UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2014
OR
☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ______ to ______
Commission File No. 1-13300

CAPITAL ONE FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**54-1719854**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**
1680 Capital One Drive, McLean, Virginia	**22102**
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant's telephone number, including area code: (703) 720-1000
(Former name, former address and former fiscal year, if changed since last report)
(Not applicable)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐

Indicate by check mark whether the registrant is a Shell Company (as defined in Rule 12b-2 of the Exchange Act) Yes ☐ No ☒

As of October 31, 2014, there were 555,970,573 shares of the registrant's Common Stock, par value $.01 per share, outstanding.

TABLE OF CONTENTS

		Page
PART I—FINANCIAL INFORMATION		**1**
Item 1.	Financial Statements	64
	Consolidated Statements of Income	65
	Consolidated Statements of Comprehensive Income	66
	Consolidated Balance Sheets	67
	Consolidated Statements of Changes in Stockholders’ Equity	68
	Consolidated Statements of Cash Flows	69
	Notes to Consolidated Financial Statements	70
	Note 1—Summary of Significant Accounting Policies	70
	Note 2—Discontinued Operations	71
	Note 3—Investment Securities	72
	Note 4—Loans	80
	Note 5—Allowance for Loan and Lease Losses	99
	Note 6—Variable Interest Entities and Securitizations	102
	Note 7—Goodwill and Other Intangible Assets	107
	Note 8—Deposits and Borrowings	108
	Note 9—Derivative Instruments and Hedging Activities	110
	Note 10—Accumulated Other Comprehensive Income	115
	Note 11—Earnings Per Common Share	118
	Note 12—Fair Value of Financial Instruments	119
	Note 13—Business Segments	131
	Note 14—Commitments, Contingencies, Guarantees, and Others	134
Item 2.	Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”)	1
	Summary of Selected Financial Data	1
	Introduction	4
	Executive Summary and Business Outlook	5
	Critical Accounting Policies and Estimates	8
	Accounting Changes and Developments	9
	Consolidated Results of Operations	9
	Business Segment Financial Performance	15
	Consolidated Balance Sheets Analysis	25
	Off-Balance Sheet Arrangements and Variable Interest Entities	29
	Capital Management	29
	Risk Management	34
	Credit Risk Profile	34
	Liquidity Risk Profile	47
	Market Risk Profile	51
	Supervision and Regulation	53
	Forward-Looking Statements	54
	Supplemental Tables	56
	Glossary and Acronyms	58

Item 3.	Quantitative and Qualitative Disclosures about Market Risk	144
Item 4.	Controls and Procedures	144
PART II—OTHER INFORMATION		**145**
Item 1.	Legal Proceedings	145
Item 1A.	Risk Factors	145
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	145
Item 3.	Defaults upon Senior Securities	145
Item 4.	Mine Safety Disclosures	145
Item 5.	Other Information	145
Item 6.	Exhibits	145
SIGNATURES		**146**
EXHIBIT INDEX		**147**

INDEX OF MD&A TABLES AND SUPPLEMENTAL TABLES

MD&A Tables:		Page
1	Consolidated Financial Highlights (Unaudited)	2
2	Business Segment Results	5
3	Average Balances, Net Interest Income and Net Interest Yield	9
4	Rate/Volume Analysis of Net Interest Income	12
5	Non-Interest Income	13
6	Non-Interest Expense	14
7	Credit Card Business Results	15
7.1	Domestic Card Business Results	17
7.2	International Card Business Results	19
8	Consumer Banking Business Results	20
9	Commercial Banking Business Results	22
10	Other Results	24
11	Investment Securities	26
12	Non-Agency Investment Securities Credit Ratings	26
13	Loans Held for Investment	27
14	Changes in Representation and Warranty Reserve	29
15	Capital Ratios	31
16	Estimated Common Equity Tier 1 Ratio under Fully Phased-In Basel III Standardized Approach	32
17	Loan Portfolio Composition	34
18	Home Loan: Risk Profile by Lien Priority	35
19	Credit score distribution	36
20	30+ Day Delinquencies	37
21	Aging and Geography of 30+ Day Delinquent Loans	38
22	90+ Day Delinquent Loans Accruing Interest	39
23	Nonperforming Loans and Other Nonperforming Assets	39
24	Net Charge-Offs	41
25	Loan Modifications and Restructurings	42
26	Allowance for Loan and Lease Losses Activity	44
27	Allocation of the Allowance for Loan and Lease Losses	46
28	Liquidity Reserves	47
29	Deposit Composition and Average Deposit Rates	48
30	Short-Term Borrowings	49
31	Contractual Maturity Profile of Outstanding Debt	50
32	Senior Unsecured Debt Credit Ratings	50
33	Interest Rate Sensitivity Analysis	52
Supplemental Tables:		
A	Reconciliation of Non-GAAP Measures and Calculation of Regulatory Capital Measures	56

PART I—FINANCIAL INFORMATION

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A")

This discussion contains forward-looking statements that are based upon management's current expectations and are subject to significant uncertainties and changes in circumstances. Please review "Forward-Looking Statements" for more information on the forward-looking statements in this Quarterly Report on Form 10-Q ("this Report"). Our actual results may differ materially from those included in these forward-looking statements due to a variety of factors including, but not limited to, those described in "Part II—Item 1A. Risk Factors" in this Report and in "Part I—Item 1A. Risk Factors" in our 2013 Annual Report on Form 10-K ("2013 Form 10-K"). Unless otherwise specified, references to notes to our consolidated financial statements refer to the notes to our unaudited consolidated financial statements as of September 30, 2014 included in this Report.

Management monitors a variety of key indicators to evaluate our business results and financial condition. The following MD&A is intended to provide the reader with an understanding of our results of operations, financial condition and liquidity by focusing on changes from year to year in certain key measures used by management to evaluate performance, such as profitability, growth and credit quality metrics. MD&A is provided as a supplement to, and should be read in conjunction with, our unaudited consolidated financial statements and related notes in this Report and the more detailed information contained in our 2013 Form 10-K.

SUMMARY OF SELECTED FINANCIAL DATA

The following table presents selected consolidated financial data from our results of operations for the third quarter and first nine months of 2014 and 2013, and selected comparative balance sheet data as of September 30, 2014 and December 31, 2013. We also provide selected key metrics we use in evaluating our performance. Certain prior period amounts have been recast to conform to the current period presentation. The comparability of our results of operations between reported periods is impacted by the following transactions completed in 2013:

- On November 1, 2013, we completed the acquisition of Beech Street Capital, a privately-held, national originator and servicer of Federal National Mortgage Association ("Fannie Mae"), Federal Home Loan Mortgage Corporation ("Freddie Mac") and Federal Housing Administration ("FHA") multifamily commercial real estate loans.

- On September 6, 2013, we completed the sale of the Best Buy private label and co-branded credit card portfolio to Citibank, N.A (the "Portfolio Sale"). Pursuant to the agreement we received $6.4 billion for the net portfolio assets.

In 2012, we completed the acquisitions of (i) substantially all of the assets and assumed liabilities of HSBC's credit card and private-label credit card business in the United States (other than the HSBC Bank USA, National Association consumer credit card program and certain other retained assets and liabilities) (the "2012 U.S. card acquisition"); and (ii) substantially all of the ING Direct business in the United States ("ING Direct") from ING Groep N.V., ING Bank N.V., ING Direct N.V. and ING Direct Bancorp (the "ING Direct acquisition").

We use the term "Acquired Loans" to refer to a limited portion of the credit card loans acquired in the 2012 U.S. card acquisition and the substantial majority of consumer and commercial loans acquired in the ING Direct and Chevy Chase Bank, F.S.B. ("CCB") acquisitions, which were recorded at fair value at acquisition and subsequently accounted for based on expected cash flows to be collected (under the accounting standard formerly known as "Statement of Position 03-3, *Accounting for Certain Loans or Debt Securities Acquired in a Transfer*," commonly referred to as "SOP 03-3"). The accounting and classification of these loans may significantly alter some of our reported credit quality metrics. We therefore supplement certain reported credit quality metrics with metrics adjusted to exclude the impact of these Acquired Loans. For additional information, see "MD&A—Credit Risk Profile" and "Note 4—Loans."

Table 1: Consolidated Financial Highlights (Unaudited)[1]

(Dollars in millions, except per share data and as noted)	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Change	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013	Change
Income statement						
Net interest income	**$ 4,497**	$ 4,560	(1) %	**$ 13,162**	$ 13,683	(4) %
Non-interest income	**1,142**	1,091	5	**3,315**	3,157	5
Total net revenue[2]	**5,639**	5,651	—	**16,477**	16,840	(2)
Provision for credit losses	**993**	849	17	**2,432**	2,496	(3)
Non-interest expense:						
Marketing	**392**	299	31	**1,052**	946	11
Amortization of intangibles	**130**	161	(19)	**409**	505	(19)
Acquisition-related	**13**	37	(65)	**54**	133	(59)
Operating expenses	**2,450**	2,612	(6)	**7,381**	7,534	(2)
Total non-interest expense	**2,985**	3,109	(4)	**8,896**	9,118	(2)
Income from continuing operations before income taxes	**1,661**	1,693	(2)	**5,149**	5,226	(1)
Income tax provision	**536**	575	(7)	**1,696**	1,747	(3)
Income from continuing operations, net of tax	**1,125**	1,118	1	**3,453**	3,479	(1)
Loss from discontinued operations, net of tax	**(44)**	(13)	238	**(24)**	(210)	(89)
Net income	**1,081**	1,105	(2)	**3,429**	3,269	5
Dividends and undistributed earnings allocated to participating securities	**(5)**	(5)	—	**(14)**	(14)	—
Preferred stock dividends	**(20)**	(13)	54	**(46)**	(39)	18
Net income available to common shareholders	**$ 1,056**	$ 1,087	(3)	**$ 3,369**	$ 3,216	5
Common share statistics						
Earnings per common share:						
Basic earnings per common share	**$ 1.89**	$ 1.87	1	**$ 5.95**	$ 5.53	8
Diluted earnings per common share	**1.86**	1.84	1	**5.86**	5.46	7
Weighted average common shares outstanding:						
Basic	**559.9**	582.3	(4)	**566.1**	581.4	(3)
Diluted	**567.9**	591.1	(4)	**575.2**	589.0	(2)
Dividends per common share	**$ 0.30**	$ 0.30	—	**$ 0.90**	$ 0.65	38
Average balances						
Loans held for investment[3]	**$ 199,422**	$ 191,135	4	**$ 196,068**	$ 192,547	2
Interest-earning assets	**268,890**	264,796	2	**265,065**	267,590	(1)
Total assets	**299,523**	294,919	2	**296,175**	298,347	(1)
Interest-bearing deposits	**179,928**	186,752	(4)	**181,587**	188,877	(4)
Total deposits	**205,199**	208,340	(2)	**205,783**	210,170	(2)
Borrowings	**40,314**	36,355	11	**37,332**	38,261	(2)
Common equity	**43,489**	40,332	8	**42,772**	40,335	6
Total stockholders' equity	**44,827**	41,185	9	**43,828**	41,188	6
Selected performance metrics						
Purchase volume[4]	**$ 57,474**	$ 50,943	13	**$ 161,266**	$ 146,829	10
Total net revenue margin[5]	**8.39%**	8.54%	(15) bps	**8.29%**	8.39%	(10) bps
Net interest margin[6]	**6.69**	6.89	(20)	**6.62**	6.82	(20)
Return on average assets	**1.50**	1.52	(2)	**1.55**	1.55	—
Return on average tangible assets[7]	**1.58**	1.60	(2)	**1.64**	1.64	—
Return on average common equity[8]	**10.12**	10.91	(79)	**10.58**	11.33	(75)
Return on average tangible common equity[9]	**15.73**	17.96	(223)	**16.66**	18.75	(209)
Equity-to-assets ratio	**14.97**	13.96	101	**14.80**	13.81	99
Non-interest expense as a % of average loans held for investment	**5.99**	6.51	(52)	**6.05**	6.31	(26)
Efficiency ratio[10]	**52.93**	55.02	(209)	**53.99**	54.14	(15)

(Dollars in millions, except per share data and as noted)	Three Months Ended September 30, 2014	2013	Change		Nine Months Ended September 30, 2014	2013	Change	
Effective income tax rate from continuing operations	**32.3**	34.0	(170)		**32.9**	33.4	(50)	
Net charge-offs	**$ 756**	$ 917	(18)	%	**$ 2,499**	$ 2,965	(16)	%
Net charge-off rate[11]	**1.52%**	1.92%	(40)	bps	**1.70%**	2.05%	(35)	bps
Net charge-off rate (excluding Acquired Loans)	**1.73**	2.29	(56)		**1.96**	2.48	(52)	

(Dollars in millions except per share data as noted)	September 30, 2014	December 31, 2013	Change	
Balance sheet (period end)				
Loans held for investment[3]	**$ 201,592**	$ 197,199	2	%
Interest-earning assets	**270,001**	265,170	2	
Total assets	**300,202**	296,933	1	
Interest-bearing deposits	**178,876**	181,880	(2)	
Total deposits	**204,264**	204,523	—	
Borrowings	**42,243**	40,654	4	
Common equity	**42,682**	40,779	5	
Total stockholders' equity	**44,018**	41,632	6	
Credit quality metrics (period end)				
Allowance for loan and lease losses	**$ 4,212**	$ 4,315	(2)	
Allowance as a % of loans held for investment ("allowance coverage ratio")	**2.09%**	2.19%	(10)	bps
Allowance as a % of loans held for investment (excluding Acquired Loans)	**2.37**	2.54	(17)	
30+ day performing delinquency rate	**2.46**	2.63	(17)	
30+ day performing delinquency rate (excluding Acquired Loans)	**2.81**	3.08	(27)	
30+ day delinquency rate	**2.76**	2.96	(20)	
30+ day delinquency rate (excluding Acquired Loans)	**3.14**	3.46	(32)	
Capital ratios[12]				
Common equity Tier 1 capital ratio	**12.73%**	N/A	**	
Tier 1 common ratio	**N/A**	12.19%	**	
Tier 1 risk-based capital ratio	**13.31**	12.57	74	bps
Total risk-based capital ratio	**15.24**	14.69	55	
Tier 1 leverage ratio	**10.64**	10.06	58	
Tangible common equity ("TCE") ratio[13]	**9.56**	8.89	67	
Associates				
Employees (in thousands), period end[14]	**44.9**	45.4	(1)	%

** Change is not meaningful.

(1) We adopted ASU 2014-01 "*Accounting for Investments in Qualified Affordable Housing Projects*" (Investments in Qualified Affordable Housing Projects) as of January 1, 2014. See "Note 1—Summary of Significant Accounting Policies" for additional information. Prior period results and related metrics have been recast to conform to this presentation.

(2) Total net revenue was reduced by $164 million and $480 million in the third quarter and first nine months of 2014, respectively, and by $154 million and $611 million in the third quarter and first nine months of 2013, respectively, for the estimated uncollectible amount of billed finance charges and fees.

(3) Loans held for investment includes loans acquired in the CCB, ING Direct and 2012 U.S. card acquisitions. See "Note 4—Loans" for additional information on Acquired Loans.

(4) Consists of credit card purchase transactions, net of returns, for the period for both loans classified as held for investment and loans classified as held for sale. Excludes cash advance and balance transfer transactions.

(5) Calculated based on annualized total net revenue for the period divided by average interest-earning assets for the period.

(6) Calculated based on annualized net interest income for the period divided by average interest-earning assets for the period.

(7) Calculated based on annualized income from continuing operations, net of tax, for the period divided by average tangible assets for the period. See "MD&A—Supplemental Tables—Table A: Reconciliation of Non-GAAP Measures and Calculation of Regulatory Capital Measures" for additional information.

(8) Calculated based on the annualized sum of (i) income from continuing operations, net of tax; (ii) less dividends and undistributed earnings allocated to participating securities; (iii) less preferred stock dividends, for the period, divided by average common equity. Our calculation of return on average common equity may not be comparable to similarly titled measures reported by other companies.

(9) Calculated based on the annualized sum of (i) income from continuing operations, net of tax; (ii) less dividends and undistributed earnings allocated to participating securities; (iii) less preferred stock dividends, for the period, divided by average tangible common equity. Our calculation of return on average tangible common equity may not be comparable to similarly titled measures reported by other companies. See "MD&A—Supplemental Tables—Table A: Reconciliation of Non-GAAP Measures and Calculation of Regulatory Capital Measures" for additional information.

(10) Calculated based on non-interest expense for the period divided by total net revenue for the period.

(11) Calculated based on annualized net charge-offs for the period divided by average loans held for investment for the period.

(12) Beginning on January 1, 2014, we calculate our regulatory capital under Basel III Standardized Approach subject to transition provisions. Prior to the first quarter of 2014, we calculated regulatory capital measures under Basel I. See "MD&A—Capital Management" and "MD&A—Supplemental Tables—Table A: Reconciliation of Non-GAAP Measures and Calculation of Regulatory Capital Measures" for additional information, including the calculation of each of these ratios.

(13) TCE ratio is a non-GAAP measure calculated based on tangible common equity divided by tangible assets. See "MD&A—Supplemental Tables—Table A: Reconciliation of Non-GAAP Measures and Calculation of Regulatory Capital Measures" for the calculation of this measure and reconciliation to the comparative GAAP measure.

(14) In the second quarter of 2014, we changed our presentation from total full-time equivalent employees to total employees. All prior periods have been recast to conform to the current presentation. During this change, we determined that we had previously understated the total number of full-time equivalent employees by approximately 7%.

INTRODUCTION

General

We are a diversified financial services holding company with banking and non-banking subsidiaries. Capital One Financial Corporation and its subsidiaries (the "Company") offer a broad array of financial products and services to consumers, small businesses and commercial clients through branches, the internet and other distribution channels. As of September 30, 2014, our principal subsidiaries included:

- Capital One Bank (USA), National Association ("COBNA"), which offers credit and debit card products, other lending products and deposit products; and

- Capital One, National Association ("CONA"), which offers a broad spectrum of banking products and financial services to consumers, small businesses and commercial clients.

The Company is hereafter collectively referred to as "we," "us" or "our." COBNA and CONA are collectively referred to as the "Banks." Certain business terms used in this document are defined in the "Glossary and Acronyms" section and should be read in conjunction with the consolidated financial statements included in this Report.

We had total loans held for investment of $201.6 billion, deposits of $204.3 billion and stockholders' equity of $44.0 billion as of September 30, 2014, compared with total loans held for investment of $197.2 billion, deposits of $204.5 billion and stockholders' equity of $41.6 billion as of December 31, 2013.

Our consolidated total net revenues are derived primarily from lending to consumer and commercial customers net of funding costs associated with interest on deposits, short-term borrowings and long-term debt. We also earn non-interest income which primarily consists of interchange income net of reward expenses and service charges and other customer-related fees. Our expenses primarily consist of the provision for credit losses, operating expenses (including salaries and associate benefits, occupancy and equipment costs, professional services, communication and data processing expenses and other miscellaneous expenses), marketing expenses and income taxes.

Our principal operations are currently organized for management reporting purposes into three primary business segments, which are defined primarily based on the products and services provided or the type of customer served: Credit Card, Consumer Banking and Commercial Banking. The operations of acquired businesses have been integrated into our existing business segments. Certain activities that are not part of a segment, such as management of our corporate investment portfolio and asset/liability management by our centralized Corporate Treasury group, are included in the Other category.

- *Credit Card:* Consists of our domestic consumer and small business card lending, national closed-end installment lending and the international card lending businesses in Canada and the United Kingdom.

- *Consumer Banking:* Consists of our branch-based lending and deposit gathering activities for consumers and small businesses, national deposit gathering, national auto lending and consumer home loans lending and servicing activities.

- *Commercial Banking:* Consists of our lending, deposit gathering and servicing activities provided to commercial real estate and commercial and industrial customers. Our commercial and industrial customers typically include companies with annual revenues between $10 million and $1 billion.

Table 2 summarizes our business segment results, which we report based on income from continuing operations, net of tax, for the third quarter and first nine months of 2014 and 2013. We provide information on the allocation methodologies used to derive our business segment results in “Note 19—Business Segments” in our 2013 Form 10-K. We also provide a reconciliation of our total business segment results to our results based on the accounting principles generally accepted in the U.S. (“U.S. GAAP”) results in “Note 13—Business Segments” of this Report.

Table 2: Business Segment Results[1]

	Three Months Ended September 30,							
	2014				2013			
	Total Net Revenue[2]		Net Income[3]		Total Net Revenue[2]		Net Income (Loss)[3]	
(Dollars in millions)	Amount	% of Total	Amount	% of Total	Amount	% of Total	Amount	% of Total
Credit Card	**$ 3,473**	**62%**	**$ 624**	**55%**	$ 3,591	64 %	$ 694	62 %
Consumer Banking	**1,604**	**28**	**289**	**26**	1,665	29	345	31
Commercial Banking[4]	**561**	**10**	**182**	**16**	511	9	162	14
Other[5]	**1**	**—**	**30**	**3**	(116)	(2)	(83)	(7)
Total from continuing operations	**$ 5,639**	**100%**	**$ 1,125**	**100%**	$ 5,651	100 %	$ 1,118	100 %

	Nine Months Ended September 30,							
	2014				2013			
	Total Net Revenue[2]		Net Income[3]		Total Net Revenue[2]		Net Income (Loss)[3]	
(Dollars in millions)	Amount	% of Total	Amount	% of Total	Amount	% of Total	Amount	% of Total
Credit Card	**$ 10,083**	**61 %**	**$ 1,960**	**57%**	$ 10,878	64 %	$ 2,099	60 %
Consumer Banking	**4,788**	**29**	**953**	**28**	4,991	30	1,172	34
Commercial Banking[4]	**1,614**	**10**	**490**	**14**	1,491	9	536	15
Other[5]	**(8)**	**—**	**50**	**1**	(520)	(3)	(328)	(9)
Total from continuing operations	**$ 16,477**	**100 %**	**$ 3,453**	**100%**	$ 16,840	100 %	$ 3,479	100 %

(1) In the first quarter of 2014, we adopted the proportional amortization method of accounting for Investments in Qualified Affordable Housing Projects. See “Note 1—Summary of Significant Accounting Policies” for additional information. Prior periods have been recast to conform to this presentation.

(2) Total net revenue consists of net interest income and non-interest income.

(3) Net income for our business segments is reported based on income from continuing operations, net of tax.

(4) On investments that generate tax-exempt income or tax credits, we make certain reclassifications to our Commercial Banking business results to present revenues on a taxable-equivalent basis.

(5) Includes the residual impact of the allocation of certain items, our centralized Corporate Treasury group activities, as well as other items as described in “Note 19—Business Segments” in our 2013 Form 10-K.

EXECUTIVE SUMMARY AND BUSINESS OUTLOOK

We reported net income of $1.1 billion ($1.86 per diluted common share) on total net revenue of $5.6 billion and net income of $3.4 billion ($5.86 per diluted common share) on total net revenue of $16.5 billion for the third quarter and first nine months of 2014, respectively. In comparison, we reported net income of $1.1 billion ($1.84 per diluted common share) on total net revenue of $5.7 billion and net income of $3.3 billion ($5.46 per diluted common share) on total net revenue of $16.8 billion for the third quarter and first nine months of 2013, respectively.

Beginning on January 1, 2014, we calculate our regulatory capital under the Basel III Standardized Approach subject to transition provisions. Our common equity Tier 1 capital ratio, as calculated under the Basel III Standardized Approach, including transition provisions, was 12.73% as of September 30, 2014. Our Tier 1 common ratio, as calculated under Basel I, was 12.19% as of December 31, 2013. These numbers are not directly comparable due to methodological differences in the calculation of the ratios.

On March 26, 2014, we announced that our Board of Directors had authorized the repurchase of up to $2.5 billion of shares of our common stock ("2014 Stock Repurchase Program"). During the second and third quarters of 2014, we have repurchased approximately $1.5 billion of common stock and expect to complete the 2014 Stock Repurchase Program by the end of the first quarter of 2015. See "Capital Management" below for additional information.

Below are additional highlights of our performance in the third quarter and first nine months of 2014. These highlights generally are based on a comparison between the results of the third quarter and first nine months of 2014 and 2013, except as otherwise noted. The changes in our financial condition and credit performance are generally based on our financial condition and credit performance as of September 30, 2014, compared to December 31, 2013. We provide a more detailed discussion of our financial performance in the sections following this "Executive Summary and Business Outlook."

Total Company

- *Earnings:* Our net income decreased by $24 million in the third quarter of 2014, or 2%, to $1.1 billion, and our net income increased by $160 million in the first nine months of 2014, or 5%, to $3.4 billion, compared to $3.3 billion for the first nine months of 2013. The increase in net income for the first nine months of 2014 was driven by (i) a net provision of $19 million for mortgage representation and warranty losses (which includes a benefit of $15 million before taxes in continuing operations and a provision of $34 million before taxes in discontinued operations) for the first nine months of 2014, compared to a net provision of $276 million (which includes a benefit of $27 million before taxes in continuing operations and a provision of $303 million before taxes in discontinued operations) for the first nine months of 2013; (ii) lower non-interest expenses due to lower amortization of intangibles, acquisition-related costs and the provision for litigation matters; (iii) a decrease in interest expense due to lower funding costs; and (iv) a decrease in provision for credit losses driven by a lower net charge-offs partially offset by a lower release in the allowance for loan and lease losses. These items were partially offset by a decrease in net interest income attributable to lower average interest-earning assets partly due to the Portfolio Sale.

- *Loans Held for Investment:* Period-end loans held for investment increased by $4.4 billion, or 2%, in the first nine months of 2014, to $201.6 billion as of September 30, 2014, from $197.2 billion as of December 31, 2013. The increase was due to commercial and industrial and commercial and multifamily real estate loan growth in our Commercial Banking business, and continued strong auto loan originations outpacing the run-off of the acquired home loan portfolio in our Consumer Banking business. Overall, there was a decline in our credit card loan portfolio primarily due to seasonality, partially offset by loan growth in the second and third quarters of 2014.

- *Net Charge-off and Delinquency Statistics:* Our net charge-off rate decreased by 40 basis points to 1.52% in the third quarter of 2014, compared to 1.92% in the third quarter of 2013, and our net charge-off rate decreased by 35 basis points in the first nine months of 2014, to 1.70%, compared to 2.05% for the first nine months of 2013. The extremely low net charge-off rate in the third quarter 2014, based on our historical trends, was largely due to continued economic improvement and portfolio seasoning. Our reported 30+ day delinquency rate declined to 2.76% as of September 30, 2014, from 2.96% as of December 31, 2013, and 2.88% as of September 30, 2013. The decrease from December 31, 2013 was primarily due to seasonality and strong credit performance. We provide additional information on our credit quality metrics below under "Business Segment Financial Performance" and "Credit Risk Profile."

- *Allowance for Loan and Lease Losses:* Our allowance for loan and lease losses decreased by $103 million from $4.3 billion as of December 31, 2013 and increased by $214 million, from $4.0 billion as of June 30, 2014, to $4.2 billion as of September 30, 2014. The allowance coverage ratio declined to 2.09% as of September 30, 2014, from 2.19% as of December 31, 2013. The release in allowance for loan and lease losses in the first and second quarters of 2014 was mainly due to credit improvements, partially offset by a build in the third quarter of 2014 driven by loan growth and higher delinquency inventories increasing our loss expectations.

- *Representation and Warranty Reserve:* The mortgage representation and warranty reserve decreased by $92 million to $1.1 billion as of September 30, 2014, from $1.2 billion as of December 31, 2013. We recorded a net provision for mortgage representation and warranty losses of $19 million (which includes a benefit of $15 million before taxes in continuing operations and provision of $34 million before taxes in discontinued operations) in the first nine months of 2014. The decrease in representation and warranty reserve was primarily driven by claims paid and legal developments.

Business Segment Financial Performance

- *Credit Card:* Our Credit Card business generated net income from continuing operations of $624 million and $2.0 billion in the third quarter and first nine months of 2014, respectively, compared with net income from continuing operations of $694 million and $2.1 billion in the third quarter and first nine months of 2013, respectively. The decreases in net income for the third quarter of 2014 compared to the third quarter of 2013, was due to lower net revenue driven by the Portfolio Sale in the third quarter of 2013 and higher provision for credit losses due to a build in the allowance for loan and lease losses driven by loan growth partially offset by lower net charge-offs. These drivers were partially offset by a lower provision for litigation matters and operating efficiencies. The decrease in net income for the first nine months of 2014 compared to the first nine months of 2013 was driven by lower net revenue associated with the Portfolio Sale in the third quarter of 2013, partially offset by a lower provision for credit losses driven by lower net charge-offs and lower non-interest expenses. Period-end loans held for investment in our Credit Card business decreased by $674 million to $80.6 billion as of September 30, 2014 from $81.3 billion as of December 31, 2013. The decrease was largely due to seasonality, partially offset by growth in the domestic card loan portfolio in the second and third quarters of 2014.

- *Consumer Banking:* Our Consumer Banking business generated net income from continuing operations of $289 million and $953 million in the third quarter and first nine months of 2014, respectively, compared with net income from continuing operations of $345 million and $1.2 billion in the third quarter and first nine months of 2013, respectively. The decrease in net income for these periods was primarily attributable to compression in deposit spreads in retail banking, partially offset by higher net interest income generated by growth in our auto loans. Period-end loans held for investment in our Consumer Banking business increased by $299 million to $71.1 billion as of September 30, 2014, from $70.8 billion as of December 31, 2013, due to growth in our auto loan portfolio outpacing the run-off in our acquired home loan portfolio.

- *Commercial Banking:* Our Commercial Banking business generated net income from continuing operations of $182 million and $490 million in the third quarter and first nine months of 2014, respectively, compared with net income from continuing operations of $162 million and $536 million in the third quarter and first nine months of 2013, respectively. The increase in net income for the third quarter 2014 compared to the third quarter 2013 was primarily driven by higher net revenue related to growth in our commercial loan portfolio, partially offset by increases in operating expenses associated with continued investments in business growth and the Beech Street Capital acquisition. The decrease in net income for the first nine months of 2014 compared to the first nine months of 2013 was primarily due to a higher provision for credit losses, reflecting an allowance build in the first nine months of 2014 compared to an allowance release in the first nine months of 2013. Period-end loans held for investment in our Commercial Banking business increased by $4.8 billion to $49.8 billion as of September 30, 2014, from $45.0 billion as of December 31, 2013. The increase was driven by strong loan originations in the commercial and industrial and commercial and multifamily real estate businesses.

Business Outlook

We discuss below our current expectations regarding our total company performance and the performance of each of our business segments over the near-term based on market conditions, the regulatory environment and our business strategies as of the time we filed this Report. The statements contained in this section are based on our current expectations regarding our outlook for our financial results and business strategies. Our expectations take into account, and should be read in conjunction with, our expectations regarding economic trends and analysis of our business as discussed in "Part I—Item 1. Business" and "Part I—Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2013 Form 10-K. Certain statements are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results could differ materially from those in our forward-looking statements. Except as otherwise disclosed, forward-looking statements do not reflect: (i) any change in current dividend or repurchase strategies; (ii) the effect of any acquisitions, divestitures or similar transactions that have not been previously disclosed; or (iii) any changes in laws, regulations or regulatory interpretations, in each case after the date as of which such statements are made. See "Forward-Looking Statements" in this Report for more information on forward-looking statements included in this Report and "Item 1A. Risk Factors" in our 2013 Form 10-K for factors that could materially influence our results.

Total Company Expectations

We continue to expect 2014 pre-provision earnings, excluding non-recurring items, of approximately $10 billion. On a quarterly basis, we expect both operating expenses and marketing to increase in the fourth quarter of 2014. On an annual basis, we expect operating expenses and marketing to be higher in 2015 than 2014. Both the quarterly and annual expectations are driven by loan growth, as well as investments to drive future growth, be a digital leader and keep pace with rising industry regulatory requirements. We expect that future card growth will likely drive allowance builds in coming quarters.

We expect growth in full-year revenues in 2015, driven by strong growth in average loans. While the efficiency ratio will vary from quarter to quarter, we expect the full-year 2015 efficiency ratio to be between 53% and 54%, excluding non-recurring items.

The Federal Reserve did not object to our capital plan submitted in the 2014 CCAR cycle. Pursuant to the capital plan, we expect to maintain our quarterly dividend of $0.30 per share, subject to approval by the Board of Directors. In addition, the Board of Directors authorized the establishment of a share repurchase program to repurchase up to $2.5 billion of shares of our common stock through the end of the first quarter of 2015. Under this program, we repurchased approximately $1.5 billion of our shares in the second and third quarters of 2014, and we expect to repurchase an additional $1.0 billion over the next two quarters.

The timing and exact amount of any common stock repurchases will depend on various factors, including market conditions, our capital position and amount of our retained earnings. Our 2014 Stock Repurchase Program does not include specific price targets, may be executed through open market purchases or privately negotiated transactions, including utilizing Rule 10b5-1 programs, and may be suspended at any time. See “MD&A—Capital Management—Capital Planning and Regulatory Stress Testing” for more information.

Business Segment Expectations

Credit Card: In our Domestic Card business, we expect increases in the net charge-off rate in the fourth quarter of 2014 and first quarter of 2015 primarily driven by seasonality. Longer term, we expect loan growth to impact the Domestic Card net charge-off rate in 2015. While this impact on the net charge-off rate will be modest at first, we expect it to grow throughout 2015. Overall, we expect the quarterly Domestic Card net charge-off rate throughout 2015 to be in the mid-to-high three percent range. We also expect allowance additions resulting primarily from future loan growth. We believe that our Domestic Card business continues to be well-positioned and will continue to deliver strong and resilient returns.

Consumer Banking: In our Consumer Banking business, we expect auto returns will continue to decline, but remain within ranges that support an attractive business. In addition, we expect the impact of the prolonged low interest rate environment to continue to pressure the returns of our retail banking business, even if rates rise in 2015.

Commercial Banking: In our Commercial Banking business, competition continues to increase, pressuring margins and returns. As competition continues to increase, we expect the pace of the growth in our Commercial Banking business will be slower in 2015 and closer to overall industry growth rates. We continue to expect our focused and specialized approach to deliver strong results in 2015.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in accordance with U.S. GAAP requires management to make a number of judgments, estimates and assumptions that affect the reported amount of assets, liabilities, income and expenses in the consolidated financial statements. Understanding our accounting policies and the extent to which we use management judgment and estimates in applying these policies is integral to understanding our financial statements. We provide a summary of our significant accounting policies under “Note 1—Summary of Significant Accounting Policies” in our 2013 Form 10-K.

We have identified the following accounting policies as critical because they require significant judgments and assumptions about highly complex and inherently uncertain matters and the use of reasonably different estimates and assumptions could have a material impact on our reported results of operations or financial condition. These critical accounting policies govern:

- Loan loss reserves
- Asset impairment
- Fair value of financial instruments
- Representation and warranty reserves
- Customer rewards reserves

We evaluate our critical accounting estimates and judgments on an ongoing basis and update them, as necessary, based on changing conditions. Management has discussed each of these critical accounting policies, related estimates and judgments with the Audit Committee of the Board of Directors.

We provide additional information on our critical accounting policies and estimates under "MD&A—Critical Accounting Policies and Estimates" in our 2013 Form 10-K.

ACCOUNTING CHANGES AND DEVELOPMENTS

Accounting for Investments in Qualified Affordable Housing Projects

In January 2014, the Financial Accounting Standards Board ("FASB") issued guidance permitting an entity to account for Investments in Qualified Affordable Housing Projects using the proportional amortization method, if certain criteria are met. The proportional method amortizes the cost of the investment over the period in which the investor expects to receive tax credits and other tax benefits, and the resulting amortization is recognized as a component of income taxes attributable to continuing operations. Historically, these investments were under the equity method of accounting and the passive losses related to the investments were recognized within non-interest expense. Prior period results and related metrics have been recast. See "Note 1—Summary of Significant Accounting Policies" for more information.

CONSOLIDATED RESULTS OF OPERATIONS

The section below provides a comparative discussion of our consolidated financial performance for the third quarter and first nine months of 2014 and 2013. Following this section, we provide a discussion of our business segment results. You should read this section together with our "Executive Summary and Business Outlook," where we discuss trends and other factors that we expect will affect our future results of operations.

Net Interest Income

Net interest income represents the difference between the interest income, including certain fees, earned on our interest-earning assets and the interest expense on our interest-bearing liabilities. Interest-earning assets include loans, investment securities and other interest-earning assets and interest-bearing liabilities include interest-bearing deposits, securitized debt obligations, senior and subordinated notes, and other borrowings. Generally, we include in interest income any past due fees on loans that we deem collectible. Our net interest margin, based on our consolidated results, represents the difference between the yield on our interest-earning assets and the cost of our interest-bearing liabilities, including the notional impact of non-interest bearing funding. We expect net interest income and our net interest margin to fluctuate based on changes in interest rates and changes in the amount and composition of our interest-earning assets and interest-bearing liabilities.

Table 3 below presents, for each major category of our interest-earning assets and interest-bearing liabilities, the average outstanding balances, interest income earned, interest expense incurred, average yield and rate for the third quarter and first nine months of 2014 and 2013.

Table 3: Average Balances, Net Interest Income and Net Interest Yield[1]

	Three Months Ended September 30,					
	2014			2013		
(Dollars in millions)	Average Balance	Interest Income/ Expense[2][3]	Yield/ Rate	Average Balance	Interest Income/ Expense[2][3]	Yield/ Rate
Assets:						
Interest-earning assets:						
Loans:						
Credit card:						
Domestic credit card	**$ 71,776**	**$ 2,594**	**14.46%**	$ 74,421	$ 2,738	14.72%
International credit card	**7,710**	**317**	**16.45**	7,782	318	16.35
Total credit card	**79,486**	**2,911**	**14.65**	82,203	3,056	14.87
Consumer banking	**71,237**	**1,100**	**6.18**	71,886	1,112	6.19
Commercial banking	**49,218**	**417**	**3.39**	41,584	402	3.87
Other	**125**	**35**	**112.00**	166	9	21.69
Total loans, including loans held for sale	**200,066**	**4,463**	**8.92**	195,839	4,579	9.35
Investment securities	**62,582**	**398**	**2.54**	63,317	396	2.50
Cash equivalents and other interest-earning assets	**6,242**	**26**	**1.67**	5,640	23	1.63
Total interest-earning assets	**$ 268,890**	**$ 4,887**	**7.27**	$ 264,796	$ 4,998	7.55
Cash and due from banks	**2,907**			2,553		
Allowance for loan and lease losses	**(3,995)**			(4,408)		
Premises and equipment, net	**3,778**			3,784		
Other assets	**27,943**			28,194		
Total assets	**$ 299,523**			$ 294,919		
Liabilities and stockholders' equity:						
Interest-bearing liabilities:						
Deposits	**$ 179,928**	**$ 271**	**0.60**	$ 186,752	$ 309	0.66
Securitized debt obligations	**10,110**	**32**	**1.27**	10,243	42	1.64
Senior and subordinated notes	**17,267**	**71**	**1.64**	12,314	76	2.47
Other borrowings	**12,937**	**16**	**0.49**	13,798	11	0.32
Total interest-bearing liabilities	**$ 220,242**	**$ 390**	**0.71**	$ 223,107	$ 438	0.79
Non-interest bearing deposits	**25,271**			21,588		
Other liabilities	**9,183**			9,039		
Total liabilities	**254,696**			253,734		
Stockholders' equity	**44,827**			41,185		
Total liabilities and stockholders' equity	**$ 299,523**			$ 294,919		
Net interest income/spread		**$ 4,497**	**6.56**		$ 4,560	6.76
Impact of non-interest bearing funding			**0.13**			0.13
Net interest margin			**6.69%**			6.89%

(Dollars in millions)	Nine Months Ended September 30, 2014 Average Balance	2014 Interest Income/ Expense[(2)(3)]	2014 Yield/ Rate	2013 Average Balance	2013 Interest Income/ Expense[(2)(3)]	2013 Yield/ Rate
Assets:						
Interest-earning assets:						
Loans:						
Credit card:						
Domestic credit card	**$ 70,321**	**$ 7,491**	**14.20%**	$ 76,493	$ 8,336	14.53%
International credit card	**7,674**	**954**	**16.58**	7,998	970	16.17
Total credit card	**77,995**	**8,445**	**14.44**	84,491	9,306	14.69
Consumer banking	**71,042**	**3,297**	**6.19**	73,127	3,309	6.03
Commercial banking	**47,324**	**1,224**	**3.45**	39,909	1,158	3.87
Other	**131**	**83**	**84.48**	174	51	39.08
Total loans, including loans held for sale	**196,492**	**13,049**	**8.85**	197,701	13,824	9.32
Investment securities	**62,411**	**1,223**	**2.61**	63,725	1,161	2.43
Cash equivalents and other interest-earning assets	**6,162**	**80**	**1.73**	6,164	74	1.60
Total interest-earning assets	**$ 265,065**	**$ 14,352**	**7.22**	$ 267,590	$ 15,059	7.50
Cash and due from banks	**2,853**			2,401		
Allowance for loan and lease losses	**(4,132)**			(4,653)		
Premises and equipment, net	**3,808**			3,750		
Other assets	**28,581**			29,259		
Total assets	**$ 296,175**			$ 298,347		
Liabilities and stockholders' equity:						
Interest-bearing liabilities:						
Deposits	**$ 181,587**	**$ 819**	**0.60**	$ 188,877	$ 953	0.67
Securitized debt obligations	**10,419**	**109**	**1.39**	10,975	143	1.74
Senior and subordinated notes	**15,822**	**226**	**1.90**	12,331	240	2.60
Other borrowings	**11,091**	**36**	**0.43**	14,955	40	0.36
Total interest-bearing liabilities	**$ 218,919**	**$ 1,190**	**0.72**	$ 227,138	$ 1,376	0.81
Non-interest bearing deposits	**24,196**			21,293		
Other liabilities	**9,232**			8,728		
Total liabilities	**252,347**			257,159		
Stockholders' equity	**43,828**			41,188		
Total liabilities and stockholders' equity	**$ 296,175**			$ 298,347		
Net interest income/spread		**$ 13,162**	**6.50**		$ 13,683	6.69
Impact of non-interest bearing funding			**0.12**			0.13
Net interest margin			**6.62%**			6.82%

(1) In the first quarter of 2014, we adopted the proportional amortization method of accounting for Investments in Qualified Affordable Housing Projects. See "Note 1—Summary of Significant Accounting Policies" for additional information. Prior periods have been recast to conform to this presentation.

(2) Past due fees included in interest income totaled approximately $368 million and $1.1 billion in the third quarter and first nine months of 2014, respectively, and $440 million and $1.4 billion in the third quarter and first nine months of 2013, respectively.

(3) Interest income and interest expense and the calculation of average yields on interest-earning assets and average rates on interest-bearing liabilities include the impact of hedge accounting.

Net interest income decreased by $63 million, or 1%, from the third quarter of 2013 to $4.5 billion in the third quarter of 2014. Net interest income decreased by $521 million, or 4% from the first nine months of 2013 to $13.2 billion in the first nine months of 2014. These decreases were primarily driven by the Portfolio Sale in 2013, partially offset by growth in lower yielding commercial and auto loans, lower fundings costs and higher yielding investment securities.

- *Average Interest-Earning Assets:* The increase in average interest-earning assets in the third quarter of 2014, compared to the third quarter of 2013 was due to continued strong growth in commercial, auto and credit card loans, partially offset by the run-off in our acquired home loan portfolio within our Consumer Banking business and the Portfolio Sale in the third quarter of 2013. The decrease in average interest-earning assets in the first nine months of 2014, compared to the first nine months of 2013, was primarily driven by the Portfolio Sale in the third quarter of 2013, the run-off in our acquired home loan portfolio within our Consumer Banking business, partially offset by continued strong growth in commercial, auto and credit card loans. The decrease in average investment securities was due to sales and paydowns outpacing purchases.

- *Net Interest Margin:* The decrease in our net interest margin in the third quarter of 2014, compared to the third quarter of 2013, and in the first nine months of 2014, compared to the first nine months of 2013, was primarily due to lower average loan yields driven by the Portfolio Sale in 2013 and a shift in the mix of the loan portfolio to lower yielding commercial and auto loans, partially offset by a reduction in our cost of funds and higher yielding investment securities.

Table 4 displays the change in our net interest income between periods and the extent to which the variance is attributable to: (i) changes in the volume of our interest-earning assets and interest-bearing liabilities; or (ii) changes in the interest rates related to these assets and liabilities.

Table 4: Rate/Volume Analysis of Net Interest Income[(1)]

	Three Months Ended September 30, 2014 vs 2013			Nine Months Ended September 30, 2014 vs. 2013		
(Dollars in millions)	Total Variance	Volume	Rate	Total Variance	Volume	Rate
Interest income:						
Loans:						
Credit card	$ (145)	$ (100)	$ (45)	$ (861)	$ (706)	$ (155)
Consumer banking	(12)	(10)	(2)	(12)	(94)	82
Commercial banking	15	65	(50)	66	192	(126)
Other	26	(2)	28	32	(13)	45
Total loans, including loans held for sale	(116)	(47)	(69)	(775)	(621)	(154)
Investment securities	2	(5)	7	62	(24)	86
Cash equivalents and other interest-earning assets	3	2	1	6	—	6
Total interest income	(111)	(50)	(61)	(707)	(645)	(62)
Interest expense:						
Deposits	(38)	(11)	(27)	(134)	(36)	(98)
Securitized debt obligations	(10)	—	(10)	(34)	(7)	(27)
Senior and subordinated notes	(5)	20	(25)	(14)	50	(64)
Other borrowings	5	(1)	6	(4)	(10)	6
Total interest expense	(48)	8	(56)	(186)	(3)	(183)
Net interest income	$ (63)	$ (58)	$ (5)	$ (521)	$ (642)	$ 121

[(1)] We calculate the change in interest income and interest expense separately for each item. The portion of interest income or interest expense attributable to both volume and rate is allocated proportionately when the calculation results in a positive value. When the portion of interest income or interest expense attributable to both volume and rate results in a negative value, the total amount is allocated to volume or rate, depending on which amount is positive.

Non-Interest Income

Non-interest income primarily consists of interchange income net of rewards expense, service charges and other customer-related fees and other non-interest income. Other non-interest income includes the pre-tax net provision (benefit) for mortgage representation and warranty losses related to continuing operations. It also includes gains and losses from the sale of investment securities, gains and losses on derivatives not accounted for in hedge accounting relationships, as well as hedge ineffectiveness.

Table 5 displays the components of non-interest income for the third quarter and first nine months of 2014 and 2013.

Table 5: Non-Interest Income

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in millions)	**2014**	**2013**	**2014**	**2013**
Service charges and other customer-related fees	**$ 471**	$ 530	**$ 1,405**	$ 1,614
Interchange fees, net	**523**	476	**1,498**	1,407
Net other-than-temporary impairment	**(9)**	(11)	**(15)**	(40)
Other non-interest income:				
Benefit for mortgage representation and warranty losses[1]	**—**	13	**15**	27
Net gains from the sale of investment securities	**6**	—	**18**	3
Net fair value gains (losses) on free-standing derivatives	**11**	(8)	**37**	(11)
Other	**140**	91	**357**	157
Total other non-interest income	**157**	96	**427**	176
Total non-interest income	**$ 1,142**	$ 1,091	**$ 3,315**	$ 3,157

[1] Represents the benefit for mortgage representation and warranty losses recorded in continuing operations. For the total impact to the net provision for mortgage representation and warranty losses, including the portion recognized on our consolidated statements of income as a component of discontinued operations, see "MD&A—Consolidated Balance Sheets Analysis—Table 14: Changes in Representation and Warranty Reserve."

Non-interest income increased by $51 million, or 5%, to $1.1 billion in the third quarter of 2014, and by $158 million, or 5%, to $3.3 billion in the first nine months of 2014, from $3.2 billion in the first nine months of 2013. The main driver for the increases in non-interest income was an increase in interchange fees, net, due to strong purchase volume in our credit card loan portfolio, partially offset by a decline in our service charges and other customer-related fees.

Provision for Credit Losses

Our provision for credit losses in each period is driven by net charge-offs, changes to the allowance for loan and lease losses and changes to the reserve for unfunded lending commitments. We recorded a provision for credit losses of $993 million and $2.4 billion in the third quarter and first nine months of 2014, respectively, compared with $849 million and $2.5 billion in the third quarter and first nine months of 2013, respectively.

The increase in the provision for credit losses of $144 million in the third quarter of 2014 compared to the third quarter of 2013 was primarily driven by an increase in the allowance for loan and lease losses due to higher loan volumes and higher delinquencies in the domestic card loan portfolio, partially offset by lower net charge-offs.

The decrease in the provision for credit losses of $64 million in the first nine months of 2014 compared to the first nine months of 2013, due to lower net charge-offs driven by improved credit, partially offset by a smaller release of our allowance for loan and lease losses.

We provide additional information on the provision for credit losses and changes in the allowance for loan and lease losses within "Credit Risk Profile—Summary of Allowance for Loan and Lease Losses," "Note 4—Loans" and "Note 5—Allowance for Loan and Lease Losses." For information on the allowance methodology for each of our loan categories, see "Note 1—Summary of Significant Accounting Policies" in our 2013 Form 10-K.

Non-Interest Expense

Non-interest expense consists of ongoing operating costs, such as salaries and associate benefits, occupancy and equipment costs, professional services, communications and data processing expenses and other miscellaneous expenses, as well as marketing costs, acquisition-related expenses and amortization of intangibles.

Table 6 displays the components of non-interest expense for the third quarter and first nine months of 2014 and 2013.

Table 6: Non-Interest Expense[(1)(2)]

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in millions)	**2014**	**2013**	**2014**	**2013**
Salaries and associate benefits	**$ 1,128**	$ 1,152	**$ 3,414**	$ 3,365
Occupancy and equipment	**419**	376	**1,271**	1,104
Marketing	**392**	299	**1,052**	946
Professional services	**304**	328	**887**	990
Communications and data processing	**196**	225	**595**	677
Amortization of intangibles	**130**	161	**409**	505
Other non-interest expense:				
Collections	**90**	114	**287**	362
Fraud losses	**67**	56	**197**	161
Bankcard, regulatory and other fee assessments	**118**	151	**345**	431
Other	**141**	247	**439**	577
Other non-interest expense	**416**	568	**1,268**	1,531
Total non-interest expense	**$ 2,985**	$ 3,109	**$ 8,896**	$ 9,118

(1) In the first quarter of 2014, we adopted the proportional amortization method of accounting for Investments in Qualified Affordable Housing Projects. See “Note 1—Summary of Significant Accounting Policies” for additional information. Prior periods have been recast to conform to this presentation.

(2) Includes acquisition-related costs of $13 million and $54 million in the third quarter and first nine months of 2014, respectively, as compared with $37 million and $133 million in the third quarter and first nine months of 2013, respectively. These amounts are comprised of transaction costs, legal and other professional or consulting fees, restructuring costs, and integration expense.

Non-interest expense decreased by $124 million, or 4%, to $3.0 billion in the third quarter of 2014, from $3.1 billion in the third quarter of 2013. Non-interest expense decreased by $222 million, or 2%, to $8.9 billion in the first nine months of 2014, from $9.1 billion in the first nine months of 2013. The decreases reflect a decline in the amortization of intangibles and a reduction in acquisition-related costs and provision for litigation matters. These were partially offset by (i) higher operating expenses attributable to growth in our commercial and auto loan portfolios; (ii) the change to include auto repossession-related expenses as a component of operating expenses (prior to January 1, 2014 these costs were reported as a component of net charge-offs); and (iii) higher marketing expenses associated with loan growth, partially offset by lower bankcard, regulatory and other fee assessments and communication and data processing expenses.

Income Taxes

We recorded income tax provisions of $536 million (32.3% effective income tax rate) and $1.7 billion (32.9% effective income tax rate) in the third quarter and first nine months of 2014, respectively, compared to income tax provisions of $575 million (34.0% effective income tax rate) and $1.7 billion (33.4% effective income tax rate) in the third quarter and first nine months of 2013, respectively. The decrease in our effective income tax rate in the third quarter of 2014 from the third quarter of 2013, was primarily attributable to increased tax credits and tax exempt income, as well as the absence of $19 million in discrete tax expense that occurred in the third quarter of 2013. The decrease in our effective income tax rate in the first nine months of 2014 from the first nine months of 2013 was primarily attributable to increased tax credits and tax exempt income, and certain state tax rate reductions, partially offset by increased discrete tax expense. Our effective income tax rate, excluding the impact of discrete tax items discussed above, was 32.3% and 32.4% in the third quarter and first nine months of 2014, and 32.8%, and 33.0% in the third quarter and first nine months of 2013, respectively.

We provide additional information on items affecting our income taxes and effective tax rate in our 2013 Form 10-K in “Note 17—Income Taxes.”

Loss from Discontinued Operations, Net of Tax

Loss from discontinued operations reflects ongoing costs, which primarily consist of mortgage loan repurchase representation and warranty charges, related to the mortgage origination operations of GreenPoint Mortgage Funding, Inc.’s (“GreenPoint”) wholesale mortgage banking unit that we closed in 2007. Loss from discontinued operations, net of tax, was $44 million and $24 million for the third quarter and first nine months of 2014, respectively, compared to a loss from discontinued operations of $13 million and $210 million for the third quarter and first nine months of 2013, respectively. The pre-tax portions of the net provision for mortgage representation and warranty losses recognized on our consolidated statements of income as a component of discontinued operations were provisions of $70 million ($44 million net of tax) and $34 million ($21 million net of tax) in the third quarter and first nine months of 2014, respectively, and provisions of $9 million ($6 million net of tax) and $303 million ($190 million net of tax) in the third quarter and first nine months of 2013, respectively.

We provide additional information on the net provision for mortgage representation and warranty losses and the related reserve for representation and warranty claims in “Consolidated Balance Sheets Analysis—Mortgage Representation and Warranty Reserve” and “Note 14—Commitments, Contingencies, Guarantees, and Others.”

BUSINESS SEGMENT FINANCIAL PERFORMANCE

Our principal operations are currently organized into three major business segments, which are defined based on the products and services provided or the type of customer served: Credit Card, Consumer Banking and Commercial Banking. The operations of acquired businesses have been integrated into our existing business segments. Certain activities that are not part of a segment, such as management of our corporate investment portfolio and asset/liability management by our centralized Corporate Treasury group, are included in the Other category.

The results of our individual businesses, which we report on a continuing operations basis, reflect the manner in which management evaluates performance and makes decisions about funding our operations and allocating resources. We provide additional information on the allocation methodologies used to derive our business segment results in “Note 19—Business Segments” in our 2013 Form 10-K.

We refer to the business segment results derived from our internal management accounting and reporting process as our “managed” presentation, which differs in some cases from our reported results prepared based on U.S. GAAP. There is no comprehensive authoritative body of guidance for management accounting equivalent to U.S. GAAP; therefore, the managed presentation of our business segment results may not be comparable to similar information provided by other financial service companies. In addition, our individual business segment results should not be used as a substitute for comparable results determined in accordance with U.S. GAAP.

Below we summarize our business segment results for the third quarter and first nine months of 2014 and 2013 and provide a comparative discussion of these results. We also discuss changes in our financial condition and credit performance statistics as of September 30, 2014, compared with December 31, 2013. We provide a reconciliation of our total business segment results to our reported consolidated results in “Note 13—Business Segments.” Additionally, we provide information on the outlook for each of our business segments as described above under “Executive Summary and Business Outlook.”

Credit Card Business

The primary sources of revenue for our Credit Card business are interest income, fees collected from customers and interchange fees. Expenses primarily consist of the provision for credit losses, operating costs such as salaries and associate benefits, occupancy and equipment, professional services, communications and data processing expenses and marketing expenses. Rewards costs are generally netted against interchange fees.

Our Credit Card business generated net income from continuing operations of $624 million and $2.0 billion in the third quarter and first nine months of 2014, respectively, compared with net income from continuing operations of $694 million and $2.1 billion in the third quarter and first nine months of 2013, respectively.

Table 7 summarizes the financial results of our Credit Card business, which is comprised of Domestic Card and International Card, and displays selected key metrics for the periods indicated.

Table 7: Credit Card Business Results

	Three Months Ended September 30,			Nine Months Ended September 30,		
(Dollars in millions)	**2014**	**2013**	**Change**	**2014**	**2013**	**Change**
Selected income statement data:						
Net interest income	**$ 2,627**	$ 2,757	(5) %	**$ 7,613**	$ 8,391	(9) %
Non-interest income	**846**	834	1	**2,470**	2,487	(1)
Total net revenue[1]	**3,473**	3,591	(3)	**10,083**	10,878	(7)
Provision for credit losses	**787**	617	28	**1,894**	2,073	(9)
Non-interest expense	**1,730**	1,904	(9)	**5,175**	5,571	(7)
Income from continuing operations before income taxes	**956**	1,070	(11)	**3,014**	3,234	(7)
Income tax provision	**332**	376	(12)	**1,054**	1,135	(7)
Income from continuing operations, net of tax	**$ 624**	$ 694	(10)	**$ 1,960**	$ 2,099	(7)
Selected performance metrics:						
Average loans held for investment[2]	**$ 79,494**	$ 77,729	2	**$ 78,005**	$ 79,523	(2)
Average yield on loans held for investment[3]	**14.65%**	15.72%	(107) bps	**14.44%**	15.60%	(116) bps
Total net revenue margin[4]	**17.48**	18.48	(100)	**17.24**	18.24	(100)
Net charge-offs	**$ 572**	$ 734	(22) %	**$ 2,037**	$ 2,506	(19) %
Net charge-off rate	**2.88%**	3.78%	(90) bps	**3.48%**	4.20%	(72) bps
Card loan premium amortization and other intangible accretion[5]	**$ 18**	$ 45	(60) %	**$ 86**	$ 159	(46) %
PCCR intangible amortization	**90**	106	(15)	**282**	332	(15)
Purchase volume[6]	**57,474**	50,943	13	**161,266**	146,829	10

(Dollars in millions)	**September 30, 2014**	**December 31, 2013**	**Change**
Selected period-end data:			
Loans held for investment[2]	**$ 80,631**	$ 81,305	(1) %
30+ day performing delinquency rate	**3.22%**	3.46%	(24) bps
30+ day delinquency rate	**3.29**	3.54	(25)
Nonperforming loan rate	**0.09**	0.11	(2)
Allowance for loan and lease losses	**$ 3,057**	$ 3,214	(5) %
Allowance coverage ratio[7]	**3.79%**	3.95%	(16) bps

(1) We recognize billed finance charges and fee income on open-ended loans in accordance with the contractual provisions of the credit arrangements and estimate the uncollectible amount on a quarterly basis. The estimated uncollectible amount of billed finance charges and fees is reflected as a reduction in revenue and is not included in our net charge-offs. Total net revenue was reduced by $164 million and $480 million in the third quarter and first nine months of 2014, respectively, and by $154 million and $611 million in the third quarter and first nine months of 2013, respectively, for the estimated uncollectible amount of billed finance charges and fees. The finance charge and fee reserve totaled $218 million and $190 million as of September 30, 2014 and December 31, 2013, respectively.

(2) Period-end loans held for investment and average loans held for investment include accrued finance charges and fees, net of the estimated uncollectible amount.

(3) Calculated by dividing annualized interest income for the period by average loans held for investment during the period. Annualized interest income excludes various allocations including funds transfer pricing that assigns certain balance sheet assets, deposits and other liabilities and their related revenue and expenses attributable to each business segment. The transfer of the Best Buy Stores, L.P. (“Best Buy”) loan portfolio to held for sale resulted in an increase in the average yield for Credit Card of 110 and 119 basis points in the third quarter and first nine months of 2013, respectively. The sale of the Best Buy loan portfolio was completed on September 6, 2013.

(4) Calculated by dividing annualized total net revenue for the period by average loans held for investment during the period for the specified loan category. Annualized interest income also includes interest income on loans held for sale. The transfer of the Best Buy loan portfolio from loans held for investment to loans held for sale resulted in an increase in the net revenue margin for the total Credit Card business of 123 and 134 basis points in the third quarter and first nine months of 2013, respectively.

(5) Represents the net reduction in interest income attributable to the amortization of premiums on purchased loans accounted for based on contractual cash flows and the accretion of other intangibles associated with the 2012 U.S. card acquisition.

[6] Consists of credit card purchase transactions, net of returns for the period for both loans classified as held for investment and loans classified as held for sale. Excludes cash advance and balance transfer transactions.

[7] Calculated by dividing the allowance for loan and lease losses as of the end of the period by period-end loans held for investment.

Key factors affecting the results of our Credit Card business for the third quarter and first nine months of 2014, compared with the third quarter and first nine months of 2013, and changes in financial condition and credit performance between September 30, 2014 and December 31, 2013 include the following:

- *Net Interest Income:* Net interest income decreased by $130 million, or 5%, in the third quarter of 2014 from the third quarter of 2013, to $2.6 billion, and by $778 million, or 9%, in the first nine months of 2014 from the first nine months of 2013, to $7.6 billion. The decrease in net interest income was primarily driven by the Portfolio Sale in the third quarter of 2013.

- *Non-Interest Income:* Non-interest income increased by $12 million, or 1%, in the third quarter of 2014 from the third quarter of 2013, to $846 million, and decreased by $17 million, or 1%, in the first nine months of 2014 from the first nine months of 2013, to $2.5 billion. The decrease in the first nine months of 2014 compared to the first nine months of 2013 was largely due to a reduction in service charges and other customer-related fees, partially offset by increased interchange fees, net driven by higher purchase volume.

- *Provision for Credit Losses:* The provision for credit losses increased by $170 million, or 28%, in the third quarter of 2014 from the third quarter of 2013, to $787 million, and decreased by $179 million, or 9%, in the first nine months of 2014 from the first nine months of 2013, to $1.9 billion. The increase in the third quarter of 2014 was due to a build in the allowance for loan and lease losses in the Domestic Card business driven by higher loan volumes and higher delinquencies, partially offset by lower net charge-offs. The decrease in the provision for credit losses for the the first nine months of 2014 compared to the first nine months of 2013, was driven primarily by lower net charge-offs, which was a result of improved credit, partially offset by a smaller release of our allowance for loan and lease losses.

- *Non-Interest Expense:* Non-interest expense decreased by $174 million, or 9%, in the third quarter of 2014 from the third quarter of 2013, to $1.7 billion, and decreased by $396 million, or 7%, in the first nine months of 2014 from the first nine months of 2013, to $5.2 billion. The decrease in the third quarter and first nine months of 2014 was largely due to lower acquisition-related costs, lower operating expenses driven by the Portfolio Sale, lower provision for litigation matters and operating efficiencies. Non-interest expense also included purchased credit card relationship (“PCCR”) intangible amortization of $282 million in the first nine months of 2014, compared with $332 million in the first nine months of 2013.

- *Loans Held for Investment:* Period-end loans held for investment decreased by $674 million, or 1%, to $80.6 billion as of September 30, 2014, from $81.3 billion as of December 31, 2013. This decrease was largely due to seasonality partially offset by growth in the domestic card loan portfolio in the second and third quarters of 2014.

- *Net Charge-off and Delinquency Statistics:* Our reported net charge-off rate decreased to 2.88% and 3.48% in the third quarter and first nine months of 2014, respectively, from 3.78% and 4.20% in the third quarter and first nine months of 2013, respectively. The extremely low net charge-off rate in the third quarter 2014, based on our historical trends, was largely due to continued economic improvement and portfolio seasoning. In addition, the decrease in net charge-offs are driven by low delinquency inventories in the first nine months of 2014 compared to the first nine months of 2013. The 30+ day delinquency rate decreased to 3.29% as of September 30, 2014, from 3.54% as of December 31, 2013 and 3.60% as of September 30, 2013.

Domestic Card Business

Domestic Card generated net income from continuing operations of $550 million and $1.8 billion in the third quarter and first nine months of 2014, respectively, compared with net income from continuing operations of $644 million and $1.9 billion in the third quarter and first nine months of 2013, respectively. Domestic Card accounted for 90% of total net revenues in the third quarter and first nine months of 2014 and 2013, for our Credit Card business.

Table 7.1 summarizes the financial results for Domestic Card and displays selected key metrics for the periods indicated.

Table 7.1: Domestic Card Business Results

(Dollars in millions)	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Change		Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013	Change	
Selected income statement data:								
Net interest income	**$ 2,361**	$ 2,492	(5)	%	**$ 6,809**	$ 7,584	(10)	%
Non-interest income	**763**	749	2		**2,233**	2,210	1	
Total net revenue[1]	**3,124**	3,241	(4)		**9,042**	9,794	(8)	
Provision for credit losses	**738**	529	40		**1,728**	1,823	(5)	
Non-interest expense	**1,530**	1,713	(11)		**4,588**	4,981	(8)	
Income from continuing operations before income taxes	**856**	999	(14)		**2,726**	2,990	(9)	
Income tax provision	**306**	355	(14)		**974**	1,064	(8)	
Income from continuing operations, net of tax	**$ 550**	$ 644	(15)		**$ 1,752**	$ 1,926	(9)	
Selected performance metrics:								
Average loans held for investment[2]	**$ 71,784**	$ 69,947	3		**$ 70,331**	$ 71,525	(2)	
Average yield on loans held for investment[3]	**14.46%**	15.65%	(119)	bps	**14.20%**	15.54%	(134)	bps
Total net revenue margin[4]	**17.41**	18.53	(112)		**17.14**	18.26	(112)	
Net charge-offs	**$ 508**	$ 642	(21)	%	**$ 1,818**	$ 2,218	(18)	%
Net charge-off rate	**2.83%**	3.67%	(84)	bps	**3.45%**	4.14%	(69)	bps
Card loan premium amortization and other intangible accretion[5]	**$ 18**	$ 45	(60)	%	**$ 86**	$ 159	(46)	%
PCCR intangible amortization	**90**	$ 106	(15)		**282**	332	(15)	
Purchase volume[6]	**53,690**	47,420	13		**150,482**	136,524	10	

(Dollars in millions)	September 30, 2014	December 31, 2013	Change	
Selected period-end data:				
Loans held for investment[2]	**$ 73,143**	$ 73,255	—	%
30+ day delinquency rate	**3.21%**	3.43%	(22)	bps
Allowance for loan and lease losses	**$ 2,746**	$ 2,836	(3)	%
Allowance coverage ratio[7]	**3.75%**	3.87%	(12)	bps

---

(1) We recognize billed finance charges and fee income on open-ended loans in accordance with the contractual provisions of the credit arrangements and estimate the uncollectible amount on a quarterly basis. The estimated uncollectible amount of billed finance charges and fees is reflected as a reduction in revenue and is not included in our net charge-offs.

(2) Period-end loans held for investment and average loans held for investment include accrued finance charges and fees, net of the estimated uncollectible amount.

(3) Calculated by dividing annualized interest income for the period by average loans held for investment during the period for the specified loan category. Annualized interest income includes interest income on loans held for sale. The transfer of the Best Buy loan portfolio from loans held for investment to loans held for sale resulted in an increase in the average yield for the Domestic Card business of 121 and 131 basis points in the third quarter and first nine months of 2013, respectively.

(4) Calculated by dividing annualized total net revenue for the period by average loans held for investment during the period. Annualized interest income excludes various allocations including funds transfer pricing that assigns certain balance sheet assets, deposits and other liabilities and their related revenue and expenses attributable to each business segment. The transfer of the Best Buy loan portfolio from loans held for investment to loans held for sale resulted in an increase in the net revenue margin for the Domestic Card business of 136 and 148 basis points in the third quarter and first nine months of 2013, respectively.

(5) Represents the net reduction in interest income attributable to the amortization of premiums on purchased loans accounted for based on contractual cash flows and the accretion of other intangibles associated with the 2012 U.S. card acquisition.

(6) Consists of domestic card purchase transactions, net of returns, for the period for both loans classified as held for investment and loans classified as held for sale. Excludes cash advance and balance transfer transactions.

(7) Calculated by dividing the allowance for loan and lease losses as of the end of the period by period-end loans held for investment.

Because our Domestic Card business accounts for the substantial majority of our Credit Card business, the key factors driving the results for this division are similar to the key factors affecting our total Credit Card business. The primary drivers of the decline in net income for our Domestic Card business in the third quarter and first nine months of 2014, compared with the third quarter and first nine months of 2013, were a decrease in revenue primarily driven by the Portfolio Sale in the third quarter of 2013 and a higher provision for credit losses, partially offset by lower acquisition-related costs and provision for litigation matters, as well as lower operating expenses attributable to the Portfolio Sale in 2013 and operating efficiencies.

The slight decrease in period-end loans held for investment from December 31, 2013 was primarily due to seasonal decreases in the first quarter of 2014, partially offset by growth in the second and third quarters of 2014.

International Card Business

International Card generated net income from continuing operations of $74 million and $208 million in the third quarter and first nine months of 2014, respectively, compared with net income from continuing operations of $50 million and $173 million in the third quarter and first nine months of 2013, respectively. International Card accounted for 10% of total net revenues in the third quarter and first nine months of 2014 and 2013, for our Credit Card business.

Table 7.2 summarizes the financial results for International Card and displays selected key metrics for the periods indicated.

Table 7.2: International Card Business Results

	Three Months Ended September 30,			Nine Months Ended September 30,		
(Dollars in millions)	**2014**	**2013**	**Change**	**2014**	**2013**	**Change**
Selected income statement data:						
Net interest income	**$ 266**	$ 265	— %	**$ 804**	$ 807	— %
Non-interest income	**83**	85	(2)	**237**	277	(14)
Total net revenue	**349**	350	—	**1,041**	1,084	(4)
Provision for credit losses	**49**	88	(44)	**166**	250	(34)
Non-interest expense	**200**	191	5	**587**	590	(1)
Income from continuing operations before income taxes	**100**	71	41	**288**	244	18
Income tax provision	**26**	21	24	**80**	71	13
Income from continuing operations, net of tax	**$ 74**	$ 50	48	**$ 208**	$ 173	20
Selected performance metrics:						
Average loans held for investment[1]	**$ 7,710**	$ 7,782	(1)	**$ 7,674**	$ 7,998	(4)
Average yield on loans held for investment[2]	**16.42%**	16.35%	7 bps	**16.60%**	16.17%	43 bps
Total net revenue margin[3]	**18.13**	17.99	14	**18.09**	18.07	2
Net charge-offs	**$ 64**	$ 92	(30) %	**$ 219**	$ 288	(24) %
Net charge-off rate	**3.32%**	4.71%	(139) bps	**3.81%**	4.79%	(98) bps
Purchase volume[4]	**$ 3,784**	$ 3,523	7 %	**$ 10,784**	$ 10,305	5 %

(Dollars in millions)	**September 30, 2014**	**December 31, 2013**	**Change**
Selected period-end data:			
Loans held for investment[1]	**$ 7,488**	$ 8,050	(7) %
30+ day performing delinquency rate	**3.34%**	3.71%	(37) bps
30+ day delinquency rate	**4.08**	4.56	(48)
Nonperforming loan rate	**0.98**	1.10	(12)
Allowance for loan and lease losses	**$ 311**	$ 378	(18) %
Allowance coverage ratio[5]	**4.15%**	4.70%	(55) bps

(1) Period-end loans held for investment and average loans held for investment include accrued finance charges and fees, net of the estimated uncollectible amount.

(2) Calculated by dividing annualized interest income for the period by average loans held for investment during the period. Annualized interest income excludes various allocations including funds transfer pricing that assigns certain balance sheet assets, deposits and other liabilities and their related revenue and expenses attributable to each business segment.

(3) Calculated by dividing annualized total net revenue for the period by average loans held for investment during the period.

(4) Consists of international card purchase transactions, net of returns for the period. Excludes cash advance and balance transfer transactions.

(5) Calculated by dividing the allowance for loan and lease losses as of the end of the period by period-end loans held for investment.

The increase in net income in the third quarter and first nine months of 2014 compared to the third quarter and first nine months of 2013 was primarily due to a reduction in the provision for credit losses attributable to lower net charge-offs, reflecting the improvement in the credit environment in Canada and the U.K.

Consumer Banking Business

The primary sources of revenue for our Consumer Banking business are net interest income from loans and deposits and non-interest income from service charges and customer-related fees. Expenses primarily consist of the provision for credit losses, ongoing operating costs, such as salaries and associate benefits, occupancy and equipment costs, professional services, communications and data processing expenses, as well as marketing expenses.

Our Consumer Banking business generated net income from continuing operations of $289 million and $953 million in the third quarter and first nine months of 2014, respectively, compared with net income from continuing operations of $345 million and $1.2 billion in the third quarter and first nine months of 2013, respectively.

Table 8 summarizes the financial results of our Consumer Banking business and displays selected key metrics for the periods indicated.

Table 8: Consumer Banking Business Results

	Three Months Ended September 30,			Nine Months Ended September 30,		
(Dollars in millions)	**2014**	**2013**	**Change**	**2014**	**2013**	**Change**
Selected income statement data:						
Net interest income	**$ 1,425**	$ 1,481	(4) %	**$ 4,289**	$ 4,437	(3) %
Non-interest income	**179**	184	(3)	**499**	554	(10)
Total net revenue	**1,604**	1,665	(4)	**4,788**	4,991	(4)
Provision for credit losses	**198**	202	(2)	**481**	444	8
Non-interest expense	**956**	927	3	**2,824**	2,727	4
Income from continuing operations before income taxes	**450**	536	(16)	**1,483**	1,820	(19)
Income tax provision	**161**	191	(16)	**530**	648	(18)
Income from continuing operations, net of tax	**$ 289**	$ 345	(16)	**$ 953**	$ 1,172	(19)
Selected performance metrics:						
Average loans held for investment:[1]						
Auto	**$ 35,584**	$ 30,157	18	**$ 33,993**	$ 28,780	18
Home loan	**31,859**	37,852	(16)	**33,258**	40,450	(18)
Retail banking	**3,605**	3,655	(1)	**3,616**	3,721	(3)
Total consumer banking	**$ 71,048**	$ 71,664	(1)	**$ 70,867**	$ 72,951	(3)
Average yield on loans held for investment[2]	**6.18%**	6.21%	(3) bps	**6.19%**	6.04%	15 bps
Average deposits	**$ 168,407**	$ 169,082	— %	**$ 168,925**	$ 170,294	(1) %
Average deposit interest rate	**0.58%**	0.63%	(5) bps	**0.58%**	0.64%	(6) bps
Core deposit intangible amortization	**$ 26**	$ 34	(24) %	**$ 84**	$ 106	(21) %
Net charge-offs	**190**	170	12	**460**	423	9
Net charge-off rate	**1.07%**	0.95%	12 bps	**0.87%**	0.77%	10 bps
Net charge-off rate (excluding Acquired Loans)	**1.65**	1.64	1	**1.37**	1.40	(3)
Auto loan originations	**$ 5,410**	$ 4,752	14 %	**$ 15,513**	$ 13,066	19 %

(Dollars in millions)	September 30, 2014	December 31, 2013	Change
Selected period-end data:			
Loans held for investment:[1]			
Auto	**$ 36,254**	$ 31,857	14 %
Home loan	**31,203**	35,282	(12)
Retail banking	**3,604**	3,623	(1)
Total consumer banking	**$ 71,061**	$ 70,762	—
30+ day performing delinquency rate	**3.22%**	3.20%	2 bps
30+ day performing delinquency rate (excluding Acquired Loans)[3]	**4.91**	5.32	(41)
30+ day delinquency rate	**3.82**	3.89	(7)
30+ day delinquency rate (excluding Acquired Loans)[3]	**5.82**	6.47	(65)
Nonperforming loans rate	**0.73**	0.86	(13)
Nonperforming loans rate (excluding Acquired Loans)[3]	**1.12**	1.44	(32)
Nonperforming asset rate[4]	**1.01**	1.12	(11)
Nonperforming asset rate (excluding Acquired Loans)[3]	**1.53**	1.86	(33)
Allowance for loan and lease losses	**$ 772**	$ 752	3 %
Allowance coverage ratio[5]	**1.09%**	1.06%	3 bps
Deposits	**$ 167,624**	$ 167,652	— %
Loans serviced for others	**7,041**	7,665	(8)

(1) Includes Acquired Loans with carrying values of $24.4 billion and $28.2 billion as of September 30, 2014 and December 31, 2013, respectively. The average balance of Consumer Banking loans held for investment, excluding Acquired Loans, was $46.2 billion and $41.4 billion in the third quarter of 2014 and 2013, respectively, and $44.7 billion and $40.3 billion in the first nine months of 2014 and 2013, respectively.

(2) Calculated by dividing annualized interest income for the period by average loans held for investment during the period. Annualized interest income excludes various allocations including funds transfer pricing that assigns certain balance sheet assets, deposits and other liabilities and their related revenue and expenses attributable to each business segment.

(3) Calculation of ratio adjusted to exclude the impact from Acquired Loans. See “Credit Risk Profile” and “Note 4—Loans” for additional information on the impact of Acquired Loans on our credit quality metrics.

(4) Calculated by dividing nonperforming assets as of the end of the period by the sum of period-end loans held for investment, foreclosed properties, and other foreclosed assets.

(5) Calculated by dividing the allowance for loan and lease losses as of the end of the period by period-end loans held for investment.

Key factors affecting the results of our Consumer Banking business for the third quarter and first nine months of 2014, compared with the third quarter and first nine months of 2013, and changes in financial condition and credit performance between September 30, 2014 and December 31, 2013 include the following:

- *Net Interest Income:* Net interest income decreased by $56 million, or 4%, in the third quarter of 2014 from the third quarter of 2013, to $1.4 billion, and by $148 million, or 3%, in the first nine months of 2014 from the first nine months of 2013, to $4.3 billion. The decrease in net interest income was primarily attributable to compression in deposit spreads in retail banking, partially offset by higher net interest income generated by growth in our auto loan portfolio.

  Consumer Banking yields remained relatively flat at 6.2% when comparing the third quarter of 2014 to the third quarter of 2013 and increased in the first nine months of 2014 to 6.2%, as compared to 6.0% in the first nine months of 2013. The increase in the first nine months of 2014 from the first nine months of 2013 was driven by changes in the product mix in Consumer Banking as a result of growth in our auto loan portfolio and the run-off of the acquired home loan portfolio. The increase in our auto loans in relation to our total consumer banking loan portfolio drove an increase in the total Consumer Banking yield, even as the average yield on auto loans decreased to 8.5% in the third quarter of 2014 as compared to 9.7% in the third quarter of 2013, and decreased to 8.7% in the first nine months of 2014, as compared to 10.0% in the first nine months of 2013. This decrease was primarily attributable to a shift to a higher portion of prime auto loans and increased competition in the subprime auto business. The average yield on home loans was 3.8% and 3.7% in the third quarter and first nine months of 2014, respectively, compared to 3.5% and 3.3% in the third quarter and first nine months of 2013, respectively. The higher yield in the home loan portfolio was driven by an increase in expected cash flows as a result of credit improvement on the Acquired Loan portfolio.

- *Non-Interest Income:* Non-interest income decreased by $5 million, or 3%, in the third quarter of 2014 from the third quarter of 2013, to $179 million, and by $55 million, or 10%, in the first nine months of 2014 from the first nine months of 2013, to $499 million. The decrease in non-interest income for the nine months ended 2014 was attributable to a gain on sale of certain of our mortgage servicing rights ("MSR") in the second quarter of 2013, as well as a higher provision for representation and warranty losses within the home loan portfolio.

- *Provision for Credit Losses:* The provision for credit losses decreased by $4 million, or 2%, in the third quarter of 2014 from the third quarter of 2013, to $198 million, and increased by $37 million, or 8%, in the first nine months of 2014 from the first nine months of 2013, to $481 million. The increase in the first nine months of 2014, as compared to the first nine months of 2013, was driven by higher net charge-offs due to the growth in our auto loan portfolio and a smaller release of the allowance for loan and lease losses in the retail and home loan portfolios, offset by a smaller allowance build in the auto loan portfolio.

- *Non-Interest Expense*: Non-interest expense increased by $29 million, or 3%, in the third quarter of 2014 from the third quarter of 2013, to $956 million, and by $97 million, or 4%, in the first nine months of 2014 from the first nine months of 2013, to $2.8 billion. The increase was largely due to the growth in our auto loan portfolio and to a smaller degree, the change to include the auto repossession-related expenses as a component of operating expenses. Prior to January 1, 2014, these costs were reported as a component of net charge-offs.

- *Loans Held for Investment*: Period-end loans held for investment increased by $299 million, or less than 1%, in the first nine months of 2014 to $71.1 billion as of September 30, 2014 from $70.8 billion as of December 31, 2013, primarily due to the growth in the auto loan portfolio, mostly offset by the run-off of our acquired home loan portfolio.

- *Deposits*: Period-end deposits decreased by $28 million, or less than 1%, in the first nine months of 2014 to $167.6 billion as of September 30, 2014, from $167.7 billion as of December 31, 2013.

- *Net Charge-off and Delinquency Statistics*: The reported net charge-off rate increased by 12 basis points to 1.07% in the third quarter of 2014 from 0.95% in the third quarter of 2013, and increased by 10 basis points to 0.87% in the first nine months of 2014 from 0.77% in the first nine months of 2013. The increase in the net charge-off rate reflected a shift in the mix of the portfolio toward auto loans (which typically carry higher net charge-off rates than our home loan portfolio), as home loans run off. The 30+ day delinquency rate decreased to 3.82% as of September 30, 2014, from 3.89% as of December 31, 2013.

Commercial Banking Business

The primary sources of revenue for our Commercial Banking business are net interest income from loans and deposits and non-interest income from customer-related fees. Because we have some investments that generate tax-exempt income or tax credits, we make certain reclassifications to our Commercial Banking business results to present revenues on a taxable-equivalent basis. Expenses primarily consist of the provision for credit losses, ongoing operating costs, such as salaries and associate benefits, occupancy, equipment, professional services, communications and data processing expenses, as well as marketing expenses.

In the first quarter of 2014, we adopted the proportional amortization method of accounting for Investments in Qualified Affordable Housing Projects. The proportional amortization method amortizes the cost of the investment over the period in which we will receive tax credits and other tax benefits, and the resulting amortization is recognized as a component of income taxes attributable to continuing operations. Historically, these investments were accounted for under the equity method of accounting and the passive losses related to the investments were recognized within non-interest expense. See "Note 1—Summary of Significant Accounting Policies" for more information.

Our Commercial Banking business generated net income from continuing operations of $182 million and $490 million in the third quarter and first nine months of 2014, respectively, compared with net income from continuing operations of $162 million and $536 million in the third quarter and first nine months of 2013, respectively.

Table 9 summarizes the financial results of our Commercial Banking business and displays selected key metrics for the periods indicated.

Table 9: Commercial Banking Business Results[(1)]

	Three Months Ended September 30,				Nine Months Ended September 30,			
(Dollars in millions)	2014	2013	Change		2014	2013	Change	
Selected income statement data:								
Net interest income	**$ 439**	$ 424	4	%	**$ 1,296**	$ 1,227	6	%
Non-interest income	**122**	87	40		**318**	264	20	
Total net revenue[(2)(3)]	**561**	511	10		**1,614**	1,491	8	
Provision (benefit) for credit losses	**9**	31	(71)		**61**	(18)	**	
Non-interest expense	**268**	228	18		**790**	677	17	
Income from continuing operations before income taxes	**284**	252	13		**763**	832	(8)	
Income tax provision	**102**	90	13		**273**	296	(8)	
Income from continuing operations, net of tax	**$ 182**	$ 162	12		**$ 490**	$ 536	(9)	
Selected performance metrics:								
Average loans held for investment:[(4)]								
Commercial and multifamily real estate	**$ 22,409**	$ 19,047	18		**$ 21,623**	$ 18,201	19	
Commercial and industrial	**25,512**	21,491	19		**24,562**	20,596	19	
Total commercial lending	**47,921**	40,538	18		**46,185**	38,797	19	
Small-ticket commercial real estate	**845**	1,038	(19)		**891**	1,102	(19)	
Total commercial banking	**$ 48,766**	$ 41,576	17		**$ 47,076**	$ 39,899	18	
Average yield on loans held for investment[(2)]	**3.39 %**	3.87%	(48)	bps	**3.45%**	3.87%	(42)	bps
Average deposits	**$ 31,772**	$ 30,685	4	%	**$ 31,546**	$ 30,590	3	%
Average deposit interest rate	**0.24 %**	0.27%	(3)	bps	**0.24%**	0.27%	(3)	bps
Core deposit intangible amortization	**$ 5**	$ 6	(17)	%	**$ 16**	$ 21	(24)	%
Net (recoveries) charge-offs	**(6)**	8	**		**1**	19	(95)	
Net (recovery) charge-off rate	**(0.05)%**	0.07%	**		**0.00%**	0.06%	(6)	bps

(Dollars in millions)	September 30, 2014	December 31, 2013	Change	
Selected period-end data:				
Loans held for investment:[(4)]				
Commercial and multifamily real estate	**$ 22,895**	$ 20,750	10	%
Commercial and industrial	**26,071**	23,309	12	
Total commercial lending	**48,966**	44,059	11	
Small-ticket commercial real estate	**822**	952	(14)	
Total commercial banking	**$ 49,788**	$ 45,011	11	
Nonperforming loans rate	**0.32 %**	0.33%	(1)	bps
Nonperforming asset rate[(4)]	**0.35**	0.37	(2)	
Allowance for loan and lease losses	**$ 378**	$ 338	12	%
Allowance coverage ratio[(5)]	**0.76 %**	0.75%	1	bps
Deposits	**$ 31,918**	$ 30,567	4	%
Loans serviced for others	**12,559**	10,786	16	

** Change is not meaningful.

(1) In the first quarter of 2014, we adopted the proportional amortization method of accounting for Investments in Qualified Affordable Housing Projects. See "Note 1—Summary of Significant Accounting Policies" for additional information. Prior periods have been recast to conform to this presentation.

(2) The average yield on loans held for investment is calculated by dividing annualized interest income for the period by average loans held for investment during the period. Annualized interest income excludes various allocations including funds transfer pricing that assigns certain balance sheet assets, deposits and other liabilities and their related revenue and expenses attributable to each business segment. Some of our tax-related commercial investments generate tax-exempt income or tax credits. Accordingly, we make certain reclassifications within our Commercial Banking business results to present revenues and yields on a taxable-equivalent basis, calculated assuming an effective tax rate approximately equal to our federal statutory tax rate of 35%.

(3) Some of our tax-related commercial investments generate tax-exempt income or tax credits. Accordingly, we make certain reclassifications within our

Commercial Banking business results to present revenues and yields on a taxable-equivalent basis, calculated assuming an effective tax rate approximately equal to our federal statutory tax rate of 35%.

(4) Calculated by dividing nonperforming assets as of the end of the period by the sum of period-end loans held for investment, foreclosed properties, and other foreclosed assets.

(5) Calculated by dividing the allowance for loan and lease losses as of the end of the period by period-end loans held for investment.

Key factors affecting the results of our Commercial Banking business for the third quarter and first nine months of 2014, compared with the third quarter and first nine months of 2013, and changes in financial condition and credit performance between September 30, 2014 and December 31, 2013 include the following:

- *Net Interest Income:* Net interest income increased by $15 million, or 4%, in the third quarter of 2014 from the third quarter of 2013, to $439 million, and by $69 million, or 6%, in the first nine months of 2014 from the first nine months of 2013, to $1.3 billion. The increase was driven by growth in commercial and multifamily real estate and commercial and industrial loans, partially offset by lower loan yields driven by market and competitive pressures.

- *Non-Interest Income*: Non-interest income increased by $35 million, or 40%, in the third quarter of 2014 from the third quarter of 2013, to $122 million, and by $54 million, or 20%, in the first nine months of 2014 from the first nine months of 2013, to $318 million, primarily driven by increased revenue related to fee-based services and products and the Beech Street Capital acquisition.

- *Provision for Credit Losses*: The provision for credit losses decreased by $22 million in the third quarter of 2014 to $9 million compared to $31 million in the third quarter of 2013, and increased by $79 million in the first nine months of 2014 to $61 million from a benefit of $18 million in the first nine months of 2013. The decrease in the third quarter of 2014, as compared to the third quarter of 2013, was primarily due to lower net charge-offs and a decrease in the reserve for unfunded lending commitments. The increase in the first nine months of 2014, as compared to the first nine months of 2013, was primarily driven by a build in the allowance for loan and lease losses due to growth in the portfolio. This was partially offset by decreases in net charge-offs and the reserve for unfunded lending commitments. The allowance for loan and lease losses and reserve for unfunded lending commitments increased by $15 million and $60 million in the third quarter and first nine months of 2014, respectively, compared to an increase of $23 million and a decrease of $38 million in the third quarter and first nine months of 2013, respectively.

- *Non-Interest Expense*: Non-interest expense increased by $40 million, or 18%, in the third quarter of 2014 from the third quarter of 2013, to $268 million, and by $113 million, or 17%, in the first nine months of 2014 from the first nine months of 2013, to $790 million, driven by operating expenses associated with continued investments in business growth and the Beech Street Capital acquisition.

- *Loans Held for Investment*: Period-end loans held for investment increased by $4.8 billion, or 11%, to $49.8 billion as of September 30, 2014 from $45.0 billion as of December 31, 2013. The increase was driven by loan growth in the commercial and industrial and commercial and multifamily real estate businesses.

- *Deposits*: Period-end deposits increased by $1.3 billion, or 4%, to $31.9 billion as of September 30, 2014, from $30.6 billion as of December 31, 2013, driven by our strategy to deepen and expand relationships with commercial customers.

- *Net Charge-off Statistics*: The net recovery rates were 0.05% and 0.00% in the third quarter and first nine months of 2014, respectively compared to net charge-off rates of 0.07% and 0.06% in the third quarter and first nine months of 2013, respectively. The nonperforming loans rate decreased to 0.32% as of September 30, 2014, from 0.33% as of December 31, 2013. The continued strength in the credit metrics in our Commercial Banking business reflects stable credit trends and underlying collateral values.

Other Category

Other includes unallocated amounts related to our centralized Corporate Treasury group activities, such as management of our corporate investment portfolio and asset/liability management, gains and losses on our investment securities portfolio and certain trading activities. Other also includes foreign exchange-rate fluctuations related to the revaluation of foreign currency-denominated investments; certain gains and losses on the sale and securitization of loans; unallocated corporate expenses that do not directly support the operations of the business segments or for which the business segments are not considered financially accountable in evaluating their performance, such as certain acquisition and restructuring charges; a portion of the net provision for representation and warranty losses related to continuing operations; certain material items that are non-recurring in nature; and offsets related to certain line-item reclassifications.

Table 10 summarizes the financial results of our Other category for the periods indicated.

Table 10: Other Results[1]

	Three Months Ended September 30,			Nine Months Ended September 30,		
(Dollars in millions)	**2014**	**2013**	**Change**	**2014**	**2013**	**Change**
Selected income statement data:						
Net interest income (expense)[2]	**$ 6**	$ (102)	**	**$ (36)**	$ (372)	(90) %
Non-interest income	**(5)**	(14)	(64) %	**28**	(148)	**
Total net revenue (loss)	**1**	(116)	**	**(8)**	(520)	(98)
Benefit for credit losses	**(1)**	(1)	—	**(4)**	(3)	33
Non-interest expense	**31**	50	(38)	**107**	143	(25)
Loss from continuing operations before income taxes	**(29)**	(165)	(82)	**(111)**	(660)	(83)
Income tax benefit	**(59)**	(82)	(28)	**(161)**	(332)	(52)
Profit (loss) from continuing operations, net of tax	**$ 30**	$ (83)	**	**$ 50**	$ (328)	**

** Change is not meaningful.

(1) In the first quarter of 2014, we adopted the proportional amortization method of accounting for Investments in Qualified Affordable Housing Projects. See “Note 1—Summary of Significant Accounting Policies” for additional information. Prior periods have been recast to conform to this presentation.

(2) Some of our tax-related commercial investments generate tax-exempt income or tax credits, accordingly we make certain reclassifications within our Commercial Banking business results to present revenues and yields on a taxable-equivalent basis, with offsetting reclassifications within the Other category, calculated assuming an effective tax rate approximately equal to our federal statutory tax rate of 35%.

Net profit from continuing operations recorded in Other was $30 million and $50 million in the third quarter and first nine months of 2014, respectively, compared with a net loss from continuing operations of $83 million and $328 million in the third quarter and first nine months of 2013, respectively. The shift to a net profit from a net loss was primarily due to higher net revenues, lower funding costs, as well as the absence of the one-time charge associated with our redemption of trust preferred securities in January 2013.

CONSOLIDATED BALANCE SHEETS ANALYSIS

Total assets increased by $3.3 billion to $300.2 billion as of September 30, 2014, from $296.9 billion, as of December 31, 2013. Total liabilities increased by $883 million to $256.2 billion as of September 30, 2014, from $255.3 billion as of December 31, 2013. Stockholders’ equity increased by $2.4 billion to $44.0 billion as of September 30, 2014 from $41.6 billion as of December 31, 2013. The increase in stockholders’ equity was primarily attributable to our net income of $3.4 billion in the first nine months of 2014 and $484 million in preferred stock issuances during the first nine months of 2014, partially offset by $1.5 billion of share repurchases under the 2014 Stock Repurchase Program and $559 million of dividend payments.

Following is a discussion of material changes in the major components of our assets and liabilities during the first nine months of 2014. Period-end balance sheet amounts may vary from average balance sheet amounts due to liquidity and balance sheet management activities that are intended to ensure the adequacy of capital while managing our liquidity requirements for the Company and our customers and our market risk exposure in accordance with our risk appetite.

Investment Securities

Our investment portfolio consists primarily of the following: U.S. Treasury debt; U.S. agency debt and corporate debt securities guaranteed by U.S. government agencies; U.S. government sponsored enterprise or agency (“Agency”) and non-agency residential mortgage-backed securities (“RMBS”) and commercial mortgage-backed securities (“CMBS”); other asset-backed securities (“ABS”); and other investments. The carrying value of our investments in U.S. Treasury, Agency securities and other securities guaranteed by the U.S. government or agencies of the U.S. government represented 85% and 77% of our total investment securities portfolio as of September 30, 2014 and December 31, 2013, respectively. The change in the portfolio composition is in preparation for the final rules implementing the Basel III liquidity coverage ratio, for which we provide additional information in “MD&A—Supervision and Regulation.”

During the first nine months of 2014, the fair value of our investment portfolio increased by $1.6 billion, or 3% from $61.0 billion as of December 31, 2013, to $62.6 billion as of September 30, 2014. This increase was primarily driven by lower interest rates.

We had gross unrealized gains of $874 million and gross unrealized losses of $312 million on available-for sale investment securities as of September 30, 2014, compared with gross unrealized gains of $799 million and gross unrealized losses of $631 million as of December 31, 2013. The decrease in gross unrealized losses in the first nine months of 2014 was primarily driven by lower interest rates in the third quarter of 2014. Of the $312 million in gross unrealized losses as of September 30, 2014, $271 million was related to securities that had been in a loss position for more than 12 months. We provide information on OTTI recognized in earnings on our investment securities above in "Consolidated Results of Operations—Non-Interest Income."

Table 11 presents the amortized cost, carrying value and fair value for the major categories of our portfolio of investment securities as of September 30, 2014 and December 31, 2013.

Table 11: Investment Securities

	September 30, 2014		December 31, 2013	
(Dollars in millions)	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Investment securities available for sale				
U.S. Treasury debt obligations	**$ 4,261**	**$ 4,261**	$ 831	$ 833
U.S. agency debt obligations	**1**	**1**	1	1
Corporate debt securities guaranteed by U.S. government agencies	**1,001**	**979**	1,282	1,234
RMBS:				
Agency[1]	**20,853**	**20,986**	21,572	21,479
Non-agency	**3,024**	**3,497**	3,165	3,600
Total RMBS	**23,877**	**24,483**	24,737	25,079
CMBS:				
Agency[1]	**4,029**	**3,983**	4,262	4,198
Non-agency	**1,809**	**1,803**	1,854	1,808
Total CMBS	**5,838**	**5,786**	6,116	6,006
Other ABS[2]	**3,038**	**3,083**	7,123	7,136
Other securities[3]	**1,087**	**1,072**	1,542	1,511
Total investment securities available for sale	**$ 39,103**	**$ 39,665**	$ 41,632	$ 41,800

(Dollars in millions)	Carrying Value	Fair Value	Carrying Value	Fair Value
Investment securities held to maturity				
Agency RMBS	**$ 20,349**	**$ 21,038**	$ 17,443	$ 17,485
Agency CMBS	**1,833**	**1,890**	1,689	1,700
Total investment securities held to maturity	**$ 22,182**	**$ 22,928**	$ 19,132	$ 19,185

(1) Agency includes Federal National Mortgage Association ("Fannie Mae"), Federal Home Loan Mortgage Corporation ("Freddie Mac"), and Government National Mortgage Association ("Ginnie Mae").

(2) ABS collateralized by credit card loans constituted approximately 55% and 65% of the other ABS portfolio as of September 30, 2014, and December 31, 2013, respectively, and ABS collateralized by auto dealer floor plan inventory loans and leases constituted approximately 16% and 15% of the other ABS portfolio as of September 30, 2014, and December 31, 2013, respectively. Approximately 89% of the securities in our other asset-backed security portfolio were rated AAA or its equivalent as of September 30, 2014, compared with 87% as of December 31, 2013.

(3) Includes foreign government/agency bonds, covered bonds, corporate securities, municipal securities and equity investments primarily related to activities under the Community Reinvestment Act ("CRA").

Credit Ratings

Our portfolio of investment securities continues to be concentrated in securities that generally have high credit ratings and low credit risk, such as securities issued and guaranteed by the U.S. Treasury and Agencies. Approximately 92% of our total investment securities portfolio was rated AA+ or its equivalent, or better as of both September 30, 2014 and December 31, 2013, while approximately 6% and 5% was below investment grade as of September 30, 2014 and December 31, 2013, respectively. We categorize the credit ratings of our investment securities based on the lowest credit rating as issued by the following rating agencies: Standard & Poor's Ratings Services ("S&P"), Moody's Investors Service ("Moody's") and Fitch Ratings ("Fitch").

Table 12 provides information on the credit ratings of our non-agency RMBS, non-agency CMBS, other ABS and other securities in our portfolio as of September 30, 2014 and December 31, 2013.

Table 12: Non-Agency Investment Securities Credit Ratings

	September 30, 2014				December 31, 2013			
(Dollars in millions)	Amortized Cost	AAA	Other Investment Grade	Below Investment Grade or Not Rated	Amortized Cost	AAA	Other Investment Grade	Below Investment Grade or Not Rated
Non-agency RMBS	**$ 3,024**	**—%**	**3%**	**97%**	$ 3,165	—%	4%	96%
Non-agency CMBS	**1,809**	**100**	**—**	**—**	1,854	99	1	—
Other ABS	**3,038**	**89**	**6**	**5**	7,123	87	12	1
Other securities	**1,087**	**2**	**88**	**10**	1,542	9	82	9

For additional information on our investment securities, see "Note 3—Investment Securities."

Loans Held for Investment

Total loans held for investment ("HFI") consists of unrestricted loans and restricted loans held in our securitization trusts. Table 13 summarizes our portfolio of loans held for investment by business segment, net of the allowance for loan and lease losses, as of September 30, 2014 and December 31, 2013.

Table 13: Loans Held for Investment

	September 30, 2014			December 31, 2013		
(Dollars in millions)	Loans	Allowance	Net Loans	Loans	Allowance	Net Loans
Credit Card	**$ 80,631**	**$ 3,057**	**$ 77,574**	$ 81,305	$ 3,214	$ 78,091
Consumer Banking	**71,061**	**772**	**70,289**	70,762	752	70,010
Commercial Banking	**49,788**	**378**	**49,410**	45,011	338	44,673
Other	**112**	**5**	**107**	121	11	110
Total	**$ 201,592**	**$ 4,212**	**$ 197,380**	$ 197,199	$ 4,315	$ 192,884

Period-end loans held for investment increased by $4.4 billion, or 2.2%, in the the first nine months of 2014. The increase was due to commercial and industrial and commercial and multifamily real estate loan growth in our Commercial Banking business, and continued strong auto loan originations outpacing the run-off of the acquired home loan portfolio in our Consumer Banking business. Overall, there was a decline in our credit card loan portfolio primarily due to seasonality, partially offset by growth in the second and third quarters of 2014.

We provide additional information on the composition of our loan portfolio and credit quality below in "Credit Risk Profile," "MD&A—Consolidated Results of Operations" and "Note 4—Loans."

Loans Held for Sale

Loans held for sale, which are carried at lower of cost or fair value, increased to $427 million as of September 30, 2014, from $218 million as of December 31, 2013. The increase was primarily driven by higher originations in the Commercial Banking business and timing of sales of loans.

Deposits

Our deposits represent our largest source of funding for our operations, providing a consistent source of low-cost funds. Total deposits decreased by $259 million to $204.3 billion as of September 30, 2014, from $204.5 billion as of December 31, 2013. The decrease in deposits was primarily driven by the run-off of certain deposits, which was partially offset by the growth in our Consumer Banking and Commercial Banking businesses. We provide information on the composition of our deposits, average outstanding balances, interest expense and yield below in "Liquidity Risk Profile."

Securitized Debt Obligations

Securitized debt obligations increased by $219 million during the first nine months of 2014, to $10.5 billion as of September 30, 2014, from $10.3 billion as of December 31, 2013. The increase was driven by issuances of $3.0 billion of securitized debt obligations during the first nine months of 2014, partially offset by maturities of $2.8 billion. We provide additional information on our borrowings below in “Liquidity Risk Profile.”

Other Debt

Other debt, which consists primarily of federal funds purchased and securities loaned or sold under agreements to repurchase, senior and subordinated notes and FHLB advances, totaled $31.7 billion as of September 30, 2014, of which $12.1 billion represented short-term borrowings and $19.6 billion represented long-term debt. Other debt totaled $30.4 billion as of December 31, 2013, of which $16.2 billion represented short-term borrowings and $14.2 billion represented long-term debt.

The increase in other debt of $1.3 billion in the first nine months of 2014 was primarily attributable to the issuance of $7.8 billion of unsecured senior notes, as well as a $1.4 billion increase in federal funds purchased and securities loaned or sold under agreements to repurchase, partially offset by net maturities of $5.4 billion of FHLB advances and maturities of $2.4 billion in unsecured senior notes. We provide additional information on our borrowings below in “Liquidity Risk Profile” and in “Note 8—Deposits and Borrowings.”

Mortgage Representation and Warranty Reserve

We acquired three subsidiaries that originated residential mortgage loans and sold these loans to various purchasers, including purchasers who created securitization trusts. These subsidiaries are Capital One Home Loans, LLC, which was acquired in February 2005; GreenPoint, which was acquired in December 2006 as part of the North Fork acquisition; and CCB, which was acquired in February 2009 and subsequently merged into CONA.

We have established representation and warranty reserves for losses associated with the mortgage loans sold by each subsidiary that we consider to be both probable and reasonably estimable, including both litigation and non-litigation liabilities. These reserves are reported on our consolidated balance sheets as a component of other liabilities. The reserve setting process relies heavily on estimates, which are inherently uncertain, and requires the application of judgment. We evaluate these estimates on a quarterly basis. We build our representation and warranty reserves through the provision for mortgage representation and warranty losses, which we report on our consolidated statements of income as a component of non-interest income for loans originated and sold by CCB and Capital One Home Loans, LLC and as a component of discontinued operations for loans originated and sold by GreenPoint. In establishing the representation and warranty reserves, we consider a variety of factors depending on the category of purchaser. The aggregate reserve for all three entities totaled $1.1 billion as of September 30, 2014, compared with $1.2 billion as of December 31, 2013.

The table below summarizes changes in our representation and warranty reserve in the third quarter and first nine months of 2014 and 2013.

Table 14: Changes in Representation and Warranty Reserve[1]

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in millions)	**2014**	**2013**	**2014**	**2013**
Representation and warranty repurchase reserve, beginning of period	**$ 1,012**	$ 1,156	**$ 1,172**	$ 899
Provision (benefit) for mortgage representation and warranty losses:				
Recorded in continuing operations	**—**	(13)	**(15)**	(27)
Recorded in discontinued operations	**70**	9	**34**	303
Total provision (benefit) for mortgage representation and warranty losses	**70**	(4)	**19**	276
Net realized losses	**(2)**	(7)	**(111)**	(30)
Representation and warranty repurchase reserve, end of period	**$ 1,080**	$ 1,145	**$ 1,080**	$ 1,145

(1) Reported on our consolidated balance sheets as a component of other liabilities.

As part of our business planning processes, we have considered various outcomes relating to the future representation and warranty liabilities of our subsidiaries that are possible but do not rise to the level of being both probable and reasonably estimable outcomes justifying an incremental accrual under applicable accounting standards. Our current best estimate of reasonably possible future losses from representation and warranty claims beyond what was in our reserve as of September 30, 2014, is approximately $2.3 billion, a decline from our estimate of $2.6 billion as of December 31, 2013. The decrease in the reasonably possible estimate of representation and warranty reserve was primarily driven by legal developments.

We provide additional information related to the representation and warranty reserve, including factors that may impact the adequacy of the reserve and the ultimate amount of losses incurred by our subsidiaries, in “Note 14—Commitments, Contingencies, Guarantees, and Others.”

OFF-BALANCE SHEET ARRANGEMENTS AND VARIABLE INTEREST ENTITIES

In the ordinary course of business, we are involved in various types of arrangements with limited liability companies, partnerships or trusts that often involve special purpose entities and variable interest entities (“VIE”). Some of these arrangements are not recorded on our consolidated balance sheets or may be recorded in amounts different from the full contract or notional amount of the arrangements, depending on the nature or structure of, and accounting required to be applied to, the arrangement. These arrangements may expose us to potential losses in excess of the amounts recorded on our consolidated balance sheets. Our involvement in these arrangements can take many forms, including securitization and servicing activities, the purchase or sale of mortgage-backed or other asset-backed securities in connection with our home loan portfolio and loans to VIEs that hold debt, equity, real estate or other assets.

Our continuing involvement in unconsolidated VIEs primarily consists of certain mortgage loan trusts and community reinvestment and development entities. We provide a discussion of our activities related to these VIEs in “Note 6—Variable Interest Entities and Securitizations.”

CAPITAL MANAGEMENT

The level and composition of our capital are determined by multiple factors, including our consolidated regulatory capital requirements and internal risk-based capital assessments such as internal stress testing and economic capital. The level and composition of our capital may also be influenced by rating agency guidelines, subsidiary capital requirements, the business environment, conditions in the financial markets and assessments of potential future losses due to adverse changes in our business and market environments.

Capital Standards and Prompt Corrective Action

Bank holding companies and national banks are subject to capital adequacy standards adopted by the Federal Reserve and the OCC, respectively. The capital adequacy standards set forth minimum risk-based and leverage capital requirements that are based on quantitative and qualitative measures of assets and off-balance sheet items. National banks, as insured depository institutions, are also subject to Prompt Corrective Action ("PCA") capital regulations, which require the U.S. federal banking agencies to take "prompt corrective action" for banks that do not meet established minimum capital requirements.

In July 2013, the Federal Banking Agencies finalized a new capital rule that implements the Basel III capital accord (the "Final Basel III Capital Rules") developed by the Basel Committee on Banking Supervision ("Basel Committee") and certain Dodd-Frank Act capital provisions and updates the PCA capital requirements. Prior to being revised in the Final Basel III Capital Rules, the minimum risk-based capital requirements adopted by the U.S. federal banking agencies followed the Basel I framework, originally promulgated pursuant to the Basel Committee's Basel I accord, and the advanced approaches capital rules ("Advanced Approaches"), based upon the framework originally promulgated as a result of the Basel II accord. The Final Basel III Capital Rules amended both the Basel I and Advanced Approaches frameworks, establishing a new common equity Tier 1 capital requirement and setting higher minimum capital ratio requirements. The Company refers to the amended Basel I framework as the "Basel III Standardized Approach," and the amended Advanced Approaches framework as the "Basel III Advanced Approaches."

At the end of 2012, the Company met one of the two independent eligibility criteria set by banking regulators for becoming subject to the Advanced Approaches capital rules. As a result, the Company has undertaken a multi-year process of implementing the Advanced Approaches regime for calculating risk-weighted assets and regulatory capital levels. Certain provisions of the Final Basel III Capital Rules began to take effect on January 1, 2014 for Advanced Approaches banking organizations, including the Company. The Company will be subject to a parallel run under Advanced Approaches during which it will calculate capital ratios under both the Basel III Standardized Approach and the Basel III Advanced Approaches, though it will continue to use the Basel III Standardized Approach for purposes of meeting regulatory capital requirements. We have notified our regulators of our intent to enter a parallel run beginning January 1, 2015. By rule, the parallel run must last at least four consecutive quarters. Therefore, the first quarter of 2016 is the earliest possible date on which the Company would use the Basel III Advanced Approaches framework in calculating its regulatory capital and risk-weighted assets for purposes of risk-based capital requirements. Consistent with the experience of other U.S. banks, it is possible that our parallel run will last longer than the four quarter minimum. Under the Dodd-Frank Act and the Final Basel III Capital Rules, organizations subject to Basel III Advanced Approaches may not hold less capital than would be required under the Basel III Standardized Approach. Therefore, even after we exit parallel run, we will continue to calculate regulatory capital and risk-weighted assets under the Basel III Standardized Approach.

As of January 1, 2014, the new minimum risk-based and leverage capital requirements for Advanced Approaches banking organizations include a common equity Tier 1 capital ratio of at least 4.0%, a Tier 1 risk-based capital ratio of at least 5.5%, a total risk-based capital ratio of at least 8.0%, and a Tier 1 leverage capital ratio of at least 4.0%. On January 1, 2015, the minimum risk-based capital ratio requirements will increase to 4.5% for the common equity Tier 1 capital ratio and to 6.0% for the Tier 1 risk-based capital ratio. The minimum requirements for the total risk-based capital ratio and the Tier 1 leverage capital ratio will not change from 2014 to 2015.

Insured depository institutions also are subject to PCA capital regulations. Under current PCA regulations, an insured depository institution is considered to be well-capitalized if it maintains a Tier 1 risk-based capital ratio of at least 6.0%, a total risk-based capital ratio of at least 10.0%, a Tier 1 leverage capital ratio of at least 5.0%, and is not subject to any written agreement, order, capital directive, or prompt corrective action directive issued by its regulator. While the Final Basel III Capital Rules increase some of the thresholds for the PCA capital categories and add the new common equity Tier 1 capital ratio to the PCA regulations, those changes are not effective until January 1, 2015. Beginning on January 1, 2015, the well-capitalized level for the Tier 1 risk-based capital ratio will increase to 8.0%, and the well-capitalized level for the common equity Tier 1 capital ratio will be established at 6.5%. The well-capitalized levels for the total risk-based capital ratio and the Tier 1 leverage capital ratio will not change.

Prior to 2014, we also disclosed a Tier 1 common capital ratio for our bank holding company, which is a regulatory capital measure widely used by investors, analysts, rating agencies and bank regulatory agencies to assess the capital position of financial services companies. There was no mandated minimum or well-capitalized standard for the Tier 1 common capital ratio.

We disclose a non-GAAP tangible common equity ratio ("TCE ratio") in "MD&A—Summary of Selected Financial Data." While the TCE ratio is a capital measure widely used by investors, analysts, rating agencies, and bank regulatory agencies to assess the capital position of financial services companies, it may not be comparable to similarly titled measures reported by other companies.

Table of Contents

We provide information on the calculation of this ratio in "MD&A—Supplemental Tables—Table A: Reconciliation of Non-GAAP Measures and Calculation of Regulatory Capital Measures."

Table 15 provides a comparison of our regulatory capital ratios under the U.S. federal banking agencies' capital adequacy standards as of September 30, 2014 and December 31, 2013. Under the Final Basel III Capital Rules, beginning on January 1, 2014, as an Advanced Approaches banking organization that has yet to enter or exit parallel run, we began using the Basel III Standardized Approach for calculating our regulatory capital, subject to applicable transition provisions. In 2014, however, we continue to use Basel I for calculating our risk-weighted assets in our regulatory capital ratios, as required under the Final Basel III Capital Rules. Beginning on January 1, 2015, we will begin using the Basel III Standardized Approach for calculating our risk-weighted assets in our regulatory capital ratios.

Table 15: Capital Ratios[(1)(2)]

	September 30, 2014			December 31, 2013		
	Capital Ratio	Minimum Capital Adequacy	Well-Capitalized	Capital Ratio	Minimum Capital Adequacy	Well-Capitalized
Capital One Financial Corp:						
Common equity Tier 1 capital[(3)]	**12.73%**	**4.00%**	**N/A**	N/A	N/A	N/A
Tier 1 common capital[(4)]	**N/A**	**N/A**	**N/A**	12.19%	N/A	N/A
Tier 1 risk-based capital[(5)]	**13.31%**	**5.50%**	**6.00%**	12.57	4.00%	6.00%
Total risk-based capital[(6)]	**15.24**	**8.00**	**10.00**	14.69	8.00	10.00
Tier 1 leverage[(7)]	**10.64**	**4.00**	**N/A**	10.06	4.00	N/A
Capital One Bank (USA), N.A.:						
Common equity Tier 1 capital[(3)]	**11.89**	**4.00**	**N/A**	N/A	N/A	N/A
Tier 1 risk-based capital[(5)]	**11.89**	**5.50**	**6.00%**	11.47%	4.00%	6.00%
Total risk-based capital[(6)]	**15.23**	**8.00**	**10.00**	14.90	8.00	10.00
Tier 1 leverage[(7)]	**9.88**	**4.00**	**5.00**	10.21	4.00	5.00
Capital One, N.A.:						
Common equity Tier 1 capital[(3)]	**12.80**	**4.00**	**N/A**	N/A	N/A	N/A
Tier 1 risk-based capital[(5)]	**12.80**	**5.50**	**6.00%**	12.67%	4.00%	6.00%
Total risk-based capital[(6)]	**13.87**	**8.00**	**10.00**	13.76	8.00	10.00
Tier 1 leverage[(7)]	**9.10**	**4.00**	**5.00**	8.96	4.00	5.00

(1) In the first quarter of 2014, we adopted the proportional amortization method of accounting for Investments in Qualified Affordable Housing Projects. See "Note 1—Summary of Significant Accounting Policies" for additional information. Prior periods have been recast to conform to this presentation.

(2) Capital ratios are calculated based on the Basel I capital framework as of December 31, 2013 and are calculated based on the Basel III Standardized Approach framework, subject to applicable transition provisions, as of September 30, 2014. Capital ratios that are not applicable are denoted by "N/A." See "MD&A—Supplemental Tables—Table A: Reconciliation of Non-GAAP Measures and Calculation of Regulatory Capital Measures" for additional information.

(3) Common equity Tier 1 capital ratio is a regulatory capital measure under Basel III calculated based on common equity Tier 1 capital divided by risk-weighted assets.

(4) Tier 1 common capital ratio is a regulatory capital measure under Basel I calculated based on Tier 1 common capital divided by Basel I risk-weighted assets.

(5) Tier 1 risk-based capital ratio is a regulatory capital measure calculated based on Tier 1 capital divided by risk-weighted assets.

(6) Total risk-based capital ratio is a regulatory capital measure calculated based on total risk-based capital divided by risk-weighted assets.

(7) Tier 1 leverage ratio is a regulatory capital measure calculated based on Tier 1 capital divided by average assets, after certain adjustments.

Capital One Financial Corporation exceeded U.S. federal banking agencies' minimum capital requirements and the Banks exceeded minimum regulatory requirements and were "well-capitalized" under PCA requirements as of September 30, 2014 and December 31, 2013. Our common equity Tier 1 capital ratio, as calculated under the Basel III Standardized Approach, subject to transition provisions, was 12.73% as of September 30, 2014. Our Tier 1 common capital ratio, as calculated under Basel I, was 12.19% as of December 31, 2013. These numbers are not directly comparable due to methodological differences in the calculation of the ratios and the transition requirements under the Final Basel III Capital Rules. For purposes of our capital plan to be completed for the 2015 CCAR Cycle, we will be assessed on our ability to maintain specified minimum levels of capital under our currently effective Basel III Standardized Approach regime, along with a Tier 1 common ratio of 5.0% on a pro forma basis, as calculated under Basel I, under expected and stressful conditions. We estimate that our Tier 1 common ratio, as calculated under Basel I, was approximately 12.72% as of September 30, 2014. See "MD&A—Supplemental Tables—Table A: Reconciliation of Non-GAAP Measures and Calculation of Regulatory Capital Measures" for additional information about our Tier 1 common ratio, as calculated under Basel I.

As described above, we currently are using the Basel III Standardized Approach for calculating our regulatory capital, subject to transition provisions. The calculation of our Basel III Standardized Approach common equity Tier 1 capital under the Final Basel III Capital Rules includes additional adjustments and deductions not included in the Tier 1 common capital calculation under Basel I, such as the inclusion of the unrealized gains and losses on available-for-sale investment securities included in AOCI and adjustments related to intangibles. The adjustments are phased-in at 20% for 2014, 40% for 2015, 60% for 2016, 80% for 2017 and 100% for 2018. Also as described above, we continue to use Basel I for calculating our risk-weighted assets in our risk-based regulatory capital ratios in 2014, as required under the Final Basel III Capital Rules. However, beginning on January 1, 2015, we will use the Basel III Standardized Approach for calculating our risk-weighted assets in our risk-based regulatory capital ratios.

The following table compares our common equity Tier 1 capital and risk-weighted assets as of September 30, 2014, calculated based on the Final Basel III Capital Rules, subject to applicable transition provisions, to our estimated common equity Tier 1 capital and risk-weighted assets as of September 30, 2014, calculated under the Basel III Standardized Approach, as it applies when fully phased-in. Our estimated common equity Tier 1 capital ratio under fully phased-in Basel III Standardized Approach is based on our interpretations, expectations and assumptions of relevant regulations and interpretations provided by our regulators and is subject to change based on changes to future regulations and interpretations.

See the table and notes below for further discussion on our interpretations, expectations and assumptions used in calculating this ratio.

Table 16: Estimated Common Equity Tier 1 Ratio under Fully Phased-In Basel III Standardized Approach[(1)]

(Dollars in millions)	September 30, 2014
Common equity Tier 1 capital under Basel III Standardized	**$ 29,116**
Adjustments related to AOCI[(2)]	**(412)**
Adjustments related to intangibles[(2)]	**(1,064)**
Other adjustments[(2)]	**(1)**
Estimated common equity Tier 1 capital under fully phased-in Basel III Standardized	**$ 27,639**
Risk-weighted assets under Basel I	**$ 228,759**
Adjustments for Basel III Standardized[(3)]	**5,159**
Estimated risk-weighted assets under Basel III Standardized	**$ 233,918**
Estimated common equity Tier 1 capital ratio under fully phased-in Basel III Standardized[(4)]	**11.8%**

(1) Estimated Common Equity Tier 1 Ratio under Fully Phased-In Basel III Standardized Approach is a non-GAAP financial measure. We believe the ratio is helpful to investors by showing the impact of future regulatory capital standards on our capital ratios.

(2) Assumes adjustments are fully phased-in.

(3) Adjustments to the Basel I approach to calculating risk-weighted assets include higher risk weights for exposures 90 days or more past due or in nonaccrual, high volatility commercial real estate, securitization exposures and corresponding adjustments to PCCR intangibles, deferred tax assets and certain other assets in the calculation of common equity Tier 1 capital under the Basel III Standardized Approach.

(4) Calculated by dividing estimated common equity Tier 1 capital under the fully phased-in Basel III Standardized Approach by estimated risk-weighted assets under the Basel III Standardized Approach.

Under the Final Basel III Capital Rules, when we complete our parallel run for the Advanced Approaches, our minimum risk-based capital requirement will be the greater requirement of the Basel III Standardized Approach and the Basel III Advanced Approaches. See "Supervision and Regulation—Basel III and U.S. Capital Rules" in our 2013 Annual Report on Form 10-K for additional information. Based on our business mix, we anticipate that we will need to hold more regulatory capital under the Basel III Advanced Approaches than under Basel I or the Basel III Standardized Approach to meet our minimum required regulatory capital ratios.

Capital Planning and Regulatory Stress Testing

In November 2011, the Federal Reserve finalized capital planning rules applicable to large bank holding companies like us. Under these rules, bank holding companies with consolidated assets of $50 billion or more must submit a capital plan to the Federal

Reserve on an annual basis that contains a description of all planned capital actions, including dividends or stock repurchases, over a nine-quarter planning horizon beginning with the fourth quarter of the calendar year prior to the submission of the capital plan (“CCAR cycle”). The bank holding company may take the capital actions in its capital plan if the Federal Reserve provides a non-objection to the plan. The Federal Reserve’s objection or non-objection applies specifically to capital actions during the four quarters beginning with the second quarter of the second calendar year in the planning horizon. The purpose of the rules is to ensure that large bank holding companies have robust, forward-looking capital planning processes that account for their unique risks and capital needs to continue operations through times of economic and financial stress. On October 17, 2014, the Federal Reserve issued a final rule to modify the regulations for capital planning and stress testing. For additional information, see “Part I—Item 2—Management Discussion and Analysis of Financial Condition and Results of Operations—Supervision and Regulation.”

As a result of the Federal Reserve’s non-objection to our 2014 capital plan, we expect to maintain our quarterly dividend of $0.30 per share, subject to approval by our Board of Directors. In addition, our Board of Directors has authorized the repurchase of up to $2.5 billion of shares of common stock through the end of the first quarter of 2015.

Equity Offerings and Transactions

On October 31, 2014, the Company issued and sold 20,000,000 depositary shares (“Depositary Shares”), each representing a 1/40th interest in a share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series D, $0.01 par value, with a liquidation preference of $25 per Depositary Share (equivalent to $1,000 per share of Series D Preferred Stock) (the “Series D Preferred Stock”). Dividends will accrue on the Series D Preferred Stock at a rate of 6.70% per annum, payable quarterly in arrears. The net proceeds of the offering of the 20,000,000 Depositary Shares were approximately $484 million, after deducting underwriting commissions and offering expenses. Under the terms of the Series D Preferred Stock, the ability of the Company to pay dividends on, make distributions with respect to, or to repurchase, redeem or acquire its common stock or any preferred stock ranking on parity with or junior to the Series D Preferred Stock, is subject to restrictions in the event that the Company does not declare and either pay or set aside a sum sufficient for payment of dividends on the Series D Preferred Stock for the immediately preceding dividend period.

Dividend Policy and Stock Purchases

We paid common stock dividends of $0.30 per share in the third quarter of 2014. During the third quarter, we also paid preferred stock dividends of $15.00 per share on the outstanding shares of our 6.00% fixed-rate non-cumulative perpetual preferred stock, Series B (“Series B Preferred Stock”) and $13.7153 per share on the outstanding shares of our 6.25% fixed-rate non-cumulative perpetual preferred stock Series C (“Series C Preferred Stock”).

On October 30, 2014, our Board of Directors declared a quarterly dividend of $0.30 per share, payable November 20, 2014 and quarterly dividends on our Series B Preferred Stock and Series C Preferred Stock payable on December 1, 2014. Based on these declarations, the Company will pay approximately $167 million in common equity dividends and approximately $21 million in total preferred dividends in the fourth quarter of 2014.

The declaration and payment of dividends to our stockholders, as well as the amount thereof, are subject to the discretion of our Board of Directors and depend upon our results of operations, financial condition, capital levels, cash requirements, future prospects and other factors deemed relevant by the Board of Directors. As a bank holding company, our ability to pay dividends is largely dependent upon the receipt of dividends or other payments from our subsidiaries. Regulatory restrictions exist that limit the ability of the Banks to transfer funds to our bank holding company. Funds available for dividend payments from COBNA and CONA were $1.6 billion and $138 million, respectively, as of September 30, 2014. There can be no assurance that we will declare and pay any dividends. For additional information on dividends, see “Part I—Item 1. Business—Supervision and Regulation—Dividends, Stock Purchases and Transfer of Funds” in our 2013 Form 10-K.

As disclosed in “Capital Planning and Regulatory Stress Testing” above, we plan to repurchase up to $2.5 billion of common stock by the end of the first quarter of 2015, through the 2014 Share Repurchase Program approved by our Board of Directors. Through the end of the third quarter of 2014, we have repurchased approximately $1.5 billion of shares as a part of this program.

The timing and exact amount of any common stock repurchases will depend on various factors, including market conditions, our capital position and amount of retained earnings. Our share repurchase program does not include specific price targets, may be executed through open market purchases or privately negotiated transactions, including utilizing Rule 10b5-1 programs, and may be suspended at any time. For additional information on stock repurchases, see “Part I—Item 1. Business—Supervision and Regulation—Dividends, Stock Repurchases and Transfer of Funds” in our 2013 Form 10-K.

RISK MANAGEMENT

Overview

We use a risk framework to manage risk. We execute against our risk management framework with the "Three Lines of Defense" risk management model to demonstrate and structure the roles, responsibilities and accountabilities in the organization for taking and managing risk. The "First Line of Defense" is comprised of the business areas that through their day-to-day business activities take risk on our behalf. As the business owner, the first line is responsible for identifying, assessing, managing and controlling that risk, and for mitigating our overall risk exposure. The "Second Line of Defense" provides oversight of first line risk taking and management, and is primarily comprised of our Risk Management organization. The second line assists in determining risk capacity, risk appetite, and the strategies, policies and structure for managing risks. The second line is both an "expert advisor" to the first line and an "effective challenger" of first line risk activities. The "Third Line of Defense" is comprised of our internal audit and credit review functions. The third line provides independent and objective assurance to senior management and to the Board of Directors that first and second line risk management and internal control systems and governance processes are well-designed and working as intended. Our risk framework, which is built around governance, processes and people, consists of the following eight key elements:

- Establish governance processes, accountabilities, and risk appetites
- Identify and assess risks and ownership
- Develop and operate controls, monitoring and mitigation plans
- Test and detect control gaps and perform corrective action
- Escalate key risks and gaps to executive management, and when appropriate the Board of Directors
- Calculate and allocate capital in alignment with risk management and measurement processes (including stress testing)
- Support with the right culture, talent and skills
- Enable with right data, infrastructure and programs

We provide additional discussion of our risk management principles, roles and responsibilities, framework and risk appetite under "MD&A—Risk Management" in our 2013 Form 10-K.

CREDIT RISK PROFILE

Our loan portfolio accounts for the substantial majority of our credit risk exposure. Our lending activities are governed under our credit policy and are subject to independent review and approval. Below we provide information about the composition of our loan portfolio, key concentrations and credit performance metrics.

We also engage in certain non-lending activities that may give rise to credit and counterparty settlement risk, including the purchase of securities for our investment securities portfolio, entering into derivative transactions to manage our market risk exposure and to accommodate customers, foreign exchange transactions, and customer overdrafts. We provide additional information on credit risk related to our investment securities portfolio under "Consolidated Balance Sheets Analysis—Investment Securities" and credit risk related to derivative transactions in "Note 9—Derivative Instruments and Hedging Activities."

Loan Portfolio Composition

We provide a variety of lending products. Our primary products include credit cards, auto loans, home loans and commercial loans. For information on our lending policies and procedures, including our underwriting criteria for our primary loan products, see "MD&A—Credit Risk Profile" in our 2013 Form 10-K.

Our loan portfolio consists of loans held for investment, including restricted loans underlying our consolidated securitization trusts, and loans held for sale. Table 17 presents the composition of our portfolio of loans held for investment, by portfolio segment, as of September 30, 2014 and December 31, 2013. Table 17 and the credit metrics presented in this section exclude loans held for sale, which are carried at lower of cost or fair value and totaled $427 million and $218 million as of September 30, 2014, and December 31, 2013, respectively.

Table 17: Loan Portfolio Composition

	September 30, 2014				December 31, 2013			
(Dollars in millions)	Loans	Acquired Loans	Total	% of Total	Loans	Acquired Loans	Total	% of Total
Credit Card:								
Domestic credit card[1]	**$ 73,115**	**$ 28**	**$ 73,143**	**36.3%**	$ 73,192	$ 63	$ 73,255	37.1%
International credit card	**7,488**	**—**	**7,488**	**3.7**	8,050	—	8,050	4.1
Total credit card	**80,603**	**28**	**80,631**	**40.0**	81,242	63	81,305	41.2
Consumer Banking:								
Auto	**36,253**	**1**	**36,254**	**18.0**	31,852	5	31,857	16.2
Home loan	**6,804**	**24,399**	**31,203**	**15.4**	7,098	28,184	35,282	17.9
Retail banking	**3,557**	**47**	**3,604**	**1.8**	3,587	36	3,623	1.8
Total consumer banking	**46,614**	**24,447**	**71,061**	**35.2**	42,537	28,225	70,762	35.9
Commercial Banking:[2]								
Commercial and multifamily real estate	**22,832**	**63**	**22,895**	**11.4**	20,666	84	20,750	10.5
Commercial and industrial	**25,924**	**147**	**26,071**	**12.9**	23,131	178	23,309	11.8
Total commercial lending	**48,756**	**210**	**48,966**	**24.3**	43,797	262	44,059	22.3
Small-ticket commercial real estate	**822**	**—**	**822**	**0.4**	952	—	952	0.5
Total commercial banking	**49,578**	**210**	**49,788**	**24.7**	44,749	262	45,011	22.8
Other:								
Other loans	**112**	**—**	**112**	**0.1**	121	—	121	0.1
Total loans held for investment	**$ 176,907**	**$ 24,685**	**$ 201,592**	**100.0%**	$ 168,649	$ 28,550	$ 197,199	100.0%

(1) Includes installment loans of $171 million and $323 million as of September 30, 2014 and December 31, 2013, respectively.

(2) Includes construction loans and land development loans totaling $2.2 billion and $2.0 billion as of September 30, 2014 and December 31, 2013, respectively.

Acquired Loans

The substantial majority of our home loan portfolio was acquired in the ING Direct and CCB acquisitions, which were recorded at fair value at acquisition and subsequently accounted for based on expected cash flows to be collected. The difference between the fair value at acquisition and expected cash flows represents the accretable yield, which is recognized in interest income over the life of the loans. The difference between the contractual payments on the loans and expected cash flows represents the nonaccretable difference or the amount of principal and interest not considered collectible, which incorporates future expected credit losses over the life of the loans. Decreases in expected cash flows resulting from further credit deterioration from the previous estimate, will generally result in an impairment charge recognized in our provision for credit losses and an increase in the allowance for loan and lease losses.

The expected cash flows for our acquired home loan portfolio are significantly impacted by future expectations of home prices and interest rates. Decreases in expected cash flows that result from declining conditions, particularly associated with these variables, could result in an increase in the allowance for loan and lease losses and reduction in accretable yield.

Charge-offs are not recorded until the expected credit losses within the nonaccretable difference is depleted. In addition, Acquired Loans are not initially classified as delinquent or nonperforming as we expect to collect our net investment in these loans and the nonaccretable difference is expected to absorb the majority of the losses associated with these loans. The period-end carrying value of Acquired Loans in our home loan portfolio was $24.4 billion and $28.2 billion as of September 30, 2014 and December 31, 2013, respectively.

Table 18 presents the relative size of Acquired Loans in our home loan portfolio, by lien priority.

Table 18: Home Loan: Risk Profile by Lien Priority

	September 30, 2014					
	Loans		Acquired Loans		Total Home Loans	
(Dollars in millions)	Amount	% of Total	Amount	% of Total	Amount	% of Total
Lien type:						
1st lien	**$ 5,762**	**18.5%**	**$ 24,026**	**77.0%**	**$ 29,788**	**95.5%**
2nd lien	**1,042**	**3.3**	**373**	**1.2**	**1,415**	**4.5**
Total	**$ 6,804**	**21.8%**	**$ 24,399**	**78.2%**	**$ 31,203**	**100.0%**

	December 31, 2013					
	Loans		Acquired Loans		Total Home Loans	
(Dollars in millions)	Amount	% of Total	Amount	% of Total	Amount	% of Total
Lien type:						
1st lien	$ 6,020	17.1%	$ 27,768	78.7%	$ 33,788	95.8%
2nd lien	1,078	3.0	416	1.2	1,494	4.2
Total	$ 7,098	20.1%	$ 28,184	79.9%	$ 35,282	100.0%

See “Note 4—Loans” in this Report for additional credit quality information. See “Note 1—Summary of Significant Accounting Policies” in our 2013 Form 10-K for information on our accounting policies for Acquired Loans, delinquent loans, nonperforming loans, net charge-offs and troubled debt restructurings (“TDRs”) for each of our loan categories.

Credit Risk Measurement

We closely monitor economic conditions and loan performance trends to assess and manage our exposure to credit risk. Key metrics we track in evaluating the credit quality of our loan portfolio include delinquency and nonperforming asset rates, as well as net charge-off rates and our internal risk ratings of larger balance commercial loans. Trends in delinquency rates are a primary indicator of credit risk within our consumer loan portfolios, as changes in delinquency rates provide an early warning of changes in credit losses. The primary indicator of credit risk in our commercial loan portfolios is our internal risk ratings. Because we generally classify loans that have been delinquent for an extended period of time and other loans with significant risk of loss as nonperforming, the level of nonperforming assets represents another indicator of the potential for future credit losses. In addition to delinquency rates, the geographic distribution of our loans provides insight as to the credit quality of the portfolio based on regional economic conditions.

We underwrite most consumer loans using proprietary models, which are typically based on credit bureau data, including borrower credit scores, along with application information and, where applicable, collateral, and deal structure data. We continuously adjust our management of credit lines and collection strategies based on customer behavior and risk profile changes. We use borrower credit scores for subprime classification, for competitive benchmarking, and in some cases to drive product segmentation decisions.

The following table provides details on the credit scores of our domestic credit card and auto loan portfolios.

Table 19: Credit Score Distribution

(Percentage of portfolio with estimated credit scores)	September 30, 2014	December 31, 2013	December 31, 2012
Domestic credit card - Refreshed FICO scores:[(1)]			
Greater than 660	**68%**	69%	69%
660 or below	**32**	31	31
Total	**100%**	100%	100%
Auto - At origination FICO scores:[(2)]			
Greater than 660	**46%**	42%	35%
621 - 660	**16**	17	18
620 or below	**38**	41	47
Total	**100%**	100%	100%

(1) Credit scores generally represent FICO scores. These scores are obtained from one of the major credit bureaus at origination and are refreshed monthly thereafter. We approximate non-FICO credit scores to comparable FICO scores for consistency. Balances for which no credit score is available or the credit score is invalid are included in the 660 or below category.

(2) Credit scores represent FICO scores. These scores are obtained from three credit bureaus at the time of application and are not refreshed thereafter. The reported FICO score distribution in the table above is based on the average scores. Balances for which no credit score is available or the credit score is invalid are included in the 620 or below category.

We present information in the section below on the credit performance of our loan portfolio, including the key metrics we use in tracking changes in the credit quality of our loan portfolio. We also present adjusted credit quality metrics excluding the impact from Acquired Loans.

See “Note 4—Loans” in this Report for additional credit quality information. See “Note 1—Summary of Significant Accounting Policies” in our 2013 Form 10-K for information on our accounting policies for delinquent, nonperforming loans, net charge-offs and TDRs for each of our loan categories.

Delinquency Rates

We consider the entire balance of an account to be delinquent if the minimum required payment is not received by the customer’s due date, measured at the reporting date. Our 30+ day delinquency metrics include all loans held for investment that are 30 or more days past due, whereas our 30+ day performing delinquency metrics include loans that are 30 or more days past due but currently classified as performing and accruing interest. The 30+ day delinquency and 30+ day performing delinquency metrics are generally the same for credit card loans, as we continue to classify the substantial majority of credit card loans as performing until the account is charged-off, typically when the account is 180 days past due. See “Note 1—Summary of Significant Accounting Policies” in our 2013 Form 10-K for information on our policies for classifying loans as nonperforming for each of our loan categories.

Table 20 presents our 30+ day performing and total 30+ day delinquency rates, by portfolio segment, as of September 30, 2014 and December 31, 2013. It also presents the adjusted rates, which exclude Acquired Loans from the denominator as they are accounted for based on cash flows expected to be collected over the life of the loans.

Table 20: 30+ Day Delinquencies

	September 30, 2014				December 31, 2013			
	30+ Day Performing		30+ Day Total		30+ Day Performing		30+ Day Total	
(Dollars in millions)	Amount	Rate[(1)]	Amount	Rate[(1)]	Amount	Rate[(1)]	Amount	Rate[(1)]
Credit Card:								
Domestic credit card	**$ 2,347**	**3.21%**	**$ 2,347**	**3.21%**	$ 2,514	3.43%	$ 2,514	3.43%
International credit card	**250**	**3.34**	**306**	**4.08**	299	3.71	367	4.56
Total credit card	**2,597**	**3.22**	**2,653**	**3.29**	2,813	3.46	2,881	3.54
Consumer Banking:								
Auto	**2,227**	**6.14**	**2,404**	**6.63**	2,181	6.85	2,375	7.46
Home loan[(2)]	**45**	**0.14**	**277**	**0.89**	55	0.16	323	0.91
Retail banking	**19**	**0.53**	**31**	**0.85**	25	0.69	52	1.44
Total consumer banking	**2,291**	**3.22**	**2,712**	**3.82**	2,261	3.20	2,750	3.89
Commercial Banking:								
Commercial and multifamily real estate	**28**	**0.12**	**63**	**0.27**	29	0.14	64	0.31
Commercial and industrial	**38**	**0.15**	**106**	**0.41**	73	0.31	108	0.46
Total commercial lending	**66**	**0.14**	**169**	**0.34**	102	0.23	172	0.39
Small-ticket commercial real estate	**5**	**0.55**	**8**	**0.92**	8	0.79	11	1.17
Total commercial banking	**71**	**0.14**	**177**	**0.35**	110	0.24	183	0.41
Other:								
Other loans	**3**	**3.64**	**14**	**12.88**	4	3.32	19	15.72
Total	**$ 4,962**	**2.46**	**$ 5,556**	**2.76**	$ 5,188	2.63	$ 5,833	2.96

(1) Calculated by loan category by dividing 30+ day delinquent loans as of the end of the period by period-end loans held for investment for the specified loan category, including Acquired Loans as applicable.

(2) Excluding the impact of Acquired Loans, the 30+ day performing and total 30+ day delinquency rates for home loan portfolio are 0.65% and 4.07%, respectively, as of September 30, 2014, and 0.78% and 4.55%, respectively, as of December 31, 2013.

Table 21 presents an aging of 30+ day delinquent loans included in the above table.

Table 21: Aging and Geography of 30+ Day Delinquent Loans

	September 30, 2014		December 31, 2013	
(Dollars in millions)	Amount	% of Total Loans[(1)]	Amount	% of Total Loans[(1)]
Total loan portfolio	**$ 201,592**	**100.0%**	$ 197,199	100.00%
Delinquency status:				
30 – 59 days	**$ 2,582**	**1.28**	$ 2,617	1.33
60 – 89 days	**1,337**	**0.67**	1,344	0.68
90 + days	**1,637**	**0.81**	1,872	0.95
Total	**$ 5,556**	**2.76%**	$ 5,833	2.96%
Geographic region:				
Domestic	**$ 5,250**	**2.61%**	$ 5,466	2.77%
International	**306**	**0.15**	367	0.19
Total	**$ 5,556**	**2.76%**	$ 5,833	2.96%

(1) Calculated by dividing loans in each delinquency status category or geographic region as of the end of the period by the total loans held for investment, including Acquired Loans accounted for based on expected cash flows.

Table 22 summarizes loans that were 90 days or more past due as to interest or principal and still accruing interest as of September 30, 2014 and December 31, 2013. These loans consist primarily of credit card accounts between 90 days and 179 days past due. As permitted by regulatory guidance issued by the Federal Financial Institutions Examination Council ("FFIEC"), we generally continue to accrue interest and fees on domestic credit card loans through the date of charge-off, which is typically in the period the account becomes 180 days past due. While domestic credit card loans typically remain on accrual status until the loan is charged-off, we reduce the balance of our credit card receivables by the amount of finance charges and fees billed but not expected to be collected and exclude this amount from revenue.

Table 22: 90+ Day Delinquent Loans Accruing Interest

	September 30, 2014		December 31, 2013	
(Dollars in millions)	Amount	% of Total Loans[1]	Amount	% of Total Loans[1]
Loan category:				
Credit card	**$ 1,109**	**1.38%**	$ 1,283	1.58%
Consumer banking	**1**	**0.00**	2	0.00
Commercial banking	**6**	**0.01**	6	0.01
Total	**$ 1,116**	**0.55**	$ 1,291	0.65
Geographic region:				
Domestic	**$ 1,040**	**0.54**	$ 1,195	0.63
International	**76**	**1.01**	96	1.19
Total	**$ 1,116**	**0.55**	$ 1,291	0.65

[1] Delinquency rates are calculated for each loan category by dividing 90+ day delinquent loans accruing interest by period-end loans held for investment for the specified loan category.

Nonperforming Loans and Nonperforming Assets

Nonperforming assets consist of nonperforming loans, foreclosed property and repossessed assets and the net realizable value of auto loans that have been charged-off as a result of a bankruptcy. Nonperforming loans generally include loans that have been placed on nonaccrual status and certain restructured loans whose contractual terms have been modified in a manner that grants a concession to a borrower experiencing financial difficulty. In addition, we separately track and report Acquired Loans accounted for based on expected cash flows and disclose our delinquency and nonperforming loan rates with and without these Acquired Loans. See "Note 1—Summary of Significant Accounting Policies" in our 2013 Form 10-K for information on our policies for classifying loans as nonperforming for each of our loan categories.

Table 23 presents comparative information on nonperforming loans, by portfolio segment, and other nonperforming assets, as of September 30, 2014 and December 31, 2013. We do not classify loans held for sale as nonperforming, as they are recorded at the lower of cost or fair value.

Table 23: Nonperforming Loans and Other Nonperforming Assets[1]

	September 30, 2014		December 31, 2013	
(Dollars in millions)	Amount	% of Total Loans HFI	Amount	% of Total Loans HFI
Nonperforming loans held for investment:				
Credit Card:				
International credit card	**$ 74**	**0.98%**	$ 88	1.10%
Total credit card	**74**	**0.09**	88	0.11
Consumer Banking:				
Auto	**177**	**0.49**	194	0.61
Home loan[2]	**325**	**1.04**	376	1.06
Retail banking	**19**	**0.54**	41	1.13
Total consumer banking[2]	**521**	**0.73**	611	0.86
Commercial Banking:				
Commercial and multifamily real estate	**60**	**0.26**	52	0.25
Commercial and industrial	**97**	**0.37**	93	0.40
Total commercial lending	**157**	**0.32**	145	0.33
Small-ticket commercial real estate	**4**	**0.42**	4	0.41
Total commercial banking	**161**	**0.32**	149	0.33
Other:				
Other loans	**16**	**14.66**	19	15.83
Total nonperforming loans held for investment[2][3]	**$ 772**	**0.38**	$ 867	0.44
Other nonperforming assets[4]:				
Foreclosed property[5]	**$ 129**	**0.06**	$ 113	0.06
Other assets[6]	**167**	**0.08**	160	0.08
Total other nonperforming assets	**296**	**0.15**	273	0.14
Total nonperforming assets[7]	**$ 1,068**	**0.53**	$ 1,140	0.58

(1) We recognized interest income for loans classified as nonperforming of $22 million and $27 million in the first nine months of 2014 and 2013, respectively. Interest income foregone related to nonperforming loans was $33 million and $44 million in the first nine months of 2014 and 2013, respectively. Foregone interest income represents the amount of interest income that would have been recorded during the period for nonperforming loans as of the end of the period had the loans performed according to their contractual terms.

(2) The nonperforming loan ratio, excluding Acquired Loans' impact for our home loan portfolio, total consumer banking, and total nonperforming loans held for investment was 4.77%, 1.12%, and 0.44%, respectively, as of September 30, 2014, compared with 5.29%, 1.44%, and 0.51%, respectively, as of December 31, 2013.

(3) Nonperforming loans as a percentage of total loans held for investment, excluding the impact of domestic credit card loans, was 0.60% and 0.70% as of September 30, 2014 and December 31, 2013, respectively.

(4) The denominator used in calculating the nonperforming asset ratios consists of total loans held for investment and other nonperforming assets.

(5) Includes foreclosed properties related to Acquired Loans of $84 million and $68 million as of September 30, 2014 and December 31, 2013, respectively.

(6) Includes the net realizable value of auto loans that have been charged-off as a result of a bankruptcy and repossessed assets obtained in satisfaction of auto loans.

(7) The nonperforming asset ratio, excluding the impact of Acquired Loans was 0.56% and 0.63% as of September 30, 2014 and December 31, 2013, respectively.

Net Charge-Offs

Net charge-offs consist of the unpaid principal balance of loans held for investment that we determine are uncollectible, net of recovered amounts. We exclude accrued and unpaid finance charges and fees and fraud losses from charge-offs. Net charge-offs are recorded as a reduction to the allowance for loan and lease losses and subsequent recoveries of previously charged-off amounts are credited to the allowance for loan and lease losses. Costs incurred to recover charged-off loans are recorded as collection expenses and included on our consolidated statements of income as a component of other non-interest expense. Our charge-off policy for loans varies based on the loan type. See "Note 1—Summary of Significant Accounting Policies—Loans" in our 2013 Form 10-K for information on our charge-off policy for each of our loan categories.

Table 24 presents our net charge-off amounts and rates, by portfolio segment, in the third quarter and first nine months of 2014 and 2013.

Table 24: Net Charge-Offs

	Three Months Ended September 30,					
	2014			2013		
(Dollars in millions)	Amount	Rate[1]	Adjusted Rate[2]	Amount	Rate[1]	Adjusted Rate[2]
Credit Card:						
Domestic credit card	**$ 508**	**2.83 %**	**2.83 %**	$ 642	3.67 %	3.68 %
International credit card	**64**	**3.32**	**3.32**	92	4.71	4.71
Total credit card	**572**	**2.88**	**2.88**	734	3.78	3.78
Consumer Banking:						
Auto	**176**	**1.98**	**1.98**	152	2.01	2.01
Home loan	**2**	**0.02**	**0.11**	5	0.06	0.30
Retail banking	**12**	**1.36**	**1.38**	13	1.38	1.40
Total consumer banking	**190**	**1.07**	**1.65**	170	0.95	1.64
Commercial Banking:						
Commercial and multifamily real estate	**(5)**	**(0.10)**	**(0.10)**	(5)	(0.11)	(0.11)
Commercial and industrial	**(1)**	**(0.01)**	**(0.01)**	9	0.18	0.18
Total commercial lending	**(6)**	**(0.05)**	**(0.05)**	4	0.04	0.04
Small-ticket commercial real estate	**0**	**(0.01)**	**(0.01)**	4	1.26	1.26
Total commercial banking	**(6)**	**(0.05)**	**(0.05)**	8	0.07	0.07
Other:						
Other loans	**0**	**(0.61)**	**(0.61)**	5	12.17	15.40
Total net charge-offs	**$ 756**	**1.52**	**1.73**	$ 917	1.92	2.29
Average loans held for investment	**$ 199,422**			$ 191,135		
Average loans held for investment (excluding Acquired Loans)	**174,318**			160,422		

	Nine Months Ended September 30,					
	2014			2013		
(Dollars in millions)	Amount	Rate(1)	Adjusted Rate(2)	Amount	Rate(1)	Adjusted Rate(2)
Credit Card:						
Domestic credit card	**$ 1,818**	**3.45 %**	**3.45 %**	$ 2,218	4.14 %	4.14 %
International credit card	**219**	**3.81**	**3.81**	288	4.79	4.79
Total credit card	**2,037**	**3.48**	**3.48**	2,506	4.20	4.21
Consumer Banking:						
Auto	**421**	**1.65**	**1.65**	366	1.69	1.69
Home loan	**12**	**0.05**	**0.22**	13	0.04	0.23
Retail banking	**27**	**1.00**	**1.01**	44	1.58	1.60
Total consumer banking	**460**	**0.87**	**1.37**	423	0.77	1.40
Commercial Banking:						
Commercial and multifamily real estate	**(5)**	**(0.03)**	**(0.03)**	(3)	(0.02)	(0.02)
Commercial and industrial	**3**	**0.02**	**0.02**	13	0.08	0.09
Total commercial lending	**(2)**	**0.00**	**0.00**	10	0.04	0.04
Small-ticket commercial real estate	**3**	**0.44**	**0.44**	9	1.04	1.04
Total commercial banking	**1**	**0.00**	**0.00**	19	0.06	0.06
Other:						
Other loans	**1**	**0.33**	**0.33**	17	13.31	16.69
Total net charge-offs	**$ 2,499**	**1.70**	**1.96**	$ 2,965	2.05	2.48
Average loans held for investment	**$ 196,068**			$ 192,547		
Average loans held for investment (excluding Acquired Loans)	**169,616**			159,359		

(1) Calculated for each loan category by dividing annualized net charge-offs for the period by average loans held for investment during the period.

(2) Calculated by excluding Acquired Loans from the denominator.

For information regarding management's expectations of net charge-offs, see "MD&A—Business Segment Expectations".

Loan Modifications and Restructurings

As part of our loss mitigation efforts, we may provide short-term (three to twelve months) or long-term (greater than twelve months) modifications to a borrower experiencing financial difficulty to improve long-term collectability of the loan and to avoid the need for foreclosure or repossession of collateral.

Table 25 presents our loans modified in TDRs as of September 30, 2014 and December 31, 2013. It excludes loan modifications that do not meet the definition of a TDR and Acquired Loans accounted for based on expected cash flows, which we track and report separately.

Table 25: Loan Modifications and Restructurings

	September 30, 2014		December 31, 2013	
(Dollars in millions)	Amount	% of Total Modifications	Amount	% of Total Modifications
Modified and restructured loans:				
Credit card[1]	**$ 706**	**43.8%**	$ 780	46.4%
Auto	**399**	**24.8**	355	21.1
Home loan	**220**	**13.6**	244	14.5
Retail banking	**39**	**2.4**	64	3.8
Commercial banking	**249**	**15.4**	238	14.2
Total	**$ 1,613**	**100.0%**	$ 1,681	100.0%
Status of modified and restructured loans:				
Performing	**$ 1,199**	**74.3%**	$ 1,250	74.4%
Nonperforming	**414**	**25.7**	431	25.6
Total	**$ 1,613**	**100.0%**	$ 1,681	100.0%

[1] Amount reported reflects the total outstanding customer balance, which consists of unpaid principal balance, accrued interest and fees.

The majority of our credit card TDRs involve reducing the interest rate on the account and placing the customer on a fixed payment plan not exceeding 60 months. We determine the effective interest rate for purposes of measuring impairment on modified loans that involve a reduction and are considered to be a TDR based on the interest rate in effect immediately prior to the loan entering the modification program. In some cases, the interest rate on a credit card account is automatically increased due to non-payment, late payment or similar events. In all cases, we cancel the customer’s available line of credit on the credit card. If the customer does not comply with the modified payment terms, then the credit card loan agreement may revert to its original payment terms, with the amount of any loan outstanding reflected in the appropriate delinquency category. The loan amount may then be charged-off in accordance with our standard charge-off policy.

Within the Consumer Banking business, the majority of our modified loans receive an extension, while a portion receive an interest rate reduction or principal reduction. Their impairment is determined using the present value of expected cash flows, or a collateral evaluation for auto and home loans that were charged down to fair value. In the Commercial Banking business, the majority of modified loans receive an extension, with a portion of these loans receiving an interest rate reduction. The impairment on modified commercial loans is generally determined based on the underlying collateral value. We provide additional information on modified loans accounted for as TDRs, including the performance of those loans subsequent to modification, in “Note 4—Loans.”

Impaired Loans

A loan is considered impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due from the borrower in accordance with the original contractual terms of the loan. Generally, we report loans as impaired based on the method for measuring impairment in accordance with applicable accounting guidance. Loans defined as individually impaired include larger balance commercial nonperforming loans and TDRs. Loans held for sale are not reported as impaired, as these loans are recorded at lower of cost or fair value. Impaired loans also exclude Acquired Loans accounted for based on expected cash flows because this accounting methodology takes into consideration future credit losses expected to be incurred, as discussed above under “Summary of Selected Financial Data.”

Impaired loans, including TDRs, totaled $1.9 billion as of both September 30, 2014 and December 31, 2013. TDRs accounted for $1.6 billion and $1.7 billion of impaired loans as of September 30, 2014 and December 31, 2013, respectively. We provide additional information on our impaired loans, including the allowance for loan and lease losses established for these loans, in “Note 4—Loans” and “Note 5—Allowance for Loan and Lease Losses.”

Allowance for Loan and Lease Losses

Our allowance for loan and lease losses represents management's best estimate of incurred loan and lease credit losses inherent in our held for investment portfolio as of each balance sheet date. The allowance for loan and lease losses is increased through the provision for credit losses and reduced by net charge-offs. We provide additional information on the methodologies and key assumptions used in determining our allowance for loan and lease losses in "Note 1—Summary of Significant Accounting Policies" in our 2013 Form 10-K.

Our allowance for loan and lease losses decreased by $103 million from $4.3 billion as of December 31, 2013 and increased by $214 million, from $4.0 billion as of June 30, 2014, to $4.2 million as of September 30, 2014. The allowance coverage ratio declined to 2.09% as of September 30, 2014, from 2.19% as of December 31, 2013. The release in allowance for loan and lease losses in the first and second quarters of 2014 was mainly due to credit improvements, partially offset by a build in the third quarter of 2014 driven by loan growth and higher delinquency inventories increasing our loss expectations.

Table 26 presents changes in our allowance for loan and lease losses for the third quarter and first nine months of 2014 and 2013, and details the provision for credit losses recognized on our consolidated statements of income, and charge-offs and recoveries by portfolio segment.

Table 26: Allowance for Loan and Lease Losses Activity

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in millions)	**2014**	**2013**	**2014**	**2013**
Balance at beginning of period, as reported	**$ 3,998**	$ 4,407	**$ 4,315**	$ 5,156
Provision for credit losses[1]	**988**	829	**2,412**	2,442
Charge-offs:				
Credit Card:				
Domestic credit card	**(768)**	(895)	**(2,599)**	(3,047)
International credit card	**(117)**	(141)	**(376)**	(432)
Total credit card	**(885)**	(1,036)	**(2,975)**	(3,479)
Consumer Banking:				
Auto	**(245)**	(210)	**(633)**	(545)
Home loan	**(4)**	(6)	**(23)**	(18)
Retail banking	**(15)**	(18)	**(44)**	(62)
Total consumer banking	**(264)**	(234)	**(700)**	(625)
Commercial Banking:				
Commercial and multifamily real estate	**(1)**	(1)	**(3)**	(5)
Commercial and industrial	**(1)**	(12)	**(11)**	(22)
Total commercial lending	**(2)**	(13)	**(14)**	(27)
Small-ticket commercial real estate	**(2)**	(4)	**(5)**	(16)
Total commercial banking	**(4)**	(17)	**(19)**	(43)
Other loans	**(2)**	(7)	**(8)**	(22)
Total charge-offs	**(1,155)**	(1,294)	**(3,702)**	(4,169)
Recoveries:				
Credit Card:				
Domestic credit card	**260**	253	**781**	829
International credit card	**53**	49	**157**	144
Total credit card	**313**	302	**938**	973
Consumer Banking:				
Auto	**69**	58	**212**	179
Home loan	**2**	1	**11**	5
Retail banking	**3**	5	**17**	18
Total consumer banking	**74**	64	**240**	202
Commercial Banking:				
Commercial and multifamily real estate	**6**	6	**8**	8
Commercial and industrial	**2**	3	**8**	9
Total commercial lending	**8**	9	**16**	17
Small-ticket commercial real estate	**2**	—	**2**	7
Total commercial banking	**10**	9	**18**	24
Other:				
Other loans	**2**	2	**7**	5
Total recoveries	**399**	377	**1,203**	1,204
Net charge-offs	**(756)**	(917)	**(2,499)**	(2,965)
Other changes[2]	**(18)**	14	**(16)**	(300)
Balance at end of period	**$ 4,212**	$ 4,333	**$ 4,212**	$ 4,333
Allowance for loan and lease losses as a percentage of loans held for investment			**2.09%**	2.26%

(1) The total provision for credit losses reported on our consolidated statements of income consists of a provision for loan and lease losses and a provision for unfunded lending commitments. The table above only presents the provision for loan and lease losses, and does not include the provision for unfunded lending commitments of $5 million and $20 million in the third quarter and first nine months of 2014, respectively, and a provision of $20 million and $54 million in the third quarter and first nine months of 2013, respectively.

(2) Primarily represents foreign currency translation adjustments and the net impact of loan transfers and sales. In the first quarter of 2013, the allowance for loan and lease losses was reduced by $289 million attributable to the transfer of the Best Buy loan portfolio from HFI to HFS, which was subsequently sold in the third quarter of 2013.

Table 27 presents an allocation of our allowance for loan and lease losses by portfolio segment as of September 30, 2014 and December 31, 2013.

Table 27: Allocation of the Allowance for Loan and Lease Losses

	September 30, 2014		December 31, 2013	
(Dollars in millions)	**Amount**	**%of Total Loans HFI**	**Amount**	**%of Total Loans HFI**
Credit Card:				
Domestic credit card	**$ 2,746**	**3.75%**	$ 2,836	3.87%
International credit card	**311**	**4.15**	378	4.70
Total credit card	**3,057**	**3.79**	3,214	3.95
Consumer Banking:				
Auto	**660**	**1.82**	606	1.90
Home loan[1]	**55**	**0.18**	83	0.24
Retail banking	**57**	**1.57**	63	1.74
Total consumer banking[1]	**772**	**1.09**	752	1.06
Commercial Banking:				
Commercial and multifamily real estate	**151**	**0.66**	143	0.69
Commercial and industrial	**214**	**0.82**	166	0.71
Total commercial lending	**365**	**0.75**	309	0.70
Small-ticket commercial real estate	**13**	**1.52**	29	3.05
Total commercial banking	**378**	**0.76**	338	0.75
Other:				
Other loans	**5**	**5.00**	11	9.09
Total allowance for loan and lease losses	**$ 4,212**	**2.09**	$ 4,315	2.19
Total allowance coverage ratios:				
Period-end loans held for investment	**$ 201,592**	**2.09**	$ 197,199	2.19
Period-end loans held for investment (excluding Acquired Loans)	**176,907**	**2.37**	168,649	2.54
Nonperforming loans[2]	**772**	**545.63**	867	497.69
Allowance coverage ratios by loan category[3]:				
Credit card (30+ day delinquent loans)	**2,653**	**115.23**	2,881	111.56
Consumer banking (30+ day delinquent loans)	**2,712**	**28.45**	2,750	27.35
Commercial banking (nonperforming loans)	**161**	**234.98**	149	226.85

(1) The coverage ratio for home loans and consumer banking, excluding the Acquired Loans' impact, was 0.48%, and 1.61%, respectively, as of September 30, 2014, compared with 0.64% and 1.68%, respectively, as of December 31, 2013.

(2) The allowance for loan and lease losses as a percentage of nonperforming loans, excluding the allowance for loan and lease losses related to our domestic credit card loans, was 189.93% as of September 30, 2014, and 170.59% as of December 31, 2013.

(3) Calculated based on the total allowance for loan and lease losses divided by the outstanding balance of loans within the specified loan category.

LIQUIDITY RISK PROFILE

We have established liquidity guidelines that are intended to ensure we have sufficient asset-based liquidity to withstand the potential impact of deposit attrition or diminished liquidity in the funding markets. Our guidelines include maintaining an adequate liquidity reserve to cover our funding requirements as well as any potential deposit run-off and maintaining diversified funding sources to avoid over-dependence on volatile, less reliable funding markets. Our liquidity reserves consist of readily-marketable or pledgable assets which can be used as a source of liquidity, if needed.

Table 28 below presents the composition of our liquidity reserves as of September 30, 2014 and December 31, 2013.

Table 28: Liquidity Reserves

(Dollars in millions)	September 30, 2014	December 31, 2013
Cash and cash equivalents	**$ 6,148**	$ 6,291
Investment securities available for sale, at fair value	**39,665**	41,800
Investment securities held to maturity, at fair value	**22,928**	19,185
Total investment securities portfolio [(1)] [(2)]	**62,593**	60,985
FHLB borrowing capacity secured by loans	**30,456**	28,623
Outstanding FHLB advances and letters of credit secured by loans	**(10,310)**	(8,917)
Outstanding FHLB advances and letters of credit secured by securities	**(1,004)**	(7,808)
Securities encumbered for Public Funds and others	**(10,330)**	(9,491)
Total liquidity reserves	**$ 77,553**	$ 69,683

(1) The weighted average life of our securities was approximately 6.1 years and 6.3 years as of September 30, 2014, and December 31, 2013, respectively.

(2) We pledged securities available for sale with a fair value of $5.8 billion and $10.7 billion as of September 30, 2014 and December 31, 2013, respectively. We also pledged securities held to maturity with a carrying value of $13.7 billion and $8.2 billion as of September 30, 2014 and December 31, 2013, respectively. As of September 30, 2014, $7.3 billion of the total pledged securities were used to secure our FHLB borrowing capacity.

Our liquidity reserves increased by $7.9 billion, or 11%, in the first nine months of 2014, to $77.6 billion as of September 30, 2014, from $69.7 billion as of December 31, 2013. This increase was primarily attributable to lower FHLB advances due to seasonality and an increase in the fair value of our investment securities. See “MD&A—Risk Management” in our 2013 Form 10-K for additional information on our management of liquidity risk.

Funding

The Company’s primary source of funding comes from deposits. In addition to deposits, the Company raises funding through the purchase of federal funds, the issuance of brokered deposits, FHLB advances secured by certain portions of our loan and securities portfolios, the issuance of senior and subordinated notes, loan securitization transactions and other various types of borrowings. A key objective in our use of these markets is to ensure we maintain access to a diversified mix of wholesale funding sources.

Deposits

Our deposits provide a stable and relatively low cost of funds and are our largest source of funding. Table 29 provides a comparison of the composition of our deposits, average balances, interest expense and average deposit rates for the first nine months of 2014 and full year 2013.

Table 29: Deposit Composition and Average Deposit Rates

	Nine Months Ended September 30, 2014				
(Dollars in millions)	**Period End Balance**	**Average Balance**	**Interest Expense**	**% of Average Deposits**	**Average Deposit Rate**
Non-interest bearing accounts	**$ 25,388**	**$ 24,196**	**N/A**	**11.8%**	**N/A**
Interest-bearing checking accounts[1]	**40,045**	**42,260**	**$ 155**	**20.5**	**0.49%**
Saving deposits[2]	**129,989**	**129,854**	**563**	**63.1**	**0.58**
Time deposits less than $100,000	**5,555**	**5,797**	**57**	**2.8**	**1.30**
Total core deposits	**200,977**	**202,107**	**775**	**98.2**	**0.51**
Time deposits of $100,000 or more	**2,412**	**2,637**	**41**	**1.3**	**2.09**
Foreign time deposits[3]	**875**	**1,039**	**3**	**0.5**	**0.33**
Total deposits	**$ 204,264**	**$ 205,783**	**$ 819**	**100.0%**	**0.53**

	Twelve Months Ended December 31, 2013				
(Dollars in millions)	**Period End Balance**	**Average Balance**	**Interest Expense**	**% of Average Deposits**	**Average Deposit Rate**
Non-interest bearing accounts	$ 22,643	$ 21,345	N/A	10.2%	N/A
Interest-bearing checking accounts[1]	43,880	43,823	$ 254	21.0	0.58%
Saving deposits[2]	127,667	129,373	714	61.8	0.55
Time deposits less than $100,000	6,299	8,955	161	4.3	1.80
Total core deposits	200,489	203,496	1,129	97.3	0.55
Time deposits of $100,000 or more	2,852	3,938	108	1.9	2.74
Foreign time deposits[3]	1,182	1,611	4	0.8	0.25
Total deposits	$ 204,523	$ 209,045	$ 1,241	100.0%	0.59

(1) Includes Negotiable Order of Withdrawal ("NOW") accounts.

(2) Includes Money Market Deposit Accounts ("MMDA").

(3) Substantially all of our foreign time deposits are greater than $100,000 as of both September 30, 2014, and December 31, 2013.

Total deposits decreased by $259 million during the first nine months of 2014, to $204.3 billion as of September 30, 2014, from $204.5 billion as of December 31, 2013. The decrease was primarily driven by the run-off of certain deposits, which was partially offset by the growth in our Consumer Banking and Commercial Banking businesses as a result of our continued focus on deepening deposit relationships with existing customers and our continued marketing strategy to attract new business. Our deposits include brokered deposits, which we obtained through the use of third-party intermediaries. Those brokered deposits are reported in saving deposits and time deposits in the above table and totaled $4.3 billion and $6.0 billion as of September 30, 2014 and December 31, 2013, respectively.

FDIC limits the use of brokered deposits to "well-capitalized" insured depository institutions and, with a waiver from the FDIC, to "adequately capitalized" institutions. COBNA and CONA were "well-capitalized," as defined under the federal banking regulatory guidelines, as of both September 30, 2014 and December 31, 2013, and therefore were permitted to maintain brokered deposits.

Short-Term Borrowings and Long-Term Debt

We access the capital markets to meet our funding needs through the issuance of senior and subordinated notes, loan securitization transactions, and federal funds purchased and securities loaned or sold under agreements to repurchase. We participate in the federal funds market regularly to take advantage of attractive offers and to keep a visible presence in the market, which is intended to ensure that we are able to access the federal funds market in a time of need. In addition, we may utilize short-term as well as long-term FHLB advances for our funding needs. FHLB advances are secured by our investment securities, residential home loans, multifamily real estate loans, commercial real estate loans and home equity lines of credit.

Our short-term borrowings include those borrowings with an original contractual maturity of one year or less and do not include the current portion of long-term debt. The short-term borrowings, which consist of federal funds purchased and securities loaned or sold under agreements to repurchase, and short-term FHLB advances, decreased by $4.1 billion in the first nine months of 2014, from $16.2 billion as of December 31, 2013, to $12.1 billion as of September 30, 2014. This decrease reflects $30.7 billion in payoffs of FHLB advances, partially offset by $25.3 billion in new advances in the first nine months of 2014.

Our long-term debt, which consists of securitized debt obligations, senior and subordinated notes, and long-term FHLB advances, increased by $5.7 billion in the first nine months of 2014, from $24.4 billion as of December 31, 2013, to $30.1 billion as of September 30, 2014. The increase was primarily attributable to new senior unsecured debt issuances of $7.8 billion and securitized debt issuances of $3.0 billion, partially offset by $2.4 billion and $2.8 billion of senior unsecured note and securitized debt maturities, respectively.

Table 30 provides the average balances and average interest rate of our short-term borrowings for the third quarter and first nine months of 2014 and 2013. This table also presents the period-end balances, weighted average interest rates and the maximum month-end outstanding amounts of our short-borrowings as of September 30, 2014 and December 31, 2013.

Table 30: Short-Term Borrowings

	Three Months Ended September 30,			
	2014		2013	
(Dollars in millions)	Average Balance	Average Interest Rate	Average Balance	Average Interest Rate
Federal funds purchased and repurchase agreements	**$ 1,781**	**0.09%**	$ 2,022	0.11%
FHLB advances	**9,450**	**0.22**	10,755	0.19
Total short-term borrowings	**$ 11,231**	**0.20**	$ 12,777	0.18

	Nine Months Ended September 30,			
	2014		2013	
(Dollars in millions)	Average Balance	Average Interest Rate	Average Balance	Average Interest Rate
Federal funds purchased and repurchase agreements	**$ 1,749**	**0.08%**	$ 1,534	0.11%
FHLB advances	**8,075**	**0.23**	12,385	0.23
Total short-term borrowings	**$ 9,824**	**0.20**	$ 13,919	0.22

	September 30, 2014			December 31, 2013		
(Dollars in millions)	Outstanding Amount	Weighted Average Interest Rate	Maximum Month-End Outstanding Amount	Outstanding Amount	Weighted Average Interest Rate	Maximum Month-End Outstanding Amount
Federal funds purchased and repurchase agreements	**$ 2,330**	**0.05%**	**$ 2,330**	$ 915	0.06%	$ 2,258
FHLB advances	**9,800**	**0.22**	**12,500**	15,300	0.25	16,600
Total short-term borrowings	**$ 12,130**	**0.18**		$ 16,215	0.24	

Table 31 displays the maturity profile, based on contractual maturities, of our short-term borrowings and long-term debt including securitized debt obligations, senior and subordinated notes and other borrowings as of September 30, 2014, and the outstanding balances as of December 31, 2013.

Table 31: Contractual Maturity Profile of Outstanding Debt

	September 30, 2014							
(Dollars in millions)	Up to 1 Year	> 1 Year to 2 Years	> 2 Years to 3 Years	> 3 Years to 4 Years	> 4 Years to 5 Years	> 5 Years	Total	December 31, 2013
Short-term borrowings:								
Federal funds purchased and securities loaned or sold under agreements to repurchase	$ 2,330	$ —	$ —	$ —	$ —	$ —	$ 2,330	$ 915
FHLB advances	9,800	—	—	—	—	—	9,800	15,300
Total short-term borrowings	$ 12,130	—	—	—	—	—	12,130	16,215
Long-term debt:								
Securitized debt obligations	365	3,098	5,832	—	1,138	75	10,508	10,289
Senior and subordinated notes:								
Unsecured senior debt	1,637	1,952	3,631	587	4,070	4,058	15,935	10,464
Unsecured subordinated debt	—	1,087	—	—	314	1,198	2,599	2,670
Total senior and subordinated notes	1,637	3,039	3,631	587	4,384	5,256	18,534	13,134
Other long-term borrowings:								
FHLB advances	1,013	6	35	12	3	2	1,071	1,016
Total long-term debt[(1)]	3,015	6,143	9,498	599	5,525	5,333	30,113	24,439
Total short-term borrowings and long-term debt	$ 15,145	$ 6,143	$ 9,498	$ 599	$ 5,525	$ 5,333	$ 42,243	$ 40,654
Percentage of total	36%	15%	22%	1%	13%	13%	100%	

(1) Includes unamortized discounts, premiums and other cost basis adjustments, which together result in a net reduction of $237 million and $236 million as of September 30, 2014 and December 31, 2013, respectively.

We provide additional information on our short-term borrowings and long-term debt under "Consolidated Balance Sheets Analysis—Securitized Debt Obligations," "Consolidated Balance Sheet Analysis—Other Debt" and in "Note 8—Deposits and Borrowings."

Borrowing Capacity

Under our shelf registration statement filed with the U.S. Securities and Exchange Commission on April 30, 2012, from time to time, we may offer and sell an indeterminate aggregate amount of senior or subordinated debt securities, preferred stock, depository shares, common stock, purchase contracts, warrants and units. There is no limit under this shelf registration statement to the amount or number of such securities that we may offer and sell, subject to market conditions. Our current shelf registration statement will expire three years from the filing date.

In addition to our issuance capacity under the shelf registration statement, we also have access to FHLB advances with a maximum borrowing capacity of $37.8 billion as of September 30, 2014. This borrowing capacity was secured by posting $30.5 billion of loans and $7.3 billion of securities as collateral. As of September 30, 2014, we had outstanding FHLB advances and letters of credit of $11.3 billion, and $26.5 billion still available to us to borrow under this program. The ability to draw down funding is based on membership status and the amount is dependent upon the Banks' ability to post collateral. Our FHLB membership is secured by our investment in FHLB stock of $519 million and $774 million as of September 30, 2014 and December 31, 2013, respectively, which are determined in part based on our outstanding advances. We also have access to the Federal Reserve Discount Window but did not utilize this funding source during 2014 or 2013 outside of standard operational testing.

Credit Ratings

Our credit ratings have a significant impact on our ability to access capital markets and our non-deposit borrowing costs. Rating agencies base their ratings on numerous factors, including liquidity, capital adequacy, asset quality, quality of earnings and the probability of systemic support. Significant changes in these factors could result in different ratings. Such ratings help to support our cost effective unsecured funding as part of our overall financing programs. Table 32 provides a summary of the credit ratings for the senior unsecured debt of Capital One Financial Corporation, COBNA and CONA as of September 30, 2014 and December 31, 2013.

Table 32: Senior Unsecured Debt Credit Ratings

	September 30, 2014			December 31, 2013		
	Capital One Financial Corporation	Capital One Bank (USA), N.A.	Capital One, N.A.	Capital One Financial Corporation	Capital One Bank (USA), N.A.	Capital One, N.A.
Moody's	**Baa1**	**A3**	**A3**	Baa1	A3	A3
S&P	**BBB**	**BBB+**	**BBB+**	BBB	BBB+	BBB+
Fitch	**A-**	**A-**	**A-**	A-	A-	A-

As of October 31, 2014, Moody's, S&P and Fitch have us on a stable outlook.

MARKET RISK PROFILE

Market risk is inherent in the financial instruments associated with our operations and activities, including loans, deposits, securities, short-term borrowings, long-term debt and derivatives. Below we provide additional information about our primary sources of market risk, our market risk management strategies and the measures we use to evaluate our market risk exposure.

Primary Market Risk Exposures

Our primary source of market risk is interest rate risk. We also have exposure to foreign exchange risk.

Interest Rate Risk

Interest rate risk, which represents exposure to instruments whose yield or price varies with the volatility of interest rates, is our most significant source of market risk exposure. Banks are inevitably exposed to interest rate risk due to differences in the timing between the maturities or repricing of assets and liabilities.

Foreign Exchange Risk

Foreign exchange risk represents exposure to changes in the values of current holdings and future cash flows denominated in other currencies. Changes in foreign exchange rates affect the reported earnings of our foreign operations and the value of non-dollar denominated equity invested in those foreign operations affect our AOCI and capital ratios. We measure our total exposure by regularly tracking the value of our net equity invested in our foreign operations as well as their funding requirements. As of September 30, 2014, our pre-tax earnings, AOCI and capital ratios exposures to volatility of foreign exchange rates was minimal.

Market Risk Management

We employ several techniques to manage our interest rate and foreign exchange risk, which include, but are not limited to, altering the duration and re-pricing characteristics of our various assets and liabilities through interest rate derivatives or mitigating the foreign exchange exposure of certain non-dollar denominated equity or transactions through derivatives. We execute our derivative contracts in both over-the-counter and exchange-traded derivative markets. Although the majority of our derivatives are interest rate swaps, we also use a variety of other derivative instruments, including caps, floors, options, futures and forward contracts, to manage both our interest rate and foreign currency risk. The outstanding notional amount of our derivative contracts totaled $81.5 billion as of September 30, 2014, compared with $63.4 billion as of December 31, 2013.

Market Risk Measurement

We have prescribed risk management policies and limits established by our Market and Liquidity Risk Policy and approved by the Board of Directors. Our objective is to manage our asset/liability risk position and exposure to market risk in accordance with these policies and prescribed limits based on prevailing market conditions and long-term expectations. Because no single measure can reflect all aspects of market risk, we use various industry standard market risk measurement techniques and analyses to measure, assess and manage the impact of changes in interest rates on our net interest income and our economic value of equity and foreign exchange rates on our non-dollar denominated earnings and non-dollar equity investments in foreign operations. We provide additional information below in "Economic Value of Equity."

We consider the impact on both net interest income and economic value of equity in measuring and managing our interest rate risk. Because the federal funds rate was lowered to near zero in December 2008 and since then has remained in a target range of 0% to 0.25%, we use a 50 basis point decrease as our declining interest rate scenario, since a scenario where interest rates would decline by 200 basis points is unlikely. In scenarios where a 50 basis point decline would result in a rate less than 0%, we assume a rate of 0%. Below we discuss the assumptions used in calculating each of these measures.

Net Interest Income Sensitivity

This sensitivity measure estimates the impact on our projected 12-month base-line interest rate sensitive revenue resulting from movements in interest rates. Interest rate sensitive revenue consists of net interest income and certain components of other non-interest income significantly impacted by movements in interest rates, including changes in the fair value of mortgage servicing rights and free-standing interest rate swaps. In addition to our existing assets and liabilities, we incorporate expected future business growth assumptions, such as loan and deposit growth and pricing, and plans for projected changes in our funding mix in our baseline forecast. In measuring the sensitivity of interest rate movements on our projected interest rate sensitive revenue, we assume an instantaneous plus 200 basis point and minus 50 basis point shock, with the lower rate scenario limited to zero as described above.

Economic Value of Equity

Our economic value of equity sensitivity measure estimates the impact on the net present value of our assets and liabilities, including derivative hedging activity, resulting from movements in interest rates. Our economic value of equity sensitivity measures are calculated based on our existing assets and liabilities, including derivatives, and do not incorporate business growth assumptions or projected plans for funding mix changes. In measuring the sensitivity of interest rate movements on our economic value of equity, we assume a hypothetical instantaneous parallel shift in the level of interest rates of plus 200 basis points and minus 50 basis points to spot rates, with the lower rate scenario limited to zero as described above.

Table 33 shows the estimated percentage impact on our projected base-line interest rate sensitive revenue and economic value of equity, calculated under the hypothetical interest rate scenarios described above, as of September 30, 2014 and December 31, 2013. In addition to these industry standard measures, we will continue to factor into our internal interest rate risk management decisions the potential impact of alternative interest rate scenarios, such as stressed rate shocks as well as steepening and flattening yield curve scenarios.

Table 33: Interest Rate Sensitivity Analysis

	September 30, 2014	**December 31, 2013**
Impact on projected base-line net interest income:		
+200 basis points	**3.4%**	4.9%
–50 basis points	**(1.6)**	(1.5)
Impact on economic value of equity:		
+200 basis points	**(5.2)**	(5.7)
–50 basis points	**(0.4)**	0.3

Our projected net interest income and economic value of equity sensitivity measures were within our prescribed policy limits as of September 30, 2014 and December 31, 2013.

Limitations of Market Risk Measures

The interest rate risk models that we use in deriving these measures incorporate contractual information, internally-developed assumptions and proprietary modeling methodologies, which project borrower and depositor behavior patterns in certain interest rate environments. Other market inputs, such as interest rates, market prices and interest rate volatility, are also critical components of our interest rate risk measures. We regularly evaluate, update and enhance these assumptions, models and analytical tools as we believe appropriate to reflect our best assessment of the market environment and the expected behavior patterns of our existing assets and liabilities.

There are inherent limitations in any methodology used to estimate the exposure to changes in market interest rates. The above sensitivity analysis contemplates only certain movements in interest rates and is performed at a particular point in time based on the existing balance sheet and, in some cases, expected future business growth and funding mix assumptions. The strategic actions that management may take to manage our balance sheet may differ significantly from our projections, which could cause our actual earnings and economic value of equity sensitivities to differ substantially from the above sensitivity analysis.

SUPERVISION AND REGULATION

Basel III and U.S. Capital Rules

On September 3, 2014, the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, and the Office of the Comptroller of the Currency (the “Federal Banking Agencies”) issued final rules implementing the Basel III liquidity coverage ratio in the United States. The rule (the “Final LCR Rule”) applies to institutions with $250 billion or more in total consolidated assets or $10 billion or more in total consolidated on-balance sheet foreign exposure, and their respective consolidated subsidiary depository institutions with $10 billion or more in total consolidated assets. As a result, the Company and the Banks are subject to the Final LCR Rule.

The Final LCR Rule will require the Company and each of the Banks to hold an amount of eligible high-quality, liquid assets that equals or exceeds 100% of their respective projected net cash outflows over a 30-day period, each as calculated in accordance with the Final LCR Rule. The Final LCR Rule phases in the minimum liquidity coverage ratio (or “LCR”) standard as follows: 80% by January 1, 2015; 90% by January 1, 2016; and 100% by January 1, 2017 and thereafter. The Final LCR Rule takes effect in January 2015 and requires us to calculate the LCR as of the last business day of each month from January 2015 until July 2016. As of July 1, 2016, the Final LCR Rule requires us to calculate the LCR on a daily basis. We expect to meet the requirements of the first phase of the Final LCR Rule when it takes effect in January 2015. Over the course of 2014, we have been modifying the composition of our investment portfolio in preparation for the Final LCR Rule, with some of these actions resulting in us purchasing types of securities that are lower yielding than securities we would otherwise be purchasing if not for the Final LCR Rule.

In July 2013, the Federal Banking Agencies issued a rule implementing the Basel III capital framework (the “Final Basel III Capital Rules”) developed by the Basel Committee on Banking Supervision (the “Basel Committee”) as well as certain Dodd-Frank Act and other capital provisions. For advanced approaches institutions like the Company and Banks, the Final Basel III Capital Rules included a supplementary leverage ratio based upon the Basel III leverage ratio. On September 3, 2014, the Federal Banking Agencies issued a final rule that revised the supplementary leverage ratio consistent with revisions made by the Basel Committee to the leverage ratio, including, among other changes, modifying the methodology for including off-balance sheet items in the denominator of the supplementary leverage ratio (the denominator referred to as “total leverage exposure”). The final rule also requires institutions to calculate total leverage exposure using daily averages for on-balance sheet items and the average of three month-end calculations for off-balance sheet items. The Company must make publicly available certain disclosures regarding its supplementary leverage ratio in the first quarter of 2015, including information summarizing the differences between the total consolidated assets reported in its published financial statements and regulatory reports and total leverage exposure for purposes of calculating its supplementary coverage ratio. The supplementary leverage ratio becomes effective January 1, 2018.

Capital Planning and Stress Testing

On October 17, 2014, the Federal Reserve issued a final rule to modify the regulations for capital planning and stress testing (the “Final Rule”). The Final Rule changes the annual capital plan and stress test cycle start date from October 1 to January 1, effective for the cycle beginning January 1, 2016. In order to provide a transition to the change in timing, the Federal Reserve’s decision on a bank holding company’s (“BHC”) 2015 capital plan submission would cover a five-quarter period-from the second quarter of 2015 through the second quarter of 2016. Subsequent submissions each would cover a four-quarter period.

The change in the start date of the annual cycle impacts the as-of dates for data used to project results as well as the dates that stress test results must be submitted to the regulators and disclosed to the public. For the annual company-run stress test, a BHC is required to disclose the results within 15 calendar days after the Federal Reserve discloses the results of that BHC’s supervisory stress test, unless that time was extended by the Federal Reserve. The Final Rule requires a BHC to disclose results of its mid-cycle stress test within 30 calendar days after the BHC submits the results of its mid-cycle stress test to the Federal Reserve, unless that time period is extended by the Federal Reserve.

The Final Rule also provides a one-year deferral on the use of advanced approaches methodology and will not require banking institutions that have exited parallel run to use the advanced approaches methodology to estimate their capital ratios for the 2015 capital plan and stress test cycles.

In addition, the Final Rule shifts the Federal Reserve's focus from annual capital issuances and distributions to quarterly capital issuances and distributions by establishing a new cumulative net distribution requirement. With certain limited exceptions, this requirement provides that—as measured on an aggregate basis beginning in the third quarter of the planning horizon—to the extent a BHC does not issue the amount of a given class of regulatory capital instrument that it projected in its capital plan, the BHC must reduce its capital distributions as required by the Final Rule such that the cumulative net amounts of a BHC's actual capital issuances and capital distributions for that category of regulatory capital instrument cannot be less than the cumulative net amounts of capital issuances and capital distributions projected in the BHC's capital plan for that category of regulatory capital instrument.

We provide additional information on our Supervision and Regulation in our 2013 Form 10-K under "Part I—Item 1—Business—Supervision and Regulation" and in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2014, and June 30, 2014 under "Part I—Item 2—Management Discussion and Analysis of Financial Condition and Results of Operations—Supervision and Regulation."

FORWARD-LOOKING STATEMENTS

From time to time, we have made and will make forward-looking statements, including those that discuss, among other things, strategies, goals, outlook or other non-historical matters; projections, revenues, income, returns, expenses, capital measures, accruals for claims in litigation and for other claims against us, earnings per share or other financial measures for us; future financial and operating results; our plans, objectives, expectations and intentions; and the assumptions that underlie these matters.

To the extent that any such information is forward-looking, it is intended to fit within the safe harbor for forward-looking information provided by the Private Securities Litigation Reform Act of 1995.

Numerous factors could cause our actual results to differ materially from those described in such forward-looking statements, including, among other things:

- general economic and business conditions in the U.S., the U.K., Canada or our local markets, including conditions affecting employment levels, interest rates, consumer income and confidence, spending and savings that may affect consumer bankruptcies, defaults, charge-offs and deposit activity;
- an increase or decrease in credit losses (including increases due to a worsening of general economic conditions in the credit environment);
- financial, legal, regulatory, tax or accounting changes or actions, including the impact of the Dodd-Frank Act and the regulations promulgated thereunder and regulations governing bank capital and liquidity standards, including Basel-related initiatives and potential changes to financial accounting and reporting standards;
- developments, changes or actions relating to any litigation matter involving us;
- the inability to sustain revenue and earnings growth;
- increases or decreases in interest rates;
- our ability to access the capital markets at attractive rates and terms to capitalize and fund our operations and future growth;
- the success of our marketing efforts in attracting and retaining customers;
- increases or decreases in our aggregate loan balances or the number of customers and the growth rate and composition thereof, including increases or decreases resulting from factors such as shifting product mix, amount of actual marketing expenses we incur and attrition of loan balances;

- the level of future repurchase or indemnification requests we may receive, the actual future performance of mortgage loans relating to such requests, the success rates of claimants against us, any developments in litigation and the actual recoveries we may make on any collateral relating to claims against us;
- the amount and rate of deposit growth;
- changes in the reputation of, or expectations regarding, the financial services industry or us with respect to practices, products or financial condition;
- any significant disruption in our operations or technology platform;
- our ability to maintain a compliance infrastructure suitable for the nature of our business;
- our ability to control costs;
- the amount of, and rate of growth in, our expenses as our business develops or changes or as it expands into new market areas;
- our ability to execute on our strategic and operational plans;
- any significant disruption of, or loss of public confidence in, the United States Mail service affecting our response rates and consumer payments;
- any significant disruption of, or loss of public confidence in, the internet affecting the ability of our customers to access their accounts and conduct banking transactions;
- our ability to recruit and retain experienced personnel to assist in the management and operations of new products and services;
- changes in the labor and employment markets;
- fraud or misconduct by our customers, employees or business partners;
- competition from providers of products and services that compete with our businesses; and
- other risk factors listed from time to time in reports that we file with the SEC.

Any forward-looking statements made by us or on our behalf speak only as of the date they are made or as of the date indicated, and we do not undertake any obligation to update forward-looking statements as a result of new information, future events or otherwise. You should carefully consider the factors discussed above in evaluating these forward-looking statements. For additional information on factors that could materially influence forward-looking statements included in this Report, see the risk factors set forth under “Part II—Item 1A. Risk Factors” in this Report and in “Part I—Item 1A. Risk Factors” in our 2013 Form 10-K.

SUPPLEMENTAL TABLES

Table A—Reconciliation of Non-GAAP Measures and Calculation of Regulatory Capital Measures[1]

(Dollars in millions)	September 30, 2014	December 31, 2013
Tangible Common Equity (Quarterly Average)		
Average stockholders' equity	**$ 44,827**	$ 42,355
Adjustments:		
Average goodwill and other intangible assets[2]	**(15,525)**	(15,847)
Noncumulative perpetual preferred stock[3]	**(1,338)**	(853)
Average tangible common equity	**$ 27,964**	$ 25,655
Tangible Common Equity (Period End)		
End of period stockholders' equity	**$ 44,018**	$ 41,632
Adjustments:		
Goodwill and other intangible assets[2]	**(15,472)**	(15,784)
Noncumulative perpetual preferred stock[3]	**(1,336)**	(853)
Tangible common equity	**$ 27,210**	$ 24,995
Tangible Assets (Quarterly Average)		
Average assets	**$ 299,523**	$ 294,040
Adjustments: Average goodwill and other intangible assets[2]	**(15,525)**	(15,847)
Average tangible assets	**$ 283,998**	$ 278,193
Tangible Assets (Period End)		
End of period assets	**$ 300,202**	$ 296,933
Adjustments: Goodwill and other intangible assets[2]	**(15,472)**	(15,784)
Tangible assets	**$ 284,730**	$ 281,149
Non-GAAP TCE ratio		
TCE ratio[4]	**9.56%**	8.89%
Capital Ratios[5]		
Common equity Tier 1 capital ratio[6]	**12.73%**	N/A
Tier 1 common ratio[7]	**N/A**	12.19%
Tier 1 risk-based capital ratio[8]	**13.31%**	12.57
Total risk-based capital ratio[9]	**15.24**	14.69
Tier 1 leverage ratio[10]	**10.64**	10.06
Risk-weighted assets[11]	**$ 228,759**	$ 224,556
Average assets for the leverage ratio	**286,070**	280,574

(Dollars in millions)	September 30, 2014
Regulatory Capital Ratios Under Basel III Standardized Approach[5]	
Common equity excluding AOCI	**$ 43,241**
Adjustments:	
AOCI[12][13]	**(146)**
Goodwill[2]	**(13,801)**
Intangible Assets[2][13]	**(266)**
Other	**88**
Common equity Tier 1 capital	**29,116**
Tier 1 capital instruments[3]	**1,336**
Additional Tier 1 capital adjustments	**(1)**
Tier 1 capital	**30,451**

(Dollars in millions)		September 30, 2014
Tier 2 capital instruments[3]		**1,530**
Qualifying allowance for loan and lease losses		**2,878**
Additional Tier 2 capital adjustments		**1**
Tier 2 capital		**4,409**
Total risk-based capital[14]	**$**	**34,860**

(Dollars in millions)		December 31, 2013
Regulatory Capital Ratios Under Basel I[5]		
Total stockholders' equity	$	41,632
Adjustments:		
Net unrealized losses on investment securities available for sale recorded in AOCI[12]		791
Net losses on cash flow hedges recorded in AOCI[12]		136
Disallowed goodwill and other intangible assets[2]		(14,326)
Disallowed deferred tax assets		—
Noncumulative perpetual preferred stock[3]		(853)
Other		(5)
Tier 1 common capital		27,375
Noncumulative perpetual preferred stock[3]		853
Tier 1 restricted core capital items		2
Tier 1 capital		28,230
Long-term debt qualifying as Tier 2 capital		1,914
Qualifying allowance for loan and lease losses		2,833
Other Tier 2 components		10
Tier 2 capital		4,757
Total risk-based capital[14]	$	32,987

---

(1) In the first quarter of 2014, we adopted the proportional amortization method of accounting for Investments in Qualified Affordable Housing Projects. See "Note 1—Summary of Significant Accounting Policies" for additional information. Prior periods have been recast to conform to this presentation.

(2) Includes impact of related deferred taxes.

(3) Includes related surplus.

(4) TCE ratio is a non-GAAP measure calculated based on tangible common equity divided by tangible assets.

(5) Beginning on January 1, 2014, we calculate our regulatory capital under the Basel III Standardized Approach subject to transition provisions. Prior to January 1, 2014, we calculated regulatory capital under Basel I.

(6) Common equity Tier 1 capital ratio is a regulatory capital measure calculated based on common equity Tier 1 capital divided by risk-weighted assets.

(7) Tier 1 common capital ratio is a regulatory capital measure under Basel I calculated based on Tier 1 common capital divided by Basel I risk-weighted assets.

(8) Tier 1 risk-based capital ratio is a regulatory capital measure calculated based on Tier 1 capital divided by risk-weighted assets.

(9) Total risk-based capital ratio is a regulatory capital measure calculated based on total risk-based capital divided by risk-weighted assets.

(10) Tier 1 leverage ratio is a regulatory capital measure calculated based on Tier 1 capital divided by average assets, after certain adjustments.

(11) Risk-weighted assets continue to be calculated based on Basel I in 2014.

(12) Amounts presented are net of tax.

(13) Amounts based on transition provisions for regulatory capital deductions and adjustments of 20% for 2014.

(14) Total risk-based capital equals the sum of Tier 1 capital and Tier 2 capital.

Glossary and Acronyms

2012 U.S. card acquisition: On May 1, 2012, pursuant to the agreement with HSBC Finance Corporation, HSBC USA Inc. and HSBC Technology and Services (USA) Inc. (collectively, "HSBC"), we closed the acquisition of substantially all of the assets and assumed liabilities of HSBC's credit card and private label credit card business in the United States (other than the HSBC Bank USA, consumer credit card program and certain other retained assets and liabilities).

Acquired Loans: A limited portion of the credit card loans acquired in the 2012 U.S. card acquisition and the substantial majority of consumer and commercial loans acquired in the ING Direct and Chevy Chase Bank acquisitions, which were recorded at fair value at acquisition and subsequently accounted for based on expected cash flows to be collected (under the accounting standard formerly known as "Statement of Position 03-3, *Accounting for Certain Loans or Debt Securities Acquired in a Transfer*," commonly referred to as "SOP 03-3"). The difference between the fair value at acquisition and expected cash flows represents the accretable yield, which is recognized into interest income over the life of the loans. The difference between the contractual payments on the loans and expected cash flows represents the nonaccretable difference or the amount of principal and interest not considered collectible, which incorporates future expected credit losses over the life of the loans. Decreases in expected cash flows from the previous estimate resulting from further credit deterioration will generally result in an impairment charge recognized in our provision for credit losses and an increase in the allowance for loan and lease losses. Charge-offs are not recorded until the expected credit losses within the nonaccretable difference is depleted. In addition, Acquired Loans are not classified as delinquent or nonperforming as we expect to collect our net investment in these loans and the nonaccretable difference will absorb the majority of the losses associated with these loans.

Annual Report: References to our "2013 Form 10-K" or "2013 Annual Report" are to our "Annual Report" on Form 10-K for the fiscal year ended December 31, 2013.

Banks: Refers to COBNA and CONA.

Basel Committee: The Basel Committee on Banking Supervision.

Benefit Obligation and Projected Benefit Obligation: Benefit Obligation refers to the total of the projected benefit obligation for pension plans and the accumulated postretirement benefit obligations. Projected Benefit Obligation represents the actuarial present value of all benefits accrued on employee service rendered prior to the calculation date, including allowance for future salary increases if the pension benefit is based on future compensation levels.

BHC Act: The Bank Holding Company Act of 1956, as amended (12 U.S.C. § 1842).

Capital One: Capital One Financial Corporation and its subsidiaries.

Carrying Value (with respect to loans)**:** The amount at which a loan is recorded on the balance sheet. For loans recorded at amortized cost, carrying value is the unpaid principal balance net of unamortized deferred loan origination fees and costs, and unamortized purchase premium or discount. For loans that are or have been on nonaccrual status, the carrying value is also reduced by any net charge-offs that have been recorded and the amount of interest payments applied as a reduction of principal under the cost recovery method. For credit card loans, the carrying value also includes interest that has been billed to the customer. For loans classified as held for sale, carrying value is the lower of carrying value as described in the sentences above, or fair value. For Acquired Loans, the carrying value equals fair value upon acquisition adjusted for subsequent cash collections and yield accreted to date.

CCB: Chevy Chase Bank, F.S.B., which was acquired by the Company on February 27, 2009.

COBNA: Capital One Bank (USA), National Association, one of our fully owned subsidiaries, which offers credit and debit card products, other lending products and deposit products.

Collective trusts: An investment fund formed from the pooling of investments by investors.

Common Equity Tier 1 Capital: Common Equity, related surplus, and retained earnings less accumulated other comprehensive income net of applicable phase-ins, less goodwill and intangibles net of associated deferred tax liabilities and applicable phase-ins, less other deductions, as defined by regulators.

Company: Capital One Financial Corporation and its subsidiaries.

CONA: Capital One, National Association, one of our fully owned subsidiaries, which offers a broad spectrum of banking products and financial services to consumers, small businesses and commercial clients.

Credit derivatives: Contractual agreements that provide insurance against a credit event of one or more referenced credits. Such events include bankruptcy, insolvency and failure to meet payment obligations when due.

Credit risk: Credit risk is the risk of loss from an obligor’s failure to meet the terms of any contract or otherwise fail to perform as agreed.

Derivative: A contract or agreement whose value is derived from changes in interest rates, foreign exchange rates, prices of securities or commodities, credit worthiness for credit default swaps or financial or commodity indices.

Discontinued operations: The operating results of a component of an entity, as defined by ASC 205, that are removed from continuing operations when that component has been disposed of or it is management’s intention to sell the component.

Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”): Regulatory reform legislation signed into law on July 21, 2010. This law broadly affects the financial services industry and contains numerous provisions aimed at strengthening the sound operation of the financial services sector.

Exchange Act: The Securities Exchange Act of 1934.

eXtensible Business Reporting Language (“XBRL”): A language for the electronic communication of business and financial data.

FICO Score: A measure of consumer credit risk provided by credit bureaus, typically produced from statistical modeling software created by Fair Isaac Corporation utilizing data collected by the credit bureaus.

Federal Reserve: Board of Governors of the Federal Reserve System.

Final Basel III Capital Rules: The Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, and the Office of the Comptroller of the Currency issued a rule implementing the Basel III capital framework developed by the Basel Committee on Banking Supervision as well as certain Dodd-Frank Act and other capital provisions.

Final LCR Rule: The Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, and the Office of the Comptroller of the Currency issued final rules implementing the Basel III liquidity coverage ratio in the United States.

Final Rule: A new capital rule finalized by the Federal Reserve, the OCC and the FDIC (collectively, the U.S. federal banking agencies) that implements the Basel III capital accord developed by the Basel Committee on Banking Supervision and incorporates certain Dodd-Frank Act capital provisions and updates to the PCA capital requirements.

Foreign currency swaps: An agreement to exchange contractual amounts of one currency for another currency at one or more future dates.

Foreign exchange contracts: Contracts that provide for the future receipt or delivery of foreign currency at previously agreed-upon terms.

Forward rate agreements: Contracts to exchange payments on a specified future date, based on a market change in interest rates from trade date to contract settlement date.

GreenPoint: Refers to our wholesale mortgage banking unit, GreenPoint Mortgage Funding, Inc. (“GreenPoint”), which was closed in 2007.

GSE or **Agency:** A government-sponsored enterprise or agency is a financial services corporation created by the United States Congress. Examples of U.S. government agencies include Federal National Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac), Government National Mortgage Association (Ginnie Mae) and the Federal Home Loan Banks.

Impairment: The condition when the carrying amount of an asset exceeds or is expected to exceed its fair value.

Impaired loans: A loan is considered impaired when, based on current information and events, it is probable that we will not be able to collect all amounts due from the borrower in accordance with the original contractual terms of the loan.

Inactive Insured Securitizations: Securitizations as to which the monoline bond insurers have not made repurchase requests or loan file requests to one of our subsidiaries.

ING Direct acquisition: On February 17, 2012, we completed the acquisition of substantially all of the ING Direct business in the United States (“ING Direct”) from ING Groep N.V., ING Bank N.V., ING Direct N.V. and ING Direct Bancorp.

Insured Securitizations: Securitizations supported by bond insurance.

Interest rate sensitivity: The exposure to interest rate movements.

Interest rate swaps: Contracts in which a series of interest rate flows in a single currency are exchanged over a prescribed period. Interest rate swaps are the most common type of derivative contract that we use in our asset/liability management activities.

Investment grade: Represents Moody’s long-term rating of Baa3 or better; and/or a Standard & Poor’s, Fitch or DBRS long-term rating of BBB- or better; or if unrated, an equivalent rating using our internal risk ratings. Instruments that fall below these levels are considered to be non-investment grade.

Investments in Qualified Affordable Housing Projects: Capital One invests in private investment funds that make equity investments in multifamily affordable housing properties, that provide affordable housing tax credits for these investments. The activities of these entities are financed with a combination of invested equity capital and debt.

Investor Entities: Entities that invest in community development entities (“CDE”) that provide debt financing to businesses and non-profit entities in low-income and rural communities.

Leverage ratio (Basel I guideline): Tier 1 capital divided by average assets after certain adjustments, as defined by the regulators.

Liquidity risk: Liquidity risk is the risk that the Company will not be able to meet its future financial obligations as they come due, or invest in future asset growth because of an inability to obtain funds at a reasonable price within a reasonable time period.

Loan-to-value (“LTV”) ratio: The relationship expressed as a percentage, between the principal amount of a loan and the appraised value of the collateral (i.e., residential real estate, autos, etc.) securing the loan.

Managed basis: A non-GAAP presentation of financial results that includes reclassifications to present revenue on a fully taxable-equivalent basis. Management uses this non-GAAP financial measure at the segment level, because it believes this provides information to enable investors to understand the underlying operational performance and trends of the particular business segment and facilitates a comparison of the business segment with the performance of competitors.

Market risk: Market risk is the risk that an institution’s earnings or the economic value of equity could be adversely impacted by changes in interest rates, foreign exchange rates, or other market factors.

Master netting agreement: An agreement between two counterparties that have multiple contracts with each other that provides for the net settlement of all contracts through a single payment in the event of default or termination of any one contract.

Mortgage-Backed Security (“MBS”): An asset-backed security whose cash flows are backed by the principal and interest payments of a set of mortgage loans.

Mortgage Servicing Rights (“MSR”): The right to service a mortgage loan when the underlying loan is sold or securitized. Servicing includes collections for principal, interest and escrow payments from borrowers and accounting for and remitting principal and interest payments to investors.

Net interest margin: The result of dividing net interest revenue by average interest-earning assets.

Nonperforming loans and leases: Loans and leases that have been placed on non-accrual status.

Operational risk: The risk of loss, capital impairment, adverse customer experience, or reputational impact resulting from failure to comply with policies and procedures, failed internal processes or systems, or from external events.

Option-ARM Loans: The option-ARM real estate loan product is an adjustable-rate mortgage loan that provides the borrower with the option each month to make a fully amortizing, interest-only or minimum payment.

Other-than-temporary impairment (“OTTI”): An impairment charge taken on a security whose fair value has fallen below the carrying value on the balance sheet and its value is not expected to recover through the holding period of the security.

Patriot Act: The USA PATRIOT Act of 2001 (Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism).

Portfolio Sale: The sale of the Best Buy private label and co-branded credit card portfolio to Citibank, N.A., which was completed on September 6, 2013.

Proxy Statement: Capital One’s Proxy Statement for the 2014 Annual Stockholders Meeting.

Public Fund deposits: Deposits that are derived from a variety of political subdivisions such as school districts and municipalities.

Purchase volume: Dollar amount of customer purchases, net of returns.

Rating Agency: An independent agency that assesses the credit quality and likelihood of default of an issue or issuer and assigns a rating to that issue or issuer.

Repurchase Agreement: An instrument used to raise short term funds whereby securities are sold with an agreement for the seller to buy back the securities at a later date.

Restructuring charges: Charges typically from the consolidation and/or relocation of operations.

Return on assets: Calculated based on annualized income from continuing operations, net of tax, for the period divided by average total assets for the period.

Return on common equity: Calculated based on the annualized sum of (i) income from continuing operations, net of tax; (ii) less dividends and undistributed earnings allocated to participating securities; (iii) less preferred stock dividends, for the period, divided by average common equity. Our calculation of return on average common equity may not be comparable to similarly titled measures reported by other companies.

Return on tangible common equity: Calculated based on the annualized sum of (i) income from continuing operations, net of tax; (ii) less dividends and undistributed earnings allocated to participating securities; (iii) less preferred stock dividends, for the period, divided by average tangible common equity. Our calculation of return on average tangible common equity may not be comparable to similarly titled measures reported by other companies.

Risk-weighted assets: Risk-weighted assets consist of on- and off-balance sheet assets that are assigned to one of several broad risk categories and weighted by factors representing their risk and potential for default. In 2014, the calculation of risk weighted assets is based on the general risk-based approach, as defined by regulators.

Securitized Debt Obligations: A type of asset-backed security and structured credit product constructed from a portfolio of fixed-income assets.

SOP 03-3: Statement of Position 03-3, Accounting for Certain Loans or Debt Securities Acquired in a Transfer.

Small-ticket commercial real estate: Our small-ticket commercial real estate portfolio is predominantly low, or no documentation loans, with balances generally less than $2 million. This portfolio was originated on a national basis through a broker network, and is in a run-off mode.

Subprime: For purposes of lending in our Credit Card business we generally consider FICO scores of 660 or below, or other equivalent risk scores, to be subprime. For purposes of auto lending in our Consumer Banking business we generally consider borrowers FICO scores of 620 or below to be subprime.

Tangible common equity ("TCE"): Common equity less goodwill and intangible assets adjusted for deferred tax liabilities associated with non-tax deductible intangible assets and tax deductible goodwill.

Tier 1 Common Capital: Tier 1 capital less preferred stock, qualifying trust preferred securities, hybrid securities and qualifying noncontrolling interest in subsidiaries under Basel I.

Troubled debt restructuring ("TDR"): A TDR is deemed to occur when the Company modifies the contractual terms of a loan agreement by granting a concession to a borrower that is experiencing financial difficulty.

U.S. federal banking agencies: The Federal Reserve, the OCC and the FDIC.

U.S. GAAP: Accounting principles generally accepted in the United States of America. Accounting rules and conventions defining acceptable practices in preparing financial statements in the U.S.

Unfunded commitments: Legally binding agreements to provide a defined level of financing until a specified future date.

Variable Interest Entity ("VIE"): An entity that: (1) lacks enough equity investment at risk to permit the entity to finance its activities without additional financial support from other parties; (2) has equity owners that lack the right to make significant decisions affecting the entity's operations; and/or (3) has equity owners that do not have an obligation to absorb or the right to receive the entity's losses or return.

Acronyms

ABS: Asset-backed securities

AOCI: Accumulated other comprehensive income

ARM: Adjustable rate mortgage

Bps: Basis points

CCAR: Comprehensive Capital Analysis and Review

CDE: Community development entities

CFPB: Consumer Financial Protection Bureau

CFTC: Commodity Futures Trading Commission

CMBS: Commercial mortgage-backed securities

COEP: Capital One (Europe) plc

COF: Capital One Financial Corporation

COSO: Committee of Sponsoring Organizations of the Treadway Commission

CRA: Community Reinvestment Act

DUS: Delegated underwriter and servicing

Fannie Mae: Federal National Mortgage Association

FASB: Financial Accounting Standards Board

FCA: U.K. Financial Conduct Authority

FDIC: Federal Deposit Issuance Corporation

FDICIA: The Federal Deposit Insurance Corporation Improvement Act of 1991

FFIEC: Federal Financial Institutions Examination Council

FHA: Federal Housing Administration

FHLB: Federal Home Loan Banks

FICO: Fair Isaac Corporation (credit rating)

FIRREA: Financial Institutions Reform, Recovery, and Enforcement Act

Fitch: Fitch Ratings

Freddie Mac: Federal Home Loan Mortgage Corporation

FTE: Fully taxable-equivalent

FVC: Fair Value Committee

GDP: Gross domestic product

Ginnie Mae: Government National Mortgage Association

GSE or **Agencies:** Government Sponsored Enterprise

HBC: Hudson Bay Company

HELOCs: Home Equity Lines of Credit

HFI: Held for Investment

HSBC: HSBC Finance Corporation, HSBC USA Inc. and HSBC Technology and Services (USA) Inc.

LCR: Liquidity Coverage Ratio

LIBOR: London Interbank Offered Rate

Moody's: Moody’s Investors Service

NOW: Negotiable order of withdrawal

OCC: Office of the Comptroller of the Currency

OIS: Overnight Indexed Swap

OTC: Over-the-counter

PCA: Prompt corrective action

PCCR: Purchased credit card relationship

RMBS: Residential mortgage-backed securities

S&P: Standard & Poor's

SCRA: Servicemembers Civil Relief Act

SEC: U.S. Securities and Exchange Commission

TARP: Troubled Asset Relief Program

TAV: Trade Analytics and Valuation team

TCE: Tangible Common Equity

TILA: Truth in Lending Act

UCL: Unfair Competition Law

VAC: Valuations Advisory Committee

Item 1. Financial Statements and Notes

	Page
Financial Statements	64
Consolidated Statements of Income	65
Consolidated Statements of Comprehensive Income	66
Consolidated Balance Sheets	67
Consolidated Statements of Changes in Stockholders' Equity	68
Consolidated Statements of Cash Flows	69
Notes to Consolidated Financial Statements	70
Note 1 — Summary of Significant Accounting Policies	70
Note 2 — Discontinued Operations	71
Note 3 — Investment Securities	72
Note 4 — Loans	80
Note 5 — Allowance for Loan and Lease Losses	99
Note 6 — Variable Interest Entities and Securitizations	102
Note 7 — Goodwill and Other Intangible Assets	107
Note 8 — Deposits and Borrowings	108
Note 9 — Derivative Instruments and Hedging Activities	110
Note 10 — Accumulated Other Comprehensive Income	115
Note 11 — Earnings Per Common Share	118
Note 12 — Fair Value of Financial Instruments	119
Note 13 — Business Segments	131
Note 14 — Commitments, Contingencies, Guarantees, and Others	134

CAPITAL ONE FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

(Dollars in millions, except per share-related data)	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Interest income:				
Loans, including loans held for sale	**$ 4,463**	$ 4,579	**$ 13,049**	$ 13,824
Investment securities	**398**	396	**1,223**	1,161
Other	**26**	23	**80**	74
Total interest income	**4,887**	4,998	**14,352**	15,059
Interest expense:				
Deposits	**271**	309	**819**	953
Securitized debt obligations	**32**	42	**109**	143
Senior and subordinated notes	**71**	76	**226**	240
Other borrowings	**16**	11	**36**	40
Total interest expense	**390**	438	**1,190**	1,376
Net interest income	**4,497**	4,560	**13,162**	13,683
Provision for credit losses	**993**	849	**2,432**	2,496
Net interest income after provision for credit losses	**3,504**	3,711	**10,730**	11,187
Non-interest income:				
Service charges and other customer-related fees	**471**	530	**1,405**	1,614
Interchange fees, net	**523**	476	**1,498**	1,407
Total other-than-temporary impairment	**(10)**	(16)	**(16)**	(34)
Less: Portion of other-than-temporary impairment recorded in AOCI	**1**	5	**1**	(6)
Net other-than-temporary impairment recognized in earnings	**(9)**	(11)	**(15)**	(40)
Other	**157**	96	**427**	176
Total non-interest income	**1,142**	1,091	**3,315**	3,157
Non-interest expense:				
Salaries and associate benefits	**1,128**	1,152	**3,414**	3,365
Occupancy and equipment	**419**	376	**1,271**	1,104
Marketing	**392**	299	**1,052**	946
Professional services	**304**	328	**887**	990
Communications and data processing	**196**	225	**595**	677
Amortization of intangibles	**130**	161	**409**	505
Other	**416**	568	**1,268**	1,531
Total non-interest expense	**2,985**	3,109	**8,896**	9,118
Income from continuing operations before income taxes	**1,661**	1,693	**5,149**	5,226
Income tax provision	**536**	575	**1,696**	1,747
Income from continuing operations, net of tax	**1,125**	1,118	**3,453**	3,479
Loss from discontinued operations, net of tax	**(44)**	(13)	**(24)**	(210)
Net income	**1,081**	1,105	**3,429**	3,269
Dividends and undistributed earnings allocated to participating securities	**(5)**	(5)	**(14)**	(14)
Preferred stock dividends	**(20)**	(13)	**(46)**	(39)
Net income available to common stockholders	**$ 1,056**	$ 1,087	**$ 3,369**	$ 3,216
Basic earnings per common share:				
Net income from continuing operations	**$ 1.97**	$ 1.89	**$ 5.99**	$ 5.89
Loss from discontinued operations	**(0.08)**	(0.02)	**(0.04)**	(0.36)
Net income per basic common share	**$ 1.89**	$ 1.87	**$ 5.95**	$ 5.53
Diluted earnings per common share:				
Net income from continuing operations	**$ 1.94**	$ 1.86	**$ 5.90**	$ 5.82
Loss from discontinued operations	**(0.08)**	(0.02)	**(0.04)**	(0.36)
Net income per diluted common share	**$ 1.86**	$ 1.84	**$ 5.86**	$ 5.46
Dividends paid per common share	**$ 0.30**	$ 0.30	**$ 0.90**	$ 0.65

See Notes to Consolidated Financial Statements.

CAPITAL ONE FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in millions)	**2014**	**2013**	**2014**	**2013**
Net income	**$ 1,081**	$ 1,105	**$ 3,429**	$ 3,269
Other comprehensive income (loss) before taxes:				
Net unrealized gains (losses) on securities available for sale	**(104)**	1,107	**394**	(849)
Net unrealized gains (losses) on securities held to maturity	**35**	(1,465)	**96**	(1,465)
Net unrealized gains (losses) on cash flow hedges	**(107)**	84	**37**	(195)
Foreign currency translation adjustments	**(41)**	124	**25**	(19)
Other	**6**	(1)	**2**	6
Other comprehensive income (loss) before taxes	**(211)**	(151)	**554**	(2,522)
Income tax provision (benefit) related to other comprehensive income	**(23)**	(104)	**241**	(944)
Other comprehensive income (loss), net of tax	**(188)**	(47)	**313**	(1,578)
Comprehensive income	**$ 893**	$ 1,058	**$ 3,742**	$ 1,691

See Notes to Consolidated Financial Statements.

Table of Contents

CAPITAL ONE FINANCIAL CORPORATION
CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(Dollars in millions, except per share data)	September 30, 2014	December 31, 2013
Assets:		
Cash and cash equivalents:		
Cash and due from banks	**$ 2,652**	$ 2,821
Interest-bearing deposits with banks	**3,212**	3,131
Federal funds sold and securities purchased under agreements to resell	**284**	339
Total cash and cash equivalents	**6,148**	6,291
Restricted cash for securitization investors	**405**	874
Securities available for sale, at fair value	**39,665**	41,800
Securities held to maturity, at carrying value	**22,182**	19,132
Loans held for investment:		
Unsecuritized loans held for investment	**165,021**	157,651
Restricted loans for securitization investors	**36,571**	39,548
Total loans held for investment	**201,592**	197,199
Allowance for loan and lease losses	**(4,212)**	(4,315)
Net loans held for investment	**197,380**	192,884
Loans held for sale, at lower of cost or fair value	**427**	218
Premises and equipment, net	**3,752**	3,839
Interest receivable	**1,268**	1,418
Goodwill	**13,970**	13,978
Other assets	**15,005**	16,499
Total assets	**$ 300,202**	$ 296,933
Liabilities:		
Interest payable	**$ 249**	$ 307
Deposits:		
Non-interest bearing deposits	**25,388**	22,643
Interest-bearing deposits	**178,876**	181,880
Total deposits	**204,264**	204,523
Securitized debt obligations	**10,508**	10,289
Other debt:		
Federal funds purchased and securities loaned or sold under agreements to repurchase	**2,330**	915
Senior and subordinated notes	**18,534**	13,134
Other borrowings	**10,871**	16,316
Total other debt	**31,735**	30,365
Other liabilities	**9,428**	9,817
Total liabilities	**256,184**	255,301
Commitments, contingencies and guarantees (see Note 14)		
Stockholders' equity:		
Preferred stock (par value $.01 per share; 50,000,000 shares authorized; 1,375,000 and 875,000 shares issued and outstanding as of September 30, 2014, and December 31, 2013, respectively)	**0**	0
Common stock (par value $.01 per share; 1,000,000,000 shares authorized; 642,517,260 and 637,151,800 shares issued as of September 30, 2014, and December 31, 2013, respectively, and 558,526,922 and 572,675,375 shares outstanding as of September 30, 2014, and December 31, 2013, respectively)	**6**	6
Additional paid-in capital, net	**27,272**	26,526
Retained earnings	**23,162**	20,292
Accumulated other comprehensive income	**(559)**	(872)
Treasury stock at cost (par value $.01 per share; 83,990,338 and 64,476,425 shares as of September 30, 2014, and December 31, 2013, respectively)	**(5,863)**	(4,320)
Total stockholders' equity	**44,018**	41,632
Total liabilities and stockholders' equity	**$ 300,202**	$ 296,933

See Notes to Consolidated Financial Statements.

Table of Contents

CAPITAL ONE FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (UNAUDITED)

	Preferred Stock		Common Stock						
(Dollars in millions, except per share data)	Shares	Amount	Shares	Amount	Additional Paid-In Capital	Retained Earnings[1]	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total Stockholders' Equity
Balance as of December 31, 2013	875,000	$ 0	637,151,800	$ 6	$ 26,526	$ 20,292	$ (872)	$ (4,320)	$ 41,632
Comprehensive income						**3,429**	**313**		**3,742**
Cash dividends—common stock $0.90 per share						**(513)**			**(513)**
Cash dividends - preferred series B stock 6%, series C stock 6.25% per annum						**(46)**			**(46)**
Purchases of treasury stock								**(1,543)**	**(1,543)**
Issuances of common stock and restricted stock, net of forfeitures			**1,078,458**	**0**	**73**				**73**
Exercise of stock options and warrants, tax benefits of exercises and restricted stock vesting			**4,287,002**	**0**	**89**				**89**
Issuances of preferred stock (Series C)	**500,000**	**0**			**484**				**484**
Compensation expense for restricted stock awards and stock options					**100**				**100**
Balance as of September 30, 2014	**1,375,000**	**$ 0**	**642,517,260**	**$ 6**	**$ 27,272**	**$ 23,162**	**$ (559)**	**$ (5,863)**	**$ 44,018**

[1] Retained earnings as of December 31, 2013 includes the cumulative impact of $112 million resulting from the adoption of ASU 2014-01 "*Accounting For Investments in Qualified Affordable Housing Projects.*" See "Note 1—Summary of Significant Accounting Policies" for additional information.

See Notes to Consolidated Financial Statements.

CAPITAL ONE FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Nine Months Ended September 30,	
(Dollars in millions)	**2014**	**2013**
Operating activities:		
Income from continuing operations, net of tax	**$ 3,453**	$ 3,479
Loss from discontinued operations, net of tax	**(24)**	(210)
Net income	**3,429**	3,269
Adjustments to reconcile net income to cash provided by operating activities:		
Provision for credit losses	**2,432**	2,496
Depreciation and amortization, net	**1,532**	1,647
Net gain on sales of securities available for sale	**(18)**	(3)
Impairment losses on securities available for sale	**15**	40
Loans held for sale:		
Originations and purchases	**(3,355)**	(972)
Gain on sales	**(35)**	(23)
Proceeds from sales and paydowns	**3,171**	995
Stock plan compensation expense	**167**	172
Changes in operating assets and liabilities:		
Decrease in interest receivable	**150**	390
Decrease in other assets	**607**	1,191
Decrease in interest payable	**(58)**	(174)
Decrease in other liabilities	**(375)**	(298)
Net cash provided (used) by discontinued operations	**39**	(291)
Net cash provided by operating activities	**7,701**	8,439
Investing activities:		
Purchases of securities	**(14,078)**	(13,084)
Proceeds from paydowns and maturities of securities	**6,717**	11,785
Proceeds from sales of securities	**6,827**	1,355
Net (increase) decrease in loans held for investment	**(8,351)**	9,119
Principal recoveries of loans previously charged off	**1,203**	1,204
Purchases of premises and equipment	**(405)**	(622)
Net cash provided (used) by investing activities	**(8,087)**	9,757
Financing activities:		
Decrease in restricted cash for securitization investors	**469**	38
Net decrease in deposits	**(265)**	(5,662)
Issuance of securitized debt obligations	**2,995**	1,450
Maturities and paydowns of securitized debt obligations	**(2,808)**	(3,304)
Issuance of senior and subordinated notes and junior subordinated debentures	**7,713**	934
Redemption of junior subordinated debentures	**0**	(3,641)
Maturities and redemptions of senior and subordinate notes	**(2,375)**	(500)
Net decrease in other borrowings	**(4,030)**	(12,279)
Net proceeds from issuances of common stock	**73**	64
Net proceeds from issuances of preferred stock	**484**	0
Proceeds from share-based payment activities	**89**	73
Dividends paid on common stock	**(513)**	(383)
Dividends paid on preferred stock	**(46)**	(39)
Purchases of treasury stock	**(1,543)**	(287)
Net cash provided (used) by financing activities	**243**	(23,536)
Decrease in cash and cash equivalents	**(143)**	(5,340)
Cash and cash equivalents at beginning of the period	**6,291**	11,058
Cash and cash equivalents at end of the period	**$ 6,148**	$ 5,718
Supplemental cash flow information:		
Non-cash items:		
Net transfers from loans held for investment to loans held for sale	**$ 38**	$ 6,808
Net debt exchange of senior and subordinated notes	**0**	1,968
Interest paid	**1,248**	1,550
Income tax paid	**1,109**	1,250

See Notes to Consolidated Financial Statements.

CAPITAL ONE FINANCIAL CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company

Capital One Financial Corporation, a Delaware Corporation established in 1994 and headquartered in McLean, Virginia, is a diversified financial services holding company with banking and non-banking subsidiaries. Capital One Financial Corporation and its subsidiaries (the "Company") offers a broad array of financial products and services to consumers, small businesses and commercial clients through branches, the internet and other distribution channels. As of September 30, 2014, our principal subsidiaries included:

- Capital One Bank (USA), National Association ("COBNA"), which offers credit and debit card products, other lending products and deposit products; and

- Capital One, National Association ("CONA"), which offers a broad spectrum of banking products and financial services to consumers, small businesses and commercial clients.

The Company and its subsidiaries are hereafter collectively referred to as "we," "us" or "our." COBNA and CONA are collectively referred to as the "Banks."

We also offer products outside of the United States principally through Capital One (Europe) plc ("COEP"), an indirect subsidiary of COBNA organized and located in the U.K., and through a branch of COBNA in Canada. COEP has authority, among other things, to provide credit card loans. Our branch of COBNA in Canada also has the authority to provide credit card loans.

Our principal operations are currently organized for management reporting purposes into three primary business segments, which are defined primarily based on the products and services provided or the type of customer served: Credit Card, Consumer Banking and Commercial Banking. We provide details on our business segments, the integration of recent acquisitions into our business segments, and the allocation methodologies and accounting policies used to derive our business segment results in "Note 13—Business Segments."

Basis of Presentation and Use of Estimates

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the U.S. ("U.S. GAAP"). The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported on the consolidated financial statements and related disclosures. These estimates are based on information available as of the date of the consolidated financial statements. While management makes its best judgment, actual amounts or results could differ from these estimates. Certain prior period amounts have been reclassified to conform to the current period presentation.

Principles of Consolidation

The consolidated financial statements include the accounts of Capital One Financial Corporation and all other entities in which we have a controlling financial interest. We determine whether we have a controlling financial interest in an entity by first evaluating whether the entity is a voting interest entity or a Variable Interest Entity ("VIE"). All significant intercompany account balances and transactions have been eliminated.

New Accounting Standards Adopted

Accounting for Investments in Qualified Affordable Housing Projects

In January 2014, the Financial Accounting Standard Board ("FASB") issued guidance permitting an entity to account for Investments in Qualified Affordable Housing Projects using the proportional amortization method if certain criteria are met. The proportional amortization method amortizes the cost of the investment over the period in which the investor expects to receive tax credits and other tax benefits, and the resulting amortization is recognized as a component of income tax expense attributable to continuing operations. Historically, these investments were under the equity method of accounting and the passive losses related to the investments were recognized within non-interest expense. We adopted this guidance in the first quarter of 2014 with retrospective application. As a result, total assets, total liabilities, and retained earnings were reduced by $115 million, $3 million and $112 million from $297.0 billion, $255.3 billion and $20.4 billion, respectively, as of December 31, 2013. In addition, net income was reduced by $12 million from $1.1 billion for the three months ended September 30, 2013, and by $31 million from $3.3 billion for the first nine months ended September 30, 2013.

During the third quarter and first nine months of 2014, we recognized amortization of $87 million and $231 million, respectively, and tax credits of $90 million and $268 million, respectively, associated with these investments within income taxes. The carrying value of our investments in these qualified affordable housing projects was $3.0 billion and $2.8 billion as of September 30, 2014 and December 31, 2013, respectively. We are periodically required to provide additional financial or other support during the period of the investments. We recorded a liability of $1.2 billion for the unfunded commitments as of September 30, 2014, which is expected to be paid from 2014 to 2017.

Obligations Resulting from Joint and Several Liability Arrangements

In February 2013, the FASB issued guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation, within the scope of this guidance, is fixed at the reporting date, except for obligations addressed within existing guidance in U.S. GAAP. The guidance clarifies that an entity shall measure the obligations as the sum of the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and any additional amount the reporting entity expects to pay on behalf of its co-obligors. The guidance also requires an entity to disclose the nature and amounts of the obligations as well as other information about those obligations. The guidance is effective for annual and interim periods beginning after December 15, 2013. The adoption of this guidance in the first quarter of 2014 did not have a significant impact on our financial condition, results of operations or liquidity as the guidance is consistent with our current practice.

Recently Issued but Not Yet Adopted Accounting Standards

Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period

In June 2014, the FASB issued guidance clarifying that a performance target contained within a share-based payment award that affects vesting and can be achieved after the requisite service period has been completed is to be accounted for as a performance condition. Accordingly, the grantor of such awards would recognize compensation cost in the period in which it becomes probable that the performance target will be achieved. The amount of the compensation cost recognized should represent the cost attributable to the requisite service period fulfilled. The guidance is effective for annual and interim periods beginning after December 15, 2015, with early adoption permitted. Entities may elect to adopt the guidance on either a prospective or modified retrospective basis. We do not expect our adoption of this guidance in the first quarter of 2015 to have a significant impact on our financial condition, results of operations or liquidity as the guidance is consistent with our current practice.

Accounting for Repurchase Transactions

In June 2014, the FASB issued guidance that requires repurchase-to-maturity transactions to be accounted for as secured borrowings rather than sales. New disclosures will also be required for certain transactions accounted for as secured borrowings and transfers accounted for as sales when the transferor retains substantially all of the exposure to the economic return on the transferred financial assets. We do not expect our adoption of the accounting guidance in the first quarter of 2015 to have a significant impact on our financial condition, results of operations or liquidity as the guidance is consistent with our current practice. The new disclosures will be provided beginning in the second quarter of 2015.

Revenue from Contracts with Customers

In May 2014, the FASB issued revised guidance for the recognition, measurement, and disclosure of revenue from contracts with customers. The guidance is applicable to all entities and, once effective, will replace significant portions of existing industry and transaction-specific revenue recognition rules with a more principles-based recognition model. Most revenue associated with financial instruments, including interest and loan origination fees, is outside the scope of the guidance. Gains and losses on investment securities, derivatives and sales of financial instruments are similarly excluded from the scope. The guidance is effective for annual and interim periods beginning after December 15, 2016, with early adoption prohibited. Entities can elect to adopt the guidance either on a full or modified retrospective basis. Full retrospective adoption will require a cumulative effect adjustment to retained earnings as of the beginning of the earliest comparative period presented. Modified retrospective adoption will require a cumulative effect adjustment to retained earnings as of the beginning of the reporting period in which the entity first applies the new guidance. We are currently evaluating the guidance to identify which of our revenue streams are within its scope and determine which transition method we plan to elect. Accordingly, we cannot yet quantify the impact our adoption of this guidance will have in the first quarter of 2017.

Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity

In April 2014, the FASB issued guidance changing the criteria for reporting discontinued operations. As a result of the change, only those disposals of components of an entity that represent a strategic shift that have, or will have, a major effect on an entity's operations and financial results will be reported as discontinued operations. Expanded disclosures will be required of discontinued operations and disposals of individually significant components of an entity that do not currently qualify for discontinued operations reporting. The guidance is effective for disposals or classifications as held for sale of components of an entity that occur within annual and interim periods beginning after December 15, 2014, with early adoption permitted in certain circumstances. Our adoption of this guidance in the first quarter of 2015 will not impact what we currently report as discontinued operations due to the prospective transition provisions.

Reclassification of Collateralized Mortgage Loans Upon Foreclosure

In January 2014, the FASB issued guidance clarifying when an entity should reclassify a consumer mortgage loan collateralized by residential real estate to foreclosed property. Reclassification should occur when the creditor obtains legal title to the residential real estate property or when the borrower conveys all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. An entity should not wait until a redemption period, if any, has expired to reclassify a consumer mortgage loan to foreclosed property. The guidance is effective for annual and interim periods beginning after December 15, 2014, with early adoption permitted. We do not expect our adoption of this guidance in the first quarter of 2015 to have a significant impact on our financial condition, results of operations or liquidity as the guidance is materially consistent with our current practice.

NOTE 2—DISCONTINUED OPERATIONS

Shutdown of Mortgage Origination Operations of our Wholesale Mortgage Banking Unit

In the third quarter of 2007, we closed the mortgage origination operations of our wholesale mortgage banking unit, GreenPoint Mortgage Funding Inc. ("GreenPoint"), which we acquired in December 2006 as part of the North Fork acquisition. The results of the wholesale banking unit have been accounted for as a discontinued operation and are therefore not included in our results from continuing operations for the three and nine months ended September 30, 2014 and 2013. We have no significant continuing involvement in these operations.

The following table summarizes the results from discontinued operations related to the closure of the mortgage origination operations of our wholesale mortgage banking unit:

Table 2.1: Results of Discontinued Operations

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in millions)	**2014**	**2013**	**2014**	**2013**
Non-interest expense, net	**$ (70)**	$ (20)	**$ (38)**	$ (335)
Loss from discontinued operations before income taxes	**(70)**	(20)	**(38)**	(335)
Income tax benefit	**(26)**	(7)	**(14)**	(125)
Loss from discontinued operations	**$ (44)**	$ (13)	**$ (24)**	$ (210)

The discontinued mortgage origination operations of our wholesale mortgage banking unit has remaining assets of $353 million and $370 million as of September 30, 2014 and December 31, 2013, respectively, which primarily consisted of the deferred tax asset related to the reserve for representations and warranties. Liabilities, which primarily consisted of reserves for representations and warranties repurchases on loans previously sold to third parties, totaled $982 million and $960 million as of September 30, 2014 and December 31, 2013, respectively.

NOTE 3—INVESTMENT SECURITIES

Our investment portfolio consists primarily of the following: U.S. Treasury debt; U.S. agency debt and corporate debt securities guaranteed by U.S. government agencies; U.S. government sponsored enterprise or agency ("Agency") and non-agency residential mortgage-backed securities ("RMBS") and commercial mortgage-backed securities ("CMBS"); other asset-backed securities ("ABS"); and other investments. The carrying value of our investments in U.S. Treasury, Agency securities and other securities guaranteed by the U.S. government or U.S. government agencies represents 85% and 77% of our total investment securities as of September 30, 2014 and December 31, 2013, respectively.

Our investment portfolio includes securities available for sale and securities held to maturity. We classify securities as available for sale or held to maturity based on our investment strategy and management's assessment of our intent and ability to hold the securities until maturity.

The table below presents the overview of our investment portfolio at September 30, 2014 and December 31, 2013.

Table 3.1: Overview of Investment Portfolio

(Dollars in millions)	September 30, 2014	December 31, 2013
Securities available for sale, at fair value	**$ 39,665**	$ 41,800
Securities held to maturity, at carrying value	**22,182**	19,132
Total investments	**$ 61,847**	$ 60,932

The table below presents the amortized cost, gross unrealized gains and losses, and fair value of securities available for sale at September 30, 2014 and December 31, 2013.

Table 3.2: Investment Securities Available for Sale

	September 30, 2014			
(Dollars in millions)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses[1]	Fair Value
Investment securities available for sale:				
U.S. Treasury debt obligations	**$ 4,261**	**$ 2**	**$ (2)**	**$ 4,261**
U.S. agency debt obligations	**1**	**0**	**0**	**1**
Corporate debt securities guaranteed by U.S. government agencies	**1,001**	**1**	**(23)**	**979**
Residential mortgage-backed securities ("RMBS"):				
Agency[2]	**20,853**	**274**	**(141)**	**20,986**
Non-agency	**3,024**	**486**	**(13)**	**3,497**
Total RMBS	**23,877**	**760**	**(154)**	**24,483**
Commercial mortgage-backed securities ("CMBS"):				
Agency[2]	**4,029**	**25**	**(71)**	**3,983**
Non-agency	**1,809**	**22**	**(28)**	**1,803**
Total CMBS	**5,838**	**47**	**(99)**	**5,786**
Other asset-backed securities ("ABS")[3]	**3,038**	**58**	**(13)**	**3,083**
Other securities[4]	**1,087**	**6**	**(21)**	**1,072**
Total investment securities available for sale	**$ 39,103**	**$ 874**	**$ (312)**	**$ 39,665**

	December 31, 2013			
(Dollars in millions)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses[1]	Fair Value
Investment securities available for sale:				
U.S. Treasury debt obligations	$ 831	$ 2	$ 0	$ 833
U.S. agency debt obligations	1	0	0	1
Corporate debt securities guaranteed by U.S. government agencies	1,282	1	(49)	1,234
RMBS:				
Agency[2]	21,572	239	(332)	21,479
Non-agency	3,165	450	(15)	3,600
Total RMBS	24,737	689	(347)	25,079
CMBS:				
Agency[2]	4,262	20	(84)	4,198
Non-agency	1,854	14	(60)	1,808
Total CMBS	6,116	34	(144)	6,006
Other ABS[3]	7,123	49	(36)	7,136
Other securities[4]	1,542	24	(55)	1,511
Total investment securities available for sale	$ 41,632	$ 799	$ (631)	$ 41,800

(1) Includes non-credit related OTTI that remains in Accumulated Other Comprehensive Income ("AOCI") of $8 million and $12 million as of September 30, 2014 and December 31, 2013, respectively. Substantially all of this amount is related to non-agency RMBS.

(2) The Agency includes Federal National Mortgage Association ("Fannie Mae"), Federal Home Loan Mortgage Corporation ("Freddie Mac"), and Government National Mortgage Association ("Ginnie Mae").

(3) ABS collateralized by credit card loans constituted approximately 55% and 65% of the other ABS portfolio as of September 30, 2014, and December 31, 2013, respectively, and ABS collateralized by auto dealer floor plan inventory loans and leases constituted approximately 16% and 15% of the other ABS portfolio as of September 30, 2014 and December 31, 2013, respectively. Approximately 89% of the securities in our other ABS portfolio were rated AAA or its equivalent as of September 30, 2014, compared with 87% as of December 31, 2013.

(4) Includes foreign government/agency bonds, covered bonds, corporate securities, municipal securities and equity investments primarily related to activities under the Community Reinvestment Act ("CRA").

The table below presents the carrying value, gross unrealized gains and losses, and fair value of securities held to maturity at September 30, 2014 and December 31, 2013.

Table 3.3: Investment Securities Held to Maturity

	September 30, 2014					
(Dollars in millions)	Amortized Cost	Unrealized Losses Recorded in AOCI[1]	Carrying Value	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Agency RMBS	**$ 21,565**	**$ (1,216)**	**$ 20,349**	**$ 694**	**$ (5)**	**$ 21,038**
Agency CMBS	**1,956**	**(123)**	**1,833**	**65**	**(8)**	**1,890**
Total investment securities held to maturity	**$ 23,521**	**$ (1,339)**	**$ 22,182**	**$ 759**	**$ (13)**	**$ 22,928**

CAPITAL ONE FINANCIAL CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

	December 31, 2013					
(Dollars in millions)	Amortized Cost	Unrealized Losses Recorded in AOCI[1]	Carrying Value	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Agency RMBS	$ 18,746	$ (1,303)	$ 17,443	$ 72	$ (30)	$ 17,485
Agency CMBS	1,821	(132)	1,689	16	(5)	1,700
Total investment securities held to maturity	$ 20,567	$ (1,435)	$ 19,132	$ 88	$ (35)	$ 19,185

(1) Represents the unrealized holding gain or loss at the date of transfer from available for sale to held to maturity, net of any accretion.

Investment Securities in a Gross Unrealized Loss Position

The table below provides, by major security type, information about our securities available for sale in a gross unrealized loss position and the length of time that individual securities have been in a continuous unrealized loss position as of September 30, 2014 and December 31, 2013.

Table 3.4: Securities in Unrealized Loss Position

	September 30, 2014					
	Less than 12 Months		12 Months or Longer		Total	
(Dollars in millions)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Investment securities available for sale:						
U.S. Treasury debt obligations[1]	$ 2,340	$ (2)	$ 0	$ 0	$ 2,340	$ (2)
Corporate debt securities guaranteed by U.S. government agencies	187	(3)	554	(20)	741	(23)
RMBS:						
Agency	3,071	(17)	4,787	(124)	7,858	(141)
Non-agency	363	(8)	104	(5)	467	(13)
Total RMBS	3,434	(25)	4,891	(129)	8,325	(154)
CMBS:						
Agency	688	(9)	1,867	(62)	2,555	(71)
Non-agency	264	(1)	749	(27)	1,013	(28)
Total CMBS	952	(10)	2,616	(89)	3,568	(99)
Other ABS	282	0	732	(13)	1,014	(13)
Other securities	144	(1)	559	(20)	703	(21)
Total investment securities available for sale in a gross unrealized loss position	$ 7,339	$ (41)	$ 9,352	$ (271)	$ 16,691	$ (312)

	December 31, 2013					
	Less than 12 Months		12 Months or Longer		Total	
(Dollars in millions)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Investment securities available for sale:						
Corporate debt securities guaranteed by U.S. government agencies	1,143	(47)	46	(2)	1,189	(49)
RMBS:						
Agency	9,769	(263)	1,770	(69)	11,539	(332)
Non-agency	454	(10)	56	(5)	510	(15)
Total RMBS	10,223	(273)	1,826	(74)	12,049	(347)
CMBS:						
Agency	2,842	(74)	256	(10)	3,098	(84)
Non-agency	952	(43)	183	(17)	1,135	(60)
Total CMBS	3,794	(117)	439	(27)	4,233	(144)
Other ABS	2,528	(34)	392	(2)	2,920	(36)
Other securities	1,149	(51)	57	(4)	1,206	(55)
Total investment securities available for sale in a gross unrealized loss position	$ 18,837	$ (522)	$ 2,760	$ (109)	$ 21,597	$ (631)

(1) None of our investments in U.S. Treasury debt obligations were in an unrealized loss position as of December 31, 2013.

As of September 30, 2014, the amortized cost of approximately 550 securities available for sale exceeded their fair value by $312 million, of which $271 million related to investment securities that had been in a loss position for 12 months or longer. Our investments in non-agency RMBS and CMBS, other ABS, and other securities accounted for $76 million, or 24%, of total gross unrealized losses on securities available for sale as of September 30, 2014. As of September 30, 2014, the carrying value of approximately 30 securities held to maturity exceeded their fair value by $13 million. Substantially all of these unrecognized losses relate to securities held to maturity that have been in a loss position for less than 12 months as of September 30, 2014.

Gross unrealized losses on our investment securities have generally decreased since December 31, 2013. The unrealized losses related to investment securities for which we have not recognized credit impairment are primarily attributable to changes in market interest rates. We have recognized in earnings the unrealized losses related to the investment securities that we intend to sell. As of September 30, 2014, we do not intend to sell any securities with unrealized losses recorded in AOCI nor believe that we will be required to sell prior to recovery of their amortized cost. As discussed in more detail below, we conduct periodic reviews of all investment securities with unrealized losses to assess whether impairment is other-than-temporary. We believe the securities with an unrealized loss in AOCI are not other-than-temporarily impaired as of September 30, 2014.

Maturities and Yields of Investment Securities

The following tables summarize the remaining scheduled contractual maturities, assuming no prepayments, of our investment securities as of September 30, 2014:

Table 3.5: Contractual Maturities of Securities Available for Sale

(Dollars in millions)	September 30, 2014 Amortized Cost	September 30, 2014 Fair Value
Due in 1 year or less	$ 1,345	$ 1,348
Due after 1 year through 5 years	6,580	6,587
Due after 5 years through 10 years	3,112	3,094
Due after 10 years[(1)]	28,066	28,636
Total	$ 39,103	$ 39,665

[(1)] Investments with no stated maturities, which consist of equity securities, are included with contractual maturities due after 10 years.

Table 3.6: Contractual Maturities of Securities Held to Maturity

(Dollars in millions)	September 30, 2014 Carrying Value	September 30, 2014 Fair Value
Due after 5 years through 10 years	$ 1,142	$ 1,200
Due after 10 years	21,040	21,728
Total	$ 22,182	$ 22,928

Because borrowers may have the right to call or prepay certain obligations, the expected maturities of our securities are likely to differ from the scheduled contractual maturities presented above. The table below summarizes, by major security type, the expected maturities and weighted average yields of our investment securities as of September 30, 2014.

Table 3.7: Expected Maturities and Weighted Average Yields of Securities

	September 30, 2014				
(Dollars in millions)	Due in 1 Year or Less	Due > 1 Year through 5 Years	Due > 5 Years through 10 Years	Due > 10 Years	Total
Fair value of securities available for sale:					
U.S. Treasury debt obligations	$ 653	$ 3,608	$ 0	$ 0	$ 4,261
U.S. agency debt obligations	1	0	0	0	1
Corporate debt securities guaranteed by U.S. government agencies	0	392	573	14	979
RMBS:					
Agency	158	9,998	10,830	0	20,986
Non-agency	17	944	1,898	638	3,497
Total RMBS	175	10,942	12,728	638	24,483
CMBS:					
Agency	364	2,672	947	0	3,983
Non-agency	83	502	1,198	20	1,803
Total CMBS	447	3,174	2,145	20	5,786
Other ABS	1,019	1,705	256	103	3,083
Other securities	55	316	614	87	1,072
Total securities available for sale	2,350	20,137	16,316	862	39,665
Amortized cost of securities available for sale	$ 2,349	$ 19,945	$ 16,065	$ 744	$ 39,103
Weighted average yield for securities available for sale[(1)]	1.16%	2.14%	3.01%	7.90%	2.55%

	September 30, 2014				
(Dollars in millions)	Due in 1 Year or Less	Due > 1 Year through 5 Years	Due > 5 Years through 10 Years	Due > 10 Years	Total
Carrying value of securities held to maturity:					
Agency RMBS	**$ 0**	**$ 193**	**$ 17,421**	**$ 2,735**	**$ 20,349**
Agency CMBS	**0**	**425**	**1,339**	**69**	**1,833**
Total securities held for maturity	**0**	**618**	**18,760**	**2,804**	**22,182**
Fair value of securities held to maturity	**$ 0**	**$ 616**	**$ 19,348**	**$ 2,964**	**$ 22,928**
Weighted average yield for securities held to maturity[1]	**0.00%**	**2.38%**	**2.70%**	**3.32%**	**2.76%**

[1] Average yield is calculated based on the amortized cost of each security. Effective in the second quarter of 2014, we began reporting the effective yield for the investment securities. Prior to the second quarter of 2014, we reported the purchase yield for the investment securities. The impact of this change on prior periods is not material.

Other-Than-Temporary Impairment

We evaluate all securities in an unrealized loss position at least on a quarterly basis, and more often as market conditions require, to assess whether the impairment is other-than-temporary. Our other-than-temporary impairment ("OTTI") assessment is based on a discounted cash flow analysis which requires careful use of judgments and assumptions. A number of qualitative and quantitative criteria may be considered in our assessment as applicable, including the size and the nature of the portfolio; historical and projected performance such as prepayment, default and loss severity for the RMBS portfolio; recent credit events specific to the issuer and/or industry to which the issuer belongs; the payment structure of the security; external credit ratings of the issuer and any failure or delay of the issuer to make scheduled interest or principal payments; the value of underlying collateral; our intent and ability to hold the security for the long term; and current and projected market and macro-economic conditions.

For a debt security that has experienced a decline in the fair value below its amortized cost basis, we recognize OTTI in earnings if we have the intent to sell the security or if we believe it is more likely than not that we will be required to sell the security in the near term. For those securities that we do not intend to sell nor expect to be required to sell, an analysis is performed to determine if any of the impairment is due to credit-related factors or whether it is due to other factors, such as interest rates. Credit-related impairment is recognized in earnings, with the remaining unrealized non-credit related impairment recorded in AOCI. We determine the credit component based on the difference between the security's amortized cost basis and the present value of its expected cash flows, discounted based on the effective yield.

The table below presents a rollforward of the credit related OTTI recognized in earnings for the three and nine months ended September 30, 2014 and 2013 on investment securities that we do not intend to sell:

Table 3.8: Credit Impairment Rollforward

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in millions)	2014	2013	2014	2013
Credit loss component, beginning of period	**$ 165**	$ 149	**$ 160**	$ 120
Additions:				
Initial credit impairment	**1**	3	**2**	14
Subsequent credit impairment	**2**	8	**6**	26
Total additions	**3**	11	**8**	40
Reduction due to payoffs, disposals, transfers & other	**(2)**	0	**(2)**	0
Credit loss component, end of period	**$ 166**	$ 160	**$ 166**	$ 160

Realized Gains and Losses on Securities and OTTI Recognized in Earnings

The following table presents the gross realized gains and losses on the sale and redemption of securities available for sale, and the OTTI losses recognized in earnings for the three and nine months ended September 30, 2014 and 2013. We also present the proceeds from the sale of securities available for sale for the periods presented. We did not sell any investment securities that are held to maturity.

Table 3.9: Realized Gains and Losses and OTTI Recognized in Earnings

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in millions)	**2014**	**2013**	**2014**	**2013**
Realized gains (losses):				
Gross realized gains	**$ 16**	$ 0	**$ 50**	$ 6
Gross realized losses	**(10)**	0	**(32)**	(3)
Net realized gains (losses)	**$ 6**	$ 0	**$ 18**	$ 3
OTTI recognized in earnings:				
Credit-related OTTI	**$ (3)**	$ (11)	**$ (8)**	$ (40)
Intent-to-sell OTTI	**(6)**	0	**(7)**	0
Total OTTI recognized in earnings	**$ (9)**	$ (11)	**$ (15)**	$ (40)
Net securities gains (losses)	**$ (3)**	$ (11)	**$ 3**	$ (37)
Total proceeds from sales	**$ 3,268**	$ 35	**$ 6,827**	$ 1,355

Securities Pledged and Received

As part of our liquidity management strategy, we pledge securities to secure borrowings from counterparties including the Federal Home Loan Banks ("FHLB") and the Federal Reserve Bank. We also pledge securities to secure trust and public deposits and for other purposes as required or permitted by law. We pledged securities available for sale with a fair value of $5.8 billion and $10.7 billion as of September 30, 2014 and December 31, 2013, respectively. We pledged securities held to maturity with a carrying value of $13.7 billion and $8.2 billion as of September 30, 2014 and December 31, 2013, respectively. Of the total securities pledged as collateral, we have encumbered $11.3 billion and $17.3 billion as of September 30, 2014 and December 31, 2013, respectively, primarily related to FHLB transactions and Public Fund deposits. We accepted pledges of securities with a fair value of $63 million and $53 million as of September 30, 2014 and December 31, 2013, respectively, primarily related to our derivative transactions.

Securities Acquired

Our investment portfolio includes certain acquired debt securities that were deemed to be credit impaired at acquisition date. These securities are accounted for in accordance with accounting guidance for purchased credit-impaired debt securities.

Outstanding Balance and Carrying Value of Acquired Securities

The table below presents the outstanding contractual balance and the carrying value of the acquired credit-impaired debt securities as of September 30, 2014 and December 31, 2013.

Table 3.10: Outstanding Balance and Carrying Value of Acquired Securities

(Dollars in millions)	**September 30, 2014**	**December 31, 2013**
Contractual principal and interest	**$ 4,366**	$ 4,700
Carrying value	**2,923**	2,896
Amortized cost	**2,413**	2,432

Changes in Accretable Yield of Acquired Securities

The following table presents changes in the accretable yield related to the acquired credit-impaired debt securities:

Table 3.11: Changes in Accretable Yield of Acquired Securities

(Dollars in millions)	**Acquired Credit-Impaired Securities**
Accretable yield as of December 31, 2012	$ 1,512
Additions from new acquisitions	88
Accretion recognized in earnings	(247)
Reduction due to payoffs, disposals, transfers & other	(2)
Net reclassifications (to) from nonaccretable difference	72
Accretable yield as of December 31, 2013	$ 1,423
Additions from new acquisitions	**34**
Accretion recognized in earnings	**(182)**
Reduction due to payoffs, disposals, transfers & other	**(3)**
Net reclassifications (to) from nonaccretable difference	**81**
Accretable yield as of September 30, 2014	**$ 1,353**

NOTE 4—LOANS

Loan Portfolio Composition

Our loan portfolio consists of loans held for investment, including restricted loans underlying our consolidated securitization trusts, and loans held for sale, and is divided into three portfolio segments: credit card, consumer banking and commercial banking loans. Credit card loans consist of domestic and international credit card loans. Consumer banking loans consist of auto, home and retail banking loans. Commercial banking loans consist of commercial and multifamily real estate, commercial and industrial and small-ticket commercial real estate loans.

Loans Acquired in Business Acquisitions

Acquired Loans Accounted for Based on Expected Cash Flows

Our portfolio of loans held for investment includes loans acquired in the Chevy Chase Bank (“CCB”), ING Direct and 2012 U.S. card acquisitions. These loans were recorded at fair value at the date of each acquisition.

Acquired Loans accounted for based on expected cash flows to be collected was $24.7 billion as of September 30, 2014, compared with $28.6 billion as of December 31, 2013.

We regularly update our estimate of expected principal and interest to be collected from these loans and evaluate the results for each accounting pool that was established at acquisition based on loans with common risk characteristics. Probable decreases in expected cash flows would trigger the recognition of a loan loss through our provision for credit losses. Probable and significant increases in expected cash flows would first reverse any previously recorded allowance for loan and lease losses established subsequent to acquisition, with any remaining increase in expected cash flows recognized prospectively in interest income over the remaining estimated life of the underlying loans.

Loans Purchased and Accounted for Based on Contractual Cash Flows

The substantial majority of the loans purchased in the 2012 U.S. card acquisition had existing revolving privileges, therefore they were excluded from the Acquired Loans above and accounted for based on contractual cash flows at acquisition. After the acquisition date, these loans were accounted for using the same methodology utilized for our existing credit card portfolio prior to the 2012 U.S. card acquisition. See “Note 1—Summary of Significant Accounting Policies” in our 2013 Form 10-K for additional information on accounting guidance for these loans.

Credit Quality

We closely monitor economic conditions and loan performance trends to manage and evaluate our exposure to credit risk. Trends in delinquency ratios are an indicator, among other considerations, of credit risk within our loan portfolio. The level of nonperforming loans represents another indicator of the potential for future credit losses. Accordingly, key metrics we track and use in evaluating the credit quality of our loan portfolio include delinquency and nonperforming loan rates, as well as net charge-off rates and our internal risk ratings of larger balance commercial loans.

Table 4.1 below presents the composition and an aging analysis of our loans held for investment portfolio, which includes restricted loans for securitization investors, as of September 30, 2014 and December 31, 2013. The delinquency aging includes all past due loans, both performing and nonperforming.

Table 4.1: Loan Portfolio Composition and Aging Analysis

	September 30, 2014						
(Dollars in millions)	Current	30-59 Days	60-89 Days	≥ 90 Days	Total Delinquent Loans	Acquired Loans	Total Loans
Credit Card:							
Domestic credit card[1]	$ 70,768	$ 781	$ 533	$ 1,033	$ 2,347	$ 28	$ 73,143
International credit card	7,182	118	74	114	306	0	7,488
Total credit card	77,950	899	607	1,147	2,653	28	80,631
Consumer Banking:							
Auto	33,849	1,557	670	177	2,404	1	36,254
Home loan	6,527	48	25	204	277	24,399	31,203
Retail banking	3,526	15	7	9	31	47	3,604
Total consumer banking	43,902	1,620	702	390	2,712	24,447	71,061
Commercial Banking:[2]							
Commercial and multifamily real estate	22,769	11	12	40	63	63	22,895
Commercial and industrial	25,818	44	12	50	106	147	26,071
Total commercial lending	48,587	55	24	90	169	210	48,966
Small-ticket commercial real estate	814	5	2	1	8	0	822
Total commercial banking	49,401	60	26	91	177	210	49,788
Other:							
Other loans	98	3	2	9	14	0	112
Total loans	$ 171,351	$ 2,582	$ 1,337	$ 1,637	$ 5,556	$ 24,685	$ 201,592
% of Total loans	85.00%	1.28%	0.67%	0.81%	2.76%	12.24%	100.00%

	December 31, 2013						
(Dollars in millions)	Current	30-59 Days	60-89 Days	≥ 90 Days	Total Delinquent Loans	Acquired Loans	Total Loans
Credit Card:							
Domestic credit card[1]	$ 70,678	$ 778	$ 549	$ 1,187	$ 2,514	$ 63	$ 73,255
International credit card	7,683	141	85	141	367	0	8,050
Total credit card	78,361	919	634	1,328	2,881	63	81,305
Consumer Banking:							
Auto	29,477	1,519	662	194	2,375	5	31,857
Home loan	6,775	60	24	239	323	28,184	35,282
Retail banking	3,535	21	8	23	52	36	3,623
Total consumer banking	39,787	1,600	694	456	2,750	28,225	70,762
Commercial Banking:[2]							
Commercial and multifamily real estate	20,602	17	11	36	64	84	20,750
Commercial and industrial	23,023	69	1	38	108	178	23,309
Total commercial lending	43,625	86	12	74	172	262	44,059
Small-ticket commercial real estate	941	8	2	1	11	0	952
Total commercial banking	44,566	94	14	75	183	262	45,011
Other:							
Other loans	102	4	2	13	19	0	121
Total loans	$ 162,816	$ 2,617	$ 1,344	$ 1,872	$ 5,833	$ 28,550	$ 197,199
% of Total loans	82.56%	1.33%	0.68%	0.95%	2.96%	14.48%	100.00%

(1) Includes installment loans of $171 million and $323 million as of September 30, 2014 and December 31, 2013, respectively.

(2) Includes construction loans and land development loans totaling $2.2 billion and $2.0 billion as of September 30, 2014 and December 31, 2013, respectively.

We had total loans held for sale of $427 million and $218 million as of September 30, 2014 and December 31, 2013, respectively.

Table 4.2 presents loans 90 days or more past due that continue to accrue interest and loans classified as nonperforming as of September 30, 2014 and December 31, 2013.

Table 4.2: 90+ Day Delinquent Loans Accruing Interest and Nonperforming Loans[(1)]

	September 30, 2014		December 31, 2013	
(Dollars in millions)	≥ 90 Days and Accruing	Nonperforming Loans	≥ 90 Days and Accruing	Nonperforming Loans
Credit Card:				
Domestic credit card	**$ 1,033**	**$ 0**	$ 1,187	$ 0
International credit card	**76**	**74**	96	88
Total credit card	**1,109**	**74**	1,283	88
Consumer Banking:				
Auto	**0**	**177**	0	194
Home loan	**0**	**325**	0	376
Retail banking	**1**	**19**	2	41
Total consumer banking	**1**	**521**	2	611
Commercial Banking:				
Commercial and multifamily real estate	**4**	**60**	2	52
Commercial and industrial	**2**	**97**	4	93
Total commercial lending	**6**	**157**	6	145
Small-ticket commercial real estate	**0**	**4**	0	4
Total commercial banking	**6**	**161**	6	149
Other:				
Other loans	**0**	**16**	0	19
Total	**$ 1,116**	**$ 772**	$ 1,291	$ 867
% of Total loans	**0.55%**	**0.38%**	0.65%	0.44%

(1) Nonperforming loans generally include loans that have been placed on nonaccrual status. Acquired Loans are excluded from loans reported as 90 days and accruing interest as well as nonperforming loans.

Credit Card

Our credit card loan portfolio is generally highly diversified across millions of accounts and numerous geographies without significant individual exposure. We therefore generally manage credit risk on a portfolio basis. The risk in our credit card portfolio correlates to broad economic trends, such as unemployment rates, gross domestic product (“GDP”), and home values, as well as customer liquidity, which can have a material effect on credit performance. The primary factors we assess in monitoring the credit quality and risk of our credit card portfolio are delinquency and charge-off trends, including an analysis of the migration of loans between delinquency categories over time.

The table below displays the geographic profile of our credit card loan portfolio and delinquency statistics as of September 30, 2014 and December 31, 2013. We also present the delinquency rates of our credit card loan portfolio and comparative net charge-offs for the three and nine months ended September 30, 2014 and 2013.

Table 4.3: Credit Card: Risk Profile by Geographic Region and Delinquency Status

	September 30, 2014					
(Dollars in millions)	**Loans**	**% of Total[1]**	**Acquired Loans**	**% of Total[1]**	**Total**	**% of Total[1]**
Domestic credit card:						
California	**$ 8,039**	**10.0%**	**$ 3**	**0.0%**	**$ 8,042**	**10.0%**
New York	**5,292**	**6.6**	**3**	**0.0**	**5,295**	**6.6**
Texas	**5,059**	**6.3**	**2**	**0.0**	**5,061**	**6.3**
Florida	**4,443**	**5.5**	**2**	**0.0**	**4,445**	**5.5**
Illinois	**3,536**	**4.4**	**1**	**0.0**	**3,537**	**4.4**
Pennsylvania	**3,338**	**4.1**	**2**	**0.0**	**3,340**	**4.1**
Ohio	**2,879**	**3.6**	**1**	**0.0**	**2,880**	**3.6**
New Jersey	**2,696**	**3.3**	**1**	**0.0**	**2,697**	**3.3**
Michigan	**2,538**	**3.1**	**1**	**0.0**	**2,539**	**3.1**
Other	**35,295**	**43.8**	**12**	**0.0**	**35,307**	**43.8**
Total domestic credit card	**73,115**	**90.7**	**28**	**0.0**	**73,143**	**90.7**
International credit card:						
Canada	**4,039**	**5.0**	**0**	**0.0**	**4,039**	**5.0**
United Kingdom	**3,449**	**4.3**	**0**	**0.0**	**3,449**	**4.3**
Total international credit card	**7,488**	**9.3**	**0**	**0.0**	**7,488**	**9.3**
Total credit card	**$ 80,603**	**100.0%**	**$ 28**	**0.0%**	**$ 80,631**	**100.0%**

	December 31, 2013					
(Dollars in millions)	**Loans**	**% of Total[1]**	**Acquired Loans**	**% of Total[1]**	**Total**	**% of Total[1]**
Domestic credit card:						
California	$ 7,934	9.8%	$ 6	0.0%	$ 7,940	9.8%
New York	5,271	6.5	6	0.0	5,277	6.5
Texas	4,989	6.1	4	0.0	4,993	6.1
Florida	4,321	5.3	4	0.0	4,325	5.3
Illinois	3,600	4.4	3	0.0	3,603	4.4
Pennsylvania	3,439	4.2	3	0.0	3,442	4.2
Ohio	2,963	3.6	2	0.0	2,965	3.6
New Jersey	2,734	3.4	2	0.0	2,736	3.4
Michigan	2,593	3.2	2	0.0	2,595	3.2
Other	35,348	43.5	31	0.1	35,379	43.6
Total domestic credit card	73,192	90.0	63	0.1	73,255	90.1
International credit card:						
Canada	4,503	5.5	0	0.0	4,503	5.5
United Kingdom	3,547	4.4	0	0.0	3,547	4.4
Total international credit card	8,050	9.9	0	0.0	8,050	9.9
Total credit card	$ 81,242	99.9%	$ 63	0.1%	$ 81,305	100.0%

	September 30, 2014		December 31, 2013	
(Dollars in millions)	Total	% of Total[2]	Total	% of Total[2]
Selected credit metrics:				
30+ day delinquencies	**$ 2,653**	**3.29%**	$ 2,881	3.54%
90+ day delinquencies	**1,147**	**1.42**	1,328	1.63

[1] Percentages by geographic region within the domestic and international credit card portfolios are calculated based on the total held for investment credit card loans as of the end of the reported period.

[2] Calculated by dividing delinquent credit card loans by the total balance of credit card loans held for investment as of the end of the reported period.

Table 4.4: Credit Card: Net Charge-offs

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2014		2013		2014		2013	
(Dollars in millions)	Amount	Rate[1]	Amount	Rate[1]	Amount	Rate[1]	Amount	Rate[1]
Net charge-offs:								
Domestic credit card	**$ 508**	**2.83%**	$ 642	3.67%	**$ 1,818**	**3.45%**	$ 2,218	4.14%
International credit card	**64**	**3.32**	92	4.71	**219**	**3.81**	288	4.79
Total credit card	**$ 572**	**2.88**	$ 734	3.78	**$ 2,037**	**3.48**	$ 2,506	4.20

[1] Calculated for each loan category by dividing annualized net charge-offs for the period by average loans held for investment during the period.

Consumer Banking

Our consumer banking loan portfolio consists of auto, home loan and retail banking loans. Similar to our credit card loan portfolio, the risk in our consumer banking loan portfolio correlates to broad economic trends, such as unemployment rates, GDP, and home values, as well as customer liquidity, all of which can have a material effect on credit performance. Delinquency, nonperforming loans and charge-off trends are key factors we assess in monitoring the credit quality and risk of our consumer banking loan portfolio.

The table below displays the geographic profile of our consumer banking loan portfolio. We also present the delinquency and nonperforming loan rates of our consumer banking loan portfolio, excluding Acquired Loans’ impact, as of September 30, 2014 and December 31, 2013, and net charge-offs for the three and nine months ended September 30, 2014 and 2013.

Table 4.5: Consumer Banking: Risk Profile by Geographic Region, Delinquency Status and Performing Status

	September 30, 2014					
	Loans		Acquired Loans		Total	
(Dollars in millions)	Loans	% of Total[1]	Loans	% of Total[1]	Loans	% of Total[1]
Auto:						
Texas	$ 5,119	7.2%	$ 0	0.0%	$ 5,119	7.2%
California	3,902	5.5	0	0.0	3,902	5.5
Florida	2,532	3.6	0	0.0	2,532	3.6
Georgia	1,977	2.8	0	0.0	1,977	2.8
Louisiana	1,735	2.4	0	0.0	1,735	2.4
Illinois	1,574	2.2	0	0.0	1,574	2.2
Ohio	1,505	2.1	0	0.0	1,505	2.1
Other	17,909	25.2	1	0.0	17,910	25.2
Total auto	36,253	51.0	1	0.0	36,254	51.0
Home loan:						
California	945	1.4	6,270	8.8	7,215	10.2
New York	1,389	1.9	1,117	1.6	2,506	3.5
Illinois	89	0.2	1,873	2.6	1,962	2.8
Maryland	438	0.6	1,324	1.9	1,762	2.5
New Jersey	344	0.5	1,250	1.7	1,594	2.2
Virginia	373	0.5	1,205	1.7	1,578	2.2
Florida	165	0.2	1,276	1.8	1,441	2.0
Other	3,061	4.3	10,084	14.2	13,145	18.5
Total home loan	6,804	9.6	24,399	34.3	31,203	43.9
Retail banking:						
Louisiana	1,161	1.6	0	0.0	1,161	1.6
New York	868	1.2	0	0.0	868	1.2
Texas	761	1.1	0	0.0	761	1.1
New Jersey	252	0.4	0	0.0	252	0.4
Maryland	142	0.2	22	0.0	164	0.2
Virginia	114	0.2	19	0.0	133	0.2
California	50	0.1	0	0.0	50	0.1
Other	209	0.3	6	0.0	215	0.3
Total retail banking	3,557	5.1	47	0.0	3,604	5.1
Total consumer banking	$ 46,614	65.7%	$ 24,447	34.3%	$ 71,061	100.0%

	September 30, 2014							
	Auto		Home Loan		Retail Banking		Total Consumer Banking	
(Dollars in millions)	Amount	Adjusted Rate[2]	Amount	Adjusted Rate[2]	Amount	Adjusted Rate[2]	Amount	Adjusted Rate[2]
Credit performance:								
30+ day delinquencies	$ 2,404	6.63%	$ 277	4.07%	$ 31	0.86%	$ 2,712	5.82%
90+ day delinquencies	177	0.49	204	3.01	9	0.24	390	0.84
Nonperforming loans	177	0.49	325	4.77	19	0.55	521	1.12

CAPITAL ONE FINANCIAL CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

	December 31, 2013					
	Loans		Acquired Loans		Total	
(Dollars in millions)	Loans	% of Total[1]	Loans	% of Total[1]	Loans	% of Total[1]
Auto:						
Texas	$ 4,736	6.7%	$ 0	0.0%	$ 4,736	6.7%
California	3,297	4.7	0	0.0	3,297	4.7
Florida	2,076	2.9	0	0.0	2,076	2.9
Georgia	1,709	2.4	0	0.0	1,709	2.4
Louisiana	1,677	2.4	0	0.0	1,677	2.4
Illinois	1,291	1.8	0	0.0	1,291	1.8
Ohio	1,267	1.8	0	0.0	1,267	1.8
Other	15,799	22.3	5	0.0	15,804	22.3
Total auto	31,852	45.0	5	0.0	31,857	45.0
Home loan:						
California	1,010	1.5	7,153	10.1	8,163	11.6
New York	1,502	2.1	1,265	1.8	2,767	3.9
Illinois	88	0.1	2,183	3.1	2,271	3.2
Maryland	418	0.6	1,495	2.1	1,913	2.7
New Jersey	362	0.5	1,409	2.0	1,771	2.5
Virginia	351	0.5	1,367	1.9	1,718	2.4
Florida	177	0.3	1,477	2.1	1,654	2.4
Other	3,190	4.5	11,835	16.7	15,025	21.2
Total home loan	7,098	10.1	28,184	39.8	35,282	49.9
Retail banking:						
Louisiana	1,234	1.7	0	0.0	1,234	1.7
New York	859	1.2	0	0.0	859	1.2
Texas	772	1.1	0	0.0	772	1.1
New Jersey	280	0.4	0	0.0	280	0.4
Maryland	125	0.1	17	0.1	142	0.2
Virginia	96	0.1	12	0.0	108	0.1
California	37	0.1	0	0.0	37	0.1
Other	184	0.3	7	0.0	191	0.3
Total retail banking	3,587	5.0	36	0.1	3,623	5.1
Total consumer banking	$ 42,537	60.1%	$ 28,225	39.9%	$ 70,762	100.0%

	December 31, 2013							
	Auto		Home Loan		Retail Banking		Total Consumer Banking	
(Dollars in millions)	Amount	Adjusted Rate[2]	Amount	Adjusted Rate[2]	Amount	Adjusted Rate[2]	Amount	Adjusted Rate[2]
Credit performance:								
30+ day delinquencies	$ 2,375	7.46%	$ 323	4.55%	$ 52	1.46%	$ 2,750	6.47%
90+ day delinquencies	194	0.61	239	3.37	23	0.66	456	1.07
Nonperforming loans	194	0.61	376	5.29	41	1.15	611	1.44

(1) Percentages by geographic region are calculated based on the total held-for-investment consumer banking loans as of the end of the reported period.

(2) Credit performance statistics exclude Acquired Loans, which were recorded at fair value at acquisition.

CAPITAL ONE FINANCIAL CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Table 4.6: Consumer Banking: Net Charge-offs

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2014		2013		2014		2013	
(Dollars in millions)	Amount	Rate[(1)]	Amount	Rate[(1)]	Amount	Rate[(1)]	Amount	Rate[(1)]
Net charge-offs:								
Auto	**$ 176**	**1.98%**	$ 152	2.01%	**$ 421**	**1.65%**	$ 366	1.69%
Home loan	**2**	**0.02**	5	0.06	**12**	**0.05**	13	0.04
Retail banking	**12**	**1.36**	13	1.38	**27**	**1.00**	44	1.58
Total consumer banking	**$ 190**	**1.07**	$ 170	0.95	**$ 460**	**0.87**	$ 423	0.77

(1) Calculated for each loan category by dividing annualized net charge-offs for the period by average loans held for investment during the period.

Home Loan

Our home loan portfolio consists of both first-lien and second-lien residential mortgage loans. In evaluating the credit quality and risk of our home loan portfolio, we continually monitor a variety of mortgage loan characteristics that may affect the default experience on our overall home loan portfolio, such as vintage, geographic concentrations, lien priority and product type. Certain loan concentrations have experienced higher delinquency rates as a result of the significant decline in home prices since the peak in 2006 and the rise in unemployment. These loan concentrations include loans originated between 2006 and 2008 in an environment of decreasing home sales, broadly declining home prices and more relaxed underwriting standards.

The following table presents the distribution of our home loan portfolio as of September 30, 2014 and December 31, 2013, based on selected key risk characteristics.

Table 4.7: Home Loan: Risk Profile by Vintage, Geography, Lien Priority and Interest Rate Type

	September 30, 2014					
	Loans		Acquired Loans		Total Home Loans	
(Dollars in millions)	Amount	% of Total[1]	Amount	% of Total[1]	Amount	% of Total[1]
Origination year:[2]						
< = 2005	$ 2,475	7.9%	$ 3,615	11.6%	$ 6,090	19.5%
2006	465	1.5	2,317	7.4	2,782	8.9
2007	329	1.1	4,889	15.6	5,218	16.7
2008	191	0.6	3,655	11.7	3,846	12.3
2009	109	0.3	2,139	6.9	2,248	7.2
2010	123	0.4	3,355	10.8	3,478	11.2
2011	230	0.7	3,745	12.0	3,975	12.7
2012	1,689	5.4	570	1.8	2,259	7.2
2013	676	2.2	87	0.3	763	2.5
2014	517	1.7	27	0.1	544	1.8
Total	$ 6,804	21.8%	$ 24,399	78.2%	$ 31,203	100.0%
Geographic concentration:[3]						
California	$ 945	3.0%	$ 6,270	20.1%	$ 7,215	23.1%
New York	1,389	4.5	1,117	3.6	2,506	8.1
Illinois	89	0.3	1,873	6.0	1,962	6.3
Maryland	438	1.4	1,324	4.2	1,762	5.6
New Jersey	344	1.1	1,250	4.0	1,594	5.1
Virginia	373	1.2	1,205	3.9	1,578	5.1
Florida	165	0.5	1,276	4.1	1,441	4.6
Arizona	90	0.3	1,265	4.1	1,355	4.4
Louisiana	1,203	3.8	40	0.1	1,243	3.9
Washington	101	0.4	1,102	3.5	1,203	3.9
Other	1,667	5.3	7,677	24.6	9,344	29.9
Total	$ 6,804	21.8%	$ 24,399	78.2%	$ 31,203	100.0%
Lien type:						
1st lien	$ 5,762	18.5%	$ 24,026	77.0%	$ 29,788	95.5%
2nd lien	1,042	3.3	373	1.2	1,415	4.5
Total	$ 6,804	21.8%	$ 24,399	78.2%	$ 31,203	100.0%
Interest rate type:						
Fixed rate	$ 2,440	7.8%	$ 2,994	9.6%	$ 5,434	17.4%
Adjustable rate	4,364	14.0	21,405	68.6	25,769	82.6
Total	$ 6,804	21.8%	$ 24,399	78.2%	$ 31,203	100.0%

CAPITAL ONE FINANCIAL CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

	December 31, 2013					
	Loans		Acquired Loans		Total Home Loans	
(Dollars in millions)	Amount	% of Total[(1)]	Amount	% of Total[(1)]	Amount	% of Total[(1)]
Origination year:[(2)]						
< = 2005	$ 2,868	8.1%	$ 4,025	11.4%	$ 6,893	19.5%
2006	521	1.5	2,465	7.0	2,986	8.5
2007	363	1.0	5,276	14.9	5,639	15.9
2008	212	0.6	4,084	11.6	4,296	12.2
2009	129	0.4	2,531	7.2	2,660	7.6
2010	142	0.4	4,251	12.1	4,393	12.5
2011	259	0.7	4,655	13.2	4,914	13.9
2012	1,918	5.4	805	2.3	2,723	7.7
2013	686	2.0	92	0.2	778	2.2
Total	$ 7,098	20.1%	$ 28,184	79.9%	$ 35,282	100.0%
Geographic concentration:[(3)]						
California	$ 1,010	2.9%	$ 7,153	20.3%	$ 8,163	23.2%
New York	1,502	4.2	1,265	3.6	2,767	7.8
Illinois	88	0.2	2,183	6.2	2,271	6.4
Maryland	418	1.2	1,495	4.2	1,913	5.4
New Jersey	362	1.0	1,409	4.0	1,771	5.0
Virginia	351	1.0	1,367	3.9	1,718	4.9
Florida	177	0.5	1,477	4.2	1,654	4.7
Arizona	91	0.3	1,439	4.1	1,530	4.4
Washington	100	0.3	1,302	3.7	1,402	4.0
Louisiana	1,282	3.6	47	0.1	1,329	3.7
Other	1,717	4.9	9,047	25.6	10,764	30.5
Total	$ 7,098	20.1%	$ 28,184	79.9%	$ 35,282	100.0%
Lien type:						
1st lien	$ 6,020	17.1%	$ 27,768	78.7%	$ 33,788	95.8%
2nd lien	1,078	3.0	416	1.2	1,494	4.2
Total	$ 7,098	20.1%	$ 28,184	79.9%	$ 35,282	100.0%
Interest rate type:						
Fixed rate	$ 2,478	7.0%	$ 3,434	9.7%	$ 5,912	16.7%
Adjustable rate	4,620	13.1	24,750	70.2	29,370	83.3
Total	$ 7,098	20.1%	$ 28,184	79.9%	$ 35,282	100.0%

(1) Percentages within each risk category are calculated based on total home loans held for investment.

(2) The Acquired Loans origination balances in the years subsequent to 2012 are related to refinancing of previously acquired home loans.

(3) Represents the ten states in which we have the highest concentration of home loans.

Commercial Banking

We evaluate the credit risk of commercial loans individually and use a risk-rating system to determine the credit quality of our commercial loans. We assign internal risk ratings to loans based on relevant information about the ability of borrowers to service their debt. In determining the risk rating of a particular loan, among the factors considered are the borrower’s current financial condition, historical credit performance, projected future credit performance, prospects for support from financially responsible guarantors, the estimated realizable value of any collateral and current economic trends. The ratings scale based on our internal risk-rating system is as follows:

- *Noncriticized:* Loans that have not been designated as criticized, frequently referred to as "pass" loans.

- *Criticized performing*: Loans in which the financial condition of the obligor is stressed, affecting earnings, cash flows or collateral values. The borrower currently has adequate capacity to meet near-term obligations; however, the stress, left unabated, may result in deterioration of the repayment prospects at some future date.

- *Criticized nonperforming:* Loans that are not adequately protected by the current net worth and paying capacity of the obligor or the collateral pledged, if any. Loans classified as criticized nonperforming have a well-defined weakness, or weaknesses, which jeopardize the repayment of the debt. These loans are characterized by the distinct possibility that we will sustain a credit loss if the deficiencies are not corrected and are generally placed on nonaccrual status.

We use our internal risk-rating system for regulatory reporting, determining the frequency of credit exposure reviews, and evaluating and determining the allowance for loan and lease losses for commercial loans. Loans of $1 million or more designated as criticized performing and criticized nonperforming are reviewed quarterly by management for further deterioration or improvement to determine if they are appropriately classified/graded and whether impairment exists. Noncriticized loans greater than $1 million are specifically reviewed, at least annually, to determine the appropriate loan grading. In addition, we evaluate the risk rating during the renewal process of any loan or if a loan becomes past due.

The following table presents the geographic distribution and internal risk ratings of our commercial loan portfolio as of September 30, 2014 and December 31, 2013.

Table 4.8: Commercial Banking: Risk Profile by Geographic Region and Internal Risk Rating

	September 30, 2014							
(Dollars in millions)	Commercial and Multifamily Real Estate	% of Total[1]	Commercial and Industrial	% of Total[1]	Small-ticket Commercial Real Estate	% of Total[1]	Total Commercial Banking	% of Total[1]
Geographic concentration:[2]								
Loans:								
Northeast	$ 15,188	66.3%	$ 6,458	24.8%	$ 506	61.5%	$ 22,152	44.5%
Mid-Atlantic	2,356	10.3	1,793	6.9	30	3.6	4,179	8.4
South	3,266	14.3	11,855	45.4	50	6.1	15,171	30.5
Other	2,022	8.8	5,818	22.3	236	28.8	8,076	16.2
Total loans excluding Acquired Loans	22,832	99.7	25,924	99.4	822	100.0	49,578	99.6
Acquired Loans	63	0.3	147	0.6	0	0.0	210	0.4
Total	$ 22,895	100.0%	$ 26,071	100.0%	$ 822	100.0%	$ 49,788	100.0%
Internal risk rating:[3]								
Loans:								
Noncriticized	$ 22,442	98.0%	$ 24,963	95.8%	$ 814	99.0%	$ 48,219	96.9%
Criticized performing	330	1.4	864	3.3	4	0.6	1,198	2.4
Criticized nonperforming	60	0.3	97	0.3	4	0.4	161	0.3
Total loans excluding acquired loans	22,832	99.7	25,924	99.4	822	100.0	49,578	99.6
Acquired Loans:								
Noncriticized	60	0.3	129	0.5	0	0.0	189	0.4
Criticized performing	3	0.0	18	0.1	0	0.0	21	0.0
Acquired Loans	63	0.3	147	0.6	0	0.0	210	0.4
Total	$ 22,895	100.0%	$ 26,071	100.0%	$ 822	100.0%	$ 49,788	100.0%

	December 31, 2013							
(Dollars in millions)	Commercial and Multifamily Real Estate	% of Total[1]	Commercial and Industrial	% of Total[1]	Small-ticket Commercial Real Estate	% of Total[1]	Total Commercial Banking	% of Total[1]
Geographic concentration:[2]								
Loans:								
Northeast	$ 14,543	70.1%	$ 5,800	24.9%	$ 582	61.3%	$ 20,925	46.4%
Mid-Atlantic	2,130	10.3	1,432	6.1	33	3.4	3,595	8.0
South	2,539	12.2	10,940	46.9	58	6.0	13,537	30.1
Other	1,454	7.0	4,959	21.3	279	29.3	6,692	14.9
Total loans excluding Acquired Loans	20,666	99.6	23,131	99.2	952	100.0	44,749	99.4
Acquired Loans	84	0.4	178	0.8	0	0.0	262	0.6
Total	$ 20,750	100.0%	$ 23,309	100.0%	$ 952	100.0%	$ 45,011	100.0%
Internal risk rating:[3]								
Loans:								
Noncriticized	$ 20,204	97.4%	$ 22,448	96.3%	$ 941	98.9%	$ 43,593	96.9%
Criticized performing	409	2.0	590	2.5	8	0.8	1,007	2.2
Criticized nonperforming	53	0.2	93	0.4	3	0.3	149	0.3
Total loans excluding acquired loans	20,666	99.6	23,131	99.2	952	100.0	44,749	99.4
Acquired Loans:								
Noncriticized	72	0.3	158	0.7	0	0.0	230	0.5
Criticized performing	12	0.1	20	0.1	0	0.0	32	0.1
Acquired Loans	84	0.4	178	0.8	0	0.0	262	0.6
Total	$ 20,750	100.0%	$ 23,309	100.0%	$ 952	100.0%	$ 45,011	100.0%

(1) Percentages calculated based on total held-for-investment commercial loans in each respective loan category as of the end of the reported period.

(2) Northeast consists of CT, ME, MA, NH, NJ, NY, PA and VT. Mid-Atlantic consists of DE, DC, MD, VA and WV. South consists of AL, AR, FL, GA, KY, LA, MS, MO, NC, SC, TN and TX.

(3) Criticized exposures correspond to the “Special Mention,” “Substandard” and “Doubtful” asset categories defined by banking regulatory authorities.

Impaired Loans

The following table presents information about our impaired loans, excluding the impact of Acquired Loans, which is reported separately as of September 30, 2014 and December 31, 2013, and for the three and nine months ended September 30, 2014 and 2013:

Table 4.9: Impaired Loans[(1)]

	September 30, 2014					
(Dollars in millions)	With an Allowance	Without an Allowance	Total Recorded Investment	Related Allowance	Net Recorded Investment	Unpaid Principal Balance
Credit Card:						
Domestic credit card	$ 553	$ 0	$ 553	$ 142	$ 411	$ 538
International credit card	153	0	153	80	73	147
Total credit card[(2)]	706	0	706	222	484	685
Consumer Banking:						
Auto[(3)]	204	195	399	18	381	648
Home loan	220	140	360	16	344	469
Retail banking	46	5	51	6	45	54
Total consumer banking	470	340	810	40	770	1,171
Commercial Banking:						
Commercial and multifamily real estate	166	25	191	21	170	211
Commercial and industrial	119	50	169	11	158	190
Total commercial lending	285	75	360	32	328	401
Small-ticket commercial real estate	1	4	5	0	5	5
Total commercial banking	286	79	365	32	333	406
Total	$ 1,462	$ 419	$ 1,881	$ 294	$ 1,587	$ 2,262

	Three Months Ended September 30, 2014		Nine Months Ended September 30, 2014	
(Dollars in millions)	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
Credit Card:				
Domestic credit card	$ 558	$ 14	$ 577	$ 44
International credit card	159	3	164	9
Total credit card[(2)]	717	17	741	53
Consumer Banking:				
Auto[(3)]	387	18	375	52
Home loan	382	1	392	4
Retail banking	60	1	74	2
Total consumer banking	829	20	841	58
Commercial Banking:				
Commercial and multifamily real estate	196	2	183	5
Commercial and industrial	175	1	177	3
Total commercial lending	371	3	360	8
Small-ticket commercial real estate	9	0	8	0
Total commercial banking	380	3	368	8
Total	$ 1,926	$ 40	$ 1,950	$ 119

	December 31, 2013					
(Dollars in millions)	With an Allowance	Without an Allowance	Total Recorded Investment	Related Allowance	Net Recorded Investment	Unpaid Principal Balance
Credit Card:						
Domestic credit card	$ 609	$ 0	$ 609	$ 154	$ 455	$ 593
International credit card	171	0	171	107	64	164
Total credit card[(2)]	780	0	780	261	519	757
Consumer Banking:						
Auto[(3)]	169	186	355	16	339	590
Home loan	244	150	394	18	376	561
Retail banking	46	40	86	10	76	105
Total consumer banking	459	376	835	44	791	1,256
Commercial Banking:						
Commercial and multifamily real estate	89	49	138	13	125	162
Commercial and industrial	94	91	185	12	173	220
Total commercial lending	183	140	323	25	298	382
Small-ticket commercial real estate	2	4	6	0	6	7
Total commercial banking	185	144	329	25	304	389
Total	$ 1,424	$ 520	$ 1,944	$ 330	$ 1,614	$ 2,402

	Three Months Ended September 30, 2013		Nine Months Ended September 30, 2013	
(Dollars in millions)	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
Credit Card:				
Domestic credit card	$ 627	$ 16	$ 656	$ 50
International credit card	168	3	169	8
Total credit card[(2)]	795	19	825	58
Consumer Banking:				
Auto[(3)]	332	16	330	46
Home loan	211	2	184	5
Retail banking	92	1	94	2
Total consumer banking	635	19	608	53
Commercial Banking:				
Commercial and multifamily real estate	195	0	237	0
Commercial and industrial	216	1	227	1
Total commercial lending	411	1	464	1
Small-ticket commercial real estate	14	0	19	0
Total commercial banking	425	1	483	1
Total	$ 1,855	$ 39	$ 1,916	$ 112

---

(1) Impaired loans include troubled debt restructurings ("TDRs"), all commercial NPLs, and home loans NPLs with a specific impairment.

(2) Credit card loans include finance charges and fees.

(3) Although auto loans from loan recovery inventory are not reported in our loans held for investment, they are included as impaired loans above since they are reported as TDRs.

TDRs accounted for $1.6 billion and $1.7 billion of impaired loans as of September 30, 2014 and December 31, 2013, respectively. Consumer TDRs classified as performing totaled $995 million and $1.1 billion as of September 30, 2014 and December 31, 2013, respectively. Commercial TDRs classified as performing totaled $204 million and $180 million as of September 30, 2014 and December 31, 2013, respectively.

As part of our loan modifications to borrowers experiencing financial difficulty, we may provide multiple concessions to minimize our economic loss and improve long-term loan performance and collectability. The following tables present the types, amounts and financial effects of loans modified and accounted for as TDRs during the period:

Table 4.10: Troubled Debt Restructurings

	Three Months Ended September 30, 2014						
		Reduced Interest Rate		Term Extension		Balance Reduction	
(Dollars in millions)	Total Loans Modified[1]	% of TDR Activity[2][3]	Average Rate Reduction[4]	% of TDR Activity[3][5]	Average Term Extension (Months)[6]	% of TDR Activity[3][7]	Gross Balance Reduction[8]
Credit Card:							
Domestic credit card	$ 68	100%	11.52%	0%	0	0%	$ 0
International credit card	35	100	25.41	0	0	0	0
Total credit card	103	100	16.12	0	0	0	0
Consumer Banking:							
Auto	88	40	1.70	64	9	35	28
Home loan	10	41	3.33	52	150	2	0
Retail banking	1	17	6.42	88	3	0	0
Total consumer banking	99	40	1.88	63	21	31	28
Commercial Banking:							
Commercial and multifamily real estate	1	0	0.00	0	0	0	0
Commercial and industrial	3	96	0.85	100	7	11	0
Total commercial lending	4	71	0.85	74	7	8	0
Small-ticket commercial real estate	0	0	0.00	0	0	0	0
Total commercial banking	4	71	0.85	74	7	8	0
Total	$ 206	70	11.94	32	20	15	$ 28

		Nine Months Ended September 30, 2014					
		Reduced Interest Rate		Term Extension		Balance Reduction	
(Dollars in millions)	Total Loans Modified[1]	% of TDR Activity[2][3]	Average Rate Reduction[4]	% of TDR Activity[3][5]	Average Term Extension (Months)[6]	% of TDR Activity[3][7]	Gross Balance Reduction[8]
Credit Card:							
Domestic credit card	**$ 199**	**100%**	**11.52%**	**0%**	**0**	**0%**	**$ 0**
International credit card	**116**	**100**	**25.35**	**0**	**0**	**0**	**0**
Total credit card	**315**	**100**	**16.60**	**0**	**0**	**0**	**0**
Consumer Banking:							
Auto	**234**	**37**	**1.24**	**63**	**9**	**36**	**75**
Home loan	**29**	**34**	**2.64**	**39**	**154**	**6**	**1**
Retail banking	**9**	**8**	**5.17**	**72**	**7**	**0**	**0**
Total consumer banking	**272**	**36**	**1.41**	**61**	**19**	**31**	**76**
Commercial Banking:							
Commercial and multifamily real estate	**67**	**31**	**1.26**	**92**	**7**	**6**	**2**
Commercial and industrial	**16**	**20**	**0.18**	**67**	**10**	**2**	**0**
Total commercial lending	**83**	**29**	**1.11**	**87**	**8**	**5**	**2**
Small-ticket commercial real estate	**1**	**0**	**0.00**	**0**	**0**	**0**	**0**
Total commercial banking	**84**	**28**	**1.11**	**86**	**8**	**5**	**2**
Total	**$ 671**	**65**	**12.34**	**36**	**16**	**13**	**$ 78**

		Three Months Ended September 30, 2013					
		Reduced Interest Rate		Term Extension		Balance Reduction	
(Dollars in millions)	Total Loans Modified[1]	% of TDR Activity[2][3]	Average Rate Reduction[4]	% of TDR Activity[3][5]	Average Term Extension (Months)[6]	% of TDR Activity[3][7]	Gross Balance Reduction[8]
Credit Card:							
Domestic credit card	$ 80	100%	11.24%	0%	0	0%	$ 0
International credit card	46	100	25.26	0	0	0	0
Total credit card	126	100	16.34	0	0	0	0
Consumer Banking:							
Auto	73	32	1.04	54	9	45	30
Home loan	10	45	3.33	58	25	13	0
Retail banking	6	9	3.89	60	6	0	0
Total consumer banking	89	31	1.45	55	11	38	30
Commercial Banking:							
Commercial and multifamily real estate	18	67	1.74	54	43	0	0
Commercial and industrial	15	0	0.00	100	7	0	0
Total commercial lending	33	36	1.74	75	21	0	0
Small-ticket commercial real estate	4	0	0.00	0	0	0	0
Total commercial banking	37	32	1.74	67	21	0	0
Total	$ 252	66	12.79	29	14	14	$ 30

(Dollars in millions)	Total Loans Modified[1]	Nine Months Ended September 30, 2013 — Reduced Interest Rate: % of TDR Activity[2][3]	Reduced Interest Rate: Average Rate Reduction[4]	Term Extension: % of TDR Activity[3][5]	Term Extension: Average Term Extension (Months)[6]	Balance Reduction: % of TDR Activity[3][7]	Balance Reduction: Gross Balance Reduction[8]
Credit Card:							
Domestic credit card	$ 234	100%	11.90%	0%	0	0%	$ 0
International credit card	144	100	24.89	0	0	0	0
Total credit card	378	100	16.85	0	0	0	0
Consumer Banking:							
Auto	196	31	1.53	54	9	45	79
Home loan	78	23	2.95	18	99	22	3
Retail banking	25	6	3.61	61	8	0	0
Total consumer banking	299	27	1.89	45	18	35	82
Commercial Banking:							
Commercial and multifamily real estate	50	24	1.74	76	16	0	0
Commercial and industrial	31	0	0.00	68	7	1	0
Total commercial lending	81	15	1.74	73	13	0	0
Small-ticket commercial real estate	5	0	0.00	0	0	0	0
Total commercial banking	86	14	1.74	69	13	0	0
Total	$ 763	62	13.93	25	16	14	$ 82

(1) Represents total loans modified and accounted for as TDRs during the period. Paydowns, net charge-offs and any other changes in the loan carrying value subsequent to the loan entering TDR status are not reflected.

(2) Represents percentage of loans modified and accounted for as TDRs during the period that were granted a reduced interest rate.

(3) Due to multiple concessions granted to some troubled borrowers, percentages may total more than 100% for certain loan types.

(4) Represents weighted average interest rate reduction for those loans that received an interest rate concession.

(5) Represents percentage of loans modified and accounted for as TDRs during the period that were granted a maturity date extension.

(6) Represents weighted average change in maturity date for those loans that received a maturity date extension.

(7) Represents percentage of loans modified and accounted for as TDRs during the period that were granted forgiveness or forbearance of a portion of their balance.

(8) Total amount represents the gross balance forgiven. For loans modified in bankruptcy, the gross balance reduction represents collateral value write downs associated with the discharge of the borrower's obligations.

TDR—Subsequent Defaults of Completed TDR Modifications

The following table presents the type, number and amount of loans accounted for as TDRs that experienced a default during the period and had completed a modification event in the twelve months prior to the default. A default occurs if the loan is either 90 days or more delinquent, has been charged-off as of the end of the period presented, or has been reclassified from accrual to nonaccrual status.

Table 4.11: TDR - Subsequent Defaults

	Three Months Ended September 30, 2014		Nine Months Ended September 30, 2014	
(Dollars in millions)	Number of Contracts	Total Loans	Number of Contracts	Total Loans
Credit Card:				
Domestic credit card	**9,882**	**$ 16**	**30,502**	**$ 47**
International credit card[1]	**9,109**	**24**	**29,513**	**84**
Total credit card	**18,991**	**40**	**60,015**	**131**
Consumer Banking:				
Auto	**1,674**	**18**	**4,672**	**49**
Home loan	**2**	**1**	**12**	**3**
Retail banking	**13**	**0**	**53**	**9**
Total consumer banking	**1,689**	**19**	**4,737**	**61**
Commercial Banking:				
Commercial and multifamily real estate	**0**	**0**	**4**	**6**
Commercial and industrial	**0**	**0**	**2**	**1**
Total commercial lending	**0**	**0**	**6**	**7**
Small-ticket commercial real estate	**18**	**0**	**26**	**3**
Total commercial banking	**18**	**0**	**32**	**10**
Total	**20,698**	**$ 59**	**64,784**	**$ 202**

	Three Months Ended September 30, 2013		Nine Months Ended September 30, 2013	
(Dollars in millions)	Number of Contracts	Total Loans	Number of Contracts	Total Loans
Credit Card:				
Domestic credit card	10,114	$ 16	28,957	$ 53
International credit card[1]	12,641	36	35,769	104
Total credit card	22,755	52	64,726	157
Consumer Banking:				
Auto	2,321	17	7,178	49
Home loan	7	1	25	2
Retail banking	41	3	99	5
Total consumer banking	2,369	21	7,302	56
Commercial Banking:				
Commercial and multifamily real estate	3	4	10	15
Commercial and industrial	13	11	20	19
Total commercial lending	16	15	30	34
Small-ticket commercial real estate	0	0	1	0
Total commercial banking	16	15	31	34
Total	25,140	$ 88	72,059	$ 247

(1) The regulatory regime in the U.K. requires U.K. credit card businesses to accept payment plan proposals even when the proposed payments are less than the contractual minimum amount. As a result, loans entering long-term TDR payment programs in the U.K. typically continue to age and ultimately charge-off even when fully in compliance with the TDR program terms.

Acquired Loans Accounted for Based on Expected Cash Flows

Outstanding Balance and Carrying Value of Acquired Loans

The table below presents the outstanding contractual balance and the carrying value of loans from the CCB, ING Direct and 2012 U.S. card acquisitions accounted for based on expected cash flows as of September 30, 2014 and December 31, 2013. The table separately displays loans considered credit-impaired at acquisition and loans not considered credit-impaired at acquisition.

Table 4.12: Acquired Loans Accounted for Based on Expected Cash Flows

	September 30, 2014			December 31, 2013		
(Dollars in millions)	Total	Impaired Loans	Non-Impaired Loans	Total	Impaired Loans	Non-Impaired Loans
Contractual balance	**$ 26,472**	**$ 4,434**	**$ 22,038**	$ 30,565	$ 5,016	$ 25,549
Carrying value[1]	**24,712**	**2,961**	**21,751**	28,580	3,285	25,295

(1) Includes $23 million and $38 million of allowance for loan and lease losses for these loans as of September 30, 2014 and December 31, 2013, respectively.

Changes in Accretable Yield

The following table presents changes in the accretable yield on loans related to the CCB, ING Direct, and 2012 U.S. card acquisitions:

Table 4.13: Changes in Accretable Yield on Acquired Loans

(Dollars in millions)	Total Loans	Impaired Loans	Non-Impaired Loans
Accretable yield as of December 31, 2012	$ 6,208	$ 1,899	$ 4,309
Accretion recognized in earnings	(1,182)	(427)	(755)
Reclassifications from nonaccretable difference for loans with improving cash flows[1]	1,005	629	376
Increases in accretable yield for non-credit related changes in expected cash flows[2]	389	13	376
Accretable yield as of December 31, 2013	$ 6,420	$ 2,114	$ 4,306
Accretion recognized in earnings	**(799)**	**(295)**	**(504)**
Reclassifications from nonaccretable difference for loans with improving cash flows[1]	**105**	**89**	**16**
(Reductions) increases in accretable yield for non-credit related changes in expected cash flows[2]	**(192)**	**(299)**	**107**
Accretable yield as of September 30, 2014	**$ 5,534**	**$ 1,609**	**$ 3,925**

(1) Represents increases in accretable yields for those pools that are driven primarily by improved credit performance.

(2) Represents changes in accretable yields for those pools that are driven primarily by changes in actual and estimated prepayments.

Unfunded Lending Commitments

We manage the potential risk in credit commitments by limiting the total amount of arrangements, both by individual customer and in total, by monitoring the size and maturity structure of these portfolios and by applying the same credit standards for all of our credit activities. Unused credit card lines available to our customers totaled $289.1 billion and $276.7 billion as of September 30, 2014 and December 31, 2013, respectively. While these amounts represented the total available unused credit card lines, we have not experienced and do not anticipate that all of our customers will access their entire available line at any given point in time.

In addition to available unused credit card lines, we enter into commitments to extend credit that are legally binding conditional agreements having fixed expirations or termination dates and specified interest rates and purposes. These commitments generally require customers to maintain certain credit standards. Collateral requirements and loan-to-value ("LTV") ratios are the same as those for funded transactions and are established based on management's credit assessment of the customer. These commitments may expire without being drawn upon; therefore, the total commitment amount does not necessarily represent future funding requirements. The outstanding unfunded commitments to extend credit, other than credit card lines, were approximately $23.5 billion and $20.9 billion as of September 30, 2014 and December 31, 2013, respectively.

NOTE 5—ALLOWANCE FOR LOAN AND LEASE LOSSES

Our allowance for loan and lease losses represents management's best estimate of incurred loan and lease losses inherent in our loans held for investment portfolio as of each balance sheet date. In addition to the allowance for loan and lease losses, we also estimate probable losses related to unfunded lending commitments, such as letters of credit, financial guarantees, and binding unfunded loan commitments. The provision for unfunded lending commitments is included in the provision for credit losses on our consolidated statements of income and the related reserve for unfunded lending commitments is included in other liabilities on our consolidated balance sheets.

See "Note 1—Summary of Significant Accounting Policies" of our 2013 Form 10-K for further discussion on the methodology and policy for determining our allowance for loan and lease losses for each of our loan portfolio segments.

Allowance for Loan and Lease Losses Activity

The allowance for loan and lease losses is increased through the provision for credit losses and reduced by net charge-offs. The provision for credit losses, which is charged to earnings, reflects credit losses we believe have been incurred and will eventually be reflected over time in our net charge-offs. Charge-offs of uncollectible amounts are deducted from the allowance for loan and lease losses and subsequent recoveries are included. The table below summarizes changes in the allowance for loan and lease losses, by portfolio segment, for the three and nine months ended September 30, 2014 and 2013:

Table 5.1: Allowance for Loan and Lease Losses

	Three Months Ended September 30, 2014									
		Consumer Banking								
(Dollars in millions)	Credit Card	Auto	Home Loan	Retail Banking	Total Consumer Banking	Commercial Banking	Other[1]	Total Allowance	Unfunded Lending Commitments Reserve	Combined Allowance & Unfunded Reserve
Balance as of June 30, 2014	$ 2,858	$ 642	$ 67	$ 56	$ 765	$ 368	$ 7	$ 3,998	$ 102	$ 4,100
Provision for credit losses	**787**	**194**	**(9)**	**13**	**198**	**4**	**(1)**	**988**	**5**	**993**
Charge-offs	**(885)**	**(245)**	**(4)**	**(15)**	**(264)**	**(4)**	**(2)**	**(1,155)**	**0**	**(1,155)**
Recoveries	**313**	**69**	**2**	**3**	**74**	**10**	**2**	**399**	**0**	**399**
Net charge-offs	**(572)**	**(176)**	**(2)**	**(12)**	**(190)**	**6**	**0**	**(756)**	**0**	**(756)**
Other changes[2]	**(16)**	**0**	**(1)**	**0**	**(1)**	**0**	**(1)**	**(18)**	**0**	**(18)**
Balance as of September 30, 2014	**$ 3,057**	**$ 660**	**$ 55**	**$ 57**	**$ 772**	**$ 378**	**$ 5**	**$ 4,212**	**$ 107**	**$ 4,319**

	Nine Months Ended September 30, 2014									
		Consumer Banking								
(Dollars in millions)	Credit Card	Auto	Home Loan	Retail Banking	Total Consumer Banking	Commercial Banking	Other[1]	Total Allowance	Unfunded Lending Commitments Reserve	Combined Allowance & Unfunded Reserve
Balance as of December 31, 2013	$ 3,214	$ 606	$ 83	$ 63	$ 752	$ 338	$ 11	$ 4,315	$ 87	$ 4,402
Provision for credit losses	**1,894**	**475**	**(15)**	**21**	**481**	**41**	**(4)**	**2,412**	**20**	**2,432**
Charge-offs	**(2,975)**	**(633)**	**(23)**	**(44)**	**(700)**	**(19)**	**(8)**	**(3,702)**	**0**	**(3,702)**
Recoveries	**938**	**212**	**11**	**17**	**240**	**18**	**7**	**1,203**	**0**	**1,203**
Net charge-offs	**(2,037)**	**(421)**	**(12)**	**(27)**	**(460)**	**(1)**	**(1)**	**(2,499)**	**0**	**(2,499)**
Other changes[2]	**(14)**	**0**	**(1)**	**0**	**(1)**	**0**	**(1)**	**(16)**	**0**	**(16)**
Balance as of September 30, 2014	**$ 3,057**	**$ 660**	**$ 55**	**$ 57**	**$ 772**	**$ 378**	**$ 5**	**$ 4,212**	**$ 107**	**$ 4,319**

CAPITAL ONE FINANCIAL CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

	Three Months Ended September 30, 2013									
		Consumer Banking								
(Dollars in millions)	Credit Card	Auto	Home Loan	Retail Banking	Total Consumer Banking	Commercial Banking	Other[1]	Total Allowance	Unfunded Lending Commitments Reserve	Combined Allowance & Unfunded Reserve
Balance as of June 30, 2013	$ 3,349	$ 537	$ 79	$ 86	$ 702	$ 338	$ 18	$ 4,407	$ 69	$ 4,476
Provision for credit losses	617	200	5	(3)	202	11	(1)	829	20	849
Charge-offs	(1,036)	(210)	(6)	(18)	(234)	(17)	(7)	(1,294)	0	(1,294)
Recoveries	302	58	1	5	64	9	2	377	0	377
Net charge-offs	(734)	(152)	(5)	(13)	(170)	(8)	(5)	(917)	0	(917)
Other change[2]	13	0	(1)	0	(1)	0	2	14	0	14
Balance as of September 30, 2013	$ 3,245	$ 585	$ 78	$ 70	$ 733	$ 341	$ 14	$ 4,333	$ 89	$ 4,422

	Nine Months Ended September 30, 2013									
		Consumer Banking								
(Dollars in millions)	Credit Card	Auto	Home Loan	Retail Banking	Total Consumer Banking	Commercial Banking	Other[1]	Total Allowance	Unfunded Lending Commitments Reserve	Combined Allowance & Unfunded Reserve
Balance as of December 31, 2012	$ 3,979	$ 486	$ 113	$ 112	$ 711	$ 433	$ 33	$ 5,156	$ 35	$ 5,191
Provision for credit losses	2,073	464	(22)	2	444	(73)	(2)	2,442	54	2,496
Charge-offs	(3,479)	(545)	(18)	(62)	(625)	(43)	(22)	(4,169)	0	(4,169)
Recoveries	973	179	5	18	202	24	5	1,204	0	1,204
Net charge-offs	(2,506)	(366)	(13)	(44)	(423)	(19)	(17)	(2,965)	0	(2,965)
Other changes[2]	(301)	1	0	0	1	0	0	(300)	0	(300)
Balance as of September 30, 2013	$ 3,245	$ 585	$ 78	$ 70	$ 733	$ 341	$ 14	$ 4,333	$ 89	$ 4,422

(1) Other consists of our discontinued GreenPoint mortgage operations loan portfolio and our community redevelopment loan portfolio.

(2) Primarily represents foreign currency translation adjustments and the net impact of loan transfers and sales. In the first quarter of 2013, the allowance for loan and lease losses was reduced by $289 million attributable to the transfer of the Best Buy loan portfolio from loans held for investment to loans held for sale, which was subsequently sold in the third quarter of 2013.

Components of Allowance for Loan and Lease Losses by Impairment Methodology

The table below presents the components of our allowance for loan and lease losses, by portfolio segment and impairment methodology, and the recorded investment of the related loans as of September 30, 2014 and December 31, 2013:

Table 5.2: Components of Allowance for Loan and Lease Losses by Impairment Methodology

	September 30, 2014							
		Consumer Banking						
(Dollars in millions)	Credit Card	Auto	Home Loan	Retail Banking	Total Consumer Banking	Commercial Banking	Other	Total
Allowance for loan and lease losses by impairment methodology:								
Collectively evaluated[1]	**$ 2,835**	**$ 642**	**$ 17**	**$ 50**	**$ 709**	**$ 346**	**$ 5**	**$ 3,895**
Asset-specific[2]	**222**	**18**	**16**	**6**	**40**	**32**	**0**	**294**
Acquired Loans[3]	**0**	**0**	**22**	**1**	**23**	**0**	**0**	**23**
Total allowance for loan and lease losses	**$ 3,057**	**$ 660**	**$ 55**	**$ 57**	**$ 772**	**$ 378**	**$ 5**	**$ 4,212**
Loans held for investment by impairment methodology:								
Collectively evaluated[1]	**$ 79,897**	**$ 36,049**	**$ 6,444**	**$ 3,506**	**$ 45,999**	**$ 49,213**	**$ 112**	**$ 175,221**
Asset-specific[2]	**706**	**204**	**360**	**51**	**615**	**365**	**0**	**1,686**
Acquired Loans[3]	**28**	**1**	**24,399**	**47**	**24,447**	**210**	**0**	**24,685**
Total loans held for investment	**$ 80,631**	**$ 36,254**	**$ 31,203**	**$ 3,604**	**$ 71,061**	**$ 49,788**	**$ 112**	**$ 201,592**
Allowance as a percentage of period-end loans held for investment	**3.79%**	**1.82%**	**0.18%**	**1.57%**	**1.09%**	**0.76%**	**5.00%**	**2.09%**

	December 31, 2013							
		Consumer Banking						
(Dollars in millions)	Credit Card	Auto	Home Loan	Retail Banking	Total Consumer Banking	Commercial Banking	Other	Total
Allowance for loan and lease losses by impairment methodology:								
Collectively evaluated[1]	$ 2,953	$ 590	$ 27	$ 53	$ 670	$ 313	$ 11	$ 3,947
Asset-specific[2]	261	16	18	10	44	25	0	330
Acquired Loans[3]	0	0	38	0	38	0	0	38
Total allowance for loan and lease losses	$ 3,214	$ 606	$ 83	$ 63	$ 752	$ 338	$ 11	$ 4,315
Loans held for investment by impairment methodology:								
Collectively evaluated[1]	$ 80,462	$ 31,683	$ 6,704	$ 3,501	$ 41,888	$ 44,420	$ 121	$ 166,891
Asset-specific[2]	780	169	394	86	649	329	0	1,758
Acquired Loans[3]	63	5	28,184	36	28,225	262	0	28,550
Total loans held for investment	$ 81,305	$ 31,857	$ 35,282	$ 3,623	$ 70,762	$ 45,011	$ 121	$ 197,199
Allowance as a percentage of period-end loans held for investment	3.95%	1.90%	0.24%	1.74%	1.06%	0.75%	9.09%	2.19%

---

(1) The component of the allowance for loan and lease losses for credit card and other consumer loans that we collectively evaluate for impairment is based on a statistical calculation supplemented by management judgment and interpretation. The component of the allowance for loan and lease losses for commercial loans, which we collectively evaluate for impairment, is based on historical loss experience for loans with similar characteristics and consideration of credit quality supplemented by management judgment and interpretation.

(2) The asset-specific component of the allowance for loan and lease losses for smaller-balance impaired loans is calculated on a pool basis using historical loss experience for the respective class of assets. The asset-specific component of the allowance for loan and lease losses for larger-balance commercial loans is individually calculated for each loan.

(3) The Acquired Loans component of the allowance for loan and lease losses is accounted for based on expected cash flows. See "Note 4—Loans" for details on these loans.

NOTE 6—VARIABLE INTEREST ENTITIES AND SECURITIZATIONS

In the normal course of business, we enter into various types of transactions with entities that are considered to be VIEs. Our primary involvement with VIEs has been related to our securitization transactions in which we transferred assets from our balance sheet to securitization trusts. We have primarily securitized credit card loans and home loans, which have provided a source of funding for us and enabled us to transfer a certain portion of the economic risk of the loans or debt securities to third parties.

The entity that has a controlling financial interest in a VIE is referred to as the primary beneficiary and is required to consolidate the VIE. The majority of the VIEs in which we are involved have been consolidated in our financial statements.

Summary of Consolidated and Unconsolidated VIEs

The table below presents a summary of VIEs, aggregated based on VIEs with similar characteristics, in which we had continuing involvement or held a variable interest as of September 30, 2014 and December 31, 2013. We separately present information for consolidated and unconsolidated VIEs.

For consolidated VIEs, we present the carrying amount of assets and liabilities reflected on our consolidated balance sheets. The assets of consolidated VIEs primarily consist of cash and loans, which we report on our consolidated balance sheets under restricted cash and restricted loans, respectively, for securitization investors. The assets of a particular VIE are the primary source of funds to settle its obligations. The creditors of the VIEs typically do not have recourse to the general credit of the Company. The liabilities primarily consist of debt securities issued by the VIEs, which we report under securitized debt obligations. For unconsolidated VIEs, we present the carrying amount of assets and liabilities reflected on our consolidated balance sheets and our maximum exposure to loss. Our maximum exposure to loss is estimated based on the unlikely event that all of the assets in the VIEs become worthless and we are required to meet our maximum remaining funding obligations.

Table 6.1: Carrying Amount of Consolidated and Unconsolidated VIEs[1]

	September 30, 2014				
	Consolidated		Unconsolidated		
(Dollars in millions)	Carrying Amount of Assets	Carrying Amount of Liabilities	Carrying Amount of Assets	Carrying Amount of Liabilities	Maximum Exposure to Loss
Securitization-related VIEs:					
Credit card loan securitizations[2]	**$ 36,976**	**$ 11,239**	**$ 0**	**$ 0**	**$ 0**
Home loan securitizations[3]	**0**	**0**	**203**	**33**	**858**
Total securitization-related VIEs	**36,976**	**11,239**	**203**	**33**	**858**
Other VIEs:					
Affordable housing entities	**0**	**0**	**3,250**	**443**	**3,250**
Entities that provide capital to low-income and rural communities	**391**	**99**	**1**	**0**	**1**
Other	**6**	**0**	**80**	**0**	**80**
Total other VIEs	**397**	**99**	**3,331**	**443**	**3,331**
Total VIEs	**$ 37,373**	**$ 11,338**	**$ 3,534**	**$ 476**	**$ 4,189**

CAPITAL ONE FINANCIAL CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

	December 31, 2013				
	Consolidated		Unconsolidated		
(Dollars in millions)	Carrying Amount of Assets	Carrying Amount of Liabilities	Carrying Amount of Assets	Carrying Amount of Liabilities	Maximum Exposure to Loss
Securitization-related VIEs:					
Credit card loan securitizations[2]	$ 40,422	$ 12,671	$ 0	$ 0	$ 0
Home loan securitizations[3]	0	0	199	15	702
Total securitization-related VIEs	40,422	12,671	199	15	702
Other VIEs:					
Affordable housing entities	0	0	2,969	463	2,969
Entities that provide capital to low-income and rural communities	389	98	1	0	1
Other	1	1	95	0	95
Total other VIEs	390	99	3,065	463	3,065
Total VIEs	$ 40,812	$ 12,770	$ 3,264	$ 478	$ 3,767

(1) In the first quarter of 2014, we adopted the proportional amortization method of accounting for Investments in Qualified Affordable Housing Projects. See “Note 1—Summary of Significant Accounting Policies” for additional information. Prior periods have been recast to conform to this presentation.

(2) Represents the gross assets and liabilities owned by the VIE, which includes seller’s interest and retained and repurchased notes held by other related parties.

(3) The carrying amount of assets of unconsolidated securitization-related VIEs consists of retained interests associated with the securitization of option-adjustable rate mortgage loans (“option-ARM”) and letters of credit related to manufactured housing securitizations. These are reported on our consolidated balance sheets under other assets. The carrying amount of liabilities of unconsolidated securitization-related VIEs is comprised of obligations on certain swap agreements associated with the securitization of manufactured housing loans and other obligations. These are reported on our consolidated balance sheets under other liabilities.

Securitization-Related VIEs

In a securitization transaction, assets from our balance sheet are transferred to a trust we establish, which typically meets the definition of a VIE. Our continuing involvement in the majority of our securitization transactions consists primarily of holding certain retained interests and acting as the primary servicer. We have the option to repurchase receivables from the trust if the outstanding balance of the receivables falls to a level where the cost exceeds the benefits of servicing such receivables. In some cases, we are contractually required to exercise the repurchase option if the primary servicer fails to do so. We also may have exposure associated with contractual obligations to repurchase previously transferred loans due to breaches of representations and warranties. See “Note 14—Commitments, Contingencies, Guarantees, and Others” for information related to reserves we have established for our mortgage representation and warranty exposure.

The table below presents the securitization-related VIEs in which we had continuing involvement as of September 30, 2014 and December 31, 2013:

Table 6.2: Continuing Involvement in Securitization-Related VIEs

	Non-Mortgage	Mortgage		
(Dollars in millions)	Credit Card	Option ARM	GreenPoint HELOCs	GreenPoint Manufactured Housing
September 30, 2014:				
Securities held by third-party investors	**$ 10,508**	**$ 2,094**	**$ 102**	**$ 912**
Receivables in the trust	**36,571**	**2,165**	**97**	**918**
Cash balance of spread or reserve accounts	**0**	**8**	**0**	**143**
Retained interests	**Yes**	**Yes**	**Yes**	**Yes**
Servicing retained	**Yes**	**Yes** [(1)]	**No**	**No** [(2)]
Amortization event[(3)]	**No**	**No**	**No**	**No**
December 31, 2013:				
Securities held by third-party investors	$ 10,289	$ 2,320	$ 122	$ 994
Receivables in the trust	39,548	2,399	116	1,000
Cash balance of spread or reserve accounts	3	8	N/A	144
Retained interests	Yes	Yes	Yes	Yes
Servicing retained	Yes	Yes [(1)]	Yes [(1)]	No [(2)]
Amortization event[(3)]	No	No	No	No

(1) We retained servicing of the outstanding balance for a portion of securitized mortgage receivables.

(2) The core servicing activities for the manufactured housing securitizations are completed by a third party.

(3) Amortization events vary according to each specific trust agreement but generally are triggered by declines in performance or credit metrics such as net charge-off rates or delinquency rates below certain predetermined thresholds. Generally, the occurrence of an amortization event changes the sequencing and amount of trust-related cash flows to the benefit of senior noteholders.

Non-Mortgage Securitizations

As of September 30, 2014 and December 31, 2013, we were deemed to be the primary beneficiary of all of our non-mortgage securitization trusts. Accordingly, all of these trusts have been consolidated in our financial statements.

Mortgage Securitizations

Option-ARM Loans

We had previously securitized option-ARM mortgage loans by transferring the mortgage loans to securitization trusts that had issued mortgage-backed securities to investors. The outstanding balance of debt securities held by third-party investors related to our mortgage loan securitization trusts was $2.1 billion and $2.3 billion as of September 30, 2014 and December 31, 2013, respectively.

We continue to service a portion of the outstanding balance of securitized mortgage receivables. We also retain rights to future cash flows arising from the receivables, the most significant being certificated interest-only bonds issued by the trusts. We generally estimate the fair value of these retained interests based on the estimated present value of expected future cash flows from securitized and sold receivables, using our best estimates of the key assumptions which include credit losses, prepayment speeds and discount rates commensurate with the risks involved. For the trusts that we continue to service, we do not consolidate these entities because we do not have the right to receive benefits that could potentially be significant nor the obligation to absorb losses that could potentially be significant to the trusts. For the remaining trusts, for which we no longer service the underlying mortgage loans, we do not consolidate these entities because we do not have the power to direct the activities that most significantly impact the economic performance of the trusts.

In connection with the securitization of certain option-ARM loans, a third party is obligated to advance a portion of any "negative amortization" resulting from monthly payments that are less than the interest accrued for that payment period. We have an agreement in place with the third party that mirrors this advance requirement. The amount advanced is tracked through mortgage-backed securities retained as part of the securitization transaction. As advances occur, we record an asset in the form of negative amortization bonds, which are held at fair value in other assets on our consolidated balance sheets. Our maximum exposure is affected by rate caps and monthly payment change caps, but the funding obligation cannot exceed the difference between the original loan balance multiplied by a preset negative amortization cap and the current unpaid principal balance. We have also entered into certain derivative contracts related to the securitization activities. These are classified as free-standing derivatives, with fair value adjustments recorded in non-interest income. See "Note 9—Derivative Instruments and Hedging Activities" for further details on these derivatives.

GreenPoint Mortgage Home Equity Lines of Credit ("HELOCs")

Our discontinued wholesale mortgage banking unit, GreenPoint, previously sold home equity lines of credit in whole loan sales and subsequently acquired residual interests in certain trusts which securitized some of those loans. As the residual interest holder, GreenPoint is required to fund advances on the home equity lines of credit when certain performance triggers are met due to deterioration in asset performance. We have funded cumulative advances of $30 million and $29 million as of September 30, 2014 and December 31, 2013, respectively. These advances are generally expensed as funded due to the low likelihood of recovery. We also have unfunded commitments of $7 million related to those interests for our non-consolidated VIEs as of both September 30, 2014 and December 31, 2013.

GreenPoint Credit Manufactured Housing

We retain the primary obligation for certain provisions of corporate guarantees, recourse sales and clean-up calls related to the discontinued manufactured housing operations of GreenPoint Credit, LLC, which was a subsidiary of GreenPoint and was sold to a third party in 2004. Although we are the primary obligor, recourse obligations related to aforementioned whole loan sales, commitments to exercise mandatory clean-up calls on certain securitization transactions and servicing were transferred to a third party in the sale transaction. We do not consolidate the trusts used for the securitization of manufactured housing loans because we do not have the power to direct the activities that most significantly impact the economic performance of the trusts since we no longer service the loans.

We were required to fund letters of credit in 2004 to cover losses and are obligated to fund future amounts under swap agreements for certain transactions. We have the right to receive any funds remaining in the letters of credit after the securities are released.

The unpaid principal balance of manufactured housing securitization transactions where we are the residual interest holder was $918 million and $1.0 billion as of September 30, 2014 and December 31, 2013, respectively. In the event the third-party servicer does not fulfill on its obligation to exercise the clean-up calls on certain transactions, the obligation reverts to us and we would assume approximately $420 million of loans receivable upon our execution of the clean-up call with the requirement to absorb any losses on the loans receivable.

We monitor the underlying assets for trends in delinquencies and related losses and review the purchaser's financial strength as well as servicing performance. These factors are considered in assessing the adequacy of the liabilities established for these obligations and the valuations of the assets.

Other VIEs

Affordable Housing Entities

As part of our community reinvestment initiatives, we invest in private investment funds that make equity investments in multi-family affordable housing properties. We receive affordable housing tax credits for these investments. The activities of these entities are financed with a combination of invested equity capital and debt. For those investment funds considered to be VIEs, we are not required to consolidate them if we do not have the power to direct the activities that most significantly impact the economic performance of those entities. We record our interests in these unconsolidated VIEs in loans held for investment, other assets and other liabilities on our consolidated balance sheets. Our interests consisted of assets of approximately $3.3 billion and $3.0 billion as of September 30, 2014 and December 31, 2013, respectively. Our maximum exposure to these entities is limited to our variable interests in the entities and was $3.3 billion and $3.0 billion as of September 30, 2014 and December 31, 2013, respectively. The creditors of the VIEs have no recourse to our general credit and we do not provide additional financial or other support other than during the period that we are contractually required to provide. The total assets of the unconsolidated VIE investment funds were $10.0 billion and $9.8 billion as of September 30, 2014 and December 31, 2013, respectively.

Entities that Provide Capital to Low-Income and Rural Communities

We hold variable interests in entities ("Investor Entities") that invest in community development entities ("CDEs") that provide debt financing to businesses and non-profit entities in low-income and rural communities. Variable interests in the CDEs held by the consolidated Investor Entities are also our variable interests. The activities of the Investor Entities are financed with a combination of invested equity capital and debt. The activities of the CDEs are financed solely with invested equity capital. We receive federal and state tax credits for these investments. We consolidate the VIEs in which we have the power to direct the activities that most significantly impact the VIE's economic performance and the obligation to absorb losses or right to receive benefits that could be potentially significant to the VIE. We have also consolidated other investments and CDEs that we do not consider VIEs. The assets of the VIEs that we consolidated, which totaled approximately $391 million and $389 million as of September 30, 2014 and December 31, 2013, respectively, are reflected on our consolidated balance sheets in cash, loans held for investment, interest receivable and other assets. The liabilities are reflected in other liabilities. The creditors of the VIEs have no recourse to our general credit. We have not provided additional financial or other support other than during the period that we are contractually required to provide.

Other

Other VIEs primarily includes a variable interest that we hold in a trust that has a royalty interest in certain oil and gas properties. The activities of the trust are financed solely with debt. The total assets of the trust were $172 million and $204 million as of September 30, 2014 and December 31, 2013, respectively. We were not required to consolidate the trust because we do not have the power to direct the activities of the trust that most significantly impact the trust's economic performance. Our retained interest in the trust, which totaled approximately $80 million and $93 million as of September 30, 2014 and December 31, 2013, respectively, is reflected on our consolidated balance sheets under loans held for investment. Our maximum exposure to this entity is limited to our variable interest of $80 million and $93 million as of September 30, 2014 and December 31, 2013, respectively. The creditors of the trust have no recourse to our general credit. We have not provided additional financial or other support other than during the period that we are contractually required to provide.

NOTE 7—GOODWILL AND OTHER INTANGIBLE ASSETS

The table below displays the components of goodwill, other intangible assets and mortgage serving rights (“MSRs”) as of September 30, 2014 and December 31, 2013. Goodwill is presented separately on our consolidated balance sheets. Other intangible assets and MSRs are included in other assets on our consolidated balance sheets.

Table 7.1: Components of Goodwill, Other Intangible Assets and MSRs

	September 30, 2014			December 31, 2013		
(Dollars in millions)	Carrying Amount of Assets[1]	Accumulated Amortization[1]	Net Carrying Amount	Carrying Amount of Assets[1]	Accumulated Amortization[1]	Net Carrying Amount
Goodwill	**$ 13,970**	**N/A**	**$ 13,970**	$ 13,978	N/A	$ 13,978
Other intangible assets:						
Purchased credit card relationship intangibles (“PCCR”)	**2,125**	**$ (1,066)**	**1,059**	2,125	$ (784)	1,341
Core deposit intangibles	**1,771**	**(1,540)**	**231**	1,771	(1,440)	331
Other[2]	**301**	**(151)**	**150**	316	(139)	177
Total other intangible assets	**4,197**	**(2,757)**	**1,440**	4,212	(2,363)	1,849
Total goodwill and other intangible assets	**$ 18,167**	**$ (2,757)**	**$ 15,410**	$ 18,190	$ (2,363)	$ 15,827
MSRs:						
Consumer MSRs[3]	**$ 58**	**N/A**	**$ 58**	$ 73	N/A	$ 73
Commercial MSRs[4]	**153**	**$ (18)**	**135**	135	$ (3)	132
Total MSRs	**$ 211**	**$ (18)**	**$ 193**	$ 208	$ (3)	$ 205

(1) Certain intangible assets that were fully amortized in prior periods were removed from our balance sheet.

(2) Primarily consists of brokerage relationship intangibles, partnership and other contract intangibles and trademark/name intangibles. Also includes certain indefinite-lived intangibles of $4 million as of September 30, 2014 and December 31, 2013, respectively.

(3) Represent MSRs related to our consumer business that are carried at fair value on our consolidated financial statements.

(4) Represent MSRs related to our commercial business that are subsequently measured under the amortization method and periodically assessed for impairment. None of these MSRs were impaired during the nine months ended September 30, 2014 and no valuation allowance was recorded as of September 30, 2014 and December 31, 2013.

Amortization expense for amortizable intangible assets, which is presented separately on our consolidated statements of income, totaled $130 million and $409 million for the three and nine months ended September 30, 2014, respectively, and $161 million and $505 million for the three and nine months ended September 30, 2013, respectively.

Goodwill

The following table presents goodwill attributable to each of our business segments as of September 30, 2014 and December 31, 2013.

Table 7.2: Goodwill Attributable to Business Segments

(Dollars in millions)	Credit Card	Consumer Banking	Commercial Banking	Total
Balance as of December 31, 2013	$ 5,005	$ 4,585	$ 4,388	$ 13,978
Acquisitions	**0**	**0**	**0**	**0**
Other adjustments	**(2)**	**(1)**	**(5)**	**(8)**
Balance as of September 30, 2014	**$ 5,003**	**$ 4,584**	**$ 4,383**	**$ 13,970**

NOTE 8—DEPOSITS AND BORROWINGS

Deposits

Our deposits, which are our largest source of funding for our operations and asset growth, consist of non-interest bearing and interest-bearing deposits, including demand, money market, certificates of deposits, negotiable order of withdrawal ("NOW") and savings accounts.

Securitized and Unsecured Debt Obligations

We use a variety of funding sources other than deposits, including short-term borrowings, the issuance of senior and subordinated notes and other borrowings, and securitization transactions. In addition, we utilize FHLB advances, which are secured by certain portions of our loan and investment securities portfolios, for our funding needs. The securitization debt obligations are separately presented on our consolidated balance sheets, while federal funds purchased and securities loaned or sold under agreements to repurchase, senior and subordinated notes and other borrowings, including FHLB advances, are included in other debt on our consolidated balance sheets.

Securitized Debt Obligations

Our outstanding borrowings due to securitization investors were $10.5 billion and $10.3 billion of September 30, 2014 and December 31, 2013, respectively. During the first nine months of 2014, $3.0 billion of new debt was issued to third-party investors from the loan securitization trusts, offset by $2.8 billion of debt maturities.

Senior and Subordinated Notes

As of September 30, 2014, we had $18.5 billion of senior and subordinated notes outstanding, net of fair value hedging losses of $33 million. As of December 31, 2013, we had $13.1 billion of senior and subordinated notes outstanding, net of fair value hedging losses of $8 million. During the first nine months of 2014, we issued $7.8 billion of long-term senior unsecured debt, comprised of $250 million of floating rate notes and $7.5 billion of fixed rate notes. During the first nine months of 2014, $2.4 billion of outstanding unsecured notes matured. See "Note 9—Derivative Instruments and Hedging Activities" for information about our fair value hedging activities.

FHLB Advances and Other

In addition to the issuance capacity under the registration statement, we also have access to funding through the FHLB system and the Federal Reserve Discount Window. Our FHLB and Federal Reserve memberships require us to hold FHLB and Federal Reserve stock which totaled $1.7 billion and $1.9 billion as of September 30, 2014 and December 31, 2013, respectively, and are included in other assets on our consolidated balance sheets.

We had outstanding FHLB advances and lines of credit, which were secured by our investment securities, residential home loans, multifamily real estate loans, commercial real estate loans and home equity lines of credit, totaling $10.9 billion and $16.3 billion as of September 30, 2014 and December 31, 2013, respectively. We did not access the Federal Reserve Discount Window for funding during 2014 or 2013.

Composition of Deposits, Short-term Borrowings and Long-term Debt

The table below summarizes the components of our deposits, short-term borrowings and long-term debt as of September 30, 2014 and December 31, 2013. Our total short-term borrowings consist of federal funds purchased and securities loaned or sold under agreements to repurchase and other short-term borrowings with an original contractual maturity of one year or less. Our long-term debt consists of borrowings with an original contractual maturity of greater than one year. The amounts presented for outstanding borrowings include unamortized debt premiums and discounts, net of fair value hedge accounting adjustments.

Table 8.1: Components of Deposits, Short-term Borrowings and Long-term Debt

(Dollars in millions)	September 30, 2014	December 31, 2013
Deposits:		
Non-interest bearing deposits	**$ 25,388**	$ 22,643
Interest-bearing deposits	**178,876**	181,880
Total deposits	**$ 204,264**	$ 204,523
Short-term borrowings:		
Federal funds purchased and securities loaned or sold under agreements to repurchase	**$ 2,330**	$ 915
FHLB advances	**9,800**	15,300
Total short-term borrowings	**$ 12,130**	$ 16,215

	September 30, 2014				
(Dollars in millions)	Maturity Date	Interest Rate	Weighted Average Interest Rate	Outstanding Amount	December 31, 2013
Long-term debt:					
Securitized debt obligations[1]	**2014 - 2025**	**0.20 - 5.75%**	**1.35%**	**$ 10,508**	$ 10,289
Senior and subordinated notes:					
Fixed unsecured senior debt[1]	**2015 - 2024**	**1.00 - 6.75%**	**2.77%**	**15,055**	9,612
Floating unsecured senior debt	**2015 - 2017**	**0.68 - 0.88%**	**0.77%**	**880**	852
Total unsecured senior debt			**2.66%**	**15,935**	10,464
Fixed unsecured subordinated debt[1]	**2016 - 2023**	**3.38 - 8.80%**	**4.97%**	**2,599**	2,670
Total senior and subordinated notes				**18,534**	13,134
Other long-term borrowings:					
FHLB advances	**2014 - 2023**	**0.26 - 6.88%**	**0.56%**	**1,071**	1,016
Total long-term debt				**30,113**	24,439
Total short-term borrowings and long-term debt				**$ 42,243**	$ 40,654

(1) Outstanding amount includes the impact from hedge accounting.

Components of Interest Expense

The following table displays interest expense attributable to short-term borrowings and long-term debt for the three and nine months ended September 30, 2014 and 2013:

Table 8.2: Components of Interest Expense on Short-term Borrowings and Long-term Debt

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in millions)	2014	2013	2014	2013
Short-term borrowings:				
Federal funds purchased and securities loaned or sold under agreements to repurchase	**$ 0**	$ 0	**$ 1**	$ 1
FHLB advances	**6**	6	**15**	22
Total short-term borrowings	**6**	6	**16**	23
Long-term debt:				
Securitized debt obligations[1]	**32**	42	**109**	143
Senior and subordinated notes[1]	**71**	76	**226**	240
Other long-term borrowings	**10**	5	**20**	17
Total long-term debt	**113**	123	**355**	400
Total interest expense	**$ 119**	$ 129	**$ 371**	$ 423

(1) Interest expense includes the impact from hedge accounting.

NOTE 9—DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

Use of Derivatives

We manage our asset and liability position and market risk exposure in accordance with prescribed risk management policies and limits established by our Market and Liquidity Risk Policy which is approved by our Board of Directors. Our primary market risk stems from the impact on our earnings and economic value of equity from changes in interest rates and, to a lesser extent, changes in foreign exchange rates. We employ several techniques to manage our interest rate sensitivity, which include changing the duration and re-pricing characteristics of various assets and liabilities by using interest rate derivatives. Our current asset and liability management policy also includes the use of derivatives to hedge foreign currency denominated transactions to limit our earnings and capital ratio exposure to foreign exchange risk. We execute our derivative contracts in both the over-the-counter ("OTC") and exchange-traded derivative markets. The majority of our derivatives are interest rate swaps. In addition, we may use a variety of other derivative instruments, including caps, floors, options, futures and forward contracts, to manage our interest rate and foreign exchange risk. We also offer various derivatives to our customers as part of our Commercial Banking business but usually offset our exposure through derivative transactions with other counterparties.

Accounting for Derivatives

Our derivatives are designated as either qualifying accounting hedges or free-standing derivatives. Free-standing derivatives consist of customer-accommodation derivatives and economic hedges that do not qualify for hedge accounting. Qualifying accounting hedges are designated as fair value hedges, cash flow hedges or net investment hedges.

- *Fair Value Hedges:* We designate derivatives as fair value hedges to manage our exposure to changes in the fair value of certain financial assets and liabilities, which fluctuate in value as a result of movements in interest rates. Changes in the fair value of derivatives designated as fair value hedges are recorded in earnings together with offsetting changes in the fair value of the hedged item and any resulting ineffectiveness. Our fair value hedges consist of interest rate swaps that are intended to modify our exposure to interest rate risk on various fixed-rate assets and liabilities.

- *Cash Flow Hedges:* We designate derivatives as cash flow hedges to manage our exposure to variability in cash flows related to forecasted transactions. Changes in the fair value of derivatives designated as cash flow hedges are recorded as a component of AOCI, to the extent that the hedge relationships are effective, and amounts are reclassified from AOCI to earnings as the forecasted transactions occur. To the extent that any ineffectiveness exists in the hedge relationships, the amounts are recorded in current period earnings. Our cash flow hedges consist of interest rate swaps that are intended to hedge the variability in interest payments on some of our variable-rate assets through 2019. These hedges have the effect of converting some of our variable-rate assets to a fixed rate. We also have entered into forward foreign currency derivative contracts to hedge our exposure to variability in cash flows related to foreign currency denominated intercompany borrowings.

- *Net Investment Hedges:* We use net investment hedges to manage the foreign currency exposure related to our non-dollar net investments in foreign operations that have functional currencies other than the U.S. dollar. Changes in the fair value of net investment hedges are recorded in the translation adjustment component of AOCI, effectively offsetting the translation gain or loss from consolidating the foreign subsidiaries onto the parent's balance sheet. During the third quarter of 2014, we executed net investment hedges using foreign exchange forward contracts to hedge the translation exposure of the non-dollar equity invested in our foreign operations.

- *Free-Standing Derivatives:* We use free-standing derivatives to hedge the risk of changes in the fair value of residential MSRs, mortgage loan origination and purchase commitments and other interests held. We also categorize our customer accommodation derivatives and the related offsetting contracts as free-standing derivatives. Changes in the fair value of free-standing derivatives are recorded in earnings as a component of other non-interest income.

Balance Sheet Presentation

The following table summarizes the notional and fair values of our derivative instruments reported on our consolidated balance sheets as of September 30, 2014 and December 31, 2013. The fair value amounts are segregated by derivatives that are designated as accounting hedges and those that are not, and are further segregated by type of contract within those two categories.

Table 9.1: Derivative Assets and Liabilities at Fair Value

	September 30, 2014			December 31, 2013		
	Notional or Contractual Amount	Derivative		Notional or Contractual Amount	Derivative	
(Dollars in millions)		Assets	Liabilities		Assets	Liabilities
Derivatives designated as accounting hedges:						
Interest rate contracts:						
Fair value hedges	**$ 23,008**	**$ 214**	**$ 105**	$ 15,695	$ 289	$ 223
Cash flow hedges	**20,100**	**4**	**65**	12,825	0	149
Total interest rate contracts	**43,108**	**218**	**170**	28,520	289	372
Foreign exchange contracts:						
Cash flow hedges	**4,860**	**129**	**0**	4,806	49	53
Net investment hedges	**2,419**	**113**	**0**	0	0	0
Total foreign exchange contracts	**7,279**	**242**	**0**	4,806	49	53
Total derivatives designated as accounting hedges	**50,387**	**460**	**170**	33,326	338	425
Derivatives not designated as accounting hedges:						
Interest rate contracts covering:						
MSRs[1]	**483**	**2**	**1**	353	0	7
Customer accommodation	**27,208**	**338**	**168**	25,365	405	209
Other interest rate exposures[2]	**2,657**	**31**	**17**	1,864	29	17
Total interest rate contracts	**30,348**	**371**	**186**	27,582	434	233
Foreign exchange contracts	**190**	**5**	**0**	1,422	184	37
Other contracts	**526**	**0**	**13**	1,094	3	15
Total derivatives not designated as accounting hedges	**31,064**	**376**	**199**	30,098	621	285
Total derivatives	**$ 81,451**	**$ 836**	**$ 369**	$ 63,424	$ 959	$ 710

(1) Includes interest rate swaps and To Be Announced ("TBA") contracts used to hedge our MSR portfolio.

(2) Other interest rate exposures include mortgage related derivatives.

Offsetting of Financial Assets and Liabilities

We execute the majority of our derivative transactions and repurchase agreements under master netting arrangements. Under our existing enforceable master netting arrangements, we generally have the right to offset exposure with the same counterparty. In addition, either counterparty can generally request the net settlement of all contracts through a single payment upon default on, or termination of, any one contract.

We present all of our derivative assets and liabilities and repurchase agreements on a gross basis on our consolidated balance sheets. The following table presents as of September 30, 2014 and December 31, 2013, the gross and net fair values of our derivative assets and liabilities and repurchase agreements, as well as the related offsetting amount permitted under the accounting standards for offsetting assets and liabilities. Under the accounting standard, gross positive fair values could be offset against gross negative fair values by counterparty pursuant to legally enforceable master netting agreements, if the netting presentation method is elected. The table also includes cash and non-cash collateral received or pledged associated with such arrangements. The collateral amounts related to derivative assets, derivative liabilities and repurchase agreements are limited to the extent of the related net derivative fair values or outstanding balances, thus instances of overcollateralization are not shown.

Table 9.2: Offsetting of Financial Assets and Financial Liabilities

				Offsetting Amounts Not Netted		
(Dollars in millions)	Gross Amounts	Offsetting Amounts	Net Amounts as Recognized	Financial Instruments	Collateral Received [1]	Net Exposure[2]
As of September 30, 2014						
Derivatives assets	**$ 836**	**$ 0**	**$ 836**	**$ (141)**	**$ (425)**	**$ 270**
As of December 31, 2013						
Derivatives assets	$ 959	$ 0	$ 959	$ (262)	$ (450)	$ 247

				Offsetting Amounts Not Netted		
(Dollars in millions)	Gross Amounts	Offsetting Amounts	Net Amounts as Recognized	Financial Instruments	Collateral Pledged	Net Exposure
As of September 30, 2014						
Derivatives liabilities	**$ 369**	**$ 0**	**$ 369**	**$ (141)**	**$ (170)** [1]	**$ 58**
Repurchase agreements	**940**	**0**	**940**	**0**	**(940)**	**0**
As of December 31, 2013						
Derivatives liabilities	$ 710	$ 0	$ 710	(262)	$ (371) [1]	$ 77
Repurchase agreements	907	0	907	0	(907)	0

(1) When we receive or pledge collateral, we factor in accrued interest when calculating net positions with counterparties.

(2) The majority of the net position relates to customer-accommodation derivatives. Customer-accommodation derivatives are cross-collateralized by the associated commercial loans and we do not require additional collateral on these transactions.

Credit Risk-Related Contingency Features and Collateral

Certain of our derivative contracts include provisions requiring that our debt maintain a credit rating of investment grade or above by each of the major credit rating agencies. In the event of a downgrade of our debt credit rating below investment grade, some of our derivative counterparties would have the right to terminate the derivative contract and close out the existing positions, or demand immediate and ongoing full overnight collateralization on derivative instruments in a net liability position. Certain of our derivative contracts may also allow, in the event of a downgrade of our debt credit rating of any kind, our derivative counterparties to demand additional collateralization on such derivative instruments in a net liability position. Of the $170 million of collateral pledged as of September 30, 2014, we have posted $118 million in cash collateral. We posted $371 million of cash collateral as of December 31, 2013. If our debt credit rating had fallen below investment grade, we would have been required to post an additional variation margin, which represents the impact of daily position mark-to-market calculations, of less than $1 million as of both September 30, 2014 and December 31, 2013. In addition, we would have been required to post independent margin of $56 million and $58 million as of September 30, 2014 and December 31, 2013, respectively, in compliance with the terms of certain of our swap agreements. The fair value of derivative instruments with credit-risk-related contingent features in a net liability position was less than $1 million and $1 million as of September 30, 2014 and December 31, 2013, respectively.

Derivative Counterparty Credit Risk

Derivative instruments contain an element of credit risk that arises from the potential failure of a counterparty to perform according to the contractual terms of the contract. Our exposure to derivative counterparty credit risk, at any point in time, is represented by the fair value of derivatives in a gain position, or derivative assets, assuming no recoveries of underlying collateral. To mitigate the risk of counterparty default, we maintain collateral agreements with certain derivative counterparties. These agreements typically require both parties to maintain collateral in the event the fair values of derivative financial instruments exceed established thresholds. We received cash collateral from derivatives counterparties totaling $362 million and $397 million as of September 30, 2014 and December 31, 2013, respectively. We also received securities from derivatives counterparties totaling $63 million and $53 million as of September 30, 2014 and December 31, 2013, respectively, which we have the ability to re-pledge.

We record counterparty credit risk valuation adjustments on our derivative assets to properly reflect the credit quality of the counterparty. We consider collateral and legally enforceable master netting agreements that mitigate our credit exposure to each counterparty in determining the counterparty credit risk valuation adjustment, which may be adjusted in future periods due to changes in the fair value of the derivative contract, collateral and creditworthiness of the counterparty. The cumulative counterparty credit risk valuation adjustment recorded on our consolidated balance sheets as a reduction in the derivative asset balance was $5 million and $7 million as of September 30, 2014 and December 31, 2013, respectively. We also adjust the fair value of our derivative liabilities to reflect the impact of our credit quality. We calculate this adjustment by comparing the spreads on our credit default swaps to the discount benchmark curve. The cumulative credit risk valuation adjustment related to our credit quality recorded on our consolidated balance sheets as a reduction in the derivative liability balance was $2 million and $6 million as of September 30, 2014 and December 31, 2013, respectively.

Income Statement Presentation and AOCI

The following tables summarize the impact of derivatives and the related hedged items on our consolidated statements of income and AOCI.

Fair Value Hedges and Free-Standing Derivatives

The net gains (losses) recognized in earnings related to derivatives in fair value hedging relationships and free-standing derivatives are presented below for the three and nine months ended September 30, 2014 and 2013:

Table 9.3: Gains and Losses on Fair Value Hedges and Free-Standing Derivatives

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in millions)	**2014**	**2013**	**2014**	**2013**
Derivatives designated as accounting hedges[1]:				
Fair value interest rate contracts:				
(Losses) gains recognized in earnings on derivatives	**$ (94)**	$ 3	**$ 42**	$ (409)
Gains (losses) recognized in earnings on hedged items	**110**	(10)	**(5)**	380
Net fair value hedge ineffectiveness gains (losses)	**16**	(7)	**37**	(29)
Derivatives not designated as accounting hedges[1]:				
Interest rate contracts covering:				
MSRs	**1**	0	**14**	(8)
Customer accommodation	**7**	6	**15**	31
Other interest rate exposures	**5**	4	**8**	(5)
Total interest rate contracts	**13**	10	**37**	18
Foreign exchange contracts	**0**	0	**1**	(4)
Other contracts	**(2)**	(18)	**(1)**	(25)
Total gains (losses) on derivatives not designated as accounting hedges	**11**	(8)	**37**	(11)
Net derivative gains (losses) recognized in earnings	**$ 27**	$ (15)	**$ 74**	$ (40)

[1] Amounts are recorded on our consolidated statements of income in other non-interest income.

Cash Flow and Net Investment Hedges

The table below shows the net gains (losses) related to derivatives designated as cash flow hedges and net investment hedges for the three and nine months ended September 30, 2014 and 2013:

Table 9.4: Gains and Losses on Derivatives Designated as Cash Flow Hedges and Net Investment Hedges

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in millions)	**2014**	**2013**	**2014**	**2013**
Gains (losses) recorded in AOCI:				
Cash flow hedges:				
Interest rate contracts	**$ (34)**	$ 65	**$ 112**	$ (82)
Foreign exchange contracts	**(5)**	(6)	**(16)**	(16)
Subtotal	**(39)**	59	**96**	(98)
Net investment hedges:				
Foreign exchange contracts	**71**	0	**71**	0
Net derivatives gains (losses) recognized in AOCI	**$ 32**	$ 59	**$ 167**	$ (98)
Gains (losses) recorded in earnings:				
Cash flow hedges:				
Gains (losses) reclassified from AOCI into earnings:				
Interest rate contracts[1]	**$ 34**	$ 14	**$ 90**	$ 40
Foreign exchange contracts[2]	**(5)**	(8)	**(16)**	(17)
Subtotal	**29**	6	**74**	23
Gains (losses) recognized in earnings due to ineffectiveness:				
Interest rate contracts[2]	**(1)**	1	**0**	0
Net derivative gains recognized in earnings	**$ 28**	$ 7	**$ 74**	$ 23

(1) Amounts reclassified are recorded on our consolidated statements of income in interest income or interest expense.

(2) Amounts reclassified are recorded on our consolidated statements of income in other non-interest income.

We expect to reclassify net after-tax losses of $22 million recorded in AOCI as of September 30, 2014, related to derivatives designated as cash flow hedges to earnings over the next 12 months, which we expect to offset against the cash flows associated with the hedged forecasted transactions. The maximum length of time over which forecasted transactions were hedged was five years as of September 30, 2014. The amount we expect to reclassify into earnings may change as a result of changes in market conditions and ongoing actions taken as part of our overall risk management strategy.

NOTE 10—ACCUMULATED OTHER COMPREHENSIVE INCOME

The following tables present the components of accumulated other comprehensive income as of September 30, 2014 and December 31, 2013, as well as the current period activities related to other comprehensive income. AOCI is presented net of deferred tax of $304 million and $544 million as of September 30, 2014 and December 31, 2013, respectively.

Table 10.1: Accumulated Other Comprehensive Income

	Three Months Ended September 30, 2014					
(Dollars in millions)	Securities Available for Sale	Securities Held to Maturity[1]	Cash Flow Hedges	Foreign Currency Translation Adjustments [2]	Other	Total
AOCI as of June 30, 2014	$ 419	$ (863)	$ (20)	$ 106	$ (13)	$ (371)
Other comprehensive income (loss) before reclassifications	**(62)**	**0**	**(39)**	**(82)**	**3**	**(180)**
Net realized (gains) losses reclassified from AOCI into earnings	**(3)**	**22**	**(29)**	**0**	**2**	**(8)**
Net other comprehensive income (loss)	**(65)**	**22**	**(68)**	**(82)**	**5**	**(188)**
AOCI as of September 30, 2014	**$ 354**	**$ (841)**	**$ (88)**	**$ 24**	**$ (8)**	**$ (559)**

	Nine Months Ended September 30, 2014					
(Dollars in millions)	Securities Available for Sale	Securities Held to Maturity[1]	Cash Flow Hedges	Foreign Currency Translation Adjustments [2]	Other	Total
AOCI as of December 31, 2013	$ 106	$ (897)	$ (110)	$ 40	$ (11)	$ (872)
Other comprehensive income (loss) before reclassifications	**259**	**0**	**96**	**(16)**	**6**	**345**
Net realized (gains) losses reclassified from AOCI into earnings	**(11)**	**56**	**(74)**	**0**	**(3)**	**(32)**
Net other comprehensive income (loss)	**248**	**56**	**22**	**(16)**	**3**	**313**
AOCI as of September 30, 2014	**$ 354**	**$ (841)**	**$ (88)**	**$ 24**	**$ (8)**	**$ (559)**

	Three Months Ended September 30, 2013					
(Dollars in millions)	Securities Available for Sale	Securities Held to Maturity[1]	Cash Flow Hedges	Foreign Currency Translation Adjustments [2]	Other	Total
AOCI as of June 30, 2013	$ (517)	$ 0	$ (129)	$ (111)	$ (35)	$ (792)
Other comprehensive income (loss) before reclassifications	692	(916)	59	124	(1)	(42)
Net realized (gains) losses reclassified from AOCI into earnings	0	1	(6)	0	0	(5)
Net other comprehensive income (loss)	692	(915)	53	124	(1)	(47)
AOCI as of September 30, 2013	$ 175	$ (915)	$ (76)	$ 13	$ (36)	$ (839)

	Nine Months Ended September 30, 2013					
(Dollars in millions)	Securities Available for Sale	Securities Held to Maturity[1]	Cash Flow Hedges	Foreign Currency Translation Adjustments [2]	Other	Total
AOCI as of December 31, 2012	$ 703	$ 0	$ 45	$ 32	$ (41)	$ 739
Other comprehensive income (loss) before reclassifications	(526)	(916)	(98)	(19)	4	(1,555)
Net realized (gains) losses reclassified from AOCI into earnings	(2)	1	(23)	0	1	(23)
Net other comprehensive income (loss)	(528)	(915)	(121)	(19)	5	(1,578)
AOCI as of September 30, 2013	$ 175	$ (915)	$ (76)	$ 13	$ (36)	$ (839)

____

(1) In the third quarter of 2013, we transferred securities with a fair value of $18.3 billion on the date of transfer, from securities available for sale to securities held to maturity. The securities included net pre-tax unrealized losses of $1.5 billion at the date of transfer. The amortization of unrealized holding gains or losses reported in AOCI for securities held to maturity will be offset by the amortization of the premium or discount created from the transfer into securities held to maturity, which occurred at fair value. These unrealized gains or losses will be recorded over the remaining life of the security with no impact on future net income.

(2) Include impact from foreign currency transactions that are designated as net investment hedges.

Table 10.2: Reclassifications from AOCI

		Amount Reclassified from AOCI			
(Dollars in millions)		Three Months Ended September 30,		Nine Months Ended September 30,	
AOCI Components	**Affected Income Statement Line Item**	**2014**	**2013**	**2014**	**2013**
Securities available for sale:					
	Non-interest income - Other	**$ 6**	$ 0	**$ 18**	$ 3
	Income tax provision	**3**	0	**7**	1
	Net income	**3**	0	**11**	2
Securities held to maturity:[1]					
	Non-interest income - Other	**(35)**	(2)	**(96)**	(2)
	Income tax benefit	**(13)**	(1)	**(40)**	(1)
	Net income	**(22)**	(1)	**(56)**	(1)
Cash flow hedges:					
Interest rate contracts:					
	Interest income - Other	**54**	23	**144**	65
Foreign exchange contracts:					
	Non-interest income - Other	**(7)**	(13)	**(25)**	(27)
		47	10	**119**	38
	Income tax provision	**18**	4	**45**	15
	Net income	**29**	6	**74**	23
Other:					
	Various	**2**	0	**10**	(1)
	Income tax provision	**4**	0	**7**	0
	Net income	**(2)**	0	**3**	(1)
Total reclassifications		**$ 8**	$ 5	**$ 32**	$ 23

____

(1) The amortization of unrealized holding gains or losses reported in AOCI for securities held to maturity will be offset by the amortization of the premium or discount created from the transfer into securities held to maturity, which occurred at fair value.

The table below summarizes other comprehensive income activity and the related tax impact for the three and nine months ended September 30, 2014 and 2013:

Table 10.3: Other Comprehensive Income (Loss)

	Three Months Ended September 30,					
	2014			2013		
(Dollars in millions)	Before Tax	Provision (Benefit)	After Tax	Before Tax	Provision (Benefit)	After Tax
Other comprehensive income (loss):						
Net unrealized gains (losses) on securities available for sale	**$ (104)**	**$ (39)**	**$ (65)**	$ 1,107	$ 415	$ 692
Net unrealized gains (losses) on securities transferred to held to maturity	**35**	**13**	**22**	(1,465)	(550)	(915)
Net unrealized gains (losses) on cash flow hedges	**(107)**	**(39)**	**(68)**	84	31	53
Foreign currency translation adjustments[1]	**(41)**	**41**	**(82)**	124	0	124
Other	**6**	**1**	**5**	(1)	0	(1)
Other comprehensive loss	**$ (211)**	**$ (23)**	**$ (188)**	$ (151)	$ (104)	$ (47)

	Nine Months Ended September 30,					
	2014			2013		
(Dollars in millions)	Before Tax	Provision (Benefit)	After Tax	Before Tax	Provision (Benefit)	After Tax
Other comprehensive income (loss):						
Net unrealized gains (losses) on securities available for sale	**$ 394**	**$ 146**	**$ 248**	$ (849)	$ (321)	$ (528)
Net unrealized gains (losses) on securities transferred to held to maturity	**96**	**40**	**56**	(1,465)	(550)	(915)
Net unrealized gains (losses) on cash flow hedges	**37**	**15**	**22**	(195)	(74)	(121)
Foreign currency translation adjustments[1]	**25**	**41**	**(16)**	(19)	0	(19)
Other	**2**	**(1)**	**3**	6	1	5
Other comprehensive income (loss)	**$ 554**	**$ 241**	**$ 313**	$ (2,522)	$ (944)	$ (1,578)

[1] Includes the impact from foreign currency transactions that are designated as net investment hedges.

NOTE 11—EARNINGS PER COMMON SHARE

The following table sets forth the computation of basic and diluted earnings per common share:

Table 11.1: Computation of Basic and Diluted Earnings per Common Share

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars and shares in millions, except per share data)	**2014**	**2013**	**2014**	**2013**
Basic earnings				
Income from continuing operations, net of tax	**$ 1,125**	$ 1,118	**$ 3,453**	$ 3,479
Loss from discontinued operations, net of tax	**(44)**	(13)	**(24)**	(210)
Net income	**1,081**	1,105	**3,429**	3,269
Dividends and undistributed earnings allocated to participating securities[(1)]	**(5)**	(5)	**(14)**	(14)
Preferred stock dividends	**(20)**	(13)	**(46)**	(39)
Net income available to common stockholders	**$ 1,056**	$ 1,087	**$ 3,369**	$ 3,216
Net income from continuing operations per share	**$ 1.97**	$ 1.89	**$ 5.99**	$ 5.89
Loss from discontinued operations per share	**(0.08)**	(0.02)	**(0.04)**	(0.36)
Net income per share	**$ 1.89**	$ 1.87	**$ 5.95**	$ 5.53
Total weighted-average basic shares outstanding	**559.9**	582.3	**566.1**	581.4
Diluted earnings[(2)]				
Net income available to common stockholders	**$ 1,056**	$ 1,087	**$ 3,369**	$ 3,216
Net income from continuing operations per share	**$ 1.94**	$ 1.86	**$ 5.90**	$ 5.82
Loss from discontinued operations per share	**(0.08)**	(0.02)	**(0.04)**	(0.36)
Net income per share	**$ 1.86**	$ 1.84	**$ 5.86**	$ 5.46
Total weighted-average basic shares outstanding	**559.9**	582.3	**566.1**	581.4
Effect of dilutive securities:				
Stock options	**2.8**	2.4	**2.7**	2.1
Other contingently issuable shares	**1.6**	1.7	**1.5**	1.6
Warrants [(3)]	**3.6**	4.7	**4.9**	3.9
Total effect of dilutive securities	**8.0**	8.8	**9.1**	7.6
Total weighted-average diluted shares outstanding	**567.9**	591.1	**575.2**	589.0

(1) Includes undistributed earnings allocated to participating securities using the two-class method under the accounting guidance for computing earnings per share.

(2) Excluded from the computation of diluted earnings per share were 2.3 million shares related to options with exercise prices ranging from $70.96 to $88.81 and 3.2 million shares related to options with exercise prices ranging from $70.96 to $88.81, for the three and nine months ended September 30, 2014, respectively, and 4.8 million shares related to options with exercise prices ranging from $67.37 to $88.81 and 5.5 million shares related to options with exercise prices ranging from $56.28 to $88.81, for the three and nine months ended September 30, 2013, respectively, because their inclusion would be anti-dilutive.

(3) Represents warrants issued as part of the U.S. Department of Treasury's Troubled Assets Relief Program ("TARP"). As of September 30, 2014, there were 6.4 million warrants to purchase common stock outstanding, which represents approximately half of the warrants issued in the initial offering.

NOTE 12—FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is defined as the price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date (also referred to as an exit price). The fair value accounting guidance provides a three-level fair value hierarchy for classifying financial instruments. This hierarchy is based on whether the inputs to the valuation techniques used to measure fair value are observable or unobservable. The fair value measurement of a financial asset or liability is assigned to a level based on the lowest level of any input that is significant to the fair value measurement in its entirety. The three levels of the fair value hierarchy are described below:

Level 1:	Valuation is based on quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2:	Valuation is based on observable market-based inputs, other than quoted prices in active markets for identical assets or liabilities, quoted prices in markets that are not active, or models using inputs that are observable or can be corroborated by observable market data of substantially the full term of the assets or liabilities.
Level 3:	Valuation is generated from techniques that use significant assumptions not observable in the market. Valuation techniques include pricing models, discounted cash flow methodologies or similar techniques.

The accounting guidance for fair value measurements requires that we maximize the use of observable inputs and minimize the use of unobservable inputs in determining fair value. The accounting guidance provides for the irrevocable option to elect, on a contract-by-contract basis, to measure certain financial assets and liabilities at fair value at inception of the contract and record any subsequent changes in fair value in earnings. We have not made any material fair value option elections as of or for the periods disclosed herein.

Fair Value Governance and Control

We have a governance framework and a number of key controls that are intended to ensure that our fair value measurements are appropriate and reliable. Our governance framework provides for independent oversight and segregation of duties. Our control processes include review and approval of new transaction types, price verification and review of valuation judgments, methods, models, process controls and results. Groups independent from our trading and investing functions, including our Corporate Valuations Group (“CVG”), Fair Value Committee (“FVC”) and Model Validation Group (“MVG”), participate in the review and validation process. The fair valuation governance process is set up in a manner that allows the Chairperson of the FVC to escalate valuation disputes that cannot be resolved at the FVC to a more senior committee called the Valuations Advisory Committee (“VAC”) for resolution. The VAC is chaired by the Chief Financial Officer and includes other members of senior management.

The CVG performs periodic independent verification of fair value measurements to determine if assigned fair values are reasonable. For example, in cases where we rely on third-party pricing services to obtain fair value measures, we analyze pricing variances among different pricing sources and validate the final price used by comparing the information to additional sources, including dealer pricing indications in transaction results and other internal sources, where necessary. Additional validation procedures performed by the CVG include reviewing (either directly or indirectly through the reasonableness of assigned fair values) valuation inputs and assumptions and monitoring acceptable variances between recommended prices and validation prices. The CVG and the Trade Analytics and Valuation (“TAV”) team perform due diligence reviews of the third-party pricing services by comparing their prices to those from other sources and reviewing other control documentation. Additionally, when necessary, the CVG and TAV challenge prices from third-party vendors to ensure reasonableness of prices through a pricing challenge process. This may include a request for transparency of the assumptions used by the third party.

The FVC, which includes representation from our Risk Management and Finance divisions, is a forum for discussing fair market valuations, inputs, assumptions, methodologies, variance thresholds, valuation control environments and material risks or concerns related to fair market valuations. Additionally, the FVC is empowered to resolve valuation disputes between the primary valuation providers and the CVG, and provides guidance and oversight to ensure an appropriate valuation control environment. The FVC regularly reviews and approves our valuation methodologies to ensure that our methodologies and practices are consistent with industry standards and adhere to regulatory and accounting guidance. The Chief Financial Officer determines when material issues or concerns regarding valuations shall be raised to the Audit Committee or other delegated committee of the Board of Directors.

We have a model policy, established by an independent Model Risk Office, which governs the validation of models and related supporting documentation to ensure the appropriate use of models for pricing. The MVG is part of the Model Risk Office and validates all models and provides ongoing monitoring of their performance, including the validation and monitoring of the performance of all valuation models.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following table displays our assets and liabilities measured on our consolidated balance sheets at fair value on a recurring basis as of September 30, 2014 and December 31, 2013:

Table 12.1: Assets and Liabilities Measured at Fair Value on a Recurring Basis

	September 30, 2014			
	Fair Value Measurements Using			
(Dollars in millions)	Level 1	Level 2	Level 3	Total
Assets				
Securities available for sale:				
U.S. Treasury debt obligations	$ 4,261	$ 0	$ 0	$ 4,261
U.S. agency debt obligations	0	1	0	1
Corporate debt securities guaranteed by U.S. government agencies	0	595	384	979
RMBS	0	23,826	657	24,483
CMBS	0	5,483	303	5,786
Other ABS	0	2,973	110	3,083
Other securities	112	948	12	1,072
Total securities available for sale	4,373	33,826	1,466	39,665
Other assets:				
Consumer MSRs	0	0	58	58
Derivative assets[1]	0	785	51	836
Retained interests in securitizations	0	0	203	203
Total assets	$ 4,373	$ 34,611	$ 1,778	$ 40,762
Liabilities				
Other liabilities:				
Derivative liabilities[1]	$ 1	$ 329	$ 39	$ 369
Total liabilities	$ 1	$ 329	$ 39	$ 369

	December 31, 2013			
	Fair Value Measurements Using			
(Dollars in millions)	Level 1	Level 2	Level 3	Total
Assets				
Securities available for sale:				
U.S. Treasury debt obligations	$ 833	$ 0	$ 0	$ 833
U.S. agency debt obligations	0	1	0	1
Corporate debt securities guaranteed by U.S. government agencies	0	307	927	1,234
RMBS	0	23,775	1,304	25,079
CMBS	0	5,267	739	6,006
Other ABS	0	6,793	343	7,136
Other securities	127	1,367	17	1,511
Total securities available for sale	960	37,510	3,330	41,800
Other assets:				
Consumer MSRs	0	4	69	73
Derivative assets[1]	3	906	50	959
Retained interests in securitizations	0	0	199	199
Total assets	$ 963	$ 38,420	$ 3,648	$ 43,031
Liabilities				
Other liabilities:				
Derivative liabilities[1]	$ 4	$ 668	$ 38	$ 710
Total liabilities	$ 4	$ 668	$ 38	$ 710

(1) Does not reflect $3 million and $1 million recognized as a net valuation allowance on derivative assets and liabilities for non-performance risk as of September 30, 2014 and December 31, 2013, respectively. Non-performance risk is reflected in other assets/liabilities on the balance sheet and offset through the income statement in other income.

The determination of the classification of financial instruments in the fair value hierarchy is performed at the end of each reporting period. We consider all available information, including observable market data, indications of market liquidity and orderliness, and our understanding of the valuation techniques and significant inputs. Based upon the specific facts and circumstances of each instrument or instrument category, judgments are made regarding the significance of the unobservable inputs to the instruments' fair value measurement in its entirety. If unobservable inputs are considered significant, the instrument is classified as Level 3. The process for determining fair value using unobservable inputs is generally more subjective and involves a high degree of management judgment and assumptions. During the three and nine months ended September 30, 2014 we had minimal movements between Levels 1 and 2.

Level 3 Recurring Fair Value Rollforward

The tables below present a reconciliation for all assets and liabilities measured and recognized at fair value on a recurring basis using significant unobservable inputs (Level 3). When assets and liabilities are transferred between levels, we recognize the transfer as of the end of the period.

Table 12.2: Level 3 Recurring Fair Value Rollforward

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)										
	Three Months Ended September 30, 2014										
		Total Gains (Losses) (Realized/Unrealized)									
(Dollars in millions)	Balance, July 1, 2014	Included in Net Income[1]	Included in OCI	Purchases	Sales	Issuances	Settlements	Transfers Into Level 3[2]	Transfers Out of Level 3[2]	Balance, September 30, 2014	Net Unrealized Gains (Losses) Included in Net Income Related to Assets and Liabilities Still Held as of September 30, 2014[3]
Assets:											
Securities available for sale:											
Corporate debt securities guaranteed by U.S. government agencies	**$ 739**	**$ (5)**	**$ 3**	**$ 0**	**$ (91)**	**$ 0**	**$ (16)**	**$ 0**	**$ (246)**	**$ 384**	**$ (1)**
RMBS	**836**	**16**	**3**	**42**	**0**	**0**	**(24)**	**79**	**(295)**	**657**	**16**
CMBS	**449**	**0**	**(2)**	**158**	**0**	**0**	**(34)**	**0**	**(268)**	**303**	**0**
Other ABS	**175**	**1**	**3**	**0**	**0**	**0**	**0**	**9**	**(78)**	**110**	**1**
Other securities	**20**	**(1)**	**0**	**0**	**0**	**0**	**(7)**	**0**	**0**	**12**	**(1)**
Total securities available for sale	**2,219**	**11**	**7**	**200**	**(91)**	**0**	**(81)**	**88**	**(887)**	**1,466**	**15**
Other assets:											
Consumer MSRs	**57**	**(2)**	**0**	**0**	**0**	**4**	**(1)**	**0**	**0**	**58**	**(2)**
Derivative assets	**50**	**2**	**0**	**0**	**0**	**6**	**(8)**	**0**	**1**	**51**	**2**
Retained interest in securitizations	**195**	**8**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**203**	**8**
Liabilities:											
Other liabilities:											
Derivative liabilities	**37**	**4**	**0**	**0**	**0**	**4**	**(6)**	**0**	**0**	**39**	**4**

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)										
	Three Months Ended September 30, 2013										
		Total Gains (Losses) (Realized/Unrealized)									
(Dollars in millions)	Balance, July 1, 2013	Included in Net Income[1]	Included in OCI	Purchases	Sales	Issuances	Settlements	Transfers Into Level 3[2]	Transfers Out of Level 3[2]	Balance, September 30, 2013	Net Unrealized Gains (Losses) Included in Net Income Related to Assets and Liabilities Still Held as of September 30, 2013[3]
Assets:											
Securities available for sale:											
Corporate debt securities guaranteed by U.S. government agencies	$ 832	$ 0	$ 4	$ 61	$ 0	$ 0	$ (19)	$ 47	$ 1	$ 926	$ 0
RMBS	1,535	(6)	57	85	0	0	(72)	152	(430)	1,321	(5)
CMBS	461	0	(2)	96	0	0	(4)	48	(295)	304	0
Other ABS	109	0	6	129	0	0	0	84	(15)	313	0
Other securities	16	0	0	30	0	0	(6)	0	(2)	38	0
Total securities available for sale	2,953	(6)	65	401	0	0	(101)	331	(741)	2,902	(5)
Other assets:											
Consumer MSRs	61	(5)	0	0	0	4	(2)	0	0	58	(5)
Derivative assets	72	(13)	0	0	0	4	(3)	0	(6)	54	(13)
Retained interest in securitizations	198	3	0	0	0	0	0	0	0	201	3
Liabilities:											
Other liabilities:											
Derivative liabilities	42	4	0	0	0	3	(9)	0	(1)	39	4

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

Nine Months Ended September 30, 2014

(Dollars in millions)	Balance, January 1, 2014	Total Gains (Losses) (Realized/Unrealized): Included in Net Income[1]	Total Gains (Losses) (Realized/Unrealized): Included in OCI	Purchases	Sales	Issuances	Settlements	Transfers Into Level 3[2]	Transfers Out of Level 3[2]	Balance, September 30, 2014	Net Unrealized Gains (Losses) Included in Net Income Related to Assets and Liabilities Still Held as of September 30, 2014[3]
Assets:											
Securities available for sale:											
Corporate debt securities guaranteed by U.S. government agencies	$ 927	$ (5)	$ 18	$ 0	$ (203)	$ 0	$ (55)	$ 64	$ (362)	$ 384	$ (1)
RMBS	1,304	53	39	1,022	0	0	(156)	199	(1,804)	657	53
CMBS	739	0	3	192	0	0	(64)	66	(633)	303	0
Other ABS	343	4	13	0	0	0	(2)	52	(300)	110	4
Other securities	17	(1)	0	0	0	0	(7)	3	0	12	(1)
Total securities available for sale	3,330	51	73	1,214	(203)	0	(284)	384	(3,099)	1,466	55
Other assets:											
Consumer MSRs	69	(19)	0	0	0	11	(3)	0	0	58	(19)
Derivative assets	50	5	0	0	0	13	(14)	0	(3)	51	5
Retained interest in securitizations	199	4	0	0	0	0	0	0	0	203	4
Liabilities:											
Other liabilities:											
Derivative liabilities	38	8	0	0	0	8	(14)	0	(1)	39	8

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

Nine Months Ended September 30, 2013

(Dollars in millions)	Balance, January 1, 2013	Total Gains (Losses) (Realized/Unrealized): Included in Net Income[1]	Total Gains (Losses) (Realized/Unrealized): Included in OCI	Purchases	Sales	Issuances	Settlements	Transfers Into Level 3[2]	Transfers Out of Level 3[2]	Balance, September 30, 2013	Net Unrealized Gains (Losses) Included in Net Income Related to Assets and Liabilities Still Held as of September 30, 2013[3]
Assets:											
Securities available for sale:											
Corporate debt securities guaranteed by U.S. government agencies	$ 650	$ 0	$ (31)	$ 272	$ 0	$ 0	$ (47)	$ 125	$ (43)	$ 926	$ 0
RMBS	1,335	(16)	141	277	0	0	(217)	681	(880)	1,321	(21)
CMBS	587	0	(49)	643	(10)	0	(31)	168	(1,004)	304	0
Other ABS	102	(1)	12	169	(41)	0	(2)	98	(24)	313	(1)
Other securities	15	0	0	30	0	0	(6)	1	(2)	38	0
Total securities available for sale	2,689	(17)	73	1,391	(51)	0	(303)	1,073	(1,953)	2,902	(22)
Other assets:											
Consumer MSRs	55	25	0	0	0	9	(5)	0	(26)	58	25
Derivative assets	90	(20)	0	0	0	8	(15)	0	(9)	54	(20)
Retained interest in securitization	204	(3)	0	0	0	0	0	0	0	201	(3)
Liabilities:											
Other liabilities:											
Derivative liabilities	38	15	0	0	0	13	(25)	0	(2)	39	15

---

(1) Gains (losses) related to Level 3 Consumer MSRs, derivative assets and derivative liabilities, and retained interests in securitizations are reported in other non-interest income, which is a component of non-interest income.

(2) The transfers out of Level 3 for the three and nine months ended September 30, 2014 and 2013 were primarily driven by greater consistency among multiple pricing sources. The transfers into Level 3 were primarily driven by less consistency among vendor pricing on individual securities.

(3) The amount presented for unrealized gains (losses) for assets still held as of the reporting date primarily represents impairments for securities available for sale, accretion on certain fixed maturity securities, change in fair value of derivative instruments and mortgage servicing rights transaction. Impairment is reported in total other-than-temporary impairment as a component of non-interest income.

Significant Level 3 Fair Value Asset and Liability Input Sensitivity

Changes in unobservable inputs may have a significant impact on fair value. Certain of these unobservable inputs will, in isolation, have a directionally consistent impact on the fair value of the instrument for a given change in that input. Alternatively, the fair value of the instrument may move in an opposite direction for a given change in another input. In general, an increase in the discount rate, default rates, loss severity and credit spreads, in isolation, would result in a decrease in the fair value measurement. In addition, an increase in default rates would generally be accompanied by a decrease in recovery rates, slower prepayment rates and an increase in liquidity spreads.

Techniques and Inputs for Level 3 Fair Value Measurements

The following table presents the significant unobservable inputs relied upon to determine the fair values of our recurring Level 3 financial instruments. We utilize multiple third-party pricing services to obtain fair value measures for our securities. Several of our third-party pricing services are only able to provide unobservable input information for a limited number of securities due to software licensing restrictions. Other third-party pricing services are able to provide unobservable input information for all securities for which they provide a valuation. As a result, the unobservable input information for the securities available for sale presented below represents a composite summary of all information we are able to obtain for a majority of our securities. The unobservable input information for all other Level 3 financial instruments is based on the assumptions used in our internal valuation models.

Table 12.3: Quantitative Information about Level 3 Fair Value Measurements

Quantitative Information about Level 3 Fair Value Measurements					
(Dollars in millions)	Fair Value at September 30, 2014	Significant Valuation Techniques	Significant Unobservable Inputs	Range	Weighted Average
Assets:					
Securities available for sale:					
RMBS	$ 657	Discounted cash flows (3rd party pricing)	Yield Constant prepayment rate Default rate Loss severity	0-23% 0-23% 0-11% 0-80%	6% 3% 5% 49%
CMBS	303	Discounted cash flows (3rd party pricing)	Yield Constant prepayment rate	0-4% 0-100%	1% 4%
Other ABS	110	Discounted cash flows (3rd party pricing)	Yield Constant prepayment rate Default rate Loss severity	5-7% 0-4% 3-10% 49-88%	6% 3% 6% 75%
U.S. government guaranteed debt and other securities	396	Discounted cash flows (3rd party pricing)	Yield	1-3%	2%
Other assets:					
Consumer MSRs	58	Discounted cash flows	Total prepayment rate Discount rate Servicing cost ($ per loan)	10-27% 10-21% $62.07-$185.22	16% 13% $75.95
Derivative assets	51	Discounted cash flows	Swap rates	3%	3%
Retained interests in securitization[1]	203	Discounted cash flows	Life of receivables (months) Constant prepayment rate Discount rate Default rate Loss severity	28-82 1-11% 4-12% 2-7% 17-111%	N/A
Liabilities:					
Other liabilities:					
Derivative liabilities	39	Discounted cash flows	Swap rates	3%	3%

Quantitative Information about Level 3 Fair Value Measurements

(Dollars in millions)	Fair Value at December 31, 2013	Significant Valuation Techniques	Significant Unobservable Inputs	Range	Weighted Average
Assets:					
Securities available for sale:					
RMBS	$ 1,304	Discounted cash flows (3rd party pricing)	Yield Constant prepayment rate Default rate Loss severity	0-23% 0-21% 0-18% 0-95%	5% 5% 8% 49%
CMBS	739	Discounted cash flows (3rd party pricing)	Yield Constant prepayment rate	1-4% 0-20%	2% 3%
Other ABS	343	Discounted cash flows (3rd party pricing)	Yield Constant prepayment rate Default rate Loss severity	1-8% 1-6% 1-19% 44-80%	3% 2% 12% 69%
U.S. government guaranteed debt and other securities	944	Discounted cash flows (3rd party pricing)	Yield	0-3%	2%
Other assets:					
Consumer MSRs	69	Discounted cash flows	Total prepayment rate Discount rate Servicing cost ($ per loan)	9-32% 10-17% $81.39-$393.52	14% 11% $89.32
Derivative assets	50	Discounted cash flows	Swap rates	3-4%	4%
Retained interests in securitization[1]	199	Discounted cash flows	Life of receivables (months) Constant prepayment rate Discount rate Default rate Loss severity	34-101 2-7% 5-14% 2-7% 15-89%	N/A
Liabilities:					
Other liabilities:					
Derivative liabilities	38	Discounted cash flows	Swap rates	3-4%	4%

(1) Due to the nature of the various mortgage securitization structures in which we have retained interests, it is not meaningful to present a consolidated weighted average for the significant unobservable inputs.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

We are required to measure and recognize certain other assets at fair value on a nonrecurring basis in the consolidated balance sheets. These assets are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, from the application of LOCOM accounting or when we evaluate for impairment). The following table presents the carrying amount of the assets measured at fair value on a nonrecurring basis and still held as of September 30, 2014 and December 31, 2013, and for which a nonrecurring fair value measurement was recorded during the nine and twelve months then ended:

Table 12.4: Nonrecurring Fair Value Measurements Related to Assets Still Held at Period End

	September 30, 2014			
	Estimated Fair Value Hierarchy			
(Dollars in millions)	Level 1	Level 2	Level 3	Total
Assets:				
Loans held for investment	**$ 0**	**$ 0**	**$ 120**	**$ 120**
Loans held for sale	**0**	**98**	**0**	**98**
Other assets[(1)]	**0**	**0**	**63**	**63**
Total	**$ 0**	**$ 98**	**$ 183**	**$ 281**

	December 31, 2013			
	Estimated Fair Value Hierarchy			
(Dollars in millions)	Level 1	Level 2	Level 3	Total
Assets:				
Loans held for investment	$ 0	$ 0	$ 84	$ 84
Loans held for sale	0	145	0	145
Other assets[(1)]	0	0	64	64
Total	$ 0	$ 145	$ 148	$ 293

(1) Includes foreclosed property and repossessed assets of $51 million and long-lived assets held for sale of $12 million as of September 30, 2014. Comparatively, includes foreclosed property and repossessed assets of $42 million and long-lived assets held for sale of $22 million as of December 31, 2013.

In the above table, loans held for investment primarily include nonperforming loans for which specific reserves or charge-offs have been recognized. These loans are classified as Level 3 as they are valued based in part on the estimated fair value of the underlying collateral and the non-recoverable rate, which is considered to be a significant unobservable input. Collateral fair value sources include the appraisal value obtained from independent appraisers, broker pricing opinions, or other available market information. The non-recoverable rate ranged from 0% to 100%, with a weighted average of 28%, and from 0% to 42%, with a weighted average of 13% as of September 30, 2014 and December 31, 2013, respectively. The fair value of the other assets classified as Level 3 is determined based on appraisal value or listing price which involves significant judgment; the significant unobservable inputs and related quantitative information are not meaningful to disclose as they vary significantly across properties and collateral.

The following table presents total nonrecurring fair value measurements for the period, included in earnings, attributable to the change in fair value relating to assets that are still held at September 30, 2014 and 2013.

Table 12.5: Nonrecurring Fair Value Measurements Included in Earnings Related to Assets Still Held at Period End

	Total Gains (Losses)	
	Nine Months Ended September 30,	
(Dollars in millions)	2014	2013
Assets:		
Loans held for investment	**$ (19)**	$ (27)
Loans held for sale	**0**	0
Other assets[(1)]	**(6)**	(16)
Total	**$ (25)**	$ (43)

(1) Includes the gains and losses related to foreclosed property and repossessed assets and long-lived assets held for sale.

Fair Value of Financial Instruments

The following reflects the fair value of financial instruments, whether or not recognized on the consolidated balance sheets at fair value, as of September 30, 2014 and December 31, 2013:

Table 12.6: Fair Value of Financial Instruments

	September 30, 2014		Estimated Fair Value Hierarchy		
(Dollars in millions)	Carrying Amount	Estimated Fair Value	Level 1	Level 2	Level 3
Financial assets:					
Cash and cash equivalents	**$ 6,148**	**$ 6,148**	**$ 6,148**	**$ 0**	**$ 0**
Restricted cash for securitization investors	**405**	**405**	**405**	**0**	**0**
Securities available for sale	**39,665**	**39,665**	**4,373**	**33,826**	**1,466**
Securities held to maturity	**22,182**	**22,928**	**0**	**22,770**	**158**
Net loans held for investment	**197,380**	**201,441**	**0**	**0**	**201,441**
Loans held for sale	**427**	**431**	**0**	**431**	**0**
Interest receivable	**1,268**	**1,268**	**0**	**1,268**	**0**
Derivative assets	**836**	**836**	**0**	**785**	**51**
Retained interests in securitizations	**203**	**203**	**0**	**0**	**203**
Financial liabilities:					
Non-interest bearing deposits	**$ 25,388**	**$ 25,388**	**$ 25,388**	**$ 0**	**$ 0**
Interest-bearing deposits	**178,876**	**172,688**	**0**	**11,341**	**161,347**
Securitized debt obligations	**10,508**	**10,654**	**0**	**10,654**	**0**
Senior and subordinated notes	**18,534**	**19,075**	**0**	**19,075**	**0**
Federal funds purchased and securities loaned or sold under agreements to repurchase	**2,330**	**2,330**	**2,330**	**0**	**0**
Other borrowings	**10,871**	**10,876**	**0**	**10,876**	**0**
Interest payable	**249**	**249**	**0**	**249**	**0**
Derivative liabilities	**369**	**369**	**1**	**329**	**39**

	December 31, 2013		Estimated Fair Value Hierarchy		
(Dollars in millions)	Carrying Amount	Estimated Fair Value	Level 1	Level 2	Level 3
Financial assets:					
Cash and cash equivalents	$ 6,291	$ 6,291	$ 6,291	$ 0	$ 0
Restricted cash for securitization investors	874	874	874	0	0
Securities available for sale	41,800	41,800	960	37,510	3,330
Securities held to maturity	19,132	19,185	0	18,895	290
Net loans held for investment	192,884	198,138	0	0	198,138
Loans held for sale	218	219	0	219	0
Interest receivable	1,418	1,418	0	1,418	0
Derivatives assets	959	959	3	906	50
Retained interests in securitizations	199	199	0	0	199
Financial liabilities:					
Non-interest bearing deposits	$ 22,643	$ 22,643	$ 22,643	$ 0	$ 0
Interest-bearing deposits	181,880	175,516	0	14,346	161,170
Securitized debt obligations	10,289	11,081	0	10,835	246
Senior and subordinated notes	13,134	13,715	0	13,715	0
Federal funds purchased and securities loaned or sold under agreements to repurchase	915	915	915	0	0
Other borrowings	16,316	16,324	0	16,324	0
Interest payable	307	307	0	307	0
Derivatives liabilities	710	710	4	668	38

The following describes the valuation techniques used in estimating the fair value of our financial instruments as of September 30, 2014 and December 31, 2013. We applied the fair value provisions to the financial instruments not recognized on the consolidated balance sheets at fair value, which include securities held to maturity, loans held for investment, loans held for sale, interest receivable, interest-bearing deposits, securitized debt obligations, other borrowings and senior and subordinated notes. The provisions requiring us to maximize the use of observable inputs and to measure fair value using a notion of exit price were factored into our selection of inputs for our established valuation techniques.

Cash and Cash Equivalents

The carrying amounts of cash and due from banks, federal funds sold and securities purchased under agreements to resell and interest-bearing deposits with banks approximate fair value.

Restricted Cash for Securitization Investors

The carrying amounts of restricted cash for securitization investors approximate their fair value due to their relatively short-term nature.

Investment Securities

Quoted prices in active markets are used to measure the fair value of U.S. Treasury debt obligations. For other investment categories, we utilize multiple third-party pricing services to obtain fair value measurements for the large majority of our securities. A pricing service may be considered as the primary pricing provider for certain types of securities, and the designation of the primary pricing provider may vary depending on the type of securities. The determination of the primary pricing provider is based on our experience and validation benchmark of the pricing service’s performance in terms of providing fair value measurements for the various types of securities.

Certain securities are classified as Level 2 and 3, the majority of which are collateralized mortgage obligations and mortgage-backed securities. Level 2 and 3 classifications indicate that significant valuation assumptions are not consistently observable in the market. When significant assumptions are not consistently observable, fair values are derived using the best available data. Such data may include quotes provided by a dealer, the use of external pricing services, independent pricing models, or other model-based valuation techniques such as calculation of the present values of future cash flows incorporating assumptions such as benchmark yields, spreads, prepayment speeds, credit ratings, and losses. The techniques used by the pricing services utilize observable market data to the extent available. Pricing models may be used, which can vary by asset class and may incorporate available trade, bid and other market information. Across asset classes, information such as trader/dealer input, credit spreads, forward curves, and prepayment speeds are used to help determine appropriate valuations. Because many fixed income securities do not trade on a daily basis, the evaluated pricing applications may apply available information through processes such as benchmarking curves, like securities, sector groupings, and matrix pricing to prepare valuations. In addition, model processes are used by the pricing services to develop prepayment and interest rate scenarios.

We validate the pricing obtained from the primary pricing providers through comparison of pricing to additional sources, including other pricing services, dealer pricing indications in transaction results, and other internal sources. Pricing variances among different pricing sources are analyzed and validated. Additionally, on an on-going basis, we may select a sample of securities and test the third-party valuation by obtaining more detailed information about the pricing methodology, sources of information, and assumptions used to value the securities.

The significant unobservable inputs used in the fair value measurement of our residential, asset-backed and commercial securities include yield, prepayment rate, default rate and loss severity in the event of default. Significant increases or decreases in any of those inputs in isolation or combination would result in a significant change in fair value measurement. Generally, an increase in the yield assumption will result in a decrease in fair value measurement, however, an increase or decrease in prepayment rate, default rate or loss severity may have a different impact on the fair value given various characteristics of the security including the capital structure of the deal, credit enhancement for the security or other factors.

Net Loans Held For Investment

Loans held for investment that are individually impaired are carried at the lower of cost or fair value of the underlying collateral, less the estimated cost to sell. The fair values of credit card loans, installment loans, auto loans, home loans and commercial loans are estimated using a discounted cash flow method, which is a form of the income approach. Discount rates are determined considering rates at which similar portfolios of loans would be made under current conditions and considering liquidity spreads applicable to each loan portfolio based on the secondary market. The fair value of credit card loans excludes any value related to customer account relationships. For those loans held for investment that are recorded at fair value within our consolidated balance sheets on a nonrecurring basis, the fair value is determined using appraisal values that are obtained from independent appraisers, broker pricing opinions or other available market information, adjusted for the estimated costs to transact the sale.

Due to the use of significant unobservable inputs, loans held for investment are classified as Level 3 under the fair value hierarchy. Fair value adjustments for individually impaired collateralized loans held for investment are recorded in provision for credit losses on the consolidated statements of income.

Loans Held For Sale

Loans held for sale are carried at the lower of aggregate cost, net of deferred fees and deferred origination costs, or fair value. We originate loans with the intent to sell to government sponsored enterprises as part of a delegated underwriting and servicing ("DUS") program. For DUS commercial loans, we believe the fair value approximates par value as this is the contractual price we receive from the purchaser. For all other loans classified as held for sale, the fair value is determined using a discounted cash flow model or current secondary market prices for loan pools with similar characteristics. Loans held for sale that are valued at par or using a discounted cash flow model are classified as Level 2. Fair value adjustments to loans held for sale are recorded in other non-interest income on our consolidated statements of income.

Interest Receivable

The carrying amount of interest receivable approximates the fair value of this asset due to its relatively short-term nature.

Derivative Assets and Liabilities

We use both exchange-traded derivatives and OTC derivatives to manage our interest rate and foreign currency risk exposure. Quoted market prices are available and used for our exchange-traded derivatives, which we classify as Level 1. However, substantially all of our derivatives are traded in OTC markets where quoted market prices are not always readily available. Therefore, we value most OTC derivatives using valuation techniques, which include internally-developed models. We primarily rely on market observable inputs for our models, such as interest rate yield curves, credit curves, option volatility and currency rates, that vary depending on the type of derivative and nature of the underlying rate, price or index upon which the derivative's value is based. Where model inputs can be observed in a liquid market and the model does not require significant judgment, such derivatives are typically classified as Level 2 of the fair value hierarchy. When instruments are traded in less liquid markets and significant inputs are unobservable, such as interest rate swaps whose remaining terms do not correlate with market observable interest rate yield curves, the derivatives are classified as Level 3.

The impact of counterparty non-performance risk is considered when measuring the fair value of derivative assets. These derivatives are included in other assets on the balance sheet.

We validate the pricing obtained from the internal models through comparison of pricing to additional sources, including external valuation agents and other internal sources. Pricing variances among different pricing sources are analyzed and validated.

Mortgage Servicing Rights

We record consumer MSRs at fair value on a recurring basis, while commercial MSRs are subsequently measured at amortized cost with impairment recognized as a reduction in other non-interest income. MSRs do not trade in an active market with readily observable prices. Accordingly, we determine the fair value of MSRs using a valuation model that calculates the present value of estimated future net servicing income. The model incorporates assumptions that market participants use in estimating future net servicing income, including estimates of prepayment speeds, discount rate, cost to service, contractual servicing fee income, ancillary income and late fees. Fair value measurements of MSRs use significant unobservable inputs and, accordingly, are classified as Level 3.

Retained Interests in Securitizations

We have retained interests in various mortgage securitization deals from previous acquisitions. Our retained interest includes rights to future cash flows arising from the receivables, the most significant being certificated interest-only bonds issued by the trust. We record our interest in these deals at fair value using valuation models to calculate the present value of future income. The model incorporates various assumptions that market participants use in estimating future income including weighted-average life, constant prepayment rate, discount rate, default rate and severity.

Other Assets

Included in other assets are foreclosed property, other repossessed assets and long-lived assets held for sale. Foreclosed property and other repossessed assets are carried at the lower of the carrying amount or fair value less costs to sell. The fair value is determined based on the appraisal value or listing price of the property or collateral provided by independent appraisers, and is adjusted for the estimated costs to transact the sale. Due to the use of significant unobservable inputs, foreclosed property is classified as Level 3 under the fair value hierarchy. Fair value adjustments for foreclosed property are recorded in other non-interest expense on the consolidated statements of income. Foreclosed property and repossessed assets, which we report on our consolidated balance sheets under other assets, totaled $129 million and $167 million, respectively, as of September 30, 2014, compared with $113 million and $160 million, respectively, as of December 31, 2013.

Long-lived assets held for sale are also subject to fair value measurement on a nonrecurring basis, and carried at the lower of their carrying amount or fair value less costs to sell. The fair value is determined based on the appraisal value or listing price of the property or collateral provided by independent appraisers, and is adjusted for the estimated costs to transact the sale. Due to the use of significant unobservable inputs, long-lived assets held for sale are classified as Level 3 under the fair value hierarchy. Fair value adjustments for long-lived assets are recorded in other non-interest expense on the consolidated statements of income.

Non-Interest Bearing Deposits

The carrying amount of non-interest bearing deposits approximates fair value.

Interest-bearing Deposits

The fair value of interest-bearing deposits is determined based on discounted expected cash flows using discount rates consistent with current market rates for similar products with similar remaining terms.

Securitized Debt Obligations

We utilized multiple third-party pricing services to obtain fair value measurements for the large majority of our securitized debt obligations. The techniques used by the pricing services utilize observable market data to the extent available; and pricing models may be used which incorporate available trade, bid and other market information as described in the above section. We used internal pricing models, discounted cash flow models or similar techniques to estimate the fair value of certain securitization trusts where third-party pricing was not available.

Senior and Subordinated Notes

We engage multiple third-party pricing services in order to estimate the fair value of senior and subordinated notes. The pricing service utilizes a pricing model that incorporates available trade, bid and other market information. It also incorporates spread assumptions, volatility assumptions and relevant credit information into the pricing models.

Federal Funds Purchased and Securities Loaned or Sold under Agreements to Repurchase and Other Borrowings

The carrying amount of federal funds purchased and repurchase agreements approximates fair value. The fair value of FHLB advances is determined based on discounted expected cash flows using discount rates consistent with current market rates for FHLB advances with similar remaining terms.

Interest Payable

The carrying amount of interest payable approximates the fair value of this liability due to its relatively short-term nature.

NOTE 13—BUSINESS SEGMENTS

Our principal operations are currently organized into three major business segments, which are defined based on the products and services provided or the type of customer served: Credit Card, Consumer Banking and Commercial Banking. The operations of acquired businesses have been integrated into our existing business segments. Certain activities that are not part of a segment, such as management of our corporate investment portfolio and asset/liability management by our centralized Corporate Treasury group, are included in the Other category.

Basis of Presentation

We report the results of each of our business segments on a continuing operations basis. See "Note 2—Discontinued Operations" for a discussion of discontinued operations. The results of our individual businesses reflect the manner in which management evaluates performance and makes decisions about funding our operations and allocating resources.

Business Segment Reporting Methodology

The results of our business segments are intended to reflect each segment as if it were a stand-alone business. Our internal management and reporting process used to derive our segment results employs various allocation methodologies, including funds transfer pricing, to assign certain balance sheet assets, deposits and other liabilities and their related revenue and expenses directly or indirectly attributable to each business segment. Our funds transfer pricing process provides a funds credit for sources of funds, such as deposits generated by our Consumer Banking and Commercial Banking businesses, and a funds charge for the use of funds by each segment. Due to the integrated nature of our business segments, estimates and judgments have been made in allocating certain revenue and expense items. Transactions between segments are based on specific criteria or approximate third-party rates. We regularly assess the assumptions, methodologies and reporting classifications used for segment reporting, which may result in the implementation of refinements or changes in future periods. We provide additional information on the allocation methodologies used to derive our business segment results in "Note 19—Business Segments" in our 2013 Form 10-K.

Segment Results and Reconciliation

We may periodically change our business segments or reclassify business segment results based on modifications to our management reporting methodologies and changes in organizational alignment.

The following tables present our business segment results for the three and nine months ended September 30, 2014 and 2013, selected balance sheet data as of September 30, 2014 and 2013, and a reconciliation of our total business segment results to our reported consolidated income from continuing operations, assets and deposits. Prior period amounts have been recast to conform to the current period.

CAPITAL ONE FINANCIAL CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Table 13.1: Segment Results and Reconciliation

	Three Months Ended September 30, 2014				
(Dollars in millions)	Credit Card	Consumer Banking	Commercial Banking[1]	Other[1]	Consolidated Total[1]
Net interest income	**$ 2,627**	**$ 1,425**	**$ 439**	**$ 6**	**$ 4,497**
Non-interest income	**846**	**179**	**122**	**(5)**	**1,142**
Total net revenue	**3,473**	**1,604**	**561**	**1**	**5,639**
Provision (benefit) for credit losses	**787**	**198**	**9**	**(1)**	**993**
Non-interest expense:					
Amortization of intangibles:					
PCCR intangible amortization	**90**	**0**	**0**	**0**	**90**
Core deposit intangible amortization	**0**	**26**	**5**	**0**	**31**
Total PCCR and core deposit intangible amortization	**90**	**26**	**5**	**0**	**121**
Other non-interest expense	**1,640**	**930**	**263**	**31**	**2,864**
Total non-interest expense	**1,730**	**956**	**268**	**31**	**2,985**
Income (loss) from continuing operations before income taxes	**956**	**450**	**284**	**(29)**	**1,661**
Income tax provision (benefit)	**332**	**161**	**102**	**(59)**	**536**
Income from continuing operations, net of tax	**$ 624**	**$ 289**	**$ 182**	**$ 30**	**$ 1,125**
Period-end total loans held for investment	**$ 80,631**	**$ 71,061**	**$ 49,788**	**$ 112**	**$ 201,592**
Period-end total deposits	**0**	**167,624**	**31,918**	**4,722**	**204,264**

	Three Months Ended September 30, 2013				
(Dollars in millions)	Credit Card	Consumer Banking	Commercial Banking[1]	Other[1]	Consolidated Total[1]
Net interest income (expense)	$ 2,757	$ 1,481	$ 424	$ (102)	$ 4,560
Non-interest income	834	184	87	(14)	1,091
Total net revenue (loss)	3,591	1,665	511	(116)	5,651
Provision (benefit) for credit losses	617	202	31	(1)	849
Non-interest expense:					
Amortization of intangibles:					
PCCR intangible amortization	106	0	0	0	106
Core deposit intangible amortization	0	34	6	0	40
Total PCCR and core deposit intangible amortization	106	34	6	0	146
Other non-interest expense	1,798	893	222	50	2,963
Total non-interest expense	1,904	927	228	50	3,109
Income (loss) from continuing operations before income taxes	1,070	536	252	(165)	1,693
Income tax provision (benefit)	376	191	90	(82)	575
Income (loss) from continuing operations, net of tax	$ 694	$ 345	$ 162	$ (83)	$ 1,118
Period-end total loans held for investment	$ 77,967	$ 71,285	$ 42,399	$ 163	$ 191,814
Period-end total deposits	0	168,437	30,592	7,805	206,834

CAPITAL ONE FINANCIAL CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

	Nine Months Ended September 30, 2014				
(Dollars in millions)	Credit Card	Consumer Banking	Commercial Banking[(1)]	Other[(1)]	Consolidated Total[(1)]
Net interest income (expense)	**$ 7,613**	**$ 4,289**	**$ 1,296**	**$ (36)**	**$ 13,162**
Non-interest income	**2,470**	**499**	**318**	**28**	**3,315**
Total net revenue (loss)	**10,083**	**4,788**	**1,614**	**(8)**	**16,477**
Provision (benefit) for credit losses	**1,894**	**481**	**61**	**(4)**	**2,432**
Non-interest expense:					
Amortization of intangibles:					
PCCR intangible amortization	**282**	**0**	**0**	**0**	**282**
Core deposit intangible amortization	**0**	**84**	**16**	**0**	**100**
Total PCCR and core deposit intangible amortization	**282**	**84**	**16**	**0**	**382**
Other non-interest expense	**4,893**	**2,740**	**774**	**107**	**8,514**
Total non-interest expense	**5,175**	**2,824**	**790**	**107**	**8,896**
Income (loss) from continuing operations before income taxes	**3,014**	**1,483**	**763**	**(111)**	**5,149**
Income tax provision (benefit)	**1,054**	**530**	**273**	**(161)**	**1,696**
Income from continuing operations, net of tax	**$ 1,960**	**$ 953**	**$ 490**	**$ 50**	**$ 3,453**
Period-end total loans held for investment	**$ 80,631**	**$ 71,061**	**$ 49,788**	**$ 112**	**$ 201,592**
Period-end total deposits	**0**	**167,624**	**31,918**	**4,722**	**204,264**

	Nine Months Ended September 30, 2013				
(Dollars in millions)	Credit Card	Consumer Banking	Commercial Banking[(1)]	Other[(1)]	Consolidated Total[(1)]
Net interest income (expense)	$ 8,391	$ 4,437	$ 1,227	$ (372)	$ 13,683
Non-interest income	2,487	554	264	(148)	3,157
Total net revenue (loss)	10,878	4,991	1,491	(520)	16,840
Provision (benefit) for credit losses	2,073	444	(18)	(3)	2,496
Non-interest expense:					
Amortization of intangibles:					
PCCR intangible amortization	332	0	0	0	332
Core deposit intangible amortization	0	106	21	0	127
Total PCCR and core deposit intangible amortization	332	106	21	0	459
Other non-interest expense	5,239	2,621	656	143	8,659
Total non-interest expense	5,571	2,727	677	143	9,118
Income (loss) from continuing operations before income taxes	3,234	1,820	832	(660)	5,226
Income tax provision (benefit)	1,135	648	296	(332)	1,747
Income (loss) from continuing operations, net of tax	$ 2,099	$ 1,172	$ 536	$ (328)	$ 3,479
Period-end total loans held for investment	$ 77,967	$ 71,285	$ 42,399	$ 163	$ 191,814
Period-end total deposits	0	168,437	30,592	7,805	206,834

(1) In the first quarter of 2014, we adopted the proportional amortization method of accounting for Investments in Qualified Affordable Housing Projects. See "Note 1—Summary of Significant Accounting Policies" for expanded discussion. Prior periods have been recast to conform to this presentation.

NOTE 14—COMMITMENTS, CONTINGENCIES, GUARANTEES, AND OTHERS

Guarantees

We have credit exposure on agreements that we entered into to absorb a portion of the risk of loss on certain manufactured housing securitizations issued by GreenPoint Credit, LLC in 2000. Our maximum credit exposure related to these agreements totaled $14 million and $16 million as of September 30, 2014 and December 31, 2013, respectively. These agreements are recorded on our consolidated balance sheets as a component of other liabilities. The value of our obligations under these agreements was $14 million and $15 million as of September 30, 2014 and December 31, 2013, respectively.

See "Note 6—Variable Interest Entities and Securitizations" for additional information about our manufactured housing securitization transactions.

Letters of Credit and Loss Sharing Agreements

We issue letters of credit (financial standby, performance standby and commercial) to meet the financing needs of our customers. Standby letters of credit are conditional commitments issued by us to guarantee the performance of a customer to a third party in a borrowing arrangement. Commercial letters of credit are short-term commitments issued primarily to facilitate trade finance activities for customers and are generally collateralized by the goods being shipped to the client. Collateral requirements are similar to those for funded transactions and are established based on management's credit assessment of the customer. Management conducts regular reviews of all outstanding letters of credit and customer acceptances, and the results of these reviews are considered in assessing the adequacy of our allowance for loan and lease losses.

On November 1, 2013, we acquired Beech Street Capital, a privately-held, DUS lender that originates multifamily commercial real estate loans with the intent to sell them to a government-sponsored enterprise ("GSE"). We enter into loss sharing agreements with Fannie Mae upon the sale of the DUS commercial loans. Under these agreements, we share losses on the covered loans with Fannie Mae on a pari passu basis over the life of the loans. At inception, we record a liability representing the fair value of our obligation which is subsequently amortized as we are released from risk of payment under the loss sharing agreement. If payment under the loss sharing agreement becomes probable and estimable, an additional liability may be recorded on the consolidated balance sheets and a non-interest expense may be recognized on the consolidated statements of income. The associated MSRs will also be reviewed for impairment annually.

We had standby letters of credit and commercial letters of credit with contractual amounts of $2.1 billion and $2.0 billion as of September 30, 2014 and December 31, 2013. The carrying value of outstanding letters of credit, which we include in other liabilities on our consolidated balance sheets, was $3 million and $4 million as of September 30, 2014 and December 31, 2013, respectively. These financial guarantees had expiration dates ranging from 2014 to 2025 as of September 30, 2014. The amount of liability recognized on our balance sheet for Fannie Mae and other loss sharing agreements was $34 million and $14 million as of September 30, 2014 and December 31, 2013, respectively. No additional collateral or recourse provisions exist to reduce this exposure.

U.K. Cross Sell

In the U.K., we previously sold payment protection insurance ("PPI") and other ancillary cross sell products. In response to an elevated level of customer complaints across the industry, heightened media coverage and pressure from consumer advocacy groups, the U.K. Financial Conduct Authority ("FCA") investigated and raised concerns about the way some companies have handled complaints related to the sale of these insurance policies. In connection with this matter, we have established a reserve related to U.K. cross sell products, including PPI, which totaled $167 million and $169 million as of September 30, 2014 and December 31, 2013, respectively. Capital One continues to learn from interactions with the relevant stakeholders and engages with them as appropriate regarding our approach to determining the amount of customer refunds, where appropriate. As such, we have updated our calculation used to determine PPI customer refunds, which resulted in a $23 million addition to the reserve in the three months ended September 30, 2014. The addition to the reserve this quarter has been more than offset by a combination of utilization of the reserve through customer refund payments and foreign exchange movements.

Mortgage Representation and Warranty Liabilities

We acquired three subsidiaries that originated residential mortgage loans and sold these loans to various purchasers, including purchasers who created securitization trusts. These subsidiaries are Capital One Home Loans, LLC, which was acquired in February 2005; GreenPoint, which was acquired in December 2006 as part of the North Fork acquisition; and CCB, which was acquired in February 2009 and subsequently merged into CONA (collectively, "the subsidiaries").

In connection with their sales of mortgage loans, the subsidiaries entered into agreements containing varying representations and warranties about, among other things, the ownership of the loan, the validity of the lien securing the loan, the loan's compliance with any applicable loan criteria established by the purchaser, including underwriting guidelines and the existence of mortgage insurance, and the loan's compliance with applicable federal, state and local laws. The representations and warranties do not address the credit performance of the mortgage loans, but mortgage loan performance often influences whether a claim for breach of representation and warranty will be asserted and has an effect on the amount of any loss in the event of a breach of a representation or warranty.

Each of these subsidiaries may be required to repurchase mortgage loans in the event of certain breaches of these representations and warranties. In the event of a repurchase, the subsidiary is typically required to pay the unpaid principal balance of the loan together with interest and certain expenses (including, in certain cases, legal costs incurred by the purchaser and/or others). The subsidiary then recovers the loan or, if the loan has been foreclosed, the underlying collateral. The subsidiary is exposed to any losses on the repurchased loans after giving effect to any recoveries on the collateral. In some instances, rather than repurchase the loans, a subsidiary may agree to make cash payments to make an investor whole on losses or to settle repurchase claims, possibly including claims for attorneys' fees and interest. In addition, our subsidiaries may be required to indemnify certain purchasers and others against losses they incur as a result of certain breaches of representations and warranties.

These subsidiaries, in total, originated and sold to non-affiliates approximately $111 billion original principal balance of mortgage loans between 2005 and 2008, which are the years (or "vintages") with respect to which our subsidiaries have received the vast majority of the repurchase requests and other related claims.

The following table presents the original principal balance of mortgage loan originations, by vintage for 2005 through 2008, for the three general categories of purchasers of mortgage loans and the estimated unpaid principal balance as of September 30, 2014 and December 31, 2013:

Table 14.1: Unpaid Principal Balance of Mortgage Loans Originated and Sold to Third Parties Based on Category of Purchaser

	Estimated Unpaid Principal Balance		Original Principal Balance				
(Dollars in billions)	**September 30, 2014**	**December 31, 2013**	**Total**	**2008**	**2007**	**2006**	**2005**
Government-sponsored enterprises ("GSEs")	**$ 3**	$ 3	$ 11	$ 1	$ 4	$ 3	$ 3
Insured Securitizations	**4**	5	20	0	2	8	10
Uninsured Securitizations and Other	**17**	18	80	3	15	30	32
Total	**$ 24**	$ 26	$ 111	$ 4	$ 21	$ 41	$ 45

Between 2005 and 2008, our subsidiaries sold an aggregate amount of $11 billion in original principal balance mortgage loans to the GSEs.

Of the $20 billion in original principal balance of mortgage loans sold directly by our subsidiaries to private-label purchasers who placed the loans into securitizations supported by bond insurance ("Insured Securitizations"), approximately 48% of the original principal balance was covered by bond insurance. Further, approximately $16 billion original principal balance was placed in securitizations as to which the monoline bond insurers have made repurchase requests or loan file requests to one of our subsidiaries ("Active Insured Securitizations") and the remaining approximately $4 billion original principal balance was placed in securitizations as to which the monoline bond insurers have not made repurchase requests or loan file requests to one of our subsidiaries ("Inactive Insured Securitizations"). Insured Securitizations often allow the monoline bond insurer to act independently of the investors. Bond insurers typically have indemnity agreements directly with both the mortgage originators and the securitizers, and they often have super-majority rights within the trust documentation that allow them to direct trustees to pursue mortgage repurchase requests without coordination with other investors.

Because we do not service most of the loans our subsidiaries sold to others, we do not have complete information about the current ownership of a portion of the $80 billion in original principal balance of mortgage loans not sold directly to GSEs or placed in Insured Securitizations. We have determined based on information obtained from third-party databases that about $48 billion original principal balance of these mortgage loans is currently held by private-label publicly issued securitizations not supported by bond insurance ("Uninsured Securitizations"). An additional approximately $22 billion original principal balance of mortgage loans were initially sold to private investors as whole loans. Various known and unknown investors purchased the remaining $10 billion original principal balance of mortgage loans.

With respect to the $111 billion in original principal balance of mortgage loans originated and sold to others between 2005 and 2008, we estimate that approximately $24 billion in unpaid principal balance remains outstanding as of September 30, 2014, of which approximately $5 billion in unpaid principal balance is at least 90 days delinquent. Approximately $21 billion in losses have been realized by third parties. Because we do not service most of the loans we sold to others, we do not have complete information about the underlying credit performance levels for some of these mortgage loans. These amounts reflect our best estimates, including extrapolations of underlying credit performance where necessary. These estimates could change as we get additional data or refine our analysis.

The subsidiaries had open repurchase requests relating to approximately $2.7 billion original principal balance of mortgage loans as of September 30, 2014, compared with $2.8 billion as of December 31, 2013. Currently, repurchase demands predominantly relate to the 2006 and 2007 vintages. We have received relatively few repurchase demands from the 2008 and 2009 vintages, mostly because GreenPoint ceased originating mortgages in August 2007.

The following table presents information on pending repurchase requests by counterparty category and timing of initial repurchase request. The amounts presented are based on original loan principal balances.

Table 14.2: Open Pipeline All Vintages (all entities)[(1)]

(Dollars in millions) (All amounts are Original Principal Balance)	GSEs	Insured Securitizations	Uninsured Securitizations and Other	Total
Open claims as of December 31, 2012	$ 59	$ 1,579	$ 781	$ 2,419
Gross new demands received	203	40	391	634
Loans repurchased/made whole	(49)	(5)	(27)	(81)
Demands rescinded	(124)	0	(23)	(147)
Open claims as of December 31, 2013	89	1,614	1,122	2,825
Gross new demands received	**19**	**1**	**740**	**760**
Loans repurchased/made whole	**(28)**	**0**	**(3)**	**(31)**
Demands rescinded	**(61)**	**(745)**	**(12)**	**(818)**
Open claims as of September 30, 2014	**$ 19**	**$ 870**	**$ 1,847**	**$ 2,736**

(1) The open pipeline includes all repurchase requests ever received by our subsidiaries where either the requesting party has not formally rescinded the repurchase request and where our subsidiary has not agreed to either repurchase the loan at issue or make the requesting party whole with respect to its losses. Accordingly, repurchase requests denied by our subsidiaries and not pursued by the counterparty remain in the open pipeline, with the exception of certain aged repurchase requests submitted by parties without contractual standing to pursue such requests, which may be removed from the pipeline. Finally, the amounts reflected in this chart are the original principal balance amounts of the mortgage loans at issue and do not correspond to the losses our subsidiary would incur upon the repurchase of these loans.

The following table summarizes changes in our representation and warranty reserves for the three and nine months ended September 30, 2014 and 2013:

Table 14.3: Changes in Representation and Warranty Reserve

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in millions)	2014	2013	2014	2013
Representation and warranty repurchase reserve, beginning of period[1]	**$ 1,012**	$ 1,156	**$ 1,172**	$ 899
Provision (benefit) for mortgage representation and warranty losses:				
Recorded in continuing operations	**0**	(13)	**(15)**	(27)
Recorded in discontinued operations	**70**	9	**34**	303
Total provision (benefit) for mortgage representation and warranty losses	**70**	(4)	**19**	276
Net realized losses	**(2)**	(7)	**(111)**	(30)
Representation and warranty repurchase reserve, end of period[1]	**$ 1,080**	$ 1,145	**$ 1,080**	$ 1,145

(1) Reported on our consolidated balance sheets as a component of other liabilities.

As indicated in the table below, most of the reserves relate to the $27 billion in original principal balance of mortgage loans sold directly to the GSEs or to the Active Insured Securitizations.

Table 14.4: Allocation of Representation and Warranty Reserve

	Reserve Liability		
(Dollars in millions, except for loans sold)	September 30, 2014	December 31, 2013	Loans Sold 2005 to 2008[1]
Selected period-end data:			
GSEs and Active Insured Securitizations	**$ 797**	$ 965	$ 27
Inactive Insured Securitizations and Others	**283**	207	84
Total	**$ 1,080**	$ 1,172	$ 111

(1) Reflects, in billions, the total original principal balance of mortgage loans originated by our subsidiaries and sold to third-party investors between 2005 and 2008.

In establishing reserves for the $11 billion original principal balance of GSE loans, we rely on the historical relationship between GSE loan losses and repurchase outcomes for each GSE, adjusted for any settlements, to estimate: (1) the percentage of current and future GSE loan defaults that we anticipate will result in repurchase requests from the GSEs over the lifetime of the GSE loans; and (2) the percentage of those repurchase requests that we anticipate will result in actual repurchases. We rely on estimated collateral valuations and loss forecast models to estimate our lifetime liability on GSE loans. This reserving approach to the GSE loans reflects the historical interaction with the GSEs around repurchase requests and also includes anticipated repurchases resulting from mortgage insurance rescissions. Although our assumed future claims rate considers the most recent claims experience and actual repurchases, an increase in GSE claims and/or repurchases could result in an increase in our reserve. We have entered into and completed repurchase or settlement agreements with respect to the majority of our repurchase exposure within this category.

Our reserves also could be impacted by any claims which may be brought by governmental agencies under the Financial Institutions Reform, Recovery, and Enforcement Act (“FIRREA”), the False Claims Act, or other federal or state statutes. For example, GreenPoint and Capital One have received requests for information and/or subpoenas from various governmental regulators and law enforcement authorities, including members of the RMBS Working Group, relating to the origination of loans for sale to the GSEs and to RMBS participants. We are cooperating with these regulators and other authorities in responding to such requests.

For the $16 billion original principal balance in Active Insured Securitizations, our reserving approach is based upon the expected resolution of litigation with the monoline bond insurers. Accordingly, our representation and warranty reserves for this category are litigation reserves. In establishing litigation reserves for this category, we consider the current and future monoline insurer losses inherent within the securitization and apply legal judgment to the developing factual and legal record to estimate the liability for each securitization. We consider as factors within the analysis our own past monoline settlements in addition to publicly available industry monoline settlements. Our reserves with respect to the U.S. Bank Litigation, and the DBSP Litigation, in each case as referenced below, are contained within the Active Insured Securitization reserve category. Further, to the extent we have litigation reserves with respect to indemnification risks from certain representation and warranty lawsuits brought by monoline bond insurers against third-party securitizations sponsors, where one of our subsidiaries provided some or all of the mortgage collateral within the securitization but is not a defendant in the litigation, such reserves are also contained within this category.

For the $4 billion original principal balance of mortgage loans in the Inactive Insured Securitizations category and the $48 billion original principal balance of mortgage loans in the Uninsured Securitizations category, we establish reserves based on an assessment of probable and estimable legal liability, if any, utilizing both our own experience and publicly available industry settlement information to estimate lifetime liability. In contrast with the bond insurers in the Insured Securitizations, investors in Uninsured Securitizations often face a number of legal and logistical hurdles before they can force a securitization trustee to pursue mortgage repurchases, including the need to coordinate with a certain percentage of investors holding the securities and to indemnify the trustee for any litigation it undertakes. Accordingly, we only reserve for such exposures when a trustee or investor with standing brings claims and it is probable we have incurred a loss. Some Uninsured Securitization investors from this category are currently suing investment banks and securitization sponsors under federal and/or state securities laws. Although we face some indirect indemnity risks from these litigations, we generally have not established reserves with respect to these indemnity risks because we do not consider them to be both probable and reasonably estimable liabilities. In addition, to the extent we have litigation reserves with respect to indemnification risks from certain representation and warranty lawsuits brought by parties who purchased loans from our subsidiaries and subsequently re-sold the loans into securitizations, such reserves are also contained within this category.

For the $22 billion original principal balance of mortgage loans sold to private investors as whole loans, we establish reserves by relying on our historical and anticipated claims and repurchase rates to estimate lifetime liability.

The aggregate reserve for all three subsidiaries totaled $1.1 billion as of September 30, 2014, compared with $1.2 billion as of December 31, 2013. We recorded a net provision for mortgage representation and warranty losses of $19 million in the nine months ended September 30, 2014. During the nine months ended September 30, 2014, we had settlements totaling $111 million that were charged against the reserves. The decrease in the representation and warranty reserve was primarily driven by claims paid and legal developments.

As part of our business planning processes, we have considered various outcomes relating to the future representation and warranty liabilities of our subsidiaries that are possible but do not rise to the level of being both probable and reasonably estimable outcomes justifying an incremental accrual under applicable accounting standards. Our current best estimate of reasonably possible future losses from representation and warranty claims beyond what was in our reserve as of September 30, 2014 is approximately $2.3 billion, a decline from our estimate of $2.6 billion at December 31, 2013. The estimate as of September 30, 2014 covers all reasonably possible losses relating to representation and warranty claim activity, including those relating to the U.S. Bank Litigation, the DBSP Litigation, the FHFA Litigation, and the LXS Trust Litigation.

In estimating reasonably possible future losses in excess of our current reserves, we assume a portion of the inactive securitizations become active and for all Insured Securitizations, we assume loss rates on the high end of those observed in monoline settlements or court rulings. For our remaining GSE exposures, Uninsured Securitizations and whole loan exposures, our reasonably possible risk estimates assume lifetime loss rates and claims rates at the highest levels of our past experience and also consider the limited instances of observed settlements. We do not assume claim rates or loss rates for these risk categories will be as high as those assumed for the Active Insured Securitizations, however, based on industry precedent. Should the number of claims or the loss rates on these claims increase significantly, our estimate of reasonably possible risk would increase materially. We also assume that we will resolve any loan repurchase requests relating to loans originated more than six years ago at a discount as compared to those originated within six years of a repurchase claim because of the pending legal arguments in various matters concerning the applicable statute of limitations.

Notwithstanding our ongoing attempts to estimate a reasonably possible amount of future losses beyond our current accrual levels based on current information, it is possible that actual future losses will exceed both the current accrual level and our current estimate of the amount of reasonably possible losses. Our reserve and reasonably possible estimates involve considerable judgment and reflect that there is still significant uncertainty regarding numerous factors that may impact the ultimate loss levels, including, but not limited to: litigation outcomes; court rulings; governmental enforcement decisions; future repurchase and indemnification claim levels; securitization trustees pursuing mortgage repurchase litigation unilaterally or in coordination with investors; investors successfully pursuing repurchase litigation independently and without the involvement of the trustee as a party; ultimate repurchase and indemnification rates; future mortgage loan performance levels; actual recoveries on the collateral; and macroeconomic conditions (including unemployment levels and housing prices). In light of the significant uncertainty as to the ultimate liability our subsidiaries may incur from these matters, an adverse outcome in one or more of these matters could be material to our results of operations or cash flows for any particular reporting period.

Litigation

In accordance with the current accounting standards for loss contingencies, we establish reserves for litigation related matters when it is probable that a loss associated with a claim or proceeding has been incurred and the amount of the loss can be reasonably estimated. Litigation claims and proceedings of all types are subject to many uncertain factors that generally cannot be predicted with assurance. Below we provide a description of potentially material legal proceedings and claims.

For some of the matters disclosed below, we are able to determine estimates of potential future outcomes that are not probable and reasonably estimable outcomes justifying either the establishment of a reserve or an incremental reserve build, but which are reasonably possible outcomes. For other disclosed matters, such an estimate is not possible at this time. For those matters below where an estimate is possible (excluding the reasonably possible future losses relating to the U.S. Bank Litigation, the DBSP Litigation, the FHFA Litigation, and the LXS Trust Litigation, because reasonably possible losses with respect to those litigations are included within the reasonably possible representation and warranty liabilities discussed above) management currently estimates the reasonably possible future losses could be approximately $250 million. Notwithstanding our attempt to estimate a reasonably possible range of loss beyond our current accrual levels for some litigation matters based on current information, it is possible that actual future losses will exceed both the current accrual level and the range of reasonably possible losses disclosed here. Given the inherent uncertainties involved in these matters, and the very large or indeterminate damages sought in some of these matters, there is significant uncertainty as to the ultimate liability we may incur from these litigation matters and an adverse outcome in one or more of these matters could be material to our results of operations or cash flows for any particular reporting period.

Interchange Litigation

In 2005, a number of entities, each purporting to represent a class of retail merchants, filed antitrust lawsuits (the “Interchange Lawsuits”) against MasterCard and Visa and several member banks, including our subsidiaries and us, alleging among other things, that the defendants conspired to fix the level of interchange fees. The complaints seek injunctive relief and civil monetary damages, which could be trebled. Separately, a number of large merchants have asserted similar claims against Visa and MasterCard only. In October 2005, the class and merchant Interchange Lawsuits were consolidated before the U.S. District Court for the Eastern District of New York for certain purposes, including discovery. In July 2012, the parties executed and filed with the court a Memorandum of Understanding agreeing to resolve the litigation on certain terms set forth in a settlement agreement attached to the Memorandum. The class settlement provides for, among other things, (i) payments by defendants to the class and individual plaintiffs totaling approximately $6.6 billion; (ii) a distribution to the class merchants of an amount equal to 10 basis points of certain interchange transactions for a period of eight months; and (iii) modifications to certain Visa and MasterCard rules regarding point of sale practices. This agreement is contingent on final court approval of the class settlement. In November 2012, the court granted preliminary approval of the class settlement. In December 2013, the court granted final approval of the proposed class settlement, which was appealed to the Second Circuit Court of Appeals in January 2014. Several merchant plaintiffs have also opted out of the class settlement, some of which have sued MasterCard, Visa and various member banks, including Capital One (collectively “the Opt-Out Plaintiffs”). Relatedly, in December 2013, individual consumer plaintiffs also filed a proposed national class action against a number of banks, including Capital One, alleging that because the banks conspired to fix interchange fees, consumers were forced to pay more for the fees than appropriate. The consumer case and virtually all of the opt-out cases were consolidated before the U.S. District Court for the Eastern District of New York for certain purposes, including discovery. The consolidated cases are in their preliminary stages, and Visa and MasterCard have settled a number of individual opt-out cases, requiring non-material payments from all banks, including Capital One.

As members of Visa, our subsidiary banks have indemnification obligations to Visa with respect to final judgments and settlements, including the Interchange Lawsuits. In the first quarter of 2008, Visa completed an IPO of its stock. With IPO proceeds, Visa established an escrow account for the benefit of member banks to fund certain litigation settlements and claims, including the Interchange Lawsuits. As a result, in the first quarter of 2008, we reduced our Visa-related indemnification liabilities of $91 million recorded in other liabilities with a corresponding reduction of other non-interest expense. We made an election in accordance with the accounting guidance for fair value option for financial assets and liabilities on the indemnification guarantee to Visa, and the fair value of the guarantee as of September 30, 2014 was zero. Separately, in January 2011, we entered into a MasterCard Settlement and Judgment Sharing Agreement, along with other defendant banks, which apportions between MasterCard and its member banks the costs and liabilities of any judgment or settlement arising from the Interchange Lawsuits.

In March 2011, a furniture store owner named Mary Watson filed a proposed class action in the Supreme Court of British Columbia against Visa, MasterCard, and several banks, including Capital One (the “Watson Litigation”). The lawsuit asserts, among other things, that the defendants conspired to fix the merchant discount fees that merchants pay on credit card transactions in violation of Section 45 of the Competition Act and seeks unspecified damages and injunctive relief. In addition, Capital One has been named as a defendant in similar proposed class action claims filed in other jurisdictions in Canada. In March 2014, the court granted a partial motion for class certification. Both parties appealed the decision to the Court of Appeal for British Columbia, which set oral argument on the appeal in December 2014.

Credit Card Interest Rate Litigation

The Capital One Bank Credit Card Interest Rate Multi-district Litigation matter was created as a result of a June 2010 transfer order issued by the United States Judicial Panel on Multi-district Litigation (“MDL”), which consolidated for pretrial proceedings in the U.S. District Court for the Northern District of Georgia two pending putative class actions against COBNA-Nancy Mancuso, et al. v. Capital One Bank (USA), N.A., et al., (E.D. Virginia); and Kevin S. Barker, et al. v. Capital One Bank (USA), N.A., (N.D. Georgia), A third action, Jennifer L. Kolkowski v. Capital One Bank (USA), N.A., (C.D. California) was subsequently transferred into the MDL. In August 2010, the plaintiffs in the MDL filed a Consolidated Amended Complaint. The Consolidated Amended Complaint alleges in a putative class action that COBNA breached its contractual obligations, and violated the Truth in Lending Act (“TILA”), the California Consumers Legal Remedies Act, the UCL, the California False Advertising Act, the New Jersey Consumer Fraud Act, and the Kansas Consumer Protection Act when it raised interest rates on certain credit card accounts. As a result of a settlement in another matter, the California-based UCL and TILA claims in the MDL are extinguished. The MDL plaintiffs seek statutory damages, restitution, attorney’s fees and an injunction against future rate increases. In August 2011, after the completion of fact discovery, Capital One filed a motion for summary judgment, which was granted in September 2014. Plaintiffs filed a Notice of Appeal to the Eleventh Circuit Court of Appeals in October 2014.

Mortgage Repurchase Litigation

In February 2009, GreenPoint was named as a defendant in a lawsuit commenced in the New York County Supreme Court, by U.S. Bank, N. A., Syncora Guarantee Inc. and CIFG Assurance North America, Inc. (the “U.S. Bank Litigation”). Plaintiffs allege, among other things, that GreenPoint breached certain representations and warranties in two contracts pursuant to which GreenPoint sold approximately 30,000 mortgage loans having an aggregate original principal balance of approximately $1.8 billion to a purchaser that ultimately transferred most of these mortgage loans to a securitization trust. Some of the securities issued by the trust were insured by two of the plaintiffs: Syncora and CIFG. Plaintiffs seek unspecified damages and an order compelling GreenPoint to repurchase the entire portfolio of 30,000 mortgage loans based on alleged breaches of representations and warranties relating to a limited sampling of loans in the portfolio, or, alternatively, the repurchase of specific mortgage loans to which the alleged breaches of representations and warranties relate. In March 2010, the court granted GreenPoint’s motion to dismiss with respect to plaintiffs Syncora and CIFG and denied the motion with respect to U.S. Bank. GreenPoint subsequently answered the complaint with respect to U.S. Bank, denying the allegations, and filed a counterclaim against U.S. Bank alleging breach of covenant of good faith and fair dealing. In February 2012, the court denied plaintiffs’ motion for leave to file an amended complaint and dismissed Syncora and CIFG from the case. Syncora and CIFG appealed their dismissal to the New York Supreme Court, Appellate Division, First Department (the “First Department”), which affirmed the dismissal in April 2013. The New York Court of Appeals denied Syncora’s and CIFG’s motion for leave to appeal the First Department’s decision in February 2014.

In September 2010, DB Structured Products, Inc. (“DBSP”) named GreenPoint in a third-party complaint, filed in the New York County Supreme Court, alleging breach of contract and seeking indemnification (the “DBSP Litigation”). In the underlying suit, Assured Guaranty Municipal Corp. (“AGM”) sued DBSP for alleged breaches of representations and warranties made by DBSP with respect to certain residential mortgage loans that collateralize a securitization insured by AGM and sponsored by DBSP. DBSP purchased the HELOC loans from GreenPoint in 2006. The entire securitization, almost all of which is insured by AGM, is comprised of loans with an aggregate original principal balance of approximately $353 million. DBSP asserts that any liability it faces lies with GreenPoint, alleging that DBSP's representations and warranties to AGM are substantially similar to the representations and warranties made by GreenPoint to DBSP. GreenPoint filed a motion to dismiss the complaint in October 2010, which the court denied in July 2011.

In May, June, and July 2012, FHFA (acting as conservator for Freddie Mac) filed three summons with notice in the New York state court against GreenPoint, on behalf of the trustees for three RMBS trusts backed by loans originated by GreenPoint with an aggregate original principal balance of $3.4 billion. In January 2013, the plaintiffs filed an amended consolidated complaint in the name of the three trusts, acting by the respective trustees, alleging breaches of contractual representations and warranties regarding compliance with GreenPoint underwriting guidelines relating to certain loans (the "FHFA Litigation"). Plaintiffs seek specific performance of the repurchase obligations with respect to the loans for which they have provided notice of alleged breaches as well as all other allegedly breaching loans, rescissory damages, indemnification, costs and interest. The court denied GreenPoint's motion to dismiss in March 2014.

In July 2013, Lehman XS Trust, Series 2006-4N, by its trustee U.S. Bank, N.A. filed a lawsuit in the Southern District of New York against GreenPoint alleging breaches of representations and warranties made in certain loan sale agreements, pursuant to which GreenPoint sold mortgage loans with an original principal balance of $915 million to Lehman Brothers for securitization and sale to investors. The lawsuit ("the LXS Trust Litigation") seeks specific performance of GreenPoint's obligation to repurchase certain allegedly breaching loans, or in the alternative, the repurchase of all loans in the trust, the award of rescissory damages, costs, fees and interest. In January 2014, the court granted GreenPoint's motion to dismiss based on the statute of limitations, ruling that New York's six-year statute of limitations began running no later than the time of the mortgage securitization. The plaintiff has appealed the dismissal of the complaint.

As noted above in the section entitled Mortgage Representation and Warranty Liabilities, the Company's subsidiaries establish reserves with respect to representation and warranty litigation matters, where appropriate, within the Company's overall representation and warranty reserves. Please see above for more details.

New York District Attorney's Office Check Cashing/Anti-Money Laundering Investigation

Capital One has received subpoenas and testimony requests from the New York District Attorney's Office with respect to certain check casher clients of the Commercial Banking business and Capital One's anti-money laundering program. Capital One is cooperating with the investigation**.**

New York District Attorney's Office Subprime Auto Loan Investigation

Capital One has received a subpoena from the New York District Attorney's Office seeking information regarding the Company's subprime auto finance business. Capital One is cooperating with the investigation.

Checking Account Overdraft Litigation

In May 2010, Capital One Financial Corporation and COBNA were named as defendants in a putative class action named Steen v. Capital One Financial Corporation, et al., filed in the U.S. District Court for the Eastern District of Louisiana. Plaintiff challenges practices relating to fees for overdraft and non-sufficient funds fees on consumer checking accounts. Plaintiff alleges that our methodology for posting transactions to customer accounts was designed to maximize the generation of overdraft fees, supporting claims for breach of contract, breach of the covenant of good faith and fair dealing, unconscionability, conversion, unjust enrichment and violations of state unfair trade practices laws. Plaintiff seeks a range of remedies, including restitution, disgorgement, injunctive relief, punitive damages and attorneys' fees. In May 2010, the case was transferred to the Southern District of Florida for coordinated pre-trial proceedings as part of a multi-district litigation (MDL) involving numerous defendant banks, captioned In re Checking Account Overdraft Litigation. In January 2011, plaintiffs filed a second amended complaint against CONA in the MDL court. In February 2011, CONA filed a motion to dismiss the second amended complaint. In March 2011, the MDL court granted CONA's motion to dismiss claims of breach of the covenant of good faith and fair dealing under Texas law, but denied the motion to dismiss in all other respects. In June 2012, the MDL court granted plaintiff's motion for class certification. The parties reached an agreement to resolve the class claims in October 2014 and are proceeding with the court approval process.

Hawaii, Mississippi, Missouri and New Mexico State Attorney General Payment Protection Matters

In April 2012, the Attorney General of Hawaii filed a lawsuit in First Circuit Court in Hawaii against Capital One Bank (USA) N.A., and Capital One Services, LLC. The case is one of several similar lawsuits filed by the Attorney General of Hawaii against various banks challenging the marketing and sale of payment protection and credit monitoring products. In June 2012, the Attorney General of Mississippi filed substantially similar suits against Capital One and several other banks. In April 2013, the Attorney General of New Mexico also filed substantially similar suits against Capital One and several other banks. All three state attorney general complaints allege that Capital One enrolls customers in such programs without their consent and that Capital One enrolls customers in such programs in circumstances in which the customer is not eligible to receive benefits for the product in question. All suits allege unjust enrichment and violation of Unfair and Deceptive Practices Act statutes. The remedies sought in the lawsuits include an injunction prohibiting the Company from engaging in the alleged violations, restitution for all persons allegedly injured by the complained of practices, civil penalties and costs.

Relatedly, Capital One has provided information to the Attorney General of Missouri as part of an industry-wide informal inquiry initiated in August 2011, relating to the marketing of payment protection products. Capital One and the Attorney General of Missouri resolved the inquiry and filed a joint final judgment with the Circuit Court of Missouri in October 2014.

Intellectual Ventures Corp., et al.

In June 2013, Intellectual Ventures I, LLC and Intellectual Ventures II, LLC (collectively “IV”) sued Capital One Financial Corp., Capital One Bank (USA), N.A. and Capital One, N.A. (collectively “Capital One”) for patent infringement in the United States District Court for the Eastern District of Virginia. In the Complaint, IV alleges infringement of patents related to various business processes across the Capital One enterprise. IV simultaneously filed patent infringement actions against numerous other financial institutions on the same and other patents in several other federal courts. Capital One’s motion to dismiss was denied without prejudice in August 2013. Capital One filed an answer and counterclaim alleging antitrust violations. In December 2013, the court dismissed Capital One’s counterclaim and decided the parties’ arguments on claim construction. IV agreed to dismiss two patents in suit, and following claim construction, asked for a stipulation of non-infringement for one patent with an opportunity to appeal the court’s decision regarding claim construction. In April 2014, the court granted Capital One’s motion for summary judgment and found that the two remaining patents were either unpatentable or indefinite. In May 2014, IV appealed to the Federal Circuit and Capital One cross-appealed the dismissal of its antitrust claims.

In January 2014, IV filed a second suit against Capital One for patent infringement in the U.S. District Court for the District of Maryland. In the complaint, IV again alleges infringement of patents related to various business practices across the Capital One enterprise. IV has voluntarily dismissed one of the patents against Capital One.

Telephone Consumer Protection Act Litigation

In December 2012, the Capital One Telephone Consumer Protection Act (“TCPA”) Litigation Multi-district Litigation matter was created as a result of a transfer order issued by the United States Judicial Panel on Multi-district Litigation (“TCPA MDL”), which consolidated for pretrial proceedings in the U.S. District Court for the Northern District of Illinois three pending putative class actions-Bridgett Amadeck, et al. v. Capital One Financial Corporation, et al. (W.D. Washington); Nicholas Martin, et al. v. Capital One Bank (USA), N.A., et al. (N.D. Illinois); and Charles C. Patterson v. Capital One Bank (USA), N.A., et al. (N.D. Illinois) and several individual lawsuits. In February 2013, the putative class action plaintiffs in the TCPA MDL filed a Consolidated Master Class Action Complaint. The Consolidated Master Class Action Complaint and individual lawsuits allege that COBNA and/or entities acting on its behalf violated the TCPA by contacting consumers on their cellular telephones using an automatic telephone dialing system and/or artificial or prerecorded voice without first obtaining prior express consent to do so. The plaintiffs seek statutory damages for alleged negligent and willful violations of the TCPA, attorneys' fees, costs, and injunctive relief. In June 2014, the parties executed and filed with the court a settlement agreement agreeing to resolve the litigation for an amount within previously established reserves. The court granted preliminary approval of the class settlement in July 2014, and is scheduled to consider final approval of the class settlement in the fourth quarter of 2014.

Other Pending and Threatened Litigation

In addition, we are commonly subject to various pending and threatened legal actions relating to the conduct of our normal business activities. In the opinion of management, the ultimate aggregate liability, if any, arising out of all such other pending or threatened legal actions will not be material to our consolidated financial position or our results of operations.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

For a discussion of the quantitative and qualitative disclosures about market risk, see “MD&A—Risk Management—Market Risk Management” and “MD&A—Market Risk Profile.”

Item 4. Controls and Procedures

Overview

We are required under applicable laws and regulations to maintain controls and procedures, which include disclosure controls and procedures as well as internal control over financial reporting, as further described below.

(a) Disclosure Controls and Procedures

Disclosure Controls and Procedures

Disclosure controls and procedures refer to controls and other procedures designed to provide reasonable assurance that information required to be disclosed in our financial reports is recorded, processed, summarized and reported within the time periods specified by SEC rules and forms and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding our required disclosure. In designing and evaluating our disclosure controls and procedures, we recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and we must apply judgment in evaluating and implementing possible controls and procedures.

Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15 of the Securities Exchange Act of 1934 (the “Exchange Act”), our management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of September 30, 2014, the end of the period covered by this Form 10-Q. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2014, at a reasonable level of assurance, in recording, processing, summarizing and reporting information required to be disclosed within the time periods specified by the SEC rules and forms.

(b) Changes in Internal Control Over Financial Reporting

We regularly review our disclosure controls and procedures and make changes intended to ensure the quality of our financial reporting. There were no changes in internal control over financial reporting that occurred in the third quarter of 2014 that materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings

The information required by Item 103 of Regulation S-K is included in "Note 14—Commitments, Contingencies, Guarantees, and Others."

Item 1A. Risk Factors

We are not aware of any material changes from the risk factors set forth under "Part I—Item 1A. Risk Factors" in our 2013 Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table presents information related to repurchases of shares of our common stock during the third quarter of 2014.

(Dollars in millions except dollars per share)	Total Number of Shares Purchased[1]	Average Price Paid per Share[2]	Total Number of Shares Purchased as Part of Publicly Announced Plans	Maximum Amount That May Yet be Purchased Under the Plan or Program[2]
July 1-31, 2014	**2,616,913**	**$ 83.01**	**2,603,945**	**$ 1,345**
August 1-31, 2014	**2,193,203**	**80.11**	**2,183,578**	**1,170**
September 1-30, 2014	**2,068,715**	**82.27**	**2,066,835**	**1,000**
Total	**6,878,831**	**81.86**	**6,854,358**	

[1] Primarily comprised of repurchases under the $2.5 billion common stock repurchase program authorized by our Board of Directors and announced on March 26, 2014, which authorized share repurchases through March 31, 2015. Also includes 12,968 shares, 9,625 shares and 1,880 shares purchased in July, August and September, respectively, related to the withholding of shares to cover taxes on restricted stock awards whose restrictions have lapsed.

[2] Amounts exclude commission costs.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

An index to exhibits has been filed as part of this report and is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CAPITAL ONE FINANCIAL CORPORATION

Date: November 3, 2014	By:	/s/ STEPHEN S. CRAWFORD
		Stephen S. Crawford
		Chief Financial Officer

EXHIBIT INDEX
CAPITAL ONE FINANCIAL CORPORATION
QUARTERLY REPORT ON FORM 10-Q
DATED SEPTEMBER 30, 2014
Commission File No. 1-13300

The following exhibits are incorporated by reference or filed herewith. References to (i) the "2003 Form 10-K" are to the Company's Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 5, 2004; (ii) the "2008 Form 10-K" are to the Company's Annual Report on Form 10-K for the year ended December 31, 2008, filed on February 26, 2009; and (iii) the "2011 Form 10-K" are to the Company's Annual Report on Form 10-K for the year ended December 31, 2011, filed on February 28, 2012.

Exhibit No.	Description
2.1	Stock Purchase Agreement, dated as of December 3, 2008, by and among Capital One Financial Corporation, B.F. Saul Real Estate Investment Trust, Derwood Investment Corporation, and B.F. Saul Company Employee's Profit Sharing and Retirement Trust (incorporated by reference to Exhibit 2.4 of the 2008 Form 10-K)
2.2.1	Purchase and Sale Agreement, dated as of June 16, 2011, by and among Capital One Financial Corporation, ING Groep N.V., ING Bank N.V., ING Direct N.V. and ING Direct Bancorp (incorporated by reference to Exhibit 2.1 of the Current Report on Form 8-K, filed on June 22, 2011)
2.2.2	First Amendment to the Purchase and Sale Agreement by and among Capital One Financial Corporation, ING Groep N.V., ING Bank N.V., ING Direct N.V. and ING Direct Bancorp, dated as of February 17, 2012 (incorporated by reference to Exhibit 2.2.2 of the 2011 Form 10-K)
2.3.1	Purchase and Assumption Agreement, dated as of August 10, 2011, by and among Capital One Financial Corporation, HSBC Finance Corporation, HSBC USA Inc. and HSBC Technology and Services (USA) Inc. (incorporated by reference to Exhibit 2.1 of the Current Report on Form 8-K, filed on August 12, 2011)
2.3.2	Purchaser Transition Services Agreement between HSBC Technology and Services (USA) Inc. and Capital One Services, LLC, dated as of May 1, 2012 (incorporated by reference to Exhibit 10.1 of the Quarterly Report on Form 10-Q for the period ended June 30, 2012)
3.1	Restated Certificate of Incorporation of Capital One Financial Corporation (as amended and restated May 5, 2014) (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K, filed on May 5, 2014)
3.2	Amended and Restated Bylaws of Capital One Financial Corporation, dated May 5, 2014 (incorporated by reference to Exhibit 3.2 of the Current Report on Form 8-K, filed on May 5, 2014)
3.3	Certificate of Designations of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series B, dated August 16, 2012 (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K, filed on August 20, 2012)
3.4	Certificate of Designations of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series C, dated June 11, 2014 (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K, filed on June 12, 2014)
3.5	Certificate of Designations of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series D, dated October 29, 2014 (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K, filed October 31, 2014)
4.1.1	Specimen certificate representing the common stock of Capital One Financial Corporation (incorporated by reference to Exhibit 4.1 of the 2003 Form 10-K)
4.1.2	Warrant Agreement, dated December 3, 2009, between Capital One Financial Corporation and Computershare Trust Company, N.A. (incorporated by reference to the Exhibit 4.1 of the Form 8-A, filed on December 4, 2009)

Exhibit No.	Description
4.1.3	Deposit Agreement, dated August 20, 2012 (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K, filed on August 20, 2012)
4.2	Pursuant to Item 601(b)(4)(iii)(A) of Regulation S-K, copies of instruments defining the rights of holders of long-term debt are not filed. The Company agrees to furnish a copy thereof to the SEC upon request
12.1*	Computation of Ratios of Earnings to Fixed Charges and Earnings to Combined Fixed Charges and Preferred Stock Dividends
31.1*	Certification of Richard D. Fairbank
31.2*	Certification of Stephen S. Crawford
32.1*	Certification** of Richard D. Fairbank
32.2*	Certification** of Stephen S. Crawford
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Indicates a document being filed with this Form 10-Q.

** Information in this Form 10-Q furnished herewith shall not be deemed to be "filed" for the purposes of Section 18 of the 1934 Act or otherwise subject to the liabilities of that section.

Exhibit 12.1

COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES AND EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS[(1)(2)]

(Dollars in millions)	Nine Months Ended September 30, 2014	Year Ended December 31, 2013	2012	2011	2010	2009
Ratios (including interest expense on deposits):						
Earnings:						
Income from continuing operations before income taxes	**$ 5,149**	$ 6,578	$ 5,184	$ 4,688	$ 4,406	$ 1,398
Adjustments:						
Fixed charges	**1,195**	1,796	2,377	2,251	2,903	2,975
Equity in undistributed loss (gain) of unconsolidated subsidiaries	**5**	(16)	(22)	4	8	(3)
Earnings available for fixed charges, as adjusted	**6,349**	8,358	7,539	6,943	7,317	4,370
Fixed charges:						
Interest expense on deposits and borrowings	**1,190**	1,792	2,375	2,246	2,896	2,967
Interest factor in rent expense	**5**	4	2	5	7	8
Total fixed charges	**1,195**	1,796	2,377	2,251	2,903	2,975
Preferred stock dividend requirements[(4)]	**69**	77	20	—	—	188
Total combined fixed charges and preferred stock dividends	**$ 1,264**	$ 1,873	$ 2,397	$ 2,251	$ 2,903	$ 3,136
Ratio of earnings to fixed charges	**5.31**	4.65	3.17	3.08	2.52	1.47
Ratio of earnings to combined fixed charges and preferred stock dividends	**5.02**	4.46	3.15	3.08	2.52	1.39
Ratios (excluding interest expense on deposits):						
Earnings:						
Income from continuing operations before income taxes	**$ 5,149**	$ 6,578	$ 5,184	$ 4,688	$ 4,406	$ 1,398
Adjustments:						
Fixed charges	**376**	555	974	1,064	1,438	882
Equity in undistributed loss (gain) of unconsolidated subsidiaries	**5**	(16)	(22)	4	8	(3)
Earnings available for fixed charges, as adjusted	**5,530**	7,117	6,136	5,756	5,852	2,277
Fixed charges:						
Interest expense on borrowings[(3)]	**371**	551	972	1,059	1,431	874
Interest factor in rent expense	**5**	4	2	5	7	8
Total fixed charges	**376**	555	974	1,064	1,438	882
Preferred stock dividend requirements[(4)]	**69**	77	20	—	—	188
Total combined fixed charges and preferred stock dividends	**$ 445**	$ 632	$ 994	$ 1,064	$ 1,438	$ 1,070
Ratio of earnings to fixed charges, excluding interest on deposits	**14.71**	12.82	6.30	5.41	4.07	2.58
Ratio of earnings to combined fixed charges, excluding interest on deposits, and preferred stock dividends	**12.43**	11.26	6.17	5.41	4.07	2.13

(1) In the first quarter of 2014, we adopted the proportional amortization method of accounting for Investments in Qualified Affordable Housing Projects. See Note 1—Summary of Significant Accounting Policies for additional information. Prior periods have been recast to conform to this presentation.

(2) We acquired CCB on February 27, 2009 and ING Direct on February 17, 2012. On May 1, 2012, we closed the 2012 U.S. card acquisition. Each of these transactions was accounted for under the acquisition method of accounting.

(3) Represents total interest expense reported on our consolidated statements of income, excluding interest on deposits of $819 million for the nine months ended September 30, 2014 and $1.2 billion, $1.4 billion, $1.2 billion, $1.5 billion, and $2.1 billion for the years ended December 31, 2013, 2012, 2011, 2010, and 2009, respectively.

(4) Preferred stock dividends represent pre-tax earnings that would be required to cover any preferred stock dividends requirements, computed using our effective tax rate, whenever there is an income tax provision, for the relevant periods.

Exhibit 31.1

CERTIFICATION FOR QUARTERLY REPORT ON FORM 10-Q OF CAPITAL ONE FINANCIAL CORPORATION AND CONSOLIDATED SUBSIDIARIES

I, Richard D. Fairbank, certify that, I have reviewed this Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 of Capital One Financial Corporation;

1. 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;

2. 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;

3. 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

4. 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: November 3, 2014

By: /s/ RICHARD D. FAIRBANK

Richard D. Fairbank
Chair, Chief Executive Officer and President

Exhibit 31.2

CERTIFICATION FOR QUARTERLY REPORT ON FORM 10-Q OF CAPITAL ONE FINANCIAL CORPORATION AND CONSOLIDATED SUBSIDIARIES

I, Stephen S. Crawford, certify that, I have reviewed this Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 of Capital One Financial Corporation;

1. 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;

2. 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;

3. 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

4. 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: November 3, 2014

By: /s/ STEPHEN S. CRAWFORD
Stephen S. Crawford
Chief Financial Officer

Exhibit 32.1

Certification
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), I, Richard D. Fairbank, Chairman, Chief Executive Officer and President of Capital One Financial Corporation ("Capital One"), a Delaware corporation , do hereby certify that:

1. The Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 (the "Form 10-Q") of Capital One fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Capital One.

Date: November 3, 2014	By:	/s/ RICHARD D. FAIRBANK
		Richard D. Fairbank
		Chair, Chief Executive Officer and President

A signed original of this written statement required by Section 906 has been provided to Capital One and will be retained by Capital One and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

Certification
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), I, Stephen S. Crawford, Chief Financial Officer of Capital One Financial Corporation ("Capital One"), a Delaware corporation, do hereby certify that:

1. The Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 (the "Form 10-Q") of Capital One fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Capital One.

Date: November 3, 2014	By:	/s/ STEPHEN S. CRAWFORD
		Stephen S. Crawford Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Capital One and will be retained by Capital One and furnished to the Securities and Exchange Commission or its staff upon request.