

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

(e) Represents cash flows on securities where we transferred to and/or service loans for a securitization SPE and we hold securities issued by that SPE. The carrying values of such securities held were \$14.6 billion, \$13.3 billion, and \$9.4 billion in residential mortgage-backed securities and \$.6 billion, \$.6 billion, and \$.7 billion in commercial mortgage-backed securities at March 31, 2019, December 31, 2018, and March 31, 2018, respectively.

Table 34 presents information about the principal balances of transferred loans that we service and are not recorded on our Consolidated Balance Sheet. We would only experience a loss on these transferred loans if we were required to repurchase a loan, where the repurchase price exceeded the loan's fair value, due to a breach in representations and warranties or a loss sharing arrangement associated with our continuing involvement with these loans. The estimate of losses related to breaches in representations and warranties was insignificant at March 31, 2019.

**Table 34: Principal Balance, Delinquent Loans and Net Charge-offs Related to Serviced Loans For Others**

In millions	Residential Mortgages	Commercial Mortgages (a)
<b>March 31, 2019</b>		
Total principal balance	\$ 53,055	\$ 46,767
Delinquent loans (b)	\$ 599	\$ 131
<b>December 31, 2018</b>		
Total principal balance	\$ 54,028	\$ 47,969
Delinquent loans (b)	\$ 622	\$ 234
<b>Three months ended March 31, 2019</b>		
Net charge-offs (c)	\$ 11	\$ 119
<b>Three months ended March 31, 2018</b>		
Net charge-offs (c)	\$ 12	\$ 30

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

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

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

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

As discussed in Note 2 Loan Sale and Servicing Activities and Variable Interest Entities in our 2018 Form 10-K, we are involved with various entities in the normal course of business that are deemed to be VIEs.

The following table provides a summary of non-consolidated VIEs with which we have significant continuing involvement but are not the primary beneficiary. We have excluded certain transactions with non-consolidated VIEs from the balances presented in Table 35 where we have determined that our continuing involvement is not significant. We do not consider our continuing involvement to be significant when it relates to a VIE where we only invest in securities issued by the VIE and were not involved in the design of the VIE or where no transfers have occurred between us and the VIE. In addition, where we only have lending arrangements in the normal

course of business with entities that could be VIEs, we have excluded these transactions with non-consolidated entities from the balances presented in Table 35. These loans are included as part of the asset quality disclosures that we make in Note 3 Asset Quality.

**Table 35: Non-Consolidated VIEs**

In millions	PNC Risk of Loss (a)	Carrying Value of Assets Owned by PNC	Carrying Value of Liabilities Owned by PNC
<b>March 31, 2019</b>			
Mortgage-backed securitizations (b)	\$ 15,551	\$ 15,551 (c)	
Tax credit investments and other	2,854	2,826 (d)	\$ 763 (e)
Total	\$ 18,405	\$ 18,377	\$ 763
<b>December 31, 2018</b>			
Mortgage-backed securitizations (b)	\$ 14,266	\$ 14,266 (c)	
Tax credit investments and other	2,949	2,911 (d)	\$ 806 (e)
Total	\$ 17,215	\$ 17,177	\$ 806

(a) Represents loans, investments and other assets related to non-consolidated VIEs, net of collateral (if applicable). The risk of loss excludes any potential tax recapture associated with tax credits investments.

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

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

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

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

We make certain equity investments in various tax credit limited partnerships or limited liability companies (LLCs). The purpose of these investments is to achieve a satisfactory return on capital and to assist us in achieving goals associated with the Community Reinvestment Act. During the three months ended March 31, 2019, we recognized \$55 million of amortization, \$57 million of tax credits and \$13 million of other tax benefits associated with qualified investments in low income housing tax credits within Income taxes.

### NOTE 3 ASSET QUALITY

We closely monitor economic conditions and loan performance trends to manage and evaluate our exposure to credit risk. Trends in delinquency rates may be a key indicator, among other considerations, of credit risk within the loan portfolios. The measurement of delinquency status is based on the contractual terms of each loan. Loans that are 30 days or more past due in terms of payment are considered delinquent.

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

See Note 1 Accounting Policies in our 2018 Form 10-K for additional information on our loan related policies.

The following tables present the delinquency status of our loans and our nonperforming assets at March 31, 2019 and December 31, 2018, respectively.

**Table 36: Analysis of Loan Portfolio (a)**

Dollars in millions	Accruing					Total Past Due (b)	Nonperforming Loans	Fair Value Option Nonaccrual Loans (c)	Purchased Impaired Loans	Total Loans (d)
	Current or Less Than 30 Days Past Due	30-59 Days Past Due	60-89 Days Past Due	90 Days Or More Past Due						
March 31, 2019										
Commercial Lending										
Commercial	\$ 122,448	\$ 80	\$ 25	\$ 71	\$ 176	\$ 369			\$ 122,993	
Commercial real estate	28,003	43	1		44	54			28,101	
Equipment lease financing	7,252	84	5		89	7			7,348	
Total commercial lending	157,703	207	31	71	309	430			158,442	
Consumer Lending										
Home equity	24,011	59	21		80	763		\$ 646	25,500	
Residential real estate	16,743	153	62	323	538 (b)	339	\$ 184	1,303	19,107	
Automobile	14,467	97	26	10	133	107			14,707	
Credit card	6,134	45	28	53	126	7			6,267	
Education	3,480	63	38	126	227 (b)				3,707	
Other consumer	4,533	10	6	7	23	7			4,563	
Total consumer lending	69,368	427	181	519	1,127	1,223	184	1,949	73,851	
Total	\$ 227,071	\$ 634	\$ 212	\$ 590	\$ 1,436	\$ 1,653	\$ 184	\$ 1,949	\$ 232,293	
Percentage of total loans	97.75%	.27%	.09%	.25%	.62%	.71%	.08%	.84%	100.00%	
December 31, 2018										
Commercial Lending										
Commercial	\$ 116,300	\$ 82	\$ 54	\$ 52	\$ 188	\$ 346			\$ 116,834	
Commercial real estate	28,056	6	3		9	75			28,140	
Equipment lease financing	7,229	56	12		68	11			7,308	
Total commercial lending	151,585	144	69	52	265	432			152,282	
Consumer Lending										
Home equity	24,556	66	25		91	797		\$ 679	26,123	
Residential real estate	16,216	135	73	363	571 (b)	350	\$ 182	1,338	18,657	
Automobile	14,165	113	29	12	154	100			14,419	
Credit card	6,222	46	29	53	128	7			6,357	
Education	3,571	69	41	141	251 (b)				3,822	
Other consumer	4,552	12	5	8	25	8			4,585	
Total consumer lending	69,282	441	202	577	1,220	1,262	182	2,017	73,963	
Total	\$ 220,867	\$ 585	\$ 271	\$ 629	\$ 1,485	\$ 1,694	\$ 182	\$ 2,017	\$ 226,245	
Percentage of total loans	97.62%	.26%	.12%	.28%	.66%	.75%	.08%	.89%	100.00%	

(a) Amounts in table represent recorded investment and exclude loans held for sale. Recorded investment does not include any associated valuation allowance.

(b) Past due loan amounts exclude purchased impaired loans, even if contractually past due (or if we do not expect to receive payment in full based on the original contractual terms), as we are currently accreting interest income over the expected life of the loans. Past due loan amounts include government insured or guaranteed Residential real estate mortgages totaling \$4 billion and \$5 billion at March 31, 2019 and December 31, 2018, respectively, and Education loans totaling \$2 billion at both March 31, 2019 and December 31, 2018.

(c) Consumer loans accounted for under the fair value option for which we do not expect to collect substantially all principal and interest are subject to nonaccrual accounting and classification upon meeting any of our nonaccrual policies. Given that these loans are not accounted for at amortized cost, these loans have been excluded from the nonperforming loan population.

(d) Net of unearned income, net deferred loan fees, unamortized discounts and premiums, and purchase discounts and premiums totaling \$1.2 billion at both March 31, 2019 and December 31, 2018.

At March 31, 2019, we pledged \$16.9 billion of commercial loans to the Federal Reserve Bank and \$64.5 billion of residential real estate and other loans to the Federal Home Loan Bank as collateral for the ability to borrow, if necessary. The comparable amounts at December 31, 2018 were \$17.3 billion and \$63.2 billion, respectively. Amounts pledged reflect the unpaid principal balances.

**Table 37: Nonperforming Assets**

Dollars in millions	March 31 2019	December 31 2018
<b>Nonperforming loans</b>		
Total commercial lending	\$ 430	\$ 432
Total consumer lending (a)	1,223	1,262
Total nonperforming loans	1,653	1,694
OREO and foreclosed assets	132	114
Total nonperforming assets	\$ 1,785	\$ 1,808
Nonperforming loans to total loans	.71%	.75%
Nonperforming assets to total loans, OREO and foreclosed assets	.77%	.80%
Nonperforming assets to total assets	.45%	.47%

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

Nonperforming loans also include certain loans whose terms have been restructured in a manner that grants a concession to a borrower experiencing financial difficulties. In accordance with applicable accounting guidance, these loans are considered troubled debt restructurings (TDRs). See Note 1 Accounting Policies in our 2018 Form 10-K and the TDR section of this Note 3 for additional information on TDRs.

Total nonperforming loans in Table 37 include TDRs of \$.9 billion at both March 31, 2019 and December 31, 2018. TDRs that are performing, including consumer credit card TDR loans, totaled \$1.0 billion at both March 31, 2019 and December 31, 2018, and are excluded from nonperforming loans. Nonperforming TDRs are returned to accrual status and classified as performing after demonstrating a period of at least six months of consecutive performance under the restructured terms. Loans where borrowers have been discharged from personal liability through Chapter 7 bankruptcy and have not formally reaffirmed their loan obligations to us and loans to borrowers not currently obligated to make both principal and interest payments under the restructured terms are not returned to accrual status.

#### **Additional Asset Quality Indicators**

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

#### **Commercial Lending Loan Classes**

The following table presents asset quality indicators for the Commercial Lending loan classes. See Note 3 Asset Quality in our 2018 Form 10-K for additional information related to our Commercial Lending loan classes, including discussion around the asset quality indicators that we use to monitor and manage the credit risk associated with each loan class.

**Table 38: Commercial Lending Asset Quality Indicators (a)**

In millions	Pass Rated	Criticized	Total Loans
<b>March 31, 2019</b>			
Commercial	\$ 117,366	\$ 5,627	\$ 122,993
Commercial real estate	27,251	850	28,101
Equipment lease financing	7,206	142	7,348
Total commercial lending	\$ 151,823	\$ 6,619	\$ 158,442
<b>December 31, 2018</b>			
Commercial	\$ 111,276	\$ 5,558	\$ 116,834
Commercial real estate	27,682	458	28,140
Equipment lease financing	7,180	128	7,308
Total commercial lending	\$ 146,138	\$ 6,144	\$ 152,282

(a) Loans are classified as Pass and Criticized based on the Regulatory Classification definitions. The Criticized classification includes loans that were rated Special Mention, Substandard or Doubtful as of March 31, 2019 and December 31, 2018. We use probability of default and loss given default to rate loans in the commercial lending portfolio.

## Consumer Lending Loan Classes

See Note 3 Asset Quality in our 2018 Form 10-K for additional information related to our Consumer Lending loan classes, including discussion around the asset quality indicators that we use to monitor and manage the credit risk associated with each loan class.

### Home Equity and Residential Real Estate Loan Classes

The following table presents asset quality indicators for the home equity and residential real estate loan classes.

**Table 39: Asset Quality Indicators for Home Equity and Residential Real Estate Loans**

In millions	March 31, 2019		December 31, 2018	
	Home equity	Residential real estate	Home equity	Residential real estate
Current estimated LTV ratios				
Greater than or equal to 125%	\$ 464	\$ 119	\$ 461	\$ 116
Greater than or equal to 100% to less than 125%	1,012	261	1,020	255
Greater than or equal to 90% to less than 100%	1,201	358	1,174	335
Less than 90%	22,014	16,337	22,644	15,922
No LTV ratio available	163	71	145	6
Government insured or guaranteed loans		658		685
Purchased impaired loans	646	1,303	679	1,338
Total loans	\$ 25,500	\$ 19,107	\$ 26,123	\$ 18,657
Updated FICO Scores				
Greater than 660	\$ 22,378	\$ 16,396	\$ 22,996	\$ 15,956
Less than or equal to 660	2,207	602	2,210	585
No FICO score available	269	148	238	93
Government insured or guaranteed loans		658		685
Purchased impaired loans	646	1,303	679	1,338
Total loans	\$ 25,500	\$ 19,107	\$ 26,123	\$ 18,657

### Automobile, Credit Card, Education and Other Consumer Loan Classes

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

**Table 40: Asset Quality Indicators for Automobile, Credit Card, Education and Other Consumer Loans**

Dollars in millions	Automobile		Credit Card		Education		Other Consumer	
<b>March 31, 2019</b>								
FICO score greater than 719	\$ 7,694	\$ 3,753	\$ 1,245	\$ 1,306				
650 to 719	4,452	1,781	192	678				
620 to 649	1,071	284	25	111				
Less than 620	1,191	336	26	109				
No FICO score available or required (a)	299	113	46	25				
Total loans using FICO credit metric	14,707	6,267	1,534	2,229				
Consumer loans using other internal credit metrics			2,173	2,334				
Total loans	\$ 14,707	\$ 6,267	\$ 3,707	\$ 4,563				
Weighted-average updated FICO score (b)	723	733	774	731				
<b>December 31, 2018</b>								
FICO score greater than 719	\$ 7,740	\$ 3,809	\$ 1,240	\$ 1,280				
650 to 719	4,365	1,759	194	641				
620 to 649	1,007	280	26	106				
Less than 620	1,027	332	24	105				
No FICO score available or required (a)	280	177	57	25				
Total loans using FICO credit metric	14,419	6,357	1,541	2,157				
Consumer loans using other internal credit metrics			2,281	2,428				
Total loans	\$ 14,419	\$ 6,357	\$ 3,822	\$ 4,585				
Weighted-average updated FICO score (b)	726	733	774	732				

(a) Loans with no FICO score available or required generally refers to new accounts issued to borrowers with limited credit history, accounts for which we cannot obtain an updated FICO score (e.g., recent profile changes), cards issued with a business name and/or cards secured by collateral. Management proactively assesses the risk and size of this loan category and, when necessary, takes actions to mitigate the credit risk.

(b) Weighted-average updated FICO score excludes accounts with no FICO score available or required.

## **Troubled Debt Restructurings (TDRs)**

Table 41 quantifies the number of loans that were classified as TDRs, as well as the change in the loans' recorded investment as a result of becoming a TDR during the three months ended March 31, 2019 and March 31, 2018. Additionally, the table provides information about the types of TDR concessions. See Note 3 Asset Quality in our 2018 Form 10-K for additional discussion of TDRs.

**Table 41: Financial Impact and TDRs by Concession Type (a)**

During the three months ended March 31, 2019 Dollars in millions	Number of Loans	Pre-TDR Recorded Investment (b)	Post-TDR Recorded Investment (c)			
			Principal Forgiveness	Rate Reduction	Other	Total
Total commercial lending	22	\$ 105		\$ 109		\$ 109
Total consumer lending	3,814	42	\$ 24		16	40
Total TDRs	3,836	\$ 147	\$ 24	\$ 125		\$ 149
During the three months ended March 31, 2018 Dollars in millions						
Total commercial lending	32	\$ 10	\$ 1	\$ 7		\$ 8
Total consumer lending	2,979	49	30		16	46
Total TDRs	3,011	\$ 59	\$ 31	\$ 23		\$ 54

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

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

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

After a loan is determined to be a TDR, we continue to track its performance under its most recent restructured terms. We consider a TDR to have subsequently defaulted when it becomes 60 days past due after the most recent date the loan was restructured. The recorded investment of loans that were both (i) classified as TDRs or were subsequently modified during each 12-month period preceding January 1, 2019 and January 1, 2018, respectively, and (ii) subsequently defaulted during the three months ended March 31, 2019 and March 31, 2018 totaled \$18 million and \$21 million, respectively.

## **Impaired Loans**

Impaired loans include commercial and consumer nonperforming loans and TDRs, regardless of nonperforming status. TDRs that were previously recorded at amortized cost and are now classified and accounted for as held for sale are also included. Excluded from impaired loans are nonperforming leases, loans accounted for as held for sale other than the TDRs described in the preceding sentence, loans accounted for under the fair value option, smaller balance homogeneous type loans and purchased impaired loans. We did not recognize any interest income on impaired loans that have not returned to performing status, while they were impaired during the three months ended March 31, 2019 and March 31, 2018. Table 42 provides further detail on impaired loans individually evaluated for impairment and the associated ALLL. Certain commercial and consumer impaired loans do not have a related ALLL as the valuation of these impaired loans exceeded the recorded investment.

**Table 42: Impaired Loans**

In millions	Unpaid Principal Balance	Recorded Investment	Associated Allowance	Average Recorded Investment (a)
<b>March 31, 2019</b>				
<u>Impaired loans with an associated allowance</u>				
Total commercial lending	\$ 481	\$ 383	\$ 87	\$ 349
Total consumer lending	855	808	130	813
Total impaired loans with an associated allowance	1,336	1,191	217	1,162
<u>Impaired loans without an associated allowance</u>				
Total commercial lending	358	263		295
Total consumer lending	1,014	604		614
Total impaired loans without an associated allowance	1,372	867		909
Total impaired loans	\$ 2,708	\$ 2,058	\$ 217	\$ 2,071
<b>December 31, 2018</b>				
<u>Impaired loans with an associated allowance</u>				
Total commercial lending	\$ 440	\$ 315	\$ 73	\$ 349
Total consumer lending	863	817	136	904
Total impaired loans with an associated allowance	1,303	1,132	209	1,253
<u>Impaired loans without an associated allowance</u>				
Total commercial lending	413	326		294
Total consumer lending	1,042	625		645
Total impaired loans without an associated allowance	1,455	951		939
Total impaired loans	\$ 2,758	\$ 2,083	\$ 209	\$ 2,192

(a) Average recorded investment is for the three months ended March 31, 2019 and the year ended December 31, 2018, respectively.

## NOTE 4 ALLOWANCE FOR LOAN AND LEASE LOSSES

We maintain the ALLL at levels that we believe to be appropriate to absorb estimated probable credit losses incurred in the portfolios as of the balance sheet date. We have two portfolio segments – Commercial Lending and Consumer Lending, and develop and document the ALLL under separate methodologies for each of these portfolio segments. See Note 1 Accounting Policies in our 2018 Form 10-K for a description of the accounting policies for ALLL. A rollforward of the ALLL and associated loan data follows:

**Table 43: Rollforward of Allowance for Loan and Lease Losses and Associated Loan Data**

At or for the three months ended March 31 Dollars in millions	2019			2018		
	Commercial Lending	Consumer Lending	Total	Commercial Lending	Consumer Lending	Total
<b>Allowance for Loan and Lease Losses</b>						
January 1	\$ 1,663	\$ 966	\$ 2,629	\$ 1,582	\$ 1,029	\$ 2,611
Charge-offs	(31)	(184)	(215)	(36)	(157)	(193)
Recoveries	19	60	79	26	54	80
Net (charge-offs)	(12)	(124)	(136)	(10)	(103)	(113)
Provision for credit losses	80	109	189	37	55	92
Net decrease / (increase) in allowance for unfunded loan commitments and letters of credit	5	1	6	5	2	7
Other		4	4		7	7
March 31	\$ 1,736	\$ 956	\$ 2,692	\$ 1,614	\$ 990	\$ 2,604
TDRs individually evaluated for impairment	\$ 27	\$ 130	\$ 157	\$ 34	\$ 152	\$ 186
Other loans individually evaluated for impairment	60		60	67		67
Loans collectively evaluated for impairment	1,649	551	2,200	1,513	556	2,069
Purchased impaired loans		275	275		282	282
March 31	\$ 1,736	\$ 956	\$ 2,692	\$ 1,614	\$ 990	\$ 2,604
<b>Loan Portfolio</b>						
TDRs individually evaluated for impairment	\$ 456	\$ 1,412	\$ 1,868	\$ 384	\$ 1,608	\$ 1,992
Other loans individually evaluated for impairment	190		190	313		313
Loans collectively evaluated for impairment	157,796	69,732	227,528	148,248	67,934	216,182
Fair value option loans (a)		758	758		813	813
Purchased impaired loans		1,949	1,949		2,314	2,314
March 31	\$ 158,442	\$ 73,851	\$ 232,293	\$ 148,945	\$ 72,669	\$ 221,614
Portfolio segment ALLL as a percentage of total ALLL	64%	36%	100%	62%	38%	100%
Ratio of ALLL to total loans	1.10%	1.29%	1.16%	1.08%	1.36%	1.18%

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

## NOTE 5 INVESTMENT SECURITIES

**Table 44: Investment Securities Summary**

In millions	March 31, 2019					December 31, 2018				
	Amortized Cost	Unrealized		Fair Value	Amortized Cost	Unrealized		Fair Value		
		Gains	Losses			Gains	Losses			
<b>Securities Available for Sale</b>										
U.S. Treasury and government agencies	\$ 18,858	\$ 200	\$ (67)	\$ 18,991	\$ 18,104	\$ 133	\$ (137)	\$ 18,100		
Residential mortgage-backed										
Agency	29,549	229	(250)	29,528	29,413	104	(524)	28,993		
Non-agency	1,834	302	(11)	2,125	1,924	300	(13)	2,211		
Commercial mortgage-backed										
Agency	2,598	27	(52)	2,573	2,630	13	(66)	2,577		
Non-agency	2,831	16	(15)	2,832	2,689	5	(37)	2,657		
Asset-backed	5,508	69	(12)	5,565	4,933	59	(20)	4,972		
Other	3,346	104	(13)	3,437	3,821	96	(38)	3,879		
Total securities available for sale	\$ 64,524	\$ 947	\$ (420)	\$ 65,051	\$ 63,514	\$ 710	\$ (835)	\$ 63,389		
<b>Securities Held to Maturity</b>										
U.S. Treasury and government agencies	\$ 763	\$ 35	\$ (11)	\$ 787	\$ 758	\$ 28	\$ (23)	\$ 763		
Residential mortgage-backed										
Agency	15,317	90	(185)	15,222	15,740	32	(358)	15,414		
Non-agency	149	4		153	152	2		154		
Commercial mortgage-backed										
Agency	107	1		108	143	1	(1)	143		
Non-agency	473	3		476	488	1	(1)	488		
Asset-backed	174			174	182	1		183		
Other	1,835	75	(22)	1,888	1,849	53	(28)	1,874		
Total securities held to maturity	\$ 18,818	\$ 208	\$ (218)	\$ 18,808	\$ 19,312	\$ 118	\$ (411)	\$ 19,019		

The fair value of investment securities is impacted by interest rates, credit spreads, market volatility and liquidity conditions. Net unrealized gains and losses in the securities available for sale portfolio are included in Shareholders' equity as AOCI, unless credit-related. Securities held to maturity are carried at amortized cost. Investment securities at March 31, 2019 included \$623 million of net unsettled purchases which represent non-cash investing activity, and accordingly, are not reflected on the Consolidated Statement of Cash Flows.

At March 31, 2019, AOCI included pretax gains of \$25 million from derivatives that hedged the purchase of investment securities classified as held to maturity. The gains will be accreted into interest income as an adjustment of yield on the securities.

Table 45 presents gross unrealized losses and fair value of debt securities at March 31, 2019 and December 31, 2018. The securities are segregated between investments that have been in a continuous unrealized loss position for less than twelve months and twelve months or more based on the point in time that the fair value declined below the amortized cost basis. The table includes debt securities where a portion of other than temporary impairment (OTTI) has been recognized in AOCI.



**Table 45: Gross Unrealized Loss and Fair Value of Securities**

In millions	Unrealized loss position less than 12 months		Unrealized loss position 12 months or more		Total	
	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value
<b>March 31, 2019</b>						
<b>Securities Available for Sale</b>						
U.S. Treasury and government agencies	\$ (2)	\$ 1,699	\$ (65)	\$ 5,908	\$ (67)	\$ 7,607
Residential mortgage-backed						
Agency	(2)	1,230	(248)	14,184	(250)	15,414
Non-agency			(11)	332	(11)	332
Commercial mortgage-backed						
Agency			(52)	1,500	(52)	1,500
Non-agency	(3)	801	(12)	646	(15)	1,447
Asset-backed	(5)	1,108	(6)	1,178	(11)	2,286
Other			(14)	1,324	(14)	1,324
Total securities available for sale	\$ (12)	\$ 4,838	\$ (408)	\$ 25,072	\$ (420)	\$ 29,910
<b>Securities Held to Maturity</b>						
U.S. Treasury and government agencies			\$ (11)	\$ 460	\$ (11)	\$ 460
Residential mortgage-backed - Agency			(185)	9,778	(185)	9,778
Other	\$ (1)	\$ 38	(21)	137	(22)	175
Total securities held to maturity	\$ (1)	\$ 38	\$ (217)	\$ 10,375	\$ (218)	\$ 10,413
<b>December 31, 2018</b>						
<b>Securities Available for Sale</b>						
U.S. Treasury and government agencies	\$ (21)	\$ 4,125	\$ (116)	\$ 5,423	\$ (137)	\$ 9,548
Residential mortgage-backed						
Agency	(57)	4,823	(467)	13,830	(524)	18,653
Non-agency	(1)	74	(12)	310	(13)	384
Commercial mortgage-backed						
Agency	(1)	65	(65)	1,516	(66)	1,581
Non-agency	(23)	1,809	(14)	498	(37)	2,307
Asset-backed	(11)	2,149	(9)	1,032	(20)	3,181
Other	(12)	868	(26)	1,293	(38)	2,161
Total securities available for sale	\$ (126)	\$ 13,913	\$ (709)	\$ 23,902	\$ (835)	\$ 37,815
<b>Securities Held to Maturity</b>						
U.S. Treasury and government agencies			\$ (23)	\$ 446	\$ (23)	\$ 446
Residential mortgage-backed - Agency	\$ (58)	\$ 4,191	(300)	7,921	(358)	12,112
Commercial mortgage-backed						
Agency	(1)	88			(1)	88
Non-agency	(1)	152			(1)	152
Other	(2)	75	(26)	123	(28)	198
Total securities held to maturity	\$ (62)	\$ 4,506	\$ (349)	\$ 8,490	\$ (411)	\$ 12,996

**Evaluating Investment Securities for OTTI**

For the securities in Table 45, as of March 31, 2019 we do not intend to sell and believe we will not be required to sell the securities prior to recovery of the amortized cost basis.

On at least a quarterly basis, we review all debt securities that are in an unrealized loss position for OTTI, as discussed in Note 1 Accounting Policies of our 2018 Form 10-K. For those securities on our Consolidated Balance Sheet at March 31, 2019, where during our quarterly security-level impairment assessments we determined losses represented OTTI, we have recorded cumulative credit losses of \$1.1 billion in earnings and accordingly have reduced the amortized cost of our securities.

The majority of these cumulative impairment charges related to non-agency residential mortgage-backed and asset-backed securities rated BB or lower. During the first three months of 2019 and 2018, the OTTI credit losses recognized in noninterest income and the OTTI noncredit losses recognized in AOCI on securities were not significant.

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

**Table 46: Gains (Losses) on Sales of Securities Available for Sale**

Three months ended March 31 In millions	Gross Gains	Gross Losses	Net Gains (Losses)	Tax Expense
2019	\$ 27	\$ (14)	\$ 13	\$ 3
2018	\$ 37	\$ (38)	\$ (1)	

The following table presents, by remaining contractual maturity, the amortized cost, fair value and weighted-average yield of debt securities at March 31, 2019.

**Table 47: Contractual Maturity of Securities**

March 31, 2019 Dollars in millions	1 Year or Less	After 1 Year through 5 Years	After 5 Years through 10 Years	After 10 Years	Total
<b>Securities Available for Sale</b>					
U.S. Treasury and government agencies	\$ 679	\$ 13,599	\$ 3,795	\$ 785	\$ 18,858
Residential mortgage-backed					
Agency	2	52	867	28,628	29,549
Non-agency				1,834	1,834
Commercial mortgage-backed					
Agency		590	309	1,699	2,598
Non-agency			332	2,499	2,831
Asset-backed	31	2,529	1,616	1,332	5,508
Other	476	1,522	475	873	3,346
Total securities available for sale	\$ 1,188	\$ 18,292	\$ 7,394	\$ 37,650	\$ 64,524
Fair value	\$ 1,188	\$ 18,294	\$ 7,484	\$ 38,085	\$ 65,051
Weighted-average yield, GAAP basis	2.58%	2.29%	2.98%	3.25%	2.93%
<b>Securities Held to Maturity</b>					
U.S. Treasury and government agencies			\$ 490	\$ 273	\$ 763
Residential mortgage-backed					
Agency		\$ 78	523	14,716	15,317
Non-agency				149	149
Commercial mortgage-backed					
Agency	\$ 11	42	4	50	107
Non-agency				473	473
Asset-backed		7	100	67	174
Other	23	621	749	442	1,835
Total securities held to maturity	\$ 34	\$ 748	\$ 1,866	\$ 16,170	\$ 18,818
Fair value	\$ 34	\$ 768	\$ 1,928	\$ 16,078	\$ 18,808
Weighted-average yield, GAAP basis	4.87%	3.84%	3.45%	3.27%	3.31%

Weighted-average yields are based on amortized cost with effective yields weighted for the contractual maturity of each security. At March 31, 2019, there were no securities of a single issuer, other than the Federal National Mortgage Association (FNMA), that exceeded 10% of Total shareholders' equity. The FNMA investments had a total amortized cost of \$37.1 billion and fair value of \$37.0 billion.

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

**Table 48: Fair Value of Securities Pledged and Accepted as Collateral**

In millions	March 31 2019	December 31 2018
Pledged to others	\$ 6,055	\$ 7,597
Accepted from others:		
Permitted by contract or custom to sell or repledge (a)	\$ 2,235	\$ 6,905
Permitted amount repledged to others	\$ 1,151	\$ 923

(a) Includes \$6.0 billion in fair value of securities accepted from others to collateralize short-term investments in resale agreements at December 31, 2018 that were not repledged to others.

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

## NOTE 6 FAIR VALUE

### Fair Value Measurement

We measure certain financial assets and liabilities at fair value. Fair value is defined as the price that would be received to sell an asset or the price that would be paid to transfer a liability on the measurement date, determined using an exit price in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. The fair value hierarchy established by GAAP requires us to maximize the use of observable inputs when measuring fair value. For more information regarding the fair value hierarchy, see Note 6 Fair Value in our 2018 Form 10-K.

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

For more information on the valuation methodologies used to measure assets and liabilities at fair value on a recurring basis, see Note 6 Fair Value in our 2018 Form 10-K. The following table summarizes our assets and liabilities measured at fair value on a recurring basis, including instruments for which we have elected the fair value option.

**Table 49: Fair Value Measurements – Recurring Basis Summary**

In millions	March 31, 2019				December 31, 2018			
	Level 1	Level 2	Level 3	Total Fair Value	Level 1	Level 2	Level 3	Total Fair Value
<b>Assets</b>								
Residential mortgage loans held for sale		\$ 471	\$ 2	\$ 473		\$ 493	\$ 2	\$ 495
Commercial mortgage loans held for sale		90	73	163		309	87	396
Securities available for sale								
U.S. Treasury and government agencies	\$ 18,642	349		18,991	\$ 17,753	347		18,100
Residential mortgage-backed								
Agency		29,528		29,528		28,993		28,993
Non-agency		83	2,042	2,125		83	2,128	2,211
Commercial mortgage-backed								
Agency		2,573		2,573		2,577		2,577
Non-agency		2,832		2,832		2,657		2,657
Asset-backed		5,299	266	5,565		4,698	274	4,972
Other		3,352	85	3,437		3,795	84	3,879
Total securities available for sale	18,642	44,016	2,393	65,051	17,753	43,150	2,486	63,389
Loans		486	272	758		510	272	782
Equity investments (a)	569		1,217	1,974	751		1,255	2,209
Residential mortgage servicing rights			1,131	1,131			1,257	1,257
Commercial mortgage servicing rights			681	681			726	726
Trading securities (b)	1,991	1,552	2	3,545	2,137	1,777	2	3,916
Financial derivatives (b) (c)	4	2,308	56	2,368	3	2,053	25	2,081
Other assets	318	129		447	291	157	45	493
Total assets	\$ 21,524	\$ 49,052	\$ 5,827	\$ 76,591	\$ 20,935	\$ 48,449	\$ 6,157	\$ 75,744
<b>Liabilities</b>								
Other borrowed funds	\$ 1,389	\$ 99	\$ 6	\$ 1,494	\$ 868	\$ 132	\$ 7	\$ 1,007
Financial derivatives (c) (d)	3	1,672	230	1,905	1	2,021	268	2,290
Other liabilities			62	62			58	58
Total liabilities	\$ 1,392	\$ 1,771	\$ 298	\$ 3,461	\$ 869	\$ 2,153	\$ 333	\$ 3,355

(a) Certain investments that are measured at fair value using the net asset value (NAV) per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy.

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

(c) Amounts at March 31, 2019 and December 31, 2018 are presented gross and are not reduced by the impact of legally enforceable master netting agreements that allow us to net positive and negative positions and cash collateral held or placed with the same counterparty. See Note 9 Financial Derivatives for additional information related to derivative offsetting.

(d) Included in Other liabilities on the Consolidated Balance Sheet.

Reconciliations of assets and liabilities measured at fair value on a recurring basis using Level 3 inputs for the three months ended March 31, 2019 and 2018 follow:

**Table 50: Reconciliation of Level 3 Assets and Liabilities**

**Three Months Ended March 31, 2019**

Level 3 Instruments Only In millions	Total realized / unrealized gains or losses for the period (a)								Transfers into Level 3	Transfers out of Level 3	Fair Value Mar. 31, 2019	Unrealized gains / losses on assets and liabilities held on Consolidated Balance Sheet at Mar. 31, 2019 (a) (b)
	Fair Value Dec. 31, 2018	Included in Earnings	Included in Other comprehensive income	Purchases	Sales	Issuances	Settlements					
Assets												
Residential mortgage loans held for sale	\$ 2			\$ 1	\$ (1)			\$ 3	\$ (3)	\$ 2		
Commercial mortgage loans held for sale	87	\$ 1					\$ (15)			73	\$ 1	
Securities available for sale												
Residential mortgage- backed non-agency	2,128	18	\$ 2				(106)			2,042		
Asset-backed	274		2				(10)			266		
Other	84			1						85		
Total securities available for sale	2,486	18	4	1			(116)			2,393		
Loans	272	3		20	(3)		(14)	2	(8)	272	1	
Equity investments	1,255	52		45	(135)					1,217		
Residential mortgage servicing rights	1,257	(106)		6		7	(33)			1,131	(106)	
Commercial mortgage servicing rights	726	(33)		19		7	(38)			681	(33)	
Trading securities	2									2		
Financial derivatives	25	39		2			(10)			56	41	
Other assets	45						(45)					
Total assets	\$ 6,157	\$ (26)	\$ 4	\$ 94	\$ (139)	\$ 14	\$ (271)	\$ 5	\$ (11)	\$ 5,827	\$ (96)	
Liabilities												
Other borrowed funds	\$ 7					\$ 14	\$ (15)			\$ 6		
Financial derivatives	268	\$ 30			\$ 2		(70)			230	\$ 34	
Other liabilities	58	9				2	(7)			62	9	
Total liabilities	\$ 333	\$ 39			\$ 2	\$ 16	\$ (92)			\$ 298	\$ 43	
Net gains (losses)		\$ (65)	(c)								\$ (139) (d)	

Three Months Ended March 31, 2018

Level 3 Instruments Only In millions	Total realized / unrealized gains or losses for the period (a)										Fair Value Mar. 31, 2018	Unrealized gains/losses on assets and liabilities held on Consolidated Balance Sheet at Mar. 31, 2018 (a) (b)
	Dec. 31, 2017	Included in Earnings	Included in Other comprehensive income	Purchases	Sales	Issuances	Settlements	Transfers into Level 3	Transfers out of Level 3			
Assets												
Residential mortgage loans held for sale	\$ 3			\$ 1	\$ (1)			\$ 2	\$ (3)	\$ 2		
Commercial mortgage loans held for sale	107						\$ (15)			92		
Securities available for sale												
Residential mortgage- backed non-agency	2,661	\$ 19	\$ 3				(138)			2,545		
Asset-backed	332	(1)	5				(15)			321		
Other	87	5	1	2			(1)			94		
Total securities available for sale	3,080	23	9	2			(154)			2,960		
Loans	298	2		37	(7)		(18)	2	(12)	302	\$ 2	
Equity investments	1,036	26		82	(15)					1,129	25	
Residential mortgage servicing rights	1,164	107		9	\$ 13		(37)			1,256	105	
Commercial mortgage servicing rights	668	48		23		17	(33)			723	48	
Trading securities	2									2		
Financial derivatives	10	7		1			(6)			12	9	
Other assets	107	3					(42)			68	3	
Total assets	\$ 6,475	\$ 216	\$ 9	\$ 155	\$ (23)	\$ 30	\$ (305)	\$ 4	\$ (15)	\$ 6,546	\$ 192	
Liabilities												
Other borrowed funds	\$ 11					\$ 19	\$ (21)			\$ 9		
Financial derivatives	487	\$ 10			\$ 3		(63)			437	\$ 5	
Other liabilities	33	2		\$ 12		5	(10)			42	2	
Total liabilities	\$ 531	\$ 12		\$ 12	\$ 3	\$ 24	\$ (94)			\$ 488	\$ 7	
Net gains (losses)		\$ 204	(c)								\$ 185 (d)	

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

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

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

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

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

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

**Table 51: Fair Value Measurements – Recurring Quantitative Information**

**March 31, 2019**

Level 3 Instruments Only Dollars in millions	Fair Value	Valuation Techniques	Unobservable Inputs	Range (Weighted-Average)
Commercial mortgage loans held for sale	\$ 73	Discounted cash flow	Spread over the benchmark curve (a)	530bps - 2,060bps (1,368bps)
Residential mortgage-backed non-agency securities	2,042	Priced by a third-party vendor using a discounted cash flow pricing model	Constant prepayment rate	1.0% - 36.2% (10.5%)
			Constant default rate	0.0% - 15.9% (5.0%)
			Loss severity	10.0% - 95.7% (49.3%)
			Spread over the benchmark curve (a)	206bps weighted-average
Asset-backed securities	266	Priced by a third-party vendor using a discounted cash flow pricing model	Constant prepayment rate	1.0% - 22.0% (8.2%)
			Constant default rate	1.0% - 18.5% (3.6%)
			Loss severity	15.0% - 100.0% (58.0%)
			Spread over the benchmark curve (a)	220bps weighted-average
Loans	131	Consensus pricing (b)	Cumulative default rate	11.0% - 100.0% (79.8%)
			Loss severity	0.0% - 100.0% (16.5%)
			Discount rate	5.5% - 8.3% (5.8%)
	90	Discounted cash flow	Loss severity	8.0% weighted-average
			Discount rate	5.5% weighted-average
	51	Consensus pricing (b)	Credit and Liquidity discount	0.0% - 99.0% (61.2%)
Equity investments	1,217	Multiple of adjusted earnings	Multiple of earnings	5.0x - 19.7x (8.5x)
Residential mortgage servicing rights	1,131	Discounted cash flow	Constant prepayment rate	0.0% - 60.3% (10.5%)
			Spread over the benchmark curve (a)	280bps - 1,438bps (805bps)
Commercial mortgage servicing rights	681	Discounted cash flow	Constant prepayment rate	4.3% - 15.7% (5.5%)
			Discount rate	6.2% - 8.3% (8.2%)
Financial derivatives - Swaps related to sales of certain Visa Class B common shares	(216)	Discounted cash flow	Estimated conversion factor of Visa Class B shares into Class A shares	163.0% weighted-average
			Estimated annual growth rate of Visa Class A share price	16.0%
			Estimated length of litigation resolution date	Q4 2020
Insignificant Level 3 assets, net of liabilities (c)	63			
Total Level 3 assets, net of liabilities (d)	\$ 5,529			

**December 31, 2018**

Level 3 Instruments Only Dollars in millions	Fair Value	Valuation Techniques	Unobservable Inputs	Range (Weighted-Average)
Commercial mortgage loans held for sale	\$ 87	Discounted cash flow	Spread over the benchmark curve (a)	535bps - 1,900bps (1,217bps)
Residential mortgage-backed non-agency securities	2,128	Priced by a third-party vendor using a discounted cash flow pricing model	Constant prepayment rate Constant default rate Loss severity Spread over the benchmark curve (a)	1.0% - 33.0% (11.8%) 0.0% - 18.8% (5.1%) 10.0% - 100.0% (50.8%) 216bps weighted-average
Asset-backed securities	274	Priced by a third-party vendor using a discounted cash flow pricing model	Constant prepayment rate Constant default rate Loss severity Spread over the benchmark curve (a)	1.0% - 19.0% (8.5%) 1.0% - 18.5% (4.0%) 15.0% - 100.0% (63.8%) 198bps weighted-average
Loans	129	Consensus pricing (b)	Cumulative default rate Loss severity Discount rate	11.0% - 100.0% (81.8%) 0.0% - 100.0% (17.2%) 5.5% - 8.3% (5.8%)
	90	Discounted cash flow	Loss severity Discount rate	8.0% weighted-average 5.8% weighted-average
	53	Consensus pricing (b)	Credit and Liquidity discount	0.0% - 99.0% (61.3%)
Equity investments	1,255	Multiple of adjusted earnings	Multiple of earnings	4.5x - 16.0x (8.4x)
Residential mortgage servicing rights	1,257	Discounted cash flow	Constant prepayment rate Spread over the benchmark curve (a)	0.0% - 54.5% (8.7%) 492bps - 1,455bps (806bps)
Commercial mortgage servicing rights	726	Discounted cash flow	Constant prepayment rate Discount rate	4.6% - 14.7% (5.7%) 6.9% - 8.5% (8.4%)
Financial derivatives - Swaps related to sales of certain Visa Class B common shares	(210)	Discounted cash flow	Estimated conversion factor of Visa Class B shares into Class A shares Estimated annual growth rate of Visa Class A share price Estimated length of litigation resolution date	163.0% weighted-average 16.0% Q4 2020
Insignificant Level 3 assets, net of liabilities (c)	35			
Total Level 3 assets, net of liabilities (d)	\$ 5,824			

- (a) The assumed yield spread over the benchmark curve for each instrument is generally intended to incorporate non-interest rate risks, such as credit and liquidity risks.
- (b) Consensus pricing refers to fair value estimates that are generally internally developed using information such as dealer quotes or other third-party provided valuations or comparable asset prices.
- (c) Represents the aggregate amount of Level 3 assets and liabilities measured at fair value on a recurring basis that are individually and in the aggregate insignificant. The amount includes certain financial derivative assets and liabilities, trading securities, other securities, residential mortgage loans held for sale, other assets, other borrowed funds and other liabilities.
- (d) Consisted of total Level 3 assets of \$5.8 billion and total Level 3 liabilities of \$0.3 billion as of March 31, 2019 and \$6.1 billion and \$0.3 billion as of December 31, 2018, respectively.

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

We may be required to measure certain financial assets at fair value on a nonrecurring basis. These adjustments to fair value usually result from the application of lower of amortized cost or fair value accounting or write-downs of individual assets due to impairment and are included in Table 52. For more information regarding the valuation methodologies of our financial assets measured at fair value on a nonrecurring basis, see Note 6 Fair Value in our 2018 Form 10-K.

**Table 52: Fair Value Measurements – Nonrecurring (a) (b) (c)**

In millions	Fair Value		Gains (Losses) Three months ended	
	March 31 2019	December 31 2018	March 31 2019	March 31 2018
<b>Assets</b>				
Nonaccrual loans	\$ 127	\$ 128	\$ (18)	\$ (23)
OREO and foreclosed assets	31	59	(2)	
Long-lived assets	8	11	(4)	(2)
<b>Total assets</b>	<b>\$ 166</b>	<b>\$ 198</b>	<b>\$ (24)</b>	<b>\$ (25)</b>

- (a) All Level 3 for the periods presented.
- (b) Valuation techniques applied were fair value of property or collateral.
- (c) Unobservable inputs used were appraised value/sales price, broker opinions or projected income/required improvement costs. Additional quantitative information was not meaningful for the periods presented.

### Financial Instruments Accounted for under Fair Value Option

We elect the fair value option to account for certain financial instruments. For more information on these financial instruments for which the fair value option election has been made, see Note 6 Fair Value in our 2018 Form 10-K.

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

**Table 53: Fair Value Option – Fair Value and Principal Balances**

In millions	March 31, 2019			December 31, 2018		
	Fair Value	Aggregate Unpaid Principal Balance	Difference	Fair Value	Aggregate Unpaid Principal Balance	Difference
<b>Assets</b>						
Residential mortgage loans held for sale						
Performing loans	\$ 467	\$ 450	\$ 17	\$ 489	\$ 472	\$ 17
Accruing loans 90 days or more past due	3	3		2	2	
Nonaccrual loans	3	4	(1)	4	4	
Total	\$ 473	\$ 457	\$ 16	\$ 495	\$ 478	\$ 17
Commercial mortgage loans held for sale (a)						
Performing loans	\$ 163	\$ 183	\$ (20)	\$ 396	\$ 411	\$ (15)
Nonaccrual loans						
Total	\$ 163	\$ 183	\$ (20)	\$ 396	\$ 411	\$ (15)
Residential mortgage loans						
Performing loans	\$ 288	\$ 306	\$ (18)	\$ 279	\$ 298	\$ (19)
Accruing loans 90 days or more past due	286	294	(8)	321	329	(8)
Nonaccrual loans	184	291	(107)	182	292	(110)
Total	\$ 758	\$ 891	\$ (133)	\$ 782	\$ 919	\$ (137)
Other assets	\$ 128	\$ 127	\$ 1	\$ 156	\$ 176	\$ (20)
<b>Liabilities</b>						
Other borrowed funds	\$ 49	\$ 50	\$ (1)	\$ 64	\$ 65	\$ (1)

(a) There were no accruing loans 90 days or more past due within this category at March 31, 2019 or December 31, 2018.

The changes in fair value for items for which we elected the fair value option are as follows:

**Table 54: Fair Value Option – Changes in Fair Value (a)**

In millions	Gains (Losses)	
	Three months ended	
	March 31 2019	March 31 2018
<b>Assets</b>		
Residential mortgage loans held for sale	\$ 14	\$ 4
Commercial mortgage loans held for sale	\$ 5	\$ 14
Residential mortgage loans	\$ 4	\$ 3
Other assets	\$ 9	\$ 11

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

### Additional Fair Value Information Related to Financial Instruments Not Recorded at Fair Value

The following table presents the carrying amounts and estimated fair values, as well as the level within the fair value hierarchy, of all other financial instruments that are not recorded on our Consolidated Balance Sheet at fair value as of March 31, 2019 and December 31, 2018. For more information regarding the methods and assumptions used to estimate the fair values of financial instruments included in Table 55, see Note 6 Fair Value in our 2018 Form 10-K.



**Table 55: Additional Fair Value Information Related to Other Financial Instruments**

		Carrying	Fair Value			
In millions		Amount	Total	Level 1	Level 2	Level 3
March 31, 2019						
Assets						
Cash and due from banks	\$	5,062	\$ 5,062	\$ 5,062		
Interest-earning deposits with banks		15,261	15,261		\$ 15,261	
Securities held to maturity		18,818	18,808	787	17,859	\$ 162
Net loans (excludes leases)		221,495	223,547			223,547
Other assets		6,268	6,267		6,262	5
Total assets	\$	266,904	\$ 268,945	\$ 5,849	\$ 39,382	\$ 223,714
Liabilities						
Time deposits	\$	19,620	\$ 19,428		\$ 19,428	
Borrowed funds		58,365	58,907		57,002	\$ 1,905
Unfunded loan commitments and letters of credit		279	279			279
Other liabilities		447	447		447	
Total liabilities	\$	78,711	\$ 79,061		\$ 76,877	\$ 2,184
December 31, 2018						
Assets						
Cash and due from banks	\$	5,608	\$ 5,608	\$ 5,608		
Interest-earning deposits with banks		10,893	10,893		\$ 10,893	
Securities held to maturity		19,312	19,019	763	18,112	\$ 144
Net loans (excludes leases)		215,525	216,492			216,492
Other assets		11,065	11,065		11,060	5
Total assets	\$	262,403	\$ 263,077	\$ 6,371	\$ 40,065	\$ 216,641
Liabilities						
Time deposits	\$	18,507	\$ 18,246		\$ 18,246	
Borrowed funds		56,412	56,657		54,872	\$ 1,785
Unfunded loan commitments and letters of credit		285	285			285
Other liabilities		393	393		393	
Total liabilities	\$	75,597	\$ 75,581		\$ 73,511	\$ 2,070

The aggregate fair values in Table 55 represent only a portion of the total market value of our assets and liabilities as, in accordance with the guidance related to fair values about financial instruments, we exclude the following:

- financial instruments recorded at fair value on a recurring basis (as they are disclosed in Table 49);
- investments accounted for under the equity method;
- equity securities without a readily determinable fair value that apply for the alternative measurement approach to fair value under ASU 2016-01;
- real and personal property;
- lease financing;
- loan customer relationships;
- deposit customer intangibles;
- mortgage servicing rights (MSRs);
- retail branch networks;
- fee-based businesses, such as asset management and brokerage;
- trademarks and brand names;
- trade receivables and payables due in one year or less; and
- deposit liabilities with no defined or contractual maturities under ASU 2016-01.

## NOTE 7 GOODWILL AND MORTGAGE SERVICING RIGHTS

### Goodwill

See Note 7 Goodwill and Mortgage Servicing Rights in our 2018 Form 10-K for more information regarding our goodwill.

### Mortgage Servicing Rights

We recognize the right to service mortgage loans for others when we recognize it as an intangible asset and the servicing income we receive is more than adequate compensation. MSRs totaled \$1.8 billion and \$2.0 billion at March 31, 2019 and December 31, 2018, respectively, and consisted of loan servicing contracts for commercial and residential mortgages measured at fair value.

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

See the Sensitivity Analysis section of this Note 7, as well as Note 6 Fair Value in our 2018 Form 10-K for more detail on our fair value measurement of MSRs. Refer to Note 7 Goodwill and Mortgage Servicing Rights in our 2018 Form 10-K for more information on our accounting and measurement of MSRs.

Changes in the commercial and residential MSRs follow:

**Table 56: Mortgage Servicing Rights**

In millions	Commercial MSRs		Residential MSRs	
	2019	2018	2019	2018
January 1	\$ 726	\$ 668	\$ 1,257	\$ 1,164
Additions:				
From loans sold with servicing retained	7	17	7	13
Purchases	19	23	6	9
Changes in fair value due to:				
Time and payoffs (a)	(38)	(33)	(33)	(37)
Other (b)	(33)	48	(106)	107
March 31	\$ 681	\$ 723	\$ 1,131	\$ 1,256
Related unpaid principal balance at March 31	\$ 186,946	\$ 169,172	\$ 123,079	\$ 124,696
Servicing advances at March 31	\$ 243	\$ 200	\$ 138	\$ 197

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

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

### Sensitivity Analysis

The fair value of commercial and residential MSRs and significant inputs to the valuation models as of March 31, 2019 are shown in Tables 57 and 58. The expected and actual rates of mortgage loan prepayments are significant factors driving the fair value. Management uses both internal proprietary models and a third-party model to estimate future commercial mortgage loan prepayments and a third-party model to estimate future residential mortgage loan prepayments. These models have been refined based on current market conditions and management judgment. Future interest rates are another important factor in the valuation of MSRs. Management utilizes market implied forward interest rates to estimate the future direction of mortgage and discount rates. The forward rates utilized are derived from the current yield curve for U.S. dollar interest rate swaps and are consistent with pricing of capital markets instruments. Changes in the shape and slope of the forward curve in future periods may result in volatility in the fair value estimate.

A sensitivity analysis of the hypothetical effect on the fair value of MSRs to adverse changes in key assumptions is presented in Tables 57 and 58. These sensitivities do not include the impact of the related hedging activities. Changes in fair value generally cannot be extrapolated because the relationship of the change in the assumption to the change in fair value may not be linear. Also, the effect of a variation in a particular assumption on the fair value of the MSRs is calculated independently without changing any other assumption. In reality, changes in one factor may result in changes in another (e.g., changes in mortgage interest rates, which drive changes in prepayment rate estimates, could result in changes in the interest rate spread), which could either magnify or counteract the sensitivities.

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

**Table 57: Commercial Mortgage Servicing Rights – Key Valuation Assumptions**

Dollars in millions	March 31 2019	December 31 2018
Fair value	\$ 681	\$ 726
Weighted-average life (years)	4.1	4.1
Weighted-average constant prepayment rate	5.45 %	5.65 %
Decline in fair value from 10% adverse change	\$ 10	\$ 10
Decline in fair value from 20% adverse change	\$ 19	\$ 19
Effective discount rate	8.23 %	8.39 %
Decline in fair value from 10% adverse change	\$ 18	\$ 19
Decline in fair value from 20% adverse change	\$ 36	\$ 39

**Table 58: Residential Mortgage Servicing Rights – Key Valuation Assumptions**

Dollars in millions	March 31 2019	December 31 2018
Fair value	\$ 1,131	\$ 1,257
Weighted-average life (years)	6.2	6.9
Weighted-average constant prepayment rate	10.46 %	8.69 %
Decline in fair value from 10% adverse change	\$ 43	\$ 41
Decline in fair value from 20% adverse change	\$ 83	\$ 79
Weighted-average option adjusted spread	805 bps	806 bps
Decline in fair value from 10% adverse change	\$ 32	\$ 37
Decline in fair value from 20% adverse change	\$ 63	\$ 73

Fees from mortgage loan servicing, which includes contractually specified servicing fees, late fees and ancillary fees were \$1 billion for both the three months ended March 31, 2019 and 2018. We also generate servicing fees from fee-based activities provided to others for which we do not have an associated servicing asset. Fees from commercial and residential MSRs are reported within Noninterest income on our Consolidated Income Statement in Corporate services and Residential mortgage, respectively.

## NOTE 8 EMPLOYEE BENEFIT PLANS

### Pension and Postretirement Plans

As described in Note 11 Employee Benefit Plans in our 2018 Form 10-K, we have a noncontributory, qualified defined benefit pension plan covering eligible employees. Benefits are determined using a cash balance formula where earnings credits are a percentage of eligible compensation and are subject to a minimum annual amount. Any pension contributions to the plan are based on an actuarially determined amount necessary to fund total benefits payable to plan participants.

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

The components of our net periodic benefit cost for the three months ended March 31, 2019 and 2018, respectively, were as follows:

**Table 59: Components of Net Periodic Benefit Cost (a)**

Three months ended March 31 In millions	Qualified Pension Plan		Nonqualified Pension Plan		Postretirement Benefits	
	2019	2018	2019	2018	2019	2018
Net periodic cost consists of:						
Service cost	\$ 28	\$ 28	\$ 1	\$ 1	\$ 1	\$ 1
Interest cost	46	43	2	2	3	3
Expected return on plan assets	(72)	(76)			(1)	(1)
Amortization of prior service credit	1					
Amortization of actuarial losses			1	1		
Net periodic cost/(benefit)	\$ 3	\$ (5)	\$ 4	\$ 4	\$ 3	\$ 3

(a) The service cost component is included in Personnel expense on the Consolidated Income Statement. All other components are included in Other noninterest expense on the Consolidated Income Statement.

## NOTE 9 FINANCIAL DERIVATIVES

We use a variety of financial derivatives as part of our overall asset and liability risk management process to help manage exposure to market (primarily interest rate) and credit risk inherent in our business activities. We also enter into derivatives with customers to facilitate their risk management activities. Derivatives represent contracts between parties that usually require little or no initial net investment and result in one party delivering cash or another type of asset to the other party based on a notional amount and an underlying as specified in the contract.

For more information regarding derivatives see Note 1 Accounting Policies and Note 13 Financial Derivatives in our 2018 Form 10-K.

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

**Table 60: Total Gross Derivatives**

In millions	March 31, 2019			December 31, 2018		
	Notional / Contract Amount	Asset Fair Value (a)	Liability Fair Value (b)	Notional / Contract Amount	Asset Fair Value (a)	Liability Fair Value (b)
<b>Derivatives used for hedging under GAAP</b>						
Interest rate contracts (c):						
Fair value hedges	\$ 30,701	\$ 7		\$ 30,919	\$ 7	
Cash flow hedges	21,946	3		17,337	1	
Foreign exchange contracts:						
Net investment hedges	1,008	\$ 29		1,012	\$ 10	
<b>Total derivatives designated for hedging under GAAP</b>	<b>\$ 53,655</b>	<b>\$ 10</b>	<b>\$ 29</b>	<b>\$ 49,268</b>	<b>\$ 8</b>	<b>\$ 10</b>
<b>Derivatives not used for hedging under GAAP</b>						
<b>Derivatives used for mortgage banking activities (d):</b>						
Interest rate contracts:						
Swaps	\$ 41,334	\$ 14	\$ 4	\$ 43,084	\$ 3	
Futures (e)	4,535			10,658		
Mortgage-backed commitments	6,277	64	57	5,771	47	39
Other	9,880	26	12	6,509	10	3
Subtotal	62,026	104	73	66,022	57	45
<b>Derivatives used for customer-related activities:</b>						
Interest rate contracts:						
Swaps	224,133	1,780	1,213	218,496	1,352	1,432
Futures (e)	564			914		
Mortgage-backed commitments	2,708	6	9	2,246	7	10
Other	22,059	83	25	20,109	77	33
Subtotal	249,464	1,869	1,247	241,765	1,436	1,475
Commodity contracts:						
Swaps	4,620	144	139	4,813	244	238
Other	1,387	15	15	1,418	67	67
Subtotal	6,007	159	154	6,231	311	305
Foreign exchange contracts and other	23,624	186	180	23,253	194	192
Subtotal	279,095	2,214	1,581	271,249	1,941	1,972
<b>Derivatives used for other risk management activities:</b>						
Foreign exchange contracts and other	8,711	40	222	7,908	75	263
<b>Total derivatives not designated for hedging under GAAP</b>	<b>\$ 349,832</b>	<b>\$ 2,358</b>	<b>\$ 1,876</b>	<b>\$ 345,179</b>	<b>\$ 2,073</b>	<b>\$ 2,280</b>
<b>Total gross derivatives</b>	<b>\$ 403,487</b>	<b>\$ 2,368</b>	<b>\$ 1,905</b>	<b>\$ 394,447</b>	<b>\$ 2,081</b>	<b>\$ 2,290</b>
Less: Impact of legally enforceable master netting agreements		695	695		688	688
Less: Cash collateral received/paid		302	626		341	539
<b>Total derivatives</b>		<b>\$ 1,371</b>	<b>\$ 584</b>		<b>\$ 1,052</b>	<b>\$ 1,063</b>

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

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

(c) Represents primarily swaps.

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

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

All derivatives are carried on our Consolidated Balance Sheet at fair value. Derivative balances are presented on the Consolidated Balance Sheet on a net basis taking into consideration the effects of legally enforceable master netting agreements and, when appropriate, any related cash collateral exchanged with counterparties. Further discussion regarding the offsetting rights associated with these legally enforceable master netting agreements is included in the Offsetting, Counterparty Credit Risk and Contingent Features section of this Note 9. Any nonperformance risk, including credit risk, is included in the determination of the estimated net fair value of the derivatives.

#### **Derivatives Designated As Hedging Instruments under GAAP**

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

derivatives as accounting hedges allows for gains and losses on those derivatives to be recognized in the same period and in the same income statement line item as the earnings impact of the hedged items.

#### Fair Value Hedges

We enter into receive-fixed, pay-variable interest rate swaps to hedge changes in the fair value of outstanding fixed-rate debt caused by fluctuations in market interest rates. We also enter into pay-fixed, receive-variable interest rate swaps and zero-coupon swaps to hedge changes in the fair value of fixed rate and zero-coupon investment securities caused by fluctuations in market interest rates. Gains and losses on the interest rate swaps designated in these hedge relationships, along with the offsetting gains and losses on the hedged items attributable to the hedged risk, are recognized in current earnings within the same income statement line item.

#### Cash Flow Hedges

We enter into receive-fixed, pay-variable interest rate swaps to modify the interest rate characteristics of designated commercial loans from variable to fixed in order to reduce the impact of changes in future cash flows due to market interest rate changes. We also periodically enter into forward purchase and sale contracts to hedge the variability of the consideration that will be paid or received related to the purchase or sale of investment securities. The forecasted purchase or sale is consummated upon gross settlement of the forward contract itself. For these cash flow hedges, gains and losses on the interest rate swaps and forward contracts are recorded in AOCI and are then reclassified into earnings in the same period the hedged cash flows affect earnings and within the same income statement line as the hedged cash flows.

In the 12 months that follow March 31, 2019, we expect to reclassify net derivative losses of \$7 million pretax, or \$5 million after-tax, from AOCI to interest income for both cash flow hedge strategies. This reclassified amount could differ from amounts actually recognized due to changes in interest rates, hedge de-designations and the addition of other hedges subsequent to March 31, 2019. As of March 31, 2019, the maximum length of time over which forecasted transactions are hedged is ten years.

Further detail regarding gains (losses) related to our fair value and cash flow hedge derivatives is presented in the following table.

**Table 61: Gains (Losses) Recognized on Fair Value and Cash Flow Hedges in the Consolidated Income Statement (a) (b)**

In millions	Location and Amount of Gains (Losses) Recognized in Income			
	Interest Income		Interest Expense	Noninterest Income
	Loans	Investment Securities	Borrowed Funds	Other
<b>For the three months ended March 31, 2019</b>				
Total amounts on the Consolidated Income Statement	\$ 2,602	\$ 620	\$ 481	\$ 308
Gains (losses) on fair value hedges recognized on:				
Hedged items (c)		\$ 58	\$ (274)	
Derivatives		\$ (55)	\$ 228	
Amounts related to interest settlements on derivatives		\$ 5	\$ 11	
Gains (losses) on cash flow hedges (d):				
Amount of derivative gains (losses) reclassified from AOCI	\$ (8)	\$ 1	\$	15
<b>For the three months ended March 31, 2018</b>				
Total amounts on the Consolidated Income Statement	\$ 2,228	\$ 512	\$ 344	\$ 245
Gains (losses) on fair value hedges recognized on:				
Hedged items (c)		\$ (90)	\$ 370	
Derivatives		\$ 92	\$ (370)	
Amounts related to interest settlements on derivatives		\$ (3)	\$ 26	
Gains (losses) on cash flow hedges (d):				
Amount of derivative gains (losses) reclassified from AOCI	\$ 26	\$ 4	\$	2

(a) For all periods presented, there were no components of derivative gains or losses excluded from the assessment of hedge effectiveness for any of the fair value or cash flow hedge strategies.

(b) All cash flow and fair value hedge derivatives were interest rate contracts for the periods presented.

(c) Includes an insignificant amount of fair value hedge adjustments primarily related to discontinued borrowed funds hedge relationships.

(d) For all periods presented, there were no gains or losses from cash flow hedge derivatives reclassified to income because it became probable that the original forecasted transaction would not occur.

Detail regarding the impact of fair value hedge accounting on the carrying value of the hedged items is presented in the following table.

**Table 62: Hedged Items - Fair Value Hedges**

In millions	March 31, 2019		December 31, 2018	
	Carrying Value of the Hedged Items	Cumulative Fair Value Hedge Adjustment included in the Carrying Value of Hedged Items (a)	Carrying Value of the Hedged Items	Cumulative Fair Value Hedge Adjustment included in the Carrying Value of Hedged Items (a)
Investment securities - available for sale (b)	\$ 6,418	\$ (54)	\$ 6,216	\$ (103)
Borrowed funds	\$ 26,740	\$ 14	\$ 27,121	\$ (260)

(a) Includes \$(.5) billion of fair value hedge adjustments primarily related to discontinued borrowed funds hedge relationships for both periods presented.

(b) Carrying value shown represents amortized cost.

#### **Net Investment Hedges**

We enter into foreign currency forward contracts to hedge non-U.S. dollar net investments in foreign subsidiaries against adverse changes in foreign exchange rates. We assess whether the hedging relationship is highly effective in achieving offsetting changes in the value of the hedge and hedged item by qualitatively verifying that the critical terms of the hedge and hedged item match at the inception of the hedging relationship and on an ongoing basis. Net investment hedge derivatives are classified as foreign exchange contracts. There were no components of derivative gains or losses excluded from the assessment of the hedge effectiveness for all periods presented. Net losses on net investment hedge derivatives recognized in OCI were \$18 million and \$39 million for the three months ended March 31, 2019 and 2018, respectively.

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

We also enter into derivatives that are not designated as accounting hedges under GAAP. For additional information on derivatives not designated as hedging instruments under GAAP, see Note 13 Financial Derivatives in our 2018 Form 10-K.

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

**Table 63: Gains (Losses) on Derivatives Not Designated for Hedging under GAAP**

In millions	Three months ended March 31	
	2019	2018
Derivatives used for mortgage banking activities:		
Interest rate contracts (a)	\$ 128	\$ (114)
Derivatives used for customer-related activities:		
Interest rate contracts	(2)	56
Foreign exchange contracts and other (b)	23	44
Gains (losses) from customer-related activities (c)	21	100
Derivatives used for other risk management activities:		
Foreign exchange contracts and other (c)	(54)	(17)
Total gains (losses) from derivatives not designated as hedging instruments	\$ 95	\$ (31)

(a) Included in Residential mortgage, Corporate services and Other noninterest income on our Consolidated Income Statement.

(b) Includes an insignificant amount of gains (losses) on commodity contracts for all periods presented.

(c) Included in Other noninterest income on our Consolidated Income Statement.

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

We generally utilize a net presentation on the Consolidated Balance Sheet for those derivative financial instruments entered into with counterparties under legally enforceable master netting agreements. The master netting agreements reduce credit risk by permitting the closeout netting of all outstanding derivative instruments under the master netting agreement with the same counterparty upon the occurrence of an event of default. The master netting agreement also may require the exchange of cash or marketable securities to collateralize either party's net position. For additional information on derivative offsetting, counterparty credit risk and contingent features, see Note 13 Financial Derivatives in our 2018 Form 10-K.

Table 64 shows the impact legally enforceable master netting agreements had on our derivative assets and derivative liabilities as of March 31, 2019 and December 31, 2018. The table includes cash collateral held or pledged under legally enforceable master netting agreements. The table also includes the fair value of any securities collateral held or pledged under legally enforceable master netting agreements. Cash and securities collateral amounts are included in the table only to the extent of the related net derivative fair values.

Table 64 includes over-the-counter (OTC) derivatives and OTC cleared derivatives. OTC derivatives represent contracts executed bilaterally with counterparties that are not settled through an organized exchange or cleared through a central clearing house. The majority of OTC derivatives are governed by the International Swaps and Derivatives Association (ISDA) documentation or other legally enforceable master netting agreements. OTC cleared derivatives represent contracts executed bilaterally with counterparties in the OTC market that are novated to a central clearing house who then becomes our counterparty. OTC cleared derivative instruments are typically settled in cash each day based on the prior day value.

**Table 64: Derivative Assets and Liabilities Offsetting**

In millions	Gross Fair Value	Amounts Offset on the Consolidated Balance Sheet		Net Fair Value	Securities Collateral Held/Pledged Under Master Netting Agreements	Net Amounts
		Fair Value Offset Amount	Cash Collateral			
March 31, 2019						
Derivative assets						
Interest rate contracts:						
Over-the-counter cleared	\$ 18			\$ 18		\$ 18
Over-the-counter	1,965	\$ 431	\$ 295	1,239	\$ 70	1,169
Commodity contracts	159	117	1	41		41
Foreign exchange and other contracts	226	147	6	73		73
Total derivative assets	\$ 2,368	\$ 695	\$ 302	\$ 1,371 (a)	\$ 70	\$ 1,301
Derivative liabilities						
Interest rate contracts:						
Over-the-counter cleared	\$ 23			\$ 23		\$ 23
Over-the-counter	1,297	\$ 543	\$ 537	217		217
Commodity contracts	154	90	39	25		25
Foreign exchange and other contracts	431	62	50	319		319
Total derivative liabilities	\$ 1,905	\$ 695	\$ 626	\$ 584 (b)		\$ 584
December 31, 2018						
Derivative assets						
Interest rate contracts:						
Over-the-counter cleared	\$ 29			\$ 29		\$ 29
Over-the-counter	1,472	\$ 450	\$ 117	905	\$ 25	880
Commodity contracts	311	76	210	25		25
Foreign exchange and other contracts	269	162	14	93		93
Total derivative assets	\$ 2,081	\$ 688	\$ 341	\$ 1,052 (a)	\$ 25	\$ 1,027
Derivative liabilities						
Interest rate contracts:						
Over-the-counter cleared	\$ 24			\$ 24		\$ 24
Over-the-counter	1,496	\$ 557	\$ 489	450	\$ 11	439
Commodity contracts	305	56	17	232		232
Foreign exchange and other contracts	465	75	33	357		357
Total derivative liabilities	\$ 2,290	\$ 688	\$ 539	\$ 1,063 (b)	\$ 11	\$ 1,052

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

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

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

At March 31, 2019, we held cash, U.S. government securities and mortgage-backed securities totaling \$5.5 billion under master netting agreements and other collateral agreements to collateralize net derivative assets due from counterparties, and we pledged cash totaling \$1.4 billion under these agreements to collateralize net derivative liabilities owed to counterparties and to meet initial margin requirements. These totals may differ from the amounts presented in the preceding offsetting table because these totals may include collateral exchanged under an agreement that does not qualify as a master netting agreement or because the total amount of collateral



held or pledged exceeds the net derivative fair values with the counterparty as of the balance sheet date due to timing or other factors, such as initial margin. To the extent not netted against the derivative fair values under a master netting agreement, the receivable for cash pledged is included in Other assets and the obligation for cash held is included in Other liabilities on our Consolidated Balance Sheet. Securities held from counterparties are not recognized on our balance sheet. Likewise securities we have pledged to counterparties remain on our balance sheet.

Certain derivative agreements contain various credit-risk related contingent provisions, such as those that require our debt to maintain a specified credit rating from one or more of the major credit rating agencies. If our debt ratings were to fall below such specified ratings, the counterparties to the derivative instruments could request immediate payment or demand immediate and ongoing full collateralization on derivative instruments in net liability positions. The aggregate fair value of all derivative instruments with credit-risk-related contingent features that were in a net liability position on March 31, 2019 was \$1.1 billion for which we had posted collateral of \$.6 billion in the normal course of business. The maximum additional amount of collateral we would have been required to post if the credit-risk-related contingent features underlying these agreements had been triggered on March 31, 2019 would be \$.5 billion.

## NOTE 10 EARNINGS PER SHARE

*Table 65: Basic and Diluted Earnings Per Common Share*

	Three months ended March 31	
	2019	2018
In millions, except per share data		
<b>Basic</b>		
Net income	\$ 1,271	\$ 1,239
Less:		
Net income attributable to noncontrolling interests	10	10
Preferred stock dividends	63	63
Preferred stock discount accretion and redemptions	1	1
Net income attributable to common shares	1,197	1,165
Less: Dividends and undistributed earnings allocated to participating securities	5	5
Net income attributable to basic common shares	\$ 1,192	\$ 1,160
Basic weighted-average common shares outstanding	455	473
Basic earnings per common share (a)	\$ 2.62	\$ 2.45
<b>Diluted</b>		
Net income attributable to basic common shares	\$ 1,192	\$ 1,160
Less: Impact of BlackRock earnings per share dilution	3	2
Net income attributable to diluted common shares	\$ 1,189	\$ 1,158
Basic weighted-average common shares outstanding	455	473
Dilutive potential common shares	1	3
Diluted weighted-average common shares outstanding	456	476
Diluted earnings per common share (a)	\$ 2.61	\$ 2.43

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

## NOTE 11 TOTAL EQUITY AND OTHER COMPREHENSIVE INCOME

Activity in total equity for the three months ended March 31, 2019 and 2018 follows.

**Table 66: Rollforward of Total Equity**

In millions	Shares Outstanding Common Stock	Shareholders' Equity						Non-controlling Interests	Total Equity
		Common Stock	Capital Surplus - Preferred Stock	Capital Surplus - Common Stock and Other	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock		
Balance at December 31, 2017 (a)	473	\$ 2,710	\$ 3,985	\$ 12,389	\$ 35,481	\$ (148)	\$ (6,904)	\$ 72	\$ 47,585
Cumulative effect of ASU adoptions (b)					(22)	6			(16)
Balance at January 1, 2018 (a)	473	\$ 2,710	\$ 3,985	\$ 12,389	\$ 35,459	\$ (142)	\$ (6,904)	\$ 72	\$ 47,569
Net income					1,229			10	1,239
Other comprehensive income (loss), net of tax						(557)			(557)
Cash dividends declared									
Common					(358)				(358)
Preferred					(63)				(63)
Preferred stock discount accretion			1		(1)				
Treasury stock activity (3)				6			(631)		(625)
Other				(154)				(16)	(170)
Balance at March 31, 2018 (a)	470	\$ 2,710	\$ 3,986	\$ 12,241	\$ 36,266	\$ (699)	\$ (7,535)	\$ 66	\$ 47,035
Balance at December 31, 2018 (a)	457	\$ 2,711	\$ 3,986	\$ 12,291	\$ 38,919	\$ (725)	\$ (9,454)	\$ 42	\$ 47,770
Cumulative effect of ASU 2016-02 adoption (c)					62				62
Balance at January 1, 2019 (a)	457	\$ 2,711	\$ 3,986	\$ 12,291	\$ 38,981	\$ (725)	\$ (9,454)	\$ 42	\$ 47,832
Net income					1,261			10	1,271
Other comprehensive income (loss), net of tax						720			720
Cash dividends declared									
Common					(436)				(436)
Preferred					(63)				(63)
Preferred stock discount accretion			1		(1)				
Treasury stock activity (5)				10			(631)		(621)
Other			3	(118)				(13)	(128)
Balance at March 31, 2019 (a)	452	\$ 2,711	\$ 3,990	\$ 12,183	\$ 39,742	\$ (5)	\$ (10,085)	\$ 39	\$ 48,575

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

(b) Represents the cumulative effect of adopting ASU 2014-09, ASU 2016-01, ASU 2017-12 and ASU 2018-02. See the Recently Adopted Accounting Standards portion of Note 1 Accounting Policies in our 2018 Form 10-K for additional detail on the adoption of these ASUs.

(c) Represents the impact of the adoption of ASU 2016-02 related primarily to deferred gains on previous sale-leaseback transactions. See the Recently Adopted Accounting Standards portion of Note 1 Accounting Policies in this Report for additional detail.

The following table provides the dividends per share for PNC's common and preferred stock.

**Table 67: Dividends Per Share (a)**

	March 31, 2019	March 31, 2018
<b>Common Stock</b>	\$ .95	\$ .75
<b>Preferred Stock</b>		
Series B	\$ .45	\$ .45
Series O	\$ 3,375	\$ 3,375
Series P	\$ 1,531	\$ 1,531
Series Q	\$ 1,344	\$ 1,344
Series R	—	—
Series S	—	—

(a) Dividends are payable quarterly other than Series O, Series R, and Series S preferred stock, which are payable semiannually, with the Series O payable in different quarters than the Series R and Series S preferred stock

On April 4, 2019, we declared a quarterly common stock cash dividend of \$.95 per share payable on May 5, 2019.

## Other Comprehensive Income

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

**Table 68: Other Comprehensive Income (Loss)**

In millions	Three months ended March 31	
	2019	2018
<b>Net unrealized gains (losses) on non-OTTI securities</b>		
Increase in net unrealized gains (losses) on non-OTTI securities	\$ 640	\$ (645)
Less: Net gains (losses) realized as a yield adjustment reclassified to investment securities interest income	3	4
Less: Net gains (losses) realized on sales of securities reclassified to noninterest income	(2)	(3)
<b>Net increase (decrease), pre-tax</b>	639	(646)
Effect of income taxes	(147)	150
<b>Net increase (decrease), after-tax</b>	492	(496)
<b>Net unrealized gains (losses) on OTTI securities</b>		
Increase in net unrealized gains (losses) on OTTI securities	9	14
<b>Net increase (decrease), pre-tax</b>	9	14
Effect of income taxes	(2)	(4)
<b>Net increase (decrease), after-tax</b>	7	10
<b>Net unrealized gains (losses) on cash flow hedge derivatives</b>		
Increase in net unrealized gains (losses) on cash flow hedge derivatives	108	(161)
Less: Net gains (losses) realized as a yield adjustment reclassified to loan interest income	(8)	26
Less: Net gains (losses) realized as a yield adjustment reclassified to investment securities interest income	1	4
Less: Net gains (losses) realized on sales of securities reclassified to noninterest income	15	2
<b>Net increase (decrease), pre-tax</b>	100	(193)
Effect of income taxes	(23)	44
<b>Net increase (decrease), after-tax</b>	77	(149)
<b>Pension and other postretirement benefit plan adjustments</b>		
Net pension and other postretirement benefit activity	143	61
Amortization of actuarial loss (gain) reclassified to other noninterest expense	1	1
Amortization of prior service cost (credit) reclassified to other noninterest expense	1	1
<b>Net increase (decrease), pre-tax</b>	145	63
Effect of income taxes	(33)	(15)
<b>Net increase (decrease), after-tax</b>	112	48
<b>Other</b>		
PNC's portion of BlackRock's OCI	29	22
Net investment hedge derivatives	(18)	(39)
Foreign currency translation adjustments and other	23	44
<b>Net increase (decrease), pre-tax</b>	34	27
Effect of income taxes	(2)	3
<b>Net increase (decrease), after-tax</b>	32	30
<b>Total other comprehensive income (loss), pre-tax</b>	927	(735)
Total other comprehensive income (loss), tax effect	(207)	178
<b>Total other comprehensive income (loss), after-tax</b>	\$ 720	\$ (557)

**Table 69: Accumulated Other Comprehensive Income (Loss) Components**

In millions, after-tax	Net unrealized gains (losses) on non-OTTI securities	Net unrealized gains (losses) on OTTI securities	Net unrealized gains (losses) on cash flow hedge derivatives	Pension and other postretirement benefit plan adjustments	Other	Total
Balance at December 31, 2017	\$ 62	\$ 215	\$ 151	\$ (446)	\$ (130)	\$ (148)
Cumulative effect of adopting ASU 2018-02 (a)	59		33	(96)	10	6
Balance at January 1, 2018	121	215	184	(542)	(120)	(142)
Net activity	(496)	10	(149)	48	30	(557)
Balance at March 31, 2018	\$ (375)	\$ 225	\$ 35	\$ (494)	\$ (90)	\$ (699)
Balance at December 31, 2018	\$ (284)	\$ 204	\$ 47	\$ (530)	\$ (162)	\$ (725)
Net activity	492	7	77	112	32	720
Balance at March 31, 2019	\$ 208	\$ 211	\$ 124	\$ (418)	\$ (130)	\$ (5)

(a) Represents the cumulative impact of adopting ASU 2018-02 which permits the reclassification to retained earnings of the income tax effects stranded within AOCI. See the Recently Adopted Accounting Standards portion of Note 1 Accounting Policies in our 2018 Form 10-K for additional detail on this adoption.

## NOTE 12 LEGAL PROCEEDINGS

We establish accruals for legal proceedings, including litigation and regulatory and governmental investigations and inquiries, when information related to the loss contingencies represented by those matters indicates both that a loss is probable and that the amount of loss can be reasonably estimated. Any such accruals are adjusted thereafter as appropriate to reflect changed circumstances. When we are able to do so, we also determine estimates of possible losses or ranges of possible losses, whether in excess of any related accrued liability or where there is no accrued liability, for disclosed legal proceedings (“Disclosed Matters,” which are those matters disclosed in this Note 12 as well as those matters disclosed in Note 19 Legal Proceedings in Part II, Item 8 of our 2018 Form 10-K (such prior disclosure referred to as “Prior Disclosure”). For Disclosed Matters where we are able to estimate such possible losses or ranges of possible losses, as of March 31, 2019, we estimate that it is reasonably possible that we could incur losses in an aggregate amount less than \$100 million. The estimates included in this amount are based on our analysis of currently available information and are subject to significant judgment and a variety of assumptions and uncertainties. As new information is obtained we may change our estimates. Due to the inherent subjectivity of the assessments and unpredictability of outcomes of legal proceedings, any amounts accrued or included in this aggregate amount may not represent the ultimate loss to us from the legal proceedings in question. Thus, our exposure and ultimate losses may be higher, and possibly significantly so, than the amounts accrued or this aggregate amount.

As a result of the types of factors described in Note 19 in our 2018 Form 10-K, we are unable, at this time, to estimate the losses that are reasonably possible to be incurred or ranges of such losses with respect to some of the matters disclosed, and the aggregate estimated amount provided above does not include an estimate for every Disclosed Matter. Therefore, as the estimated aggregate amount disclosed above does not include all of the Disclosed Matters, the amount disclosed above does not represent our maximum reasonably possible loss exposure for all of the Disclosed Matters. The estimated aggregate amount also does not reflect any of our exposure to matters not so disclosed, as discussed below under “Other.”

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

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

### DD Growth Premium Master Fund

In March 2019, the parties to the proceedings brought by the liquidator of the DD Growth Premium Master Fund (DD Growth) and pending in the High Court, Dublin, Ireland entered into a settlement agreement to resolve this lawsuit. The settlement is conditioned, among other things, on court approval in the Cayman Islands where DD Growth is organized. PNC and BNY Mellon have agreed on the amount of PNC’s contribution to this settlement, which is not material.

### Other Regulatory and Governmental Inquiries

We are the subject of investigations, audits and other forms of regulatory and governmental inquiry covering a broad range of issues in our consumer, mortgage, brokerage, securities and other financial services businesses, as well as other aspects of our operations. In some

cases, these inquiries are part of reviews of specified activities at multiple industry participants; in others, they are directed at PNC individually. These inquiries, including those described in Prior Disclosure, may lead to administrative, civil or criminal proceedings, and possibly result in remedies including fines, penalties, restitution, or alterations in our business practices, and in additional expenses and collateral costs and other consequences. These inquiries may result in significant reputational harm or other adverse collateral consequences even if direct resulting remedies are not material to us.

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

#### **Other**

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

### **NOTE 13 COMMITMENTS**

In the normal course of business, we have various commitments outstanding, certain of which are not included on our Consolidated Balance Sheet. The following table presents our outstanding commitments to extend credit along with significant other commitments as of March 31, 2019 and December 31, 2018, respectively.

**Table 70: Commitments to Extend Credit and Other Commitments**

In millions	March 31 2019	December 31 2018
Commitments to extend credit		
Total commercial lending	\$ 122,014	\$ 120,165
Home equity lines of credit	17,094	16,944
Credit card	28,187	27,100
Other	5,844	5,069
Total commitments to extend credit	173,139	169,278
Net outstanding standby letters of credit (a)	9,236	8,655
Reinsurance agreements (b)	1,492	1,549
Standby bond purchase agreements (c)	1,145	1,000
Other commitments (d)	1,472	1,130
Total commitments to extend credit and other commitments	\$ 186,484	\$ 181,612

(a) Net outstanding standby letters of credit include \$3.7 billion at both March 31, 2019 and December 31, 2018, which support remarketing programs.

(b) Represents aggregate maximum exposure up to the specified limits of the reinsurance contracts provided by our wholly-owned captive insurance subsidiary. These amounts reflect estimates based on availability of financial information from insurance carriers. As of both March 31, 2019 and December 31, 2018, the aggregate maximum exposure amount comprised \$1.3 billion for accidental death & dismemberment contracts and \$.2 billion for credit life, accident and health contracts.

(c) We enter into standby bond purchase agreements to support municipal bond obligations.

(d) Includes \$.5 billion related to investments in qualified affordable housing projects at both March 31, 2019 and December 31, 2018.

#### **Commitments to Extend Credit**

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

#### **Net Outstanding Standby Letters of Credit**

We issue standby letters of credit and share in the risk of standby letters of credit issued by other financial institutions, in each case to support obligations of our customers to third parties, such as insurance requirements and the facilitation of transactions involving capital markets product execution. Approximately 98% of our net outstanding standby letters of credit were rated as Pass as of March 31, 2019, with the remainder rated as Criticized. An internal credit rating of Pass indicates the expected risk of loss is currently low, while a rating of Criticized indicates a higher degree of risk.

If the customer fails to meet its financial or performance obligation to the third party under the terms of the contract or there is a need to support a remarketing program, then upon a draw by a beneficiary, subject to the terms of the letter of credit, we would be obligated to make payment to them. The standby letters of credit outstanding on March 31, 2019 had terms ranging from less than one year to six years.

As of March 31, 2019, assets of \$1.0 billion secured certain specifically identified standby letters of credit. In addition, a portion of the remaining standby letters of credit issued on behalf of specific customers is also secured by collateral or guarantees that secure the customers' other obligations to us. The carrying amount of the liability for our obligations related to standby letters of credit and participations in standby letters of credit was \$2.2 billion at March 31, 2019 and is included in Other liabilities on our Consolidated Balance Sheet.

## NOTE 14 SEGMENT REPORTING

We have four reportable business segments:

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

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

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

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

Net interest income in business segment results reflects our internal funds transfer pricing methodology. Assets receive a funding charge and liabilities and capital receive a funding credit based on a transfer pricing methodology that incorporates product repricing characteristics, tenor and other factors.

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

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

## Business Segment Results

Table 71: Results of Businesses

Three months ended March 31 In millions	Retail Banking	Corporate & Institutional Banking	Asset Management Group	BlackRock	Other	Consolidated (a)
<b>2019</b>						
<b>Income Statement</b>						
Net interest income	\$ 1,349	\$ 877	\$ 70	\$ 179	\$ 2,475	
Noninterest income	595	576	217	\$ 233	190	1,811
Total revenue	1,944	1,453	287	233	369	4,286
Provision for credit losses (benefit)	128	71	(1)		(9)	189
Depreciation and amortization	51	50	12		121	234
Other noninterest expense	1,417	636	218		73	2,344
Income before income taxes and noncontrolling interests	348	696	58	233	184	1,519
Income taxes (benefit)	84	144	13	36	(29)	248
Net income	\$ 264	\$ 552	\$ 45	\$ 197	\$ 213	\$ 1,271
Average Assets (b)	\$ 91,255	\$ 157,169	\$ 7,259	\$ 8,080	\$ 122,135	\$ 385,898
<b>2018</b>						
<b>Income Statement</b>						
Net interest income	\$ 1,218	\$ 861	\$ 74	\$ 208	\$ 2,361	
Noninterest income	635	547	226	\$ 235	107	1,750
Total revenue	1,853	1,408	300	235	315	4,111
Provision for credit losses (benefit)	69	41	(7)		(11)	92
Depreciation and amortization	45	48	12		128	233
Other noninterest expense	1,411	605	213		65	2,294
Income before income taxes and noncontrolling interests	328	714	82	235	133	1,492
Income taxes (benefit)	79	151	20	38	(35)	253
Net income	\$ 249	\$ 563	\$ 62	\$ 197	\$ 168	\$ 1,239
Average Assets (b)	\$ 88,734	\$ 151,909	\$ 7,499	\$ 7,704	\$ 120,429	\$ 376,275

(a) There were no material intersegment revenues for the three months ended March 31, 2019 and 2018.

(b) Period-end balances for BlackRock.

## Business Segment Products and Services

**Retail Banking** provides deposit, lending, brokerage, insurance services, investment management and cash management products and services to consumer and small business customers. Our customers are serviced through our branch network, ATMs, call centers, online banking and mobile channels. The branch network is located in markets across the Mid-Atlantic, Midwest and Southeast. In 2018, Retail Banking launched its national retail digital strategy designed to grow customers with digitally-led banking and an ultra-thin branch network in markets outside of our existing retail branch network. Deposit products include checking, savings and money market accounts and certificates of deposit. Lending products include residential mortgages, home equity loans and lines of credit, auto loans, credit cards, education loans and personal and small business loans and lines of credit. The residential mortgage loans are directly originated within our branch network and nationwide, and are typically underwritten to government agency and/or third-party standards, and either sold, servicing retained, or held on our balance sheet. Brokerage, investment management and cash management products and services include managed, education, retirement and trust accounts.

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

**Asset Management Group** provides personal wealth management for high net worth and ultra high net worth clients and institutional asset management. Wealth management products and services include investment and retirement planning, customized investment management, private banking, tailored credit solutions, and trust management and administration for individuals and their families. Our Hawthorn unit provides multi-generational family planning including estate, financial, tax planning, fiduciary, investment management and consulting, private banking, personal administrative services, asset custody and customized performance reporting to

ultra high net worth families. Institutional asset management provides outsourced chief investment officer, custody, private real estate, cash and fixed income client solutions, and retirement administration services to institutional clients such as corporations, healthcare systems, insurance companies, unions, municipalities and non-profits. The business also offers PNC proprietary mutual funds and investment strategies.

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

Our equity investment in BlackRock is significant and accounted for under the equity method. It provides us with an additional source of noninterest income and increases our overall revenue diversification. At March 31, 2019, our economic interest in BlackRock was 22%. We received cash dividends from BlackRock of \$115 million and \$101 million during the first three months of 2019 and 2018, respectively. BlackRock is a publicly-traded company, and additional information regarding its business is available in its filings with the Securities and Exchange Commission (SEC).

The following table presents summarized income statement information for BlackRock, Inc.

**Table 72: BlackRock, Inc. Summarized Financial Data**

In millions	Three months ended March 31	
	2019	2018
Total revenue	\$ 3,346	\$ 3,583
Total expense	2,113	2,208
Operating income	1,233	1,375
Total nonoperating income (expense)	125	(16)
Income before income taxes	1,358	1,359
Income tax expense	298	265
Net income	1,060	1,094
Less: Net income attributable to noncontrolling interests	7	5
Net income attributable to BlackRock, Inc.	\$ 1,053	\$ 1,089

#### NOTE 15 FEE-BASED REVENUE FROM CONTRACTS WITH CUSTOMERS

As more fully described in Note 23 Fee-based Revenue from Contracts with Customers in our 2018 Form 10-K, a subset of our noninterest income relates to certain fee-based revenue within the scope of ASC Topic 606 - *Revenue from Contracts with Customers* (Topic 606).

Fee-based revenue within the scope of Topic 606 is recognized within three of our reportable business segments, Retail Banking, Corporate & Institutional Banking and Asset Management Group. Income recognized from our investment in BlackRock, also a reportable segment, is outside of the scope of the standard. Topic 606 also excludes interest income, income from lease contracts, fair value gains from financial instruments (including derivatives), income from mortgage servicing rights and guarantee products, letter of credit fees, non-refundable fees associated with acquiring or originating a loan and gains from the sale of financial assets.

The following tables present noninterest income within the scope of Topic 606 disaggregated by segment. A description of the fee-based revenue and how it is recognized for each segment's principal services and products follows each table.



## Retail Banking

Table 73: Retail Banking Noninterest Income Disaggregation

In millions	Three months ended March 31	
	2019	2018
<b>Product</b>		
Deposit account fees	\$ 148	\$ 144
Debit card fees	124	117
Brokerage fees	89	86
Merchant services	48	47
Net credit card fees (a)	48	45
Other	66	70
Total in-scope noninterest income by product	\$ 523	\$ 509
<b>Reconciliation to total Retail Banking noninterest income</b>		
Total in-scope noninterest income	\$ 523	\$ 509
Total out-of-scope noninterest income (b)	72	126
Total Retail Banking noninterest income	\$ 595	\$ 635

(a) Net credit card fees consists of interchange fees of \$ 112 million and \$102 million and credit card reward costs of \$ 64 million and \$57 million for the three months ended March 31, 2019 and 2018, respectively.

(b) Out-of-scope noninterest income includes revenue streams that fall under the scope of other accounting and disclosure requirements outside of Topic 606.

### Deposit Account Fees

Retail Banking provides demand deposit, money market and savings account products for consumer and small business customers. Services include online and branch banking, overdraft and wire transfer services, imaging services and cash alternative services such as money orders and cashier's checks. We recognize fee income at the time these services are performed for the customer.

### Debit Card and Net Credit Card Fees

As an issuing bank, Retail Banking earns interchange fee revenue from debit and credit card transactions. By offering card products, we maintain and administer card-related services, such as credit card reward programs, account data and statement information, card activation, card renewals, and card suspension and blockage. Interchange fees are earned when cardholders make purchases and are presented net of credit card reward costs.

### Brokerage Fees

Retail Banking earns fee revenue by providing its customers a wide range of investment options through its brokerage services including mutual funds, annuities, stocks, bonds, long-term care and insurance products, and managed accounts. We earn fee revenue for transaction-based brokerage services, such as the execution of market trades, once the transaction has been completed as of the trade date. In other cases, such as investment management services, we earn fee revenue over the term of the customer contract.

### Merchant Services

Retail Banking earns fee revenue for debit and credit card processing services. We provide these services to merchant businesses including point-of-sale payment acceptance capabilities and customized payment processing built around the merchant's specific requirements. We earn fee revenue as the merchant's customers make purchases.

### Other

Other noninterest income primarily includes ATM fees earned from our customers and non-PNC customers. These fees are recognized as transactions occur.

## Corporate & Institutional Banking

Table 74: Corporate & Institutional Banking Noninterest Income Disaggregation

In millions In millions	Three months ended March 31	
	2019	2018
<b>Product</b>		
Treasury management fees	\$ 199	\$ 185
Capital markets fees	127	115
Commercial mortgage banking activities	25	21
Other	17	16
Total in-scope noninterest income by product	\$ 368	\$ 337
<b>Reconciliation to total Corporate &amp; Institutional Banking noninterest income</b>		
Total in-scope noninterest income	\$ 368	\$ 337
Total out-of-scope noninterest income (a)	208	210
Total Corporate & Institutional Banking noninterest income	\$ 576	\$ 547

(a) Out-of-scope noninterest income includes revenue streams that fall under the scope of other accounting and disclosure requirements outside of Topic 606.

### Treasury Management Fees

Corporate & Institutional Banking provides corporations with cash and investment management services, receivables and disbursement management services, funds transfer services and access to online/mobile information management and reporting services. Treasury management fees are recognized over time as we perform these services.

### Capital Markets Fees

Capital markets fees include securities underwriting fees, merger and acquisition advisory fees and other advisory related fees. We recognize these fees when the related transaction closes.

### Commercial Mortgage Banking Activities

Commercial mortgage banking activities include servicing responsibilities where we do not own the servicing rights. Servicing responsibilities typically consist of collecting and remitting monthly borrower principal and interest payments, maintaining escrow deposits, performing loss mitigation and foreclosure activities, and, in certain instances, funding of servicing advances. We recognize servicing fees over time as we perform these activities.

### Other

Other noninterest income within Corporate & Institutional Banking primarily comprised fees from collateral management and asset management services. We earn these fees over time as we perform these services.

## Asset Management Group

Table 75: Asset Management Group Noninterest Income Disaggregation

In millions	Three months ended March 31	
	2019	2018
<b>Customer Type</b>		
Personal	\$ 147	\$ 154
Institutional	65	68
Total in-scope noninterest income by customer type	\$ 212	\$ 222
<b>Reconciliation to Asset Management Group noninterest income</b>		
Total in-scope noninterest income	\$ 212	\$ 222
Total out-of-scope noninterest income (a)	5	4
Total Asset Management Group noninterest income	\$ 217	\$ 226

(a) Out-of-scope noninterest income includes revenue streams that fall under the scope of other accounting and disclosure requirements outside of Topic 606.

### Asset Management Services

Asset Management Group provides both personal wealth and institutional asset management services including investment management, custody services, retirement planning, family planning, trust management and retirement administration services. We recognize fee revenue over the term of the customer contract based on the value of assets under management at a point in time.

## NOTE 16 LEASES

We lease retail branches, ATMs, datacenters, office space, land and equipment under operating and finance leases. Our leases have remaining lease terms of one year to sixty-two years, some of which may include options to renew the leases for up to ninety-nine years, and some of which may include options to terminate the leases prior to the end date. Certain leases also include options to purchase the leased asset. The exercise of lease renewal, termination and purchase options is at our sole discretion.

At adoption of ASU 2016-02 on January 1, 2019, we elected to account for the lease and nonlease components of existing real estate leases and leases of advertising assets, such as signage, as a single lease component. Effective January 1, 2019, lease and nonlease components of new lease agreements will be accounted for separately. Lease components include fixed payments including rent, real estate taxes and insurance costs and nonlease components include common-area maintenance costs. Generally, we have elected to use the Overnight Indexed Swap rate corresponding to the term of the lease at the lease measurement date as our incremental borrowing rate to measure the right-of-use asset and lease liability. Leases with an initial term of 12 months or less are not recorded on the balance sheet; we recognize lease expense for these leases on a straight-line basis over the lease term.

Certain of our lease agreements include rental payments based on a percentage of revenue and others include rental payments if certain bank deposit levels are met. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants. Subleases to third parties were not material.

Operating and finance lease assets and liabilities at March 31, 2019 were as follows:

**Table 76: Leases**

In millions	March 31, 2019
<b>Assets</b>	
Operating	\$ 2,041
Finance	103
Total lease assets	\$ 2,144
<b>Liabilities</b>	
Operating	\$ 2,198
Finance	109
Total lease liabilities	\$ 2,307

Future undiscounted cash flows on our operating and finance leases are as follows:

**Table 77: Maturity of Lease Liabilities**

In millions	March 31, 2019		
	Operating Leases	Finance Leases	Total Leases
Remainder of 2019	\$ 266	\$ 31	\$ 297
2020	342	36	378
2021	313	27	340
2022	275	6	281
2023	243	2	245
After 2023	1,015	12	1,027
Total lease payments	\$ 2,454	\$ 114	\$ 2,568
Less: Interest	(256)	(5)	
Present value of lease liabilities	\$ 2,198	\$ 109	

At December 31, 2018, operating lease commitments under lessee arrangements were \$374 million, \$346 million, \$308 million, \$258 million, \$228 million for 2019 through 2023, respectively, and \$941 million in the aggregate for all years thereafter.

Lease term and discount rates at March 31, 2019 were as follows:

**Table 78: Lease Term and Discount Rates**

	March 31, 2019
Weighted-average remaining lease term (years)	
Operating leases	9.2
Finance leases	4.2
Weighted-average discount rate	
Operating leases	2.34 %
Finance leases	2.31 %

#### **NOTE 17 SUBSEQUENT EVENTS**

On April 22, 2019, the parent company issued \$1.5 billion of senior notes with a maturity date of April 23, 2029. Interest is payable semi-annually at a fixed rate of 3.45% per annum, on April 23 and October 23 of each year, beginning on October 23, 2019.

**STATISTICAL INFORMATION (UNAUDITED)**  
**THE PNC FINANCIAL SERVICES GROUP, INC.**  
**Average Consolidated Balance Sheet And Net Interest Analysis (a) (b) (c)**

	Three months ended March 31					
	2019			2018		
Taxable-equivalent basis Dollars in millions	Average Balances	Interest Income/ Expense	Average Yields/ Rates	Average Balances	Interest Income/Expense	Average Yields/ Rates
<b>Assets</b>						
Interest-earning assets:						
Investment securities						
Securities available for sale						
Residential mortgage-backed						
Agency	\$ 29,002	\$ 213	2.94%	\$ 25,438	\$ 165	2.60%
Non-agency	1,890	35	7.31%	2,398	36	5.99%
Commercial mortgage-backed	5,368	42	3.13%	4,534	31	2.75%
Asset-backed	5,136	43	3.35%	5,158	37	2.87%
U.S. Treasury and government agencies	18,240	114	2.49%	14,307	74	2.07%
Other	3,671	30	3.34%	4,233	34	3.17%
Total securities available for sale	63,307	477	3.01%	56,068	377	2.69%
Securities held to maturity						
Residential mortgage-backed	15,627	118	3.01%	14,818	105	2.84%
Commercial mortgage-backed	600	5	3.53%	902	8	3.76%
Asset-backed	177	2	3.83%	199	1	2.90%
U.S. Treasury and government agencies	760	5	2.81%	743	5	2.80%
Other	1,847	20	4.40%	1,926	23	4.44%
Total securities held to maturity	19,011	150	3.16%	18,588	142	3.05%
Total investment securities	82,318	627	3.05%	74,656	519	2.78%
Loans						
Commercial	119,345	1,291	4.33%	111,462	1,044	3.74%
Commercial real estate	28,147	307	4.37%	28,901	276	3.81%
Equipment lease financing	7,263	71	3.93%	7,845	73	3.68%
Consumer	54,996	751	5.54%	55,588	667	4.87%
Residential real estate	18,794	202	4.29%	17,308	190	4.40%
Total loans	228,545	2,622	4.61%	221,104	2,250	4.09%
Interest-earning deposits with banks	15,017	91	2.43%	25,667	98	1.52%
Other interest-earning assets	11,068	115	4.14%	7,904	80	4.11%
Total interest-earning assets/interest income	336,948	3,455	4.11%	329,331	2,947	3.59%
Noninterest-earning assets	48,950			46,944		
Total assets	\$ 385,898			\$ 376,275		
<b>Liabilities and Equity</b>						
Interest-bearing liabilities:						
Interest-bearing deposits						
Money market	\$ 54,702	155	1.15%	\$ 58,523	\$ 78	.54%
Demand	63,480	81	.52%	59,620	31	.21%
Savings	58,821	164	1.13%	48,451	68	.57%
Time deposits	18,813	72	1.55%	16,844	36	.88%
Total interest-bearing deposits	195,816	472	.98%	183,438	213	.47%
Borrowed funds						
Federal Home Loan Bank borrowings	21,491	149	2.77%	20,721	91	1.76%
Bank notes and senior debt	25,418	223	3.50%	28,987	176	2.43%
Subordinated debt	5,883	66	4.50%	5,179	51	3.91%
Other	6,991	43	2.44%	4,751	26	2.18%
Total borrowed funds	59,783	481	3.21%	59,638	344	2.31%
Total interest-bearing liabilities/interest expense	255,599	953	1.50%	243,076	557	.91%
Noninterest-bearing liabilities and equity:						
Noninterest-bearing deposits	71,402			77,222		
Accrued expenses and other liabilities	11,242			9,118		
Equity	47,655			46,859		
Total liabilities and equity	\$ 385,898			\$ 376,275		
Interest rate spread			2.61%			2.68%
Impact of noninterest-bearing sources			.37			.23
Net interest income/margin		\$ 2,502	2.98%		\$ 2,390	2.91%

(continued on following page)



**Average Consolidated Balance Sheet And Net Interest Analysis (a) (b) (c) (Continued)**

Taxable-equivalent basis Dollars in millions	Three months ended December 31		
	2018		
	Average Balances	Interest Income/ Expense	Average Yields/ Rates
<b>Assets</b>			
Interest-earning assets:			
Investment securities			
Securities available for sale			
Residential mortgage-backed			
Agency	\$ 28,375	\$ 203	2.86 %
Non-agency	1,993	35	7.08 %
Commercial mortgage-backed	4,830	36	2.99 %
Asset-backed	5,186	42	3.24 %
U.S. Treasury and government agencies	18,443	113	2.41 %
Other	3,920	33	3.37 %
Total securities available for sale	62,747	462	2.93 %
Securities held to maturity			
Residential mortgage-backed	15,941	119	2.98 %
Commercial mortgage-backed	648	6	3.68 %
Asset-backed	185	2	3.76 %
U.S. Treasury and government agencies	756	5	2.86 %
Other	1,856	21	4.41 %
Total securities held to maturity	19,386	153	3.14 %
Total investment securities	82,133	615	2.98 %
Loans			
Commercial	116,596	1,243	4.17 %
Commercial real estate	28,382	320	4.42 %
Equipment lease financing	7,216	68	3.77 %
Consumer	55,331	742	5.32 %
Residential real estate	18,405	203	4.41 %
Total loans	225,930	2,576	4.49 %
Interest-earning deposits with banks	16,691	93	2.25 %
Other interest-earning assets	10,431	103	3.93 %
Total interest-earning assets/interest income	335,185	3,387	3.99 %
Noninterest-earning assets	47,906		
Total assets	\$ 383,091		
<b>Liabilities and Equity</b>			
Interest-bearing liabilities:			
Interest-bearing deposits			
Money market	\$ 55,228	\$ 137	.99 %
Demand	62,207	73	.46 %
Savings	55,065	144	1.04 %
Time deposits	18,743	65	1.38 %
Total interest-bearing deposits	191,243	419	.87 %
Borrowed funds			
Federal Home Loan Bank borrowings	20,683	136	2.57 %
Bank notes and senior debt	26,380	224	3.31 %
Subordinated debt	5,874	65	4.44 %
Other	5,847	34	2.36 %
Total borrowed funds	58,784	459	3.07 %
Total interest-bearing liabilities/interest expense	250,027	878	1.38 %
Noninterest-bearing liabilities and equity:			
Noninterest-bearing deposits	75,228		
Accrued expenses and other liabilities	10,833		
Equity	47,003		
Total liabilities and equity	\$ 383,091		
Interest rate spread			2.61 %
Impact of noninterest-bearing sources			.35
Net interest income/margin		\$ 2,509	2.96 %

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

(b) Loan fees for the three months ended March 31, 2019, December 31, 2018 and March 31, 2018 were \$28 million, \$40 million and \$32 million, respectively.

- (c) Interest income calculated as taxable-equivalent interest income. To provide more meaningful comparisons of interest income and yields for all interest-earning assets, as well as net interest margins, we use interest income on a taxable-equivalent basis in calculating average yields and net interest margin by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments. This adjustment is not permitted under GAAP. See Reconciliation of Taxable-Equivalent Net Interest Income in this Statistical Information section for more information.



## RECONCILIATION OF TAXABLE-EQUIVALENT NET INTEREST INCOME (NON-GAAP) (a)

In millions	Three months ended		
	March 31, 2019	December 31, 2018	March 31, 2018
Net interest income (GAAP)	\$ 2,475	\$ 2,481	\$ 2,361
Taxable-equivalent adjustments	27	28	29
Net interest income (Non-GAAP)	\$ 2,502	\$ 2,509	\$ 2,390

(a) The interest income earned on certain interest-earning assets is completely or partially exempt from federal income tax. As such, these tax-exempt instruments typically yield lower returns than taxable investments. To provide more meaningful comparisons of net interest income, we use interest income on a taxable-equivalent basis by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments.

## PART II – OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

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

### ITEM 1A. RISK FACTORS

There are no material changes in our risk factors from those previously disclosed in PNC's 2018 Form 10-K in response to Part I, Item 1A.

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

Details of our repurchases of PNC common stock during the first quarter of 2019 are included in the following table:

2019 period In thousands, except per share data	Total shares purchased (a)	Average price paid per share	Total shares purchased as part of publicly announced programs (b)	Maximum number of shares that may yet be purchased under the programs (b)
January 1 - 31	4,014	\$ 121.50	4,010	16,704
February 1 - 28	1,481	\$ 122.97	914	15,790
March 1 - 31	992	\$ 125.83	992	14,798
Total	6,487	\$ 122.50		

(a) Includes PNC common stock purchased in connection with our various employee benefit plans generally related to shares used to cover employee payroll tax withholding requirements. Note 11 Employee Benefit Plans and Note 12 Stock Based Compensation Plans in the Notes To Consolidated Financial Statements of our 2018 Annual Report on Form 10-K include additional information regarding our employee benefit and equity compensation plans that use PNC common stock.

(b) On March 11, 2015, we announced that our Board of Directors approved the establishment of a stock repurchase program authorization in the amount of 100 million shares of PNC common stock, effective April 1, 2015. Repurchases are made in open market or privately negotiated transactions and the timing and exact amount of common stock repurchases will depend on a number of factors including, among others, market and general economic conditions, regulatory capital considerations, alternative uses of capital, the potential impact on our credit ratings, and contractual and regulatory limitations, including the results of the supervisory assessment of capital adequacy and capital planning processes undertaken by the Federal Reserve as part of the CCAR process. In June 2018, we announced share repurchase programs of up to \$2.0 billion for the four quarter period beginning with the third quarter of 2018, including repurchases of up to \$300 million related to employee benefit plans, in accordance with PNC's 2018 capital plan. In the first quarter of 2019, we repurchased 5.9 million shares of common stock on the open market, with an average price of \$122.54 per share and an aggregate repurchase price of \$ .7 billion.

### ITEM 6. EXHIBITS

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

#### EXHIBIT INDEX

31.1	<a href="#">Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
31.2	<a href="#">Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
32.1	<a href="#">Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350</a>
32.2	<a href="#">Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350</a>
101	Interactive Data File (XBRL)

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

## **CORPORATE INFORMATION**

The PNC Financial Services Group, Inc.

### **Corporate Headquarters**

The PNC Financial Services Group, Inc.  
The Tower at PNC Plaza  
300 Fifth Avenue  
Pittsburgh, Pennsylvania 15222-2401  
888-762-2265

### **Stock Listing**

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

### **Internet Information**

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

We generally post the following under "About Us – Investor Relations" shortly before or promptly following its first use or release: financially-related press releases, including earnings releases and supplemental financial information, various SEC filings, including annual, quarterly and current reports and proxy statements, presentation materials associated with earnings and other investor conference calls or events, and access to live and recorded audio from earnings and other investor conference calls or events. In some cases, we may post the presentation materials for other investor conference calls or events several days prior to the call or event. For earnings and other conference calls or events, we generally include in our posted materials a cautionary statement regarding forward-looking and non-GAAP financial information, and we provide GAAP reconciliations when we include non-GAAP financial information. Such GAAP reconciliations may be in materials for the applicable presentation, in materials for prior presentations or in our annual, quarterly or current reports.

We may on occasion use our corporate website to expedite public access to time-critical information regarding PNC instead of using a press release or a filing with the SEC for first disclosure of the information. In some circumstances, the information may be relevant to investors but directed at customers, in which case it may be accessed directly through the home page rather than "About Us--Investor Relations."

We are required to provide additional public disclosure regarding estimated income, losses and pro forma regulatory capital ratios under supervisory and PNC-developed hypothetical severely adverse economic scenarios, as well as information concerning our capital stress testing processes, pursuant to the stress testing regulations adopted by the Federal Reserve and the OCC. We are also required to make certain additional regulatory capital-related public disclosures about our capital structure, risk exposures, risk assessment processes, risk-weighted assets and overall capital adequacy, including market risk-related disclosures and certain public disclosures regarding our liquidity position and liquidity risk management, under rules adopted by the Federal banking agencies. Under these regulations, we may satisfy these requirements through postings on our website, and we have done so and expect to continue to do so without also providing disclosure of this information through filings with the SEC.

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

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

### **Financial Information**

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

## **Corporate Governance at PNC**

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

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

## **Inquiries**

For financial services call 888-762-2265.

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

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

News media representatives should contact PNC Media Relations at 412-762-4550 or via email at [media.relations@pnc.com](mailto:media.relations@pnc.com).

## **Dividend Policy**

Holders of PNC common stock are entitled to receive dividends when declared by the Board of Directors out of funds legally available for this purpose. Our Board of Directors may not pay or set apart dividends on the common stock until dividends for all past dividend periods on any series of outstanding preferred stock have been paid or declared and set apart for payment. The Board presently intends to continue the policy of paying quarterly cash dividends. The amount of any future dividends will depend on economic and market conditions, our financial condition and operating results, and other factors, including contractual restrictions and applicable government regulations and policies (such as those relating to the ability of bank and non-bank subsidiaries to pay dividends to the parent company and regulatory capital limitations). The amount of our dividend is also currently subject to the results of the supervisory assessment of capital adequacy and capital planning processes undertaken by the Federal Reserve as part of the CCAR process as described in the Capital Management portion of the Risk Management section of the Financial Review of this Report and in the Supervision and Regulation section in Item 1 of our 2018 Form 10-K.

## **Dividend Reinvestment and Stock Purchase Plan**

The PNC Financial Services Group, Inc. Dividend Reinvestment and Stock Purchase Plan enables holders of our common stock to conveniently purchase additional shares of common stock. You can obtain a prospectus and enrollment form by contacting Shareholder Services at 800-982-7652. Registered shareholders may also contact this phone number regarding dividends and other shareholder services.

## **Stock Transfer Agent and Registrar**

Computershare Trust Company, N.A.  
250 Royall Street  
Canton, MA 02021  
800-982-7652  
[www.computershare.com/pnc](http://www.computershare.com/pnc)

## **SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on May 3, 2019 on its behalf by the undersigned thereunto duly authorized.

/s/ Robert Q. Reilly

Robert Q. Reilly  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

In accordance with Exchange Act Rules 13a-14(f) and 15d-14(f), this certification does not relate to Interactive Data Files as defined in Rule 11 of Regulation S-T.

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER**

I, William S. Demchak, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 of The PNC Financial Services Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 3, 2019

/s/ William S. Demchak

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William S. Demchak

Chairman, President and Chief Executive Officer

In accordance with Exchange Act Rules 13a-14(f) and 15d-14(f), this certification does not relate to Interactive Data Files as defined in Rule 11 of Regulation S-T.

**CERTIFICATION OF CHIEF FINANCIAL OFFICER**

I, Robert Q. Reilly, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 of The PNC Financial Services Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 3, 2019

/s/ Robert Q. Reilly

Robert Q. Reilly

Executive Vice President and Chief Financial Officer

In accordance with Exchange Act Rules 13a-14(f) and 15d-14(f), this certification does not relate to Interactive Data Files as defined in Rule 11 of Regulation S-T.

**CERTIFICATION BY CHIEF EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 of The PNC Financial Services Group, Inc. (Corporation) as filed with the Securities and Exchange Commission on the date hereof (Report), I, William S. Demchak, Chairman, President and Chief Executive Officer of the Corporation, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

(1) The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation for the dates and periods covered by the Report.

This certificate is being made for the exclusive purpose of compliance by the Chief Executive Officer of the Corporation with the requirements of Section 906 of the Sarbanes-Oxley Act of 2002, and may not be used by any person or for any reason other than as specifically required by law.

/s/ William S. Demchak

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William S. Demchak

Chairman, President and Chief Executive Officer

May 3, 2019

In accordance with Exchange Act Rules 13a-14(f) and 15d-14(f), this certification does not relate to Interactive Data Files as defined in Rule 11 of Regulation S-T.

**CERTIFICATION BY CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 of The PNC Financial Services Group, Inc. (Corporation) as filed with the Securities and Exchange Commission on the date hereof (Report), I, Robert Q. Reilly, Executive Vice President and Chief Financial Officer of the Corporation, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

(1) The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation for the dates and periods covered by the Report.

This certificate is being made for the exclusive purpose of compliance by the Chief Financial Officer of the Corporation with the requirements of Section 906 of the Sarbanes-Oxley Act of 2002, and may not be used by any person or for any reason other than as specifically required by law.

/s/ Robert Q. Reilly

Robert Q. Reilly

Executive Vice President and Chief Financial Officer

May 3, 2019