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CAPITAL ONE FINANCIAL CORP

Form 10-Q

May 01, 2019

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us-gaap:DesignatedAsHedgingInstrumentMember 2018-12-31 0000927628 us-gaap:NondesignatedMember  
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**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 March 31, 2019

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

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

Commission File No. 001-13300

**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,	22102
McLean, Virginia	(Zip Code)
(Address of Principal Executive Offices)	

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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of March 31, 2019, there were 469,596,514 shares of the registrant's Common Stock outstanding.





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<sup>1</sup> Capital One Financial Corporation (COF)

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<sup>2</sup>Capital One Financial Corporation (COF)

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**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 “MD&A—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 2018 Annual Report on Form 10-K (“2018 Form 10-K”). Unless otherwise specified, references to notes to our consolidated financial statements refer to the notes to our consolidated financial statements as of March 31, 2019 included in this Report.*

Management monitors a variety of key indicators to evaluate our business results and financial condition. The following MD&A is provided as a supplement to, and should be read in conjunction with, our consolidated financial statements and related notes in this Report and the more detailed information contained in our 2018 Form 10-K.

**INTRODUCTION**

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 March 31, 2019, 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 “MD&A—Glossary and Acronyms” and should be read in conjunction with the consolidated financial statements included in this Report.

Our consolidated total net revenues are derived primarily from lending to consumer, small business, 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, marketing expenses and income taxes.

Our principal operations are organized for management reporting purposes into three major 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, asset/liability management by our centralized Corporate Treasury group and residual tax expense or benefit to arrive at the consolidated effective tax rate that is not assessed to our primary business segments, are included in the Other category.

• *Credit Card:* Consists of our domestic consumer and small business card lending, and international card businesses in Canada and the United Kingdom (“U.K.”).

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

• *Commercial Banking:* Consists of our lending, deposit gathering, capital markets and treasury management services to commercial real estate and commercial and industrial customers. Our commercial and industrial customers typically include companies with annual revenues between \$20 million and \$2 billion.

4 Capital One Financial Corporation (COF)

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Table of Contents**Business Developments**

We regularly explore and evaluate opportunities to acquire financial services and financial assets, including credit card and other loan portfolios, and enter into strategic partnerships as part of our growth strategy. We also explore opportunities to acquire technology companies and related assets to improve our information technology infrastructure and to deliver on our digital strategy. In addition, we regularly consider the potential disposition of certain of our assets, branches, partnership agreements or lines of business. We may issue equity or debt to fund our acquisitions. On July 26, 2018, we announced that we entered into a new, long-term credit card program agreement with Walmart Inc. (“Walmart”). Under the terms of the agreement, we will become the exclusive issuer of Walmart’s cobrand and private label credit card program in the U.S. On January 22, 2019, we announced that we entered into a definitive agreement to acquire the existing portfolio of Walmart’s cobrand and private label credit card receivables. We expect to launch the new issuance program and close on the acquired portfolio late in the third quarter or early in the fourth quarter of 2019.

**SUMMARY OF SELECTED FINANCIAL DATA**

The following table presents selected consolidated financial data and performance from our results of operations for the first quarters of 2019 and 2018 and selected comparative balance sheet data as of March 31, 2019 and December 31, 2018. We also provide selected key metrics we use in evaluating our performance, including certain metrics that are computed using non-GAAP measures. We believe these non-GAAP metrics provide useful insight to investors and users of our financial information as they provide an alternate measurement of our performance and assist in assessing our capital adequacy and level of return generated.

**Table 1: Consolidated Financial Highlights**

	Three Months Ended		
	March 31,		
	2019	2018	Change
<i>(Dollars in millions, except per share data and as noted)</i>			
<b>Income statement</b>			
Net interest income	\$5,791	\$5,718	1 %
Non-interest income	1,292	1,191	8
Total net revenue	7,083	6,909	3
Provision for credit losses	1,693	1,674	1
Non-interest expense:			
Marketing	517	414	25
Operating expenses	3,154	3,159	—
Total non-interest expense	3,671	3,573	3
Income from continuing operations before income taxes	1,719	1,662	3
Income tax provision	309	319	(3 )
Income from continuing operations, net of tax	1,410	1,343	5
Income from discontinued operations, net of tax	2	3	(33 )
<b>Net income</b>	<b>1,412</b>	<b>1,346</b>	<b>5</b>
Dividends and undistributed earnings allocated to participating securities	(12 )	(10 )	20
Preferred stock dividends	(52 )	(52 )	—
<b>Net income available to common stockholders</b>	<b>\$1,348</b>	<b>\$1,284</b>	<b>5</b>
<b>Common share statistics</b>			
<b>Basic earnings per common share:</b>			
Net income from continuing operations	\$2.87	\$2.63	9 %
Income from discontinued operations	—	0.01	**
Net income per basic common share	\$2.87	\$2.64	9
<b>Diluted earnings per common share:</b>			
Net income from continuing operations	\$2.86	\$2.61	10
Income from discontinued operations	—	0.01	**
Net income per diluted common share	\$2.86	\$2.62	9

5 Capital One Financial Corporation (COF)

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	<b>Three Months Ended March 31,</b>		
<i>(Dollars in millions, except per share data and as noted)</i>	<b>2019</b>	<b>2018</b>	<b>Change</b>
<b>Weighted-average common shares outstanding (in millions):</b>			
Basic	<b>469.4</b>	486.9	(4 )%
Diluted	<b>471.6</b>	490.8	(4 )
Common shares outstanding (period-end, in millions)	<b>469.6</b>	485.9	(3 )
Dividends declared and paid per common share	<b>\$0.40</b>	\$0.40	—
Tangible book value per common share (period-end) <sup>(1)</sup>	<b>72.86</b>	61.29	19
<b>Balance sheet (average balances)</b>			
Loans held for investment	<b>\$241,959</b>	\$249,726	(3 )%
Interest-earning assets	<b>337,793</b>	330,183	2
Total assets	<b>370,394</b>	362,049	2
Interest-bearing deposits	<b>227,572</b>	219,670	4
Total deposits	<b>251,410</b>	245,270	3
Borrowings	<b>53,055</b>	54,588	(3 )
Common equity	<b>48,359</b>	44,670	8
Total stockholders' equity	<b>52,720</b>	49,031	8
<b>Selected performance metrics</b>			
Purchase volume <sup>(2)</sup>	<b>\$93,197</b>	\$86,545	8 %
Total net revenue margin <sup>(3)</sup>	<b>8.39</b>	% 8.37	% 2 bps
Net interest margin <sup>(4)</sup>	<b>6.86</b>	6.93	(7 )
Return on average assets	<b>1.52</b>	1.48	4
Return on average tangible assets <sup>(5)</sup>	<b>1.59</b>	1.55	4
Return on average common equity <sup>(6)</sup>	<b>11.13</b>	11.47	(34 )
Return on average tangible common equity ("TCE") <sup>(7)</sup>	<b>16.11</b>	17.32	(121)
Equity-to-assets ratio <sup>(8)</sup>	<b>14.23</b>	13.54	69
Non-interest expense as a percentage of average loans held for investment	<b>6.07</b>	5.72	35
Efficiency ratio <sup>(9)</sup>	<b>51.83</b>	51.72	11
Operating efficiency ratio <sup>(10)</sup>	<b>44.53</b>	45.72	(119)
Effective income tax rate from continuing operations	<b>18.0</b>	19.2	(120)
Net charge-offs	<b>\$1,599</b>	\$1,618	(1 )%
Net charge-off rate <sup>(11)</sup>	<b>2.64</b>	% 2.59	% 5 bps
<i>(Dollars in millions, except as noted)</i>	<b>March 31,</b>	<b>December 31,</b>	<b>Change</b>
	<b>2019</b>	<b>2018</b>	
<b>Balance sheet (period-end)</b>			
Loans held for investment	<b>\$240,273</b>	\$245,899	(2 )%
Interest-earning assets	<b>340,071</b>	341,293	—
Total assets	<b>373,191</b>	372,538	—
Interest-bearing deposits	<b>230,199</b>	226,281	2
Total deposits	<b>255,107</b>	249,764	2
Borrowings	<b>50,358</b>	58,905	(15 )
Common equity	<b>49,120</b>	47,307	4
Total stockholders' equity	<b>53,481</b>	51,668	4
<b>Credit quality metrics</b>			
Allowance for loan and lease losses	<b>\$7,313</b>	\$7,220	1 %
Allowance as a percentage of loans held for investment ("allowance coverage ratio")	<b>3.04</b>	% 2.94	% 10 bps
30+ day performing delinquency rate	<b>3.23</b>	3.62	(39 )
30+ day delinquency rate	<b>3.40</b>	3.84	(44 )
<b>Capital ratios</b>			
Common equity Tier 1 capital <sup>(12)</sup>	<b>11.9</b>	% 11.2	% 70 bps

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Tier 1 capital <sup>(12)</sup>	<b>13.4</b>	12.7	70
Total capital <sup>(12)</sup>	<b>15.8</b>	15.1	70
Tier 1 leverage <sup>(12)</sup>	<b>11.0</b>	10.7	30
Tangible common equity <sup>(13)</sup>	<b>9.6</b>	9.1	50
Supplementary leverage <sup>(12)</sup>	<b>9.3</b>	9.0	30
<b>Other</b>			
Employees (period end, in thousands)	<b>48.8</b>	47.6	3 %

6 Capital One Financial Corporation (COF)

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- (1) Tangible book value per common share is a non-GAAP measure calculated based on tangible common equity divided by common shares outstanding. See “MD&A—Table—Reconciliation of Non-GAAP Measures” for additional information on non-GAAP measures.
  - (2) Purchase volume consists of purchase transactions, net of returns, for the period for loans both classified as held for investment and held for sale in our Credit Card business, and excludes cash advance and balance transfer transactions.
  - (3) Total net revenue margin is calculated based on annualized total net revenue for the period divided by average interest-earning assets for the period.
  - (4) Net interest margin is calculated based on annualized net interest income for the period divided by average interest-earning assets for the period.
  - (5) Return on average tangible assets is a non-GAAP measure 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—Table—Reconciliation of Non-GAAP Measures” for additional information on non-GAAP measures.
  - (6) Return on average common equity is calculated based on annualized (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.
  - (7) Return on average tangible common equity is a non-GAAP measure calculated based on annualized (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 TCE. Our calculation of return on average TCE may not be comparable to similarly-titled measures reported by other companies. See “MD&A—Table—Reconciliation of Non-GAAP Measures” for additional information on non-GAAP measures.
  - (8) Equity-to-assets ratio is calculated based on average stockholders’ equity for the period divided by average total assets for the period.
  - (9) Efficiency ratio is calculated based on non-interest expense for the period divided by total net revenue for the period.
  - (10) Operating efficiency ratio is calculated based on operating expense for the period divided by total net revenue for the period.
  - (11) Net charge-off rate is calculated by dividing annualized net charge-offs by average loans held for investment for the period for each loan category.
  - (12) Capital ratios are calculated based on the Basel III Standardized Approach framework, subject to applicable transition provision. See “MD&A—Capital Management” for additional information.
  - (13) Tangible common equity ratio is a non-GAAP measure calculated based on TCE divided by tangible assets. See “MD&A—Table—Reconciliation of Non-GAAP Measures” for the calculation of this measure and reconciliation to the comparative U.S. GAAP measure.
- \*\*Not meaningful.

Table of Contents**EXECUTIVE SUMMARY AND BUSINESS OUTLOOK****Financial Highlights**

We reported net income of \$1.4 billion (\$2.86 per diluted common share) on total net revenue of \$7.1 billion for the first quarter of 2019. In comparison, we reported net income of \$1.3 billion (\$2.62 per diluted common share) on total net revenue of \$6.9 billion for the first quarter of 2018.

Our common equity Tier 1 capital ratio as calculated under the Basel III Standardized Approach was 11.9% and 11.2% as of March 31, 2019 and December 31, 2018, respectively. See “MD&A—Capital Management” below for additional information.

On June 28, 2018, we announced that our Board of Directors authorized the repurchase of up to \$1.2 billion of shares of our common stock (“2018 Stock Repurchase Program”) beginning in the third quarter of 2018 through the end of the second quarter of 2019. We completed the 2018 Stock Repurchase Program in the fourth quarter of 2018. See “MD&A—Capital Management—Dividend Policy and Stock Purchases” for additional information.

Below are additional highlights of our performance in the first quarter of 2019. These highlights are generally based on a comparison between the results of the first quarters of 2019 and 2018, 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 March 31, 2019 compared to our financial condition and credit performance as of December 31, 2018. We provide a more detailed discussion of our financial performance in the sections following this “Executive Summary and Business Outlook.”

**Total Company Performance**

**Earnings:** Our net income increased by \$66 million to \$1.4 billion in the first quarter of 2019 compared to the first quarter of 2018 primarily driven by:

higher non-interest income largely due to an increase in net interchange fees, driven by higher purchase volume and the impact of updated rewards cost estimates; and

higher net interest income due to growth in our domestic credit card, commercial and auto loans portfolios, partially offset by lower net interest margin as well as the reduction in net interest income from the sale of our consumer home loan portfolio.

These drivers were partially offset by increased marketing expense.

**Loans Held for Investment:**

Period-end loans held for investment decreased by \$5.6 billion to \$240.3 billion as of March 31, 2019 from December 31, 2018 primarily driven by expected seasonal paydowns in our domestic credit card loan portfolio.

Average loans held for investment decreased by \$7.8 billion to \$242.0 billion in the first quarter of 2019 compared to the first quarter of 2018 primarily driven by the sale of our consumer home loan portfolio, partially offset by the growth in our commercial, auto and domestic credit card loan portfolios.

**Net Charge-Off and Delinquency Metrics:** Our net charge-off rate increased by 5 basis points to 2.64% in the first quarter of 2019 compared to the first quarter of 2018 primarily driven by the impact of lower loan balances from the sale of our consumer home loan portfolio, partially offset by growth in our commercial, auto and domestic credit card loan portfolios.

Our 30+ day delinquency rate decreased by 44 basis points to 3.40% as of March 31, 2019 from December 31, 2018 primarily driven by seasonally lower delinquency inventories in our auto and domestic credit card loan portfolios.

**Allowance for Loan and Lease Losses:** Our allowance for loan and lease losses increased by \$93 million to \$7.3 billion as of March 31, 2019 from December 31, 2018 primarily driven by an allowance build in our commercial loan portfolio due to isolated credit deterioration and portfolio growth.

The allowance coverage ratio increased by 10 basis points to 3.04% as of March 31, 2019 from December 31, 2018 primarily driven by expected seasonal paydowns in our domestic credit card loan portfolio.

Table of Contents**Business Outlook**

We discuss below our current expectations regarding our total company performance and the performance of our business segments based on market conditions, the regulatory environment and our business strategies. 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 II—Item 7. MD&A” in our 2018 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:

- any change in current dividend or repurchase strategies;
- the effect of any acquisitions, divestitures or similar transactions that have not been previously disclosed; or
- any changes in laws, regulations or regulatory interpretations, in each case after the date as of which such statements are made.

See “MD&A—Forward-Looking Statements” in this Report for more information on the forward-looking statements and “Part I—Item 1A. Risk Factors” in our 2018 Form 10-K for factors that could materially influence our results.

**Total Company Expectations***Net Interest Margin:*

We continue to expect increases in deposit costs will have a negative impact on our net interest margin throughout 2019.

*Marketing and Efficiency:*

We expect full-year marketing for 2019 to be modestly higher than full-year 2018 and to exhibit a more normal seasonal pattern than the exaggerated pattern in 2018.

We expect to achieve modest improvements in full-year operating efficiency ratio, net of adjustments, in both 2019 and 2020, while in 2021 we expect our full-year operating efficiency ratio, net of adjustments, to improve to 42%.

We expect operating efficiency ratio improvements to drive significant improvement in our total efficiency ratio by 2021.

*Capital:*

We expect that our capital and earnings are sufficient to support growth, the Walmart portfolio acquisition later in 2019, the phased-in impact of adopting CECL on January 1, 2020, as well as a capital distribution request for the 2019 CCAR cycle meaningfully higher than 2018, subject to regulatory approval.

**Business Segment Expectations***Domestic Card:*

We estimate the acquired Walmart portfolio will be in the low \$8 billion range at the time of close, and the initial allowance build for this portfolio to be around \$100 million. The actual portfolio size will depend on program performance between this point and acquisition and the actual initial allowance build will depend on the amount and characteristics of the portfolio, as well as economic conditions and our loss forecasts at acquisition.

We continue to expect \$225 million in one-time expenses in 2019 to launch the new originations programs and integrate the acquired portfolio during 2019.

*Consumer Banking:*

We expect further increases in average deposit interest rate, as faster growth in higher rate deposits continues to change our product mix.

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Over the longer-term, we continue to expect that the charge-off rate in our auto finance business will increase gradually.

**CONSOLIDATED RESULTS OF OPERATIONS**

The section below provides a comparative discussion of our consolidated financial performance for the first quarters of 2019 and 2018. We provide a discussion of our business segment results in the following section, “MD&A—Business Segment Financial Performance.” You should read this section together with our “MD&A—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 paid on our interest-bearing liabilities. Interest-earning assets include loans, investment securities and other interest-earning assets, while our interest-bearing liabilities include interest-bearing deposits, securitized debt obligations, senior and subordinated notes, other borrowings and other interest-bearing liabilities. 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.

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Table 2 below presents, for each major category of our interest-earning assets and interest-bearing liabilities, the average outstanding balance, interest income earned, interest expense incurred and average yield for the first quarters of 2019 and 2018. Nonperforming loans are included in the average loan balances below.

**Table 2: Average Balances, Net Interest Income and Net Interest Margin**

	Three Months Ended March 31,					
	2019			2018		
(Dollars in millions)	Average Balance	Interest Income/Expense	Average Yield/Rate	Average Balance	Interest Income/Expense	Average Yield/Rate
<b>Assets:</b>						
Interest-earning assets:						
Loans: <sup>(1)</sup>						
Credit card	\$111,456	\$4,395	15.77 %	\$109,502	\$4,173	15.24 %
Consumer banking	59,065	1,203	8.15	75,104	1,286	6.85
Commercial banking <sup>(2)</sup>	72,362	833	4.61	65,975	683	4.14
Other	46	(63)	**	325	(8)	(9.85)
Total loans, including loans held for sale	242,929	6,368	10.49	250,906	6,134	9.78
Investment securities	83,679	655	3.13	69,576	452	2.60
Cash equivalents and other interest-earning assets	11,185	69	2.47	9,701	51	2.10
Total interest-earning assets	337,793	7,092	8.40	330,183	6,637	8.04
Cash and due from banks	4,287			3,826		
Allowance for loan and lease losses	(7,230)			(7,503)		
Premises and equipment, net	4,280			4,139		
Other assets	31,264			31,404		
Total assets	\$370,394			\$362,049		
<b>Liabilities and stockholders' equity:</b>						
Interest-bearing liabilities:						
Interest-bearing deposits	\$227,572	\$817	1.44 %	\$219,670	\$539	0.98 %
Securitized debt obligations	18,747	143	3.05	19,698	107	2.17
Senior and subordinated notes	30,836	314	4.07	30,430	251	3.30
Other borrowings and liabilities	4,684	27	2.34	6,849	22	1.28
Total interest-bearing liabilities	281,839	1,301	1.85	276,647	919	1.33
Non-interest-bearing deposits	23,838			25,600		
Other liabilities	11,997			10,771		
Total liabilities	317,674			313,018		
Stockholders' equity	52,720			49,031		
Total liabilities and stockholders' equity	\$370,394			\$362,049		
Net interest income/spread		\$5,791	6.55		\$5,718	6.71
Impact of non-interest-bearing funding			0.31			0.22
Net interest margin			6.86 %			6.93 %

<sup>(1)</sup> Past due fees included in interest income totaled approximately \$395 million and \$403 million in the first quarters of 2019 and 2018, respectively.

Some of our commercial loans generate tax-exempt income. Accordingly, we present our Commercial Banking interest income and yields on a taxable-equivalent basis, calculated using the federal statutory rate of 21% and state taxes where applicable, with offsetting reductions to the Other category.

<sup>(2)</sup> Taxable-equivalent adjustments included in the interest income and yield computations for our Commercial banking loans totaled approximately \$21 million and \$20 million in the first quarters of 2019 and 2018, respectively, with corresponding reductions to the Other category.

\*\* Not meaningful.





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Net interest income increased by \$73 million to \$5.8 billion in the first quarter of 2019 compared to the first quarter of 2018, primarily driven by growth in our domestic credit card, commercial and auto loans portfolios, partially offset by lower net interest margin as well as the reduction in net interest income from the sale of our consumer home loan portfolio.

Net interest margin decreased by 7 basis points to 6.86% in the first quarter of 2019 compared to the first quarter of 2018, driven by an increase on the average deposit rate paid due to deposit mix changes.

Table 3 displays the change in our net interest income between periods and the extent to which the variance is attributable to:

- changes in the volume of our interest-earning assets and interest-bearing liabilities; or
- changes in the interest rates related to these assets and liabilities.

**Table 3: Rate/Volume Analysis of Net Interest Income<sup>(1)</sup>**

	<b>Three Months Ended March 31, 2019 vs. 2018</b>		
<i>(Dollars in millions)</i>	<b>Total Variance</b>	<b>Volume</b>	<b>Rate</b>
<b>Interest income:</b>			
Loans:			
Credit card	\$222	\$ 75	\$147
Consumer banking	(83 )	(275 )	192
Commercial banking <sup>(2)</sup>	150	69	81
Other <sup>(2)</sup>	(55 )	55	(110 )
Total loans, including loans held for sale	234	(76 )	310
Investment securities	203	100	103
Cash equivalents and other interest-earning assets	18	8	10
Total interest income	455	32	423
<b>Interest expense:</b>			
Interest-bearing deposits	278	20	258
Securitized debt obligations	36	(5 )	41
Senior and subordinated notes	63	3	60
Other borrowings and liabilities	5	(7 )	12
Total interest expense	382	11	371
Net interest income	\$73	\$ 21	\$52

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.

(2) Some of our commercial loans generate tax-exempt income. Accordingly, we present our Commercial Banking interest income and yields on a taxable-equivalent basis, calculated using the federal statutory rate of 21% and state taxes where applicable, with offsetting reductions to the Other category.

Table of Contents**Non-Interest Income**

Table 4 displays the components of non-interest income for the first quarters of 2019 and 2018.

**Table 4: Non-Interest Income**

	Three Months Ended March 31,	
	2019	2018
<i>(Dollars in millions)</i>		
Interchange fees, net	<b>\$758</b>	\$643
Service charges and other customer-related fees	<b>353</b>	432
Net securities gains	<b>24</b>	8
Other non-interest income:		
Mortgage banking revenue	<b>46</b>	38
Treasury and other investment income	<b>56</b>	8
Other	<b>55</b>	62
Total other non-interest income	<b>157</b>	108
Total non-interest income	<b>\$1,292</b>	\$1,191

Non-interest income increased by \$101 million to \$1.3 billion in the first quarter of 2019 compared to the first quarter of 2018 primarily due to an increase in net interchange fees, driven by higher purchase volume and the impact of updated rewards cost estimates as well as higher treasury and other investment income, partially offset by lower 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. Our provision for credit losses remained flat at \$1.7 billion in the first quarter of 2019 compared to the first quarter of 2018 as higher provision in our commercial loan portfolio due to isolated credit deterioration and portfolio growth was largely offset by lower provision in our credit card loan portfolio as a result of a smaller allowance build. The provision for credit losses as a percentage of net interest income was 29.2% and 29.3% in the first quarters of 2019 and 2018, respectively.

We provide additional information on the provision for credit losses and changes in the allowance for loan and lease losses within “MD&A—Credit Risk Profile,” “Note 4—Loans” and “Note 5—Allowance for Loan and Lease Losses and Reserve for Unfunded Lending Commitments.” For information on the allowance methodology for each of our loan categories, see “Note 1—Summary of Significant Accounting Policies” in our 2018 Form 10-K.

Table of Contents**Non-Interest Expense**

Table 5 displays the components of non-interest expense for the first quarters of 2019 and 2018.

**Table 5: Non-Interest Expense**

	Three Months Ended March 31,	
	2019	2018
<i>(Dollars in millions)</i>		
Salaries and associate benefits	\$1,573	\$1,520
Occupancy and equipment	493	490
Marketing	517	414
Professional services	291	210
Communications and data processing	303	306
Amortization of intangibles	30	44
Other non-interest expense:		
Bankcard, regulatory and other fee assessments	87	169
Collections	95	108
Fraud losses	103	97
Other	179	215
Total other non-interest expense	464	589
Total non-interest expense	\$3,671	\$3,573

Non-interest expense increased by \$98 million to \$3.7 billion in the first quarter of 2019 compared to the first quarter of 2018 primarily due to higher marketing expense as well as higher operating expenses associated with continued investments in technology and infrastructure, partially offset by lower bankcard, regulatory and other fee assessments.

**Income Taxes**

We recorded income tax provisions of \$309 million (18.0% effective income tax rate) and \$319 million (19.2% effective income tax rate) in the first quarters of 2019 and 2018, respectively. Our effective tax rate on income from continuing operations varies between periods due, in part, to fluctuations in our pre-tax earnings, which affects the relative tax benefit of tax-exempt income, tax credits and other permanent tax items.

The decrease in our income tax provision and effective income tax rate in the first quarter of 2019 compared to the first quarter of 2018 was primarily due to higher tax credits and lower non-deductible expenses relative to our income, partially offset by lower discrete tax benefits.

We provide additional information on items affecting our income taxes and effective tax rate in “Note 16—Income Taxes” in our 2018 Form 10-K.

**CONSOLIDATED BALANCE SHEETS ANALYSIS**

Total assets increased by \$653 million to \$373.2 billion as of March 31, 2019 from December 31, 2018 driven by an increase in cash and cash equivalents as well as restricted cash for securitization investors, largely offset by a decrease in loans held for investment primarily due to the expected seasonal paydowns in our domestic credit card loan portfolio.

Total liabilities decreased by \$1.2 billion to \$319.7 billion as of March 31, 2019 from December 31, 2018 primarily driven by maturities of our short-term Federal Home Loan Banks (“FHLB”) advances, partially offset by deposit growth.

Stockholders’ equity increased by \$1.8 billion to \$53.5 billion as of March 31, 2019 from December 31, 2018 primarily due to our net income of \$1.4 billion and \$603 million of other comprehensive income in the first quarter of 2019, partially offset by dividend payments to our stockholders.

The following is a discussion of material changes in the major components of our assets and liabilities during the first quarter of 2019. Period-end balance sheet amounts may vary from average balance sheet amounts due to liquidity and balance sheet



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management activities that are intended to support the adequacy of capital while managing our liquidity requirements, our customers and our market risk exposure in accordance with our risk appetite.

**Investment Securities**

Our investment securities portfolio consists primarily of the following: U.S. Treasury securities; U.S. government-sponsored enterprise or agency (“Agency”) and non-agency residential mortgage-backed securities (“RMBS”); Agency commercial mortgage-backed securities (“CMBS”); and other securities. Agency securities include Government National Mortgage Association (“Ginnie Mae”) guaranteed securities, and Federal National Mortgage Association (“Fannie Mae”) and Federal Home Loan Mortgage Corporation (“Freddie Mac”) issued securities. The U.S. Treasury and Agency securities generally have high credit ratings and low credit risks, and our investments in U.S. Treasury and Agency securities represented 96% of our total investment portfolio, as of both March 31, 2019 and December 31, 2018.

The fair value of our available for sale securities portfolio decreased by \$262 million to \$45.9 billion as of March 31, 2019 from December 31, 2018 primarily driven by sales and maturities outpacing purchases, partially offset by the fair value gains as a result of changes in interest rates. The fair value of our held to maturity securities portfolio increased by \$336 million to \$37.0 billion as of March 31, 2019 from December 31, 2018 primarily driven by fair value gains as a result of changes in interest rates.

Table 6 presents the amortized cost, carrying value and fair value for the major categories of our investment securities portfolio as of March 31, 2019 and December 31, 2018.

**Table 6: Investment Securities**

<i>(Dollars in millions)</i>	March 31, 2019		December 31, 2018	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<b>Investment securities available for sale:</b>				
U.S. Treasury securities	\$4,136	\$4,127	\$6,146	\$6,144
RMBS:				
Agency	33,621	33,145	32,710	31,903
Non-agency	1,404	1,720	1,440	1,742
Total RMBS	35,025	34,865	34,150	33,645
Agency CMBS	5,346	5,322	4,806	4,739
Other securities <sup>(1)</sup>	1,575	1,574	1,626	1,622
Total investment securities available for sale	\$46,082	\$45,888	\$46,728	\$46,150

<i>(Dollars in millions)</i>	March 31, 2019		December 31, 2018	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Investment securities held to maturity:</b>				
Agency RMBS	\$32,668	\$33,107	\$33,061	\$32,977
Agency CMBS	3,835	3,848	3,710	3,642
Total investment securities held to maturity	\$36,503	\$36,955	\$36,771	\$36,619

<sup>(1)</sup> Includes primarily supranational bonds, foreign government bonds and other asset-backed securities.

Table of Contents**Loans Held for Investment**

Total loans held for investment consists of both unsecuritized loans and loans held in our consolidated trusts. Table 7 summarizes the carrying value of our portfolio of loans held for investment by portfolio segment, the allowance for loan and lease losses, and net loan balance as of March 31, 2019 and December 31, 2018.

**Table 7: Loans Held for Investment**

<i>(Dollars in millions)</i>	March 31, 2019			December 31, 2018		
	Loans	Allowance	Net Loans	Loans	Allowance	Net Loans
Credit Card	\$109,836	\$ 5,568	\$104,268	\$116,361	\$ 5,535	\$110,826
Consumer Banking	59,248	1,062	58,186	59,205	1,048	58,157
Commercial Banking	71,189	683	70,506	70,333	637	69,696
Total	\$240,273	\$ 7,313	\$232,960	\$245,899	\$ 7,220	\$238,679

Loans held for investment decreased by \$5.6 billion to \$240.3 billion as of March 31, 2019 from December 31, 2018 primarily driven by expected seasonal paydowns in our domestic credit card loan portfolio.

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

**Funding Sources**

Our primary source of funding comes from deposits, as they are a stable and relatively low cost source of funding. In addition to deposits, we also raise funding through the issuance of securitized debt obligations and other debt. Other debt primarily consists of senior and subordinated notes, FHLB advances secured by certain portions of our loan and securities portfolios, and federal funds purchased and securities loaned or sold under agreements to repurchase.

Table 8 provides the composition of our primary sources of funding as of March 31, 2019 and December 31, 2018.

**Table 8: Funding Sources Composition**

<i>(Dollars in millions)</i>	March 31, 2019		December 31, 2018	
	Amount	% of Total	Amount	% of Total
Deposits: <sup>(1)</sup>				
Consumer Banking	\$205,439	68 %	\$198,607	64 %
Commercial Banking	31,248	10	29,480	10
Other	18,420	6	21,677	7
Total deposits	255,107	84	249,764	81
Securitized debt obligations	19,273	6	18,307	6
Other debt	31,085	10	40,598	13
Total funding sources	\$305,465	100 %	\$308,669	100 %

<sup>(1)</sup> Includes brokered deposits of \$17.9 billion and \$21.2 billion as of March 31, 2019 and December 31, 2018, respectively.

Total deposits increased by \$5.3 billion to \$255.1 billion as of March 31, 2019 from December 31, 2018 primarily driven by strong growth in our deposit products as a result of our national banking growth strategy in our Consumer Banking business.

Securitized debt obligations increased by \$1.0 billion to \$19.3 billion as of March 31, 2019 from December 31, 2018 as debt issuances outpaced maturities in the first quarter of 2019.

Other debt decreased by \$9.5 billion to \$31.1 billion as of March 31, 2019 from December 31, 2018 primarily driven by maturities of our short-term FHLB advances.

We provide additional information on our funding sources in “MD&A—Liquidity Risk Profile” and in “Note 8—Deposits and Borrowings.”

Table of Contents**OFF-BALANCE SHEET ARRANGEMENTS**

In the ordinary course of business, we engage in certain activities that are not reflected on our consolidated balance sheets, generally referred to as off-balance sheet arrangements. These activities typically involve transactions with unconsolidated variable interest entities (“VIEs”) as well as other arrangements, such as letters of credit, loan commitments and guarantees, to meet the financing needs of our customers and support their ongoing operations. We provide additional information regarding these types of activities in “Note 6—Variable Interest Entities and Securitizations” and “Note 14—Commitments, Contingencies, Guarantees and Others.”

**BUSINESS SEGMENT FINANCIAL PERFORMANCE**

Our principal operations are organized for management reporting purposes into three major 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, asset/liability management by our centralized Corporate Treasury group and residual tax expense or benefit to arrive at the consolidated effective tax rate that is not assessed to our primary business segments, 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 18—Business Segments and Revenue from Contracts with Customers” in our 2018 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 services 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.

We summarize our business segment results for the first quarters of 2019 and 2018 and provide a comparative discussion of these results, as well as changes in our financial condition and credit performance metrics as of March 31, 2019 compared to December 31, 2018. We provide a reconciliation of our total business segment results to our reported consolidated results in “Note 13—Business Segments and Revenue from Contracts with Customers.”

***Business Segment Financial Performance***

Table 9 summarizes our business segment results, which we report based on revenue and income from continuing operations, for the first quarters of 2019 and 2018.

**Table 9: Business Segment Results**

	Three Months Ended March 31,							
	2019				2018			
	Total Net Revenue <sup>(1)</sup>		Net Income (Loss) <sup>(2)</sup>		Total Net Revenue <sup>(1)</sup>		Net Income (Loss) <sup>(2)</sup>	
(Dollars in millions)	Amount	% of Total	Amount	% of Total	Amount	% of Total	Amount	% of Total
Credit Card	\$4,540	64 %	\$751	53 %	\$4,415	64 %	\$707	52 %
Consumer Banking	1,839	26	468	33	1,789	26	426	32
Commercial Banking <sup>(3)(4)</sup>	676	10	146	11	693	10	233	17
Other <sup>(3)(4)</sup>	28	—	45	3	12	—	(23)	(1)
Total	\$7,083	100 %	\$1,410	100 %	\$6,909	100 %	\$1,343	100 %

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

(2) Net income (loss) for our business segments and the Other category is based on income from continuing operations, net of tax.

(3) Some of our commercial investments generate tax-exempt income, tax credits or other tax benefits. Accordingly, we present our Commercial Banking revenue and yields on a taxable-equivalent basis, calculated using the federal statutory tax rate of 21% and state taxes where applicable, with offsetting reductions to the Other category.

(4) In the first quarter of 2019, we made a change in how revenue is measured in our Commercial Banking business by revising the allocation of tax benefits on certain tax-advantaged investments. As such, prior period results have been recast to conform with the current period presentation. The result of this measurement change reduced the previously reported total net revenue in our Commercial Banking business by \$30 million for the first quarter of 2018, with an offsetting increase in the Other category.

**Credit Card Business**

The primary sources of revenue for our Credit Card business are net interest income, net interchange income and fees collected from customers. Expenses primarily consist of the provision for credit losses, operating costs and marketing expenses.

Our Credit Card business generated net income from continuing operations of \$751 million and \$707 million in the first quarters of 2019 and 2018, respectively.

Table 10 summarizes the financial results of our Credit Card business and displays selected key metrics for the periods indicated.

**Table 10: Credit Card Business Results**

	Three Months Ended March 31,		
	2019	2018	Change
<i>(Dollars in millions, except as noted)</i>			
<b>Selected income statement data:</b>			
Net interest income	\$3,590	\$3,558	1 %
Non-interest income	950	857	11
Total net revenue <sup>(1)</sup>	4,540	4,415	3
Provision for credit losses	1,389	1,456	(5 )
Non-interest expense	2,171	2,039	6
Income from continuing operations before income taxes	980	920	7
Income tax provision	229	213	8
Income from continuing operations, net of tax	\$751	\$707	6
<b>Selected performance metrics:</b>			
Average loans held for investment <sup>(2)</sup>	\$111,456	\$109,502	2
Average yield on loans held for investment <sup>(3)</sup>	15.77 %	15.24 %	53 bps
Total net revenue margin <sup>(4)</sup>	16.29	16.13	16
Net charge-offs	\$1,364	\$1,377	(1 )%
Net charge-off rate	4.90 %	5.03 %	(13)bps
Purchase volume <sup>(5)</sup>	\$93,197	\$86,545	8 %
<i>(Dollars in millions, except as noted)</i>			
	March 31, 2019	December 31, 2018	Change
<b>Selected period-end data:</b>			
Loans held for investment <sup>(2)</sup>	\$109,836	\$116,361	(6 )%
30+ day performing delinquency rate	3.71 %	4.00 %	(29)bps
30+ day delinquency rate	3.72	4.01	(29)
Nonperforming loan rate <sup>(6)</sup>	0.02	0.02	—
Allowance for loan and lease losses	\$5,568	\$5,535	1 %
Allowance coverage ratio	5.07 %	4.76 %	31 bps

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

(1) not included in our net charge-offs. Total net revenue was reduced by \$376 million and \$335 million in the first quarters of 2019 and 2018, respectively, for the estimated uncollectible amount of billed finance charges and fees and related losses. The finance charge and fee reserve totaled \$461 million and \$468 million as of March 31, 2019 and December 31, 2018, respectively.



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- (2) Period-end loans held for investment and average loans held for investment include billed finance charges and fees, net of the estimated uncollectible amount. 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. 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.
- (4) Total net revenue margin is calculated by dividing annualized total net revenue for the period by average loans held for investment during the period. Interest income also includes interest income on loans held for sale.
- (5) Purchase volume consists of purchase transactions, net of returns, for the period, and excludes cash advance and balance transfer transactions.
- (6) Within our credit card loan portfolio, only certain loans in our international card businesses are classified as nonperforming. See “MD&A—Nonperforming Loans and Other Nonperforming Assets” for additional information.

Key factors affecting the results of our Credit Card business for the first quarter of 2019 compared to the first quarter of 2018, and changes in financial condition and credit performance between March 31, 2019 and December 31, 2018 include the following:

**Net Interest Income:** Net interest income increased by \$32 million to \$3.6 billion in the first quarter of 2019 primarily driven by growth in our domestic credit card loan portfolio.

**Non-Interest Income:** Non-interest income increased by \$93 million to \$950 million in the first quarter of 2019 primarily due to an increase in net interchange fees, driven by higher purchase volume and the impact of updated rewards cost estimates.

**Provision for Credit Losses:** The provision for credit losses decreased by \$67 million to \$1.4 billion in the first quarter of 2019 primarily driven by smaller allowance build as compared to the the first quarter of 2018.

**Non-Interest Expense:** Non-interest expense increased by \$132 million to \$2.2 billion in the first quarter of 2019, primarily driven by increased marketing expense as well as Walmart partnership and related expenses.

**Loans Held for Investment:**

Period-end loans held for investment decreased by \$6.5 billion to \$109.8 billion as of March 31, 2019 from December 31, 2018 primarily due to expected seasonal paydowns.

Average loans held for investment increased by \$2.0 billion to \$111.5 billion in the first quarter of 2019 compared to the first quarter of 2018 primarily due to growth in our domestic credit card loan portfolio.

**Net Charge-Off and Delinquency Metrics:** The net charge-off rate decreased by 13 basis points to 4.90% in the first quarter of 2019 compared to the first quarter of 2018 primarily driven by favorability realized from portfolio seasoning.

The 30+ day delinquency rate decreased by 29 basis points to 3.72% as of March 31, 2019 from December 31, 2018 primarily due to seasonally lower delinquency inventories in our domestic credit card loan portfolio.

**Domestic Card Business**

The Domestic Card business generated net income from continuing operations of \$695 million and \$607 million in the first quarters of 2019 and 2018, respectively. In the first quarters of 2019 and 2018, Domestic Card accounted for greater than 90% of total net revenue of our Credit Card business.

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Table 10.1 summarizes the financial results for Domestic Card and displays selected key metrics for the periods indicated.

**Table 10.1: Domestic Card Business Results**

	Three Months Ended March 31,		
	2019	2018	Change
<i>(Dollars in millions, except as noted)</i>			
<b>Selected income statement data:</b>			
Net interest income	<b>\$3,273</b>	\$ 3,229	1 %
Non-interest income	<b>873</b>	774	13
Total net revenue <sup>(1)</sup>	<b>4,146</b>	4,003	4
Provision for credit losses	<b>1,291</b>	1,380	(6 )
Non-interest expense	<b>1,949</b>	1,832	6
Income from continuing operations before income taxes	<b>906</b>	791	15
Income tax provision	<b>211</b>	184	15
Income from continuing operations, net of tax	<b>\$ 695</b>	\$ 607	14
<b>Selected performance metrics:</b>			
Average loans held for investment <sup>(2)</sup>	<b>\$ 102,667</b>	\$ 100,450	2
Average yield on loans held for investment <sup>(3)</sup>	<b>15.69</b>	% 15.10	% 59 bps
Total net revenue margin <sup>(4)</sup>	<b>16.15</b>	15.94	21
Net charge-offs	<b>\$ 1,294</b>	\$ 1,321	(2 )%
Net charge-off rate	<b>5.04</b>	% 5.26	% (22)bps
Purchase volume <sup>(5)</sup>	<b>\$85,738</b>	\$ 79,194	8 %
<i>(Dollars in millions, except as noted)</i>			
	<b>March 31,</b>	<b>December 31,</b>	<b>Change</b>
	<b>2019</b>	<b>2018</b>	
<b>Selected period-end data:</b>			
Loans held for investment <sup>(2)</sup>	<b>\$ 101,052</b>	\$ 107,350	(6 )%
30+ day delinquency rate	<b>3.72</b>	% 4.04	% (32)bps
Allowance for loan and lease losses	<b>\$ 5,141</b>	\$ 5,144	—
Allowance coverage ratio	<b>5.09</b>	% 4.79	% 30 bps

We recognize billed finance charges and fee income on open-ended loans in accordance with the contractual provisions of the credit arrangements and estimate (1) 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 billed finance charges and fees, net of the estimated uncollectible amount. 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 (3) period. 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.

(4) Total net revenue margin is calculated by dividing annualized total net revenue for the period by average loans held for investment during the period.

(5) Purchase volume consists of purchase transactions, net of returns, for the period, and excludes cash advance and balance transfer transactions.

Because our Domestic Card business accounts for the substantial majority of our Credit Card business, the key factors driving the results are similar to the key factors affecting our total Credit Card business. Net income for our Domestic Card business increased in the first quarter of 2019 compared to the first quarter of 2018 primarily driven by: higher non-interest income due to an increase in net interchange fees, driven by higher purchase volume and the impact of updated rewards cost estimates; lower provision for credit losses due to a small allowance release as compared to an allowance build; and higher net interest income due to portfolio growth.

These drivers were partially offset by increased marketing expense as well as Walmart partnership and related expenses.

Table of Contents**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, operating costs and marketing expenses.

Our Consumer Banking business generated net income from continuing operations of \$468 million and \$426 million in the first quarters of 2019 and 2018, respectively.

Table 11 summarizes the financial results of our Consumer Banking business and displays selected key metrics for the periods indicated.

**Table 11: Consumer Banking Business Results**

	Three Months Ended March 31,		
	2019	2018	Change
<i>(Dollars in millions, except as noted)</i>			
<b>Selected income statement data:</b>			
Net interest income	\$1,679	\$1,615	4 %
Non-interest income	160	174	(8 )
Total net revenue	1,839	1,789	3
Provision for credit losses	235	233	1
Non-interest expense	994	1,000	(1 )
Income from continuing operations before income taxes	610	556	10
Income tax provision	142	130	9
Income from continuing operations, net of tax	\$468	\$426	10
<b>Selected performance metrics:</b>			
Average loans held for investment:			
Auto	\$56,234	\$54,344	3
Home loan <sup>(1)</sup>	—	17,224	**
Retail banking	2,831	3,429	(17 )
Total consumer banking	\$59,065	\$74,997	(21 )
Average yield on loans held for investment <sup>(2)</sup>	8.15 %	6.86 %	129 bps
Average deposits	\$201,072	\$187,785	7 %
Average deposits interest rate	1.18 %	0.80 %	38 bps
Net charge-offs	\$221	\$223	(1 )%
Net charge-off rate	1.49 %	1.19 %	30 bps
Auto loan originations	\$6,222	\$6,707	(7 )%
<i>(Dollars in millions, except as noted)</i>			
	March 31, 2019	December 31, 2018	Change
<b>Selected period-end data:</b>			
Loans held for investment:			
Auto	\$56,444	\$56,341	—
Retail banking	2,804	2,864	(2 )%
Total consumer banking	\$59,248	\$59,205	—
30+ day performing delinquency rate	5.55 %	6.67 %	(112)bps
30+ day delinquency rate	6.02	7.36	(134)
Nonperforming loan rate	0.59	0.81	(22 )
Nonperforming asset rate <sup>(3)</sup>	0.68	0.90	(22 )
Allowance for loan and lease losses	\$1,062	\$1,048	1 %
Allowance coverage ratio	1.79 %	1.77 %	2 bps
Deposits	\$205,439	\$198,607	3 %

<sup>(1)</sup> In 2018, we sold all of our consumer home loan portfolio and the related servicing. The impact of this sale is reflected in the Other category.



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- 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. 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) Nonperforming assets consist of nonperforming loans and other foreclosed assets. The total nonperforming asset rate is calculated based on total nonperforming assets divided by the combined period-end total loans held for investment, real estate owned (“REO”) and other foreclosed assets.
- \*\* Not meaningful.

Key factors affecting the results of our Consumer Banking business for the first quarter of 2019 compared to the first quarter of 2018, and changes in financial condition and credit performance between March 31, 2019 and December 31, 2018 include the following:

*Net Interest Income:* Net interest income increased by \$64 million to \$1.7 billion in the first quarter of 2019 primarily driven by higher deposit volumes and margins in our Retail Banking business as well as growth in our auto loan portfolio, partially offset by the reduction in net interest income from the sale of our consumer home loan portfolio. Consumer Banking loan yield increased by 129 basis points to 8.15% in the first quarter of 2019 compared to the first quarter of 2018. The increase was primarily driven by: changes in product mix as a result of the sale of our consumer home loan portfolio; and higher yields as a result of higher interest rates.

*Non-Interest Income:* Non-interest income decreased by \$14 million to \$160 million in the first quarter of 2019 primarily driven by the impact of the sale of our online retail brokerage business in the fourth quarter of 2018.

*Provision for Credit Losses:* The provision for credit losses was substantially flat at \$235 million in the first quarter of 2019.

*Non-Interest Expense:* Non-interest expense was substantially flat at \$1.0 billion in the first quarter of 2019 primarily driven by lower operating expense due to our decision to cease new originations of home loan lending products in the fourth quarter of 2017, largely offset by higher marketing expense.

*Loans Held for Investment:* Period-end loans held for investment remained flat at \$59.2 billion as of March 31, 2019 compared to December 31, 2018. Average loans held for investment decreased by \$15.9 billion to \$59.1 billion in the first quarter of 2019 compared to the first quarter of 2018 primarily driven by the sale of our consumer home loan portfolio, partially offset by growth in our auto loan portfolio.

*Deposits:* Period-end deposits increased by \$6.8 billion to \$205.4 billion as of March 31, 2019 from December 31, 2018 driven by strong growth in our deposit products as a result of our national banking growth strategy.

*Net Charge-Off and Delinquency Metrics:* The net charge-off rate increased by 30 basis points to 1.49% in the first quarter of 2019 compared to the first quarter of 2018 primarily driven by lower loan balances due to the sale of our consumer home loan portfolio.

The 30+ day delinquency rate decreased by 134 basis points to 6.02% as of March 31, 2019 from December 31, 2018 primarily attributable to seasonally lower auto delinquency inventories.

**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 fees and other products and services. Because our Commercial Banking business has loans and investments that generate tax-exempt income, tax credits or other tax benefits, we present the revenues on a taxable-equivalent basis. Expenses primarily consist of the provision for credit losses, operating costs and marketing expenses.

Our Commercial Banking business generated net income from continuing operations of \$146 million and \$233 million in the first quarters of 2019 and 2018, respectively.

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Table 12 summarizes the financial results of our Commercial Banking business and displays selected key metrics for the periods indicated.

**Table 12: Commercial Banking Business Results**

	Three Months Ended March 31,		
	2019	2018	Change
<i>(Dollars in millions, except as noted)</i>			
<b>Selected income statement data:</b>			
Net interest income	\$ 489	\$ 506	(3 )%
Non-interest income	187	187	—
Total net revenue <sup>(1)(2)</sup>	676	693	(2 )
Provision (benefit) for credit losses <sup>(3)</sup>	69	(14 )	**
Non-interest expense	417	403	3
Income from continuing operations before income taxes	190	304	(38)
Income tax provision	44	71	(38)
Income from continuing operations, net of tax	\$ 146	\$ 233	(37)
<b>Selected performance metrics:</b>			
Average loans held for investment:			
Commercial and multifamily real estate	\$ 29,034	\$ 26,542	9
Commercial and industrial	42,132	38,246	10
Total commercial lending	71,166	64,788	10
Small-ticket commercial real estate	272	393	(31)
Total commercial banking	\$ 71,438	\$ 65,181	10
Average yield on loans held for investment <sup>(1)(4)</sup>	4.62 %	4.16 %	46 bps
Average deposits	\$ 30,816	\$ 34,057	(10)%
Average deposits interest rate	1.11 %	0.52 %	59 bps
Net charge-offs	\$ 14	\$ 19	(26)%
Net charge-off rate	0.08 %	0.11 %	(3 )bps

	March 31,		Change
	2019	December 31, 2018	
<i>(Dollars in millions, except as noted)</i>			
<b>Selected period-end data:</b>			
Loans held for investment:			
Commercial and multifamily real estate	\$ 28,984	\$ 28,899	—
Commercial and industrial	42,197	41,091	3 %
Total commercial lending	71,181	69,990	2
Small-ticket commercial real estate	8	343	(98)
Total commercial banking	\$ 71,189	\$ 70,333	1
Nonperforming loan rate	0.53 %	0.44 %	9 bps
Nonperforming asset rate <sup>(5)</sup>	0.53	0.45	8
Allowance for loan and lease losses <sup>(3)</sup>	\$ 683	\$ 637	7 %
Allowance coverage ratio	0.96 %	0.91 %	5 bps
Deposits	\$ 31,248	\$ 29,480	6 %
Loans serviced for others	34,398	32,588	6

Some of our commercial investments generate tax-exempt income, tax credits or other tax benefits. Accordingly, we present our Commercial Banking revenue and yields on a taxable-equivalent basis, calculated using the federal statutory tax rate of 21% and state taxes where applicable, with offsetting reductions to the Other category.

<sup>(1)</sup> In the first quarter of 2019, we made a change in how revenue is measured in our Commercial Banking business by revising the allocation of tax benefits on certain tax-advantaged investments. As such, prior period results have been recast to conform with the current period presentation. The result of this measurement change reduced the previously reported total net revenue in our Commercial Banking business by \$30 million for the first quarter of 2018, with an offsetting increase in the Other category.





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The provision for losses on unfunded lending commitments is included in the provision for credit losses in our consolidated statements of income and the related reserve for unfunded lending commitments is included in other liabilities on our consolidated balance sheets. Our reserve for unfunded lending commitments totaled \$127 million and \$118 million as of March 31, 2019 and December 31, 2018, respectively.

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. 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.

Nonperforming assets consist of nonperforming loans, REO and other foreclosed assets. The total nonperforming asset rate is calculated based on total nonperforming assets divided by the combined period-end total loans held for investment, REO and other foreclosed assets.

\*\* Not meaningful.

Key factors affecting the results of our Commercial Banking business for the first quarter of 2019 compared to the first quarter of 2018, and changes in financial condition and credit performance between March 31, 2019 and December 31, 2018 include the following:

*Net Interest Income:* Net interest income decreased by \$17 million to \$489 million in the first quarter of 2019 primarily driven by lower average deposit balances and lower loan margins, partially offset by growth across our commercial loan portfolios.

*Non-Interest Income:* Non-interest income remained flat at \$187 million in the first quarter of 2019 compared to the first quarter of 2018.

*Provision for Credit Losses:* Provision for credit losses increased to \$69 million in the first quarter of 2019 compared to a benefit of \$14 million in the first quarter of 2018, primarily driven by an allowance build associated with some isolated credit deterioration and portfolio growth.

*Non-Interest Expense:* Non-interest expense increased by \$14 million to \$417 million in the first quarter of 2019 primarily driven by higher operating expenses associated with continued investments in technology and other business initiatives.

*Loans Held for Investment:* Period-end loans held for investment increased by \$856 million to \$71.2 billion as of March 31, 2019 from December 31, 2018, and average loans held for investment increased by \$6.3 billion to \$71.4 billion in the first quarter of 2019 compared to the first quarter of 2018, both primarily driven by growth across our commercial loan portfolios.

*Deposits:* Period-end deposits increased by \$1.8 billion to \$31.2 billion as of March 31, 2019, from December 31, 2018 primarily driven by new business growth.

*Net Charge-Off and Nonperforming Metrics:* The net charge-off rate decreased by 3 basis points to 0.08% in the first quarter of 2019 compared to the first quarter of 2018. The nonperforming loan rate increased by 9 basis points to 0.53% as of March 31, 2019 from December 31, 2018 primarily driven by some isolated credit deterioration.

**Other Category**

Other includes unallocated amounts related to our centralized Corporate Treasury group activities, such as management of our corporate investment portfolio, asset/liability management and certain capital management activities. Other also includes:

unallocated corporate revenue and 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 restructuring charges;

offsets related to certain line-item reclassifications;

residual tax expense or benefit to arrive at the consolidated effective tax rate that is not assessed to our primary business segments; and

foreign exchange-rate fluctuations on foreign currency-denominated balances.

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Table 13 summarizes the financial results of our Other category for the periods indicated.

**Table 13: Other Category Results**

<i>(Dollars in millions)</i>	<b>Three Months Ended</b>		
	<b>March 31,</b>		
	<b>2019</b>	<b>2018</b>	<b>Change</b>
<b>Selected income statement data:</b>			
Net interest income	\$33	\$39	(15)%
Non-interest losses	(5)	(27)	(81)
Total net revenue <sup>(1)(2)</sup>	28	12	133
Benefit for credit losses	—	(1)	**
Non-interest expense	89	131	(32)
Loss from continuing operations before income taxes	(61)	(118)	(48)
Income tax benefit	(106)	(95)	12
Income (loss) from continuing operations, net of tax	\$45	\$(23)	**

Some of our commercial investments generate tax-exempt income, tax credits or other tax benefits. Accordingly, we present our Commercial Banking revenue<sup>(1)</sup> and yields on a taxable-equivalent basis, calculated using the federal statutory tax rate of 21% and state taxes where applicable, with offsetting reductions to the Other category.

In the first quarter of 2019, we made a change in how revenue is measured in our Commercial Banking business by revising the allocation of tax benefits on certain tax-advantaged investments. As such, prior period results have been recast to conform with the current period presentation. The result of this<sup>(2)</sup> measurement change reduced the previously reported total net revenue in our Commercial Banking business by \$30 million for the first quarter of 2018, with an offsetting increase in the Other category.

\*\* Not meaningful.

Net income from continuing operations recorded in the Other category was \$45 million in the first quarter of 2019 compared to net loss of \$23 million in the first quarter of 2018, primarily driven by the gains from the sale of investment securities and the absence of restructuring charges.

**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 amount of assets, liabilities, income and expenses on 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 2018 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 results of operations or financial condition. These critical accounting policies govern:

• Loan loss reserves

• Asset impairment

• Fair value of financial instruments

• Customer rewards reserve

We evaluate our critical accounting estimates and judgments on an ongoing basis and update them as necessary, based on changing conditions. There have been no changes to our critical accounting policies and estimates described in our 2018 Form 10-K under “MD&A—Critical Accounting Policies and Estimates.”

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**ACCOUNTING CHANGES AND DEVELOPMENTS**

See “Note 1—Summary of Significant Accounting Policies” for information on the accounting standards we adopted in 2019 and the expected impacts of accounting standards issued but not adopted as of March 31, 2019.

**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, 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**

We are subject to capital adequacy standards adopted by the Federal Banking Agencies, including the Basel III Capital Rule. Moreover, the Banks, as insured depository institutions, are subject to Prompt Corrective Action (“PCA”) capital regulations.

We entered parallel run under Basel III Advanced Approaches on January 1, 2015, during which we are required to calculate capital ratios under both the Basel III Standardized Approach and the Basel III Advanced Approaches, though we continue to use the Standardized Approach for purposes of meeting regulatory capital requirements. Under the Basel III Capital Rule, when we complete our parallel run for the Advanced Approaches, our minimum risk-based capital requirement will be determined by the greater of our risk-weighted assets under the Basel III Standardized Approach and the Basel III Advanced Approaches. Once we exit parallel run, based on clarification of the Basel III Capital Rule from our regulators, any amount by which our expected credit losses exceed eligible credit reserves, as each term is defined under the Basel III Capital Rule, will be deducted from our Basel III Standardized Approach numerator, subject to transition provisions. Inclusive of this impact, based on current capital rules and our business mix, we estimate that our Basel III Advanced Approaches ratios will be lower than our Basel III Standardized Approach ratios. However, there is uncertainty whether this will remain the case, or whether we remain subject to the Basel III Advanced Approaches, and in light of potential changes to the United States capital rules.

The Basel III Capital Rule also introduced the supplementary leverage ratio for all Advanced Approaches banking organizations with a minimum requirement of 3.0%. The supplementary leverage ratio compares Tier 1 capital to total leverage exposure, which includes all on-balance sheet assets and certain off-balance sheet exposures, including derivatives and unused commitments. Given that we are in our Basel III Advanced Approaches parallel run, we calculate the ratio based on Tier 1 capital under the Standardized Approach.

The Market Risk Rule supplements both the Basel III Standardized Approach and the Basel III Advanced Approaches by requiring institutions subject to the Market Risk Rule to adjust their risk-based capital ratios to reflect the market risk in their trading portfolios. As of March 31, 2019, the Company and CONA are subject to the Market Risk Rule. See “MD&A—Market Risk Profile” below for additional information.

For the description of the regulatory capital rules we are subject to, see “Part I—Item 1. Business—Supervision and Regulation” in our 2018 Form 10-K.

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Table 14 provides a comparison of our regulatory capital ratios under the Basel III Standardized Approach, the regulatory minimum capital adequacy ratios and the PCA well-capitalized level for each ratio, where applicable, as of March 31, 2019 and December 31, 2018.

**Table 14: Capital Ratios under Basel III<sup>(1)(2)</sup>**

	March 31, 2019			December 31, 2018		
	Capital Ratio	Minimum Capital Adequacy	Well-Capitalized	Capital Ratio	Minimum Capital Adequacy	Well-Capitalized
<b>Capital One Financial Corp:</b>						
Common equity Tier 1 capital <sup>(3)</sup>	11.9 %	4.5 %	N/A	11.2 %	4.5 %	N/A
Tier 1 capital <sup>(4)</sup>	13.4	6.0	6.0 %	12.7	6.0	6.0 %
Total capital <sup>(5)</sup>	15.8	8.0	10.0	15.1	8.0	10.0
Tier 1 leverage <sup>(6)</sup>	11.0	4.0	N/A	10.7	4.0	N/A
Supplementary leverage <sup>(7)</sup>	9.3	3.0	N/A	9.0	3.0	N/A
<b>COBNA:</b>						
Common equity Tier 1 capital <sup>(3)</sup>	16.4	4.5	6.5	15.3	4.5	6.5
Tier 1 capital <sup>(4)</sup>	16.4	6.0	8.0	15.3	6.0	8.0
Total capital <sup>(5)</sup>	18.5	8.0	10.0	17.6	8.0	10.0
Tier 1 leverage <sup>(6)</sup>	14.5	4.0	5.0	14.0	4.0	5.0
Supplementary leverage <sup>(7)</sup>	11.8	3.0	N/A	11.5	3.0	N/A
<b>CONA:</b>						
Common equity Tier 1 capital <sup>(3)</sup>	13.5	4.5	6.5	13.0	4.5	6.5
Tier 1 capital <sup>(4)</sup>	13.5	6.0	8.0	13.0	6.0	8.0
Total capital <sup>(5)</sup>	14.7	8.0	10.0	14.2	8.0	10.0
Tier 1 leverage <sup>(6)</sup>	9.1	4.0	5.0	9.1	4.0	5.0
Supplementary leverage <sup>(7)</sup>	8.1	3.0	N/A	8.0	3.0	N/A

(1) Capital requirements that are not applicable are denoted by "N/A."

(2) Ratios as of March 31, 2019 are preliminary. As we continue to validate our data, the calculations are subject to change until we file our March 31, 2019 Form FR Y-9C—Consolidated Financial Statements for Holding Companies and Call Reports.

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

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

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

(6) Tier 1 leverage ratio is a regulatory capital measure calculated based on Tier 1 capital divided by adjusted average assets.

(7) Supplementary leverage ratio is a regulatory capital measure calculated based on Tier 1 capital divided by total leverage exposure.

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Table 15 presents regulatory capital under the Basel III Standardized Approach and regulatory capital metrics as of March 31, 2019 and December 31, 2018 respectively.

**Table 15: Regulatory Risk-Based Capital Components and Regulatory Capital Metrics**

<i>(Dollars in millions)</i>	<b>March 31, 2019</b>	<b>December 31, 2018</b>
<b>Regulatory Capital Under Basel III Standardized Approach</b>		
Common equity excluding AOCI	<b>\$49,781</b>	\$ 48,570
Adjustments:		
AOCI <sup>(1)</sup>	<b>(660)</b>	(1,263)
Goodwill, net of related deferred tax liabilities	<b>(14,369)</b>	(14,373)
Intangible assets, net of related deferred tax liabilities	<b>(223)</b>	(254)
Other	<b>113</b>	391
Common equity Tier 1 capital	<b>34,642</b>	33,071
Tier 1 capital instruments	<b>4,360</b>	4,360
Tier 1 capital	<b>39,002</b>	37,431
Tier 2 capital instruments	<b>3,351</b>	3,483
Qualifying allowance for loan and lease losses	<b>3,689</b>	3,731
Tier 2 capital	<b>7,040</b>	7,214
Total capital	<b>\$46,042</b>	\$ 44,645
<b>Regulatory Capital Metrics</b>		
Risk-weighted assets	<b>\$291,483</b>	\$ 294,950
Adjusted average assets	<b>355,781</b>	350,606
Total leverage exposure	<b>420,341</b>	414,701

<sup>(1)</sup> Amounts presented are net of tax.

The Company exceeded the minimum capital requirements and each of the Banks exceeded the minimum regulatory requirements and were well capitalized under PCA requirements as of both March 31, 2019 and December 31, 2018. The Basel III Capital Rule requires banks to maintain a capital conservation buffer, composed of common equity Tier 1 capital, of 2.5% above the regulatory minimum ratios. For banks subject to the Advanced Approaches, including the Company and the Banks, the capital conservation buffer may be supplemented by an incremental countercyclical capital buffer of up to 2.5% composed of common equity Tier 1 capital and set at the discretion of the Federal Banking Agencies. As of March 31, 2019, the countercyclical capital buffer was zero percent in the United States. A determination to increase the countercyclical capital buffer generally would be effective twelve months after the announcement of such an increase, unless the Federal Banking Agencies set an earlier effective date.

For 2019, the minimum capital requirement plus capital conservation buffer and countercyclical capital buffer for common equity Tier 1 capital, Tier 1 capital and total capital ratios is 7.0%, 8.5% and 10.5%, respectively, for the Company and the Banks. A common equity Tier 1 capital ratio, Tier 1 capital ratio, or total capital ratio below the applicable regulatory minimum ratio plus the applicable capital conservation buffer and the applicable countercyclical buffer (if set to an amount greater than zero percent) might restrict a bank's ability to distribute capital and make discretionary bonus payments. As of March 31, 2019, the Company and each of the Banks were all above the applicable combined thresholds.

**Capital Planning and Regulatory Stress Testing**

On April 5, 2019, we submitted our capital plan to the Federal Reserve as part of the 2019 CCAR cycle. The stress testing results are expected to be released by the Federal Reserve before June 30, 2019.

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On June 28, 2018, the Federal Reserve informed us that they had “no objection” to our CCAR 2018 Capital Plan submission. As a result of this non-objection to our capital plan, the Board of Directors authorized the repurchase of up to \$1.2 billion of shares of our common stock beginning in the third quarter of 2018 through the end of the second quarter of 2019, which we completed in the fourth quarter of 2018. The Board of Directors also authorized the quarterly dividend on our common stock of \$0.40 per share. For the description of the regulatory capital planning rules we are subject to, see “Part I—Item 1. Business—Supervision and Regulation” in our 2018 Form 10-K.

**Dividend Policy and Stock Purchases**

In the first quarter of 2019, we declared and paid common stock dividends of \$194 million, or \$0.40 per share, and preferred stock dividends of \$52 million. The following table summarizes the dividends paid per share on our various preferred stock series in the first quarter of 2019.

**Table 16: Preferred Stock Dividends Paid Per Share**

Series	Description	Issuance Date	Per Annum Dividend Rate	Dividend Frequency	Q1 2019
<b>Series B</b>	6.00% Non-Cumulative	August 20, 2012	6.00%	Quarterly	<b>\$15.00</b>
<b>Series C</b>	6.25% Non-Cumulative	June 12, 2014	6.25	Quarterly	<b>15.63</b>
<b>Series D</b>	6.70% Non-Cumulative	October 31, 2014	6.70	Quarterly	<b>16.75</b>
<b>Series E</b>	Fixed-to-Floating Rate Non-Cumulative	May 14, 2015	5.55% through 5/31/2020; 3-mo. LIBOR+ 380 bps thereafter	Semi-Annually through 5/31/2020; Quarterly thereafter	—
<b>Series F</b>	6.20% Non-Cumulative	August 24, 2015	6.20	Quarterly	<b>15.50</b>
<b>Series G</b>	5.20% Non-Cumulative	July 29, 2016	5.20	Quarterly	<b>13.00</b>
<b>Series H</b>	6.00% Non-Cumulative	November 29, 2016	6.00	Quarterly	<b>15.00</b>

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 (“BHC”), 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 BHC. As of March 31, 2019, funds available for dividend payments from COBNA and CONA were \$2.6 billion and \$3.8 billion, respectively. There can be no assurance that we will declare and pay any dividends to stockholders. Consistent with our 2018 Stock Repurchase Program, our Board of Directors authorized the repurchase of up to \$1.2 billion of shares of common stock beginning in the third quarter of 2018 through the end of the second quarter of 2019. We completed the 2018 Stock Repurchase Program in the fourth quarter of 2018.

The timing and exact amount of any future common stock repurchases will depend on various factors, including regulatory approval, market conditions, opportunities for growth, our capital position and the amount of retained earnings. Our 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. For additional information on dividends and stock repurchases, see “Part I—Item 1. Business—Supervision and Regulation—Dividends, Stock Repurchases and Transfers of Funds” in our 2018 Form 10-K.

**RISK MANAGEMENT****Risk Framework**

We use a risk framework to provide an overall enterprise-wide approach for effectively managing risk. We execute against our risk 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.



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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. This principle places ultimate accountability for the management of risks and ownership of risk decisions with the CEO and business heads. 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 appetite and the strategies, policies and structures 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 its governance processes are well-designed and working as intended.

The risk framework is also used to guide design of risk programs and performance of risk activity within each risk category and across the entire enterprise.

There are eight elements that comprise the risk framework:

1. Establish Governance Processes, Accountabilities and Risk Appetites

2. Identify and Assess Risks and Ownership

3. Develop and Operate Controls, Monitoring and Mitigation Plans

4. Test and Detect Control Gaps and Perform Corrective Action

5. Escalate Key Risks and Gaps to Executive Management and, when Appropriate, the Board of Directors

6. Calculate and Allocate Capital in Alignment with Risk Management and Measurement Processes (including Stress Testing)

7. Support with the Right Culture, Talent and Skills

8. Enabled by the 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 2018 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 purchasing securities for our investment securities portfolio, entering into derivative transactions to manage our market risk exposure and to accommodate customers, extending short-term advances on syndication activity (including bridge financing transactions we have underwritten), depositing certain operational cash balances in other financial institutions, executing certain foreign exchange transactions and extending customer overdrafts. We provide additional information on credit risk related to our investment securities portfolio under “MD&A—Consolidated Balance Sheets Analysis—Investment Securities” and credit risk related to derivative transactions in “Note 9—Derivative Instruments and Hedging Activities.”



Table of Contents**Loans Held for Investment Portfolio Composition**

We provide a variety of lending products. Our primary products include credit cards, auto loans and commercial lending products. We sold all of our consumer home loan portfolio and the related servicing during 2018. 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 2018 Form 10-K.

Our loan portfolio consists of loans held for investment, including loans held in our consolidated trusts, and loans held for sale. Table 17 presents the composition of our portfolio of loans held for investment by portfolio segment as of March 31, 2019 and December 31, 2018. 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 \$905 million and \$1.2 billion as of March 31, 2019 and December 31, 2018, respectively.

**Table 17: Loans Held for Investment Portfolio Composition**

<i>(Dollars in millions)</i>	March 31, 2019		December 31, 2018	
	Loans	% of Total	Loans	% of Total
<b>Credit Card:</b>				
Domestic credit card	\$101,052	42.0 %	\$107,350	43.6 %
International card businesses	8,784	3.7	9,011	3.7
Total credit card	109,836	45.7	116,361	47.3
<b>Consumer Banking:</b>				
Auto	56,444	23.5	56,341	22.9
Retail banking	2,804	1.2	2,864	1.2
Total consumer banking	59,248	24.7	59,205	24.1
<b>Commercial Banking:</b>				
Commercial and multifamily real estate	28,984	12.0	28,899	11.8
Commercial and industrial	42,197	17.6	41,091	16.7
Total commercial lending	71,181	29.6	69,990	28.5
Small-ticket commercial real estate	8	—	343	0.1
Total commercial banking	71,189	29.6	70,333	28.6
Total loans held for investment	\$240,273	100.0 %	\$245,899	100.0 %

Table of Contents**Commercial Loans**

Table 18 summarizes our commercial loans held for investment portfolio by industry classification as of March 31, 2019 and December 31, 2018. Industry classifications below are based on our interpretation of the North American Industry Classification System codes as they pertain to each individual loan.

**Table 18: Commercial Loans by Industry**

<i>(Percentage of portfolio)</i>	<b>March 31,</b>		<b>December 31,</b>	
	<b>2019</b>		<b>2018</b>	
Real estate	<b>39</b>	%	40	%
Finance	<b>16</b>		16	
Healthcare	<b>12</b>		12	
Business services	<b>6</b>		5	
Oil and gas	<b>5</b>		5	
Public administration	<b>4</b>		4	
Educational services	<b>4</b>		4	
Retail trade	<b>3</b>		3	
Construction and land	<b>2</b>		2	
Other	<b>9</b>		9	
Total	<b>100</b>	%	100	%

**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 one of the primary indicators of credit risk within our consumer loan portfolios, particularly in our credit card loan portfolios, as changes in delinquency rates can 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 exposure of the portfolio to 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 also use borrower credit scores for subprime classification, for competitive benchmarking and, in some cases, to drive product segmentation decisions.

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Table 19 provides details on the credit scores of our domestic credit card and auto loans held for investment portfolios as of March 31, 2019 and December 31, 2018.

**Table 19: Credit Score Distribution**

<i>(Percentage of portfolio)</i>	<b>March 31,</b>		<b>December 31,</b>	
	<b>2019</b>		<b>2018</b>	
<b>Domestic credit card—Refreshed FICO scores<sup>(1)</sup>:</b>				
Greater than 660	<b>66</b>	%	67	%
660 or below	<b>34</b>		33	
Total	<b>100</b>	%	100	%
<b>Auto—At origination FICO scores<sup>(2)</sup>:</b>				
Greater than 660	<b>49</b>	%	50	%
621 - 660	<b>19</b>		19	
620 or below	<b>32</b>		31	
Total	<b>100</b>	%	100	%

Percentages represent period-end loans held for investment in each credit score category. Domestic card 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 purposes. Balances for which no credit score is available or the credit score is invalid are included in the 660 or below category.

Percentages represent period-end loans held for investment in each credit score category. Auto credit scores generally represent average FICO scores obtained from three credit bureaus at the time of application and are not refreshed thereafter. 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.

See “Note 4—Loans” in this Report for additional credit quality information, and see “Note 1—Summary of Significant Accounting Policies” in our 2018 Form 10-K for information on our accounting policies for delinquent and nonperforming loans, charge-offs and troubled debt restructurings (“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 each balance sheet 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 are currently classified as performing and accruing interest. The 30+ day delinquency and 30+ day performing delinquency metrics are the same for domestic credit card loans, as we continue to classify these 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 2018 Form 10-K for information on our policies for classifying loans as nonperforming for each of our loan categories. We provide additional information on our credit quality metrics above under “MD&A—Business Segment Financial Performance.”

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Table 20 presents our 30+ day performing delinquency rates and 30+ day delinquency rates of our portfolio of loans held for investment, by portfolio segment, as of March 31, 2019 and December 31, 2018.

**Table 20: 30+ Day Delinquencies**

<i>(Dollars in millions)</i>	March 31, 2019				December 31, 2018			
	30+ Day Performing Delinquencies		30+ Day Delinquencies		30+ Day Performing Delinquencies		30+ Day Delinquencies	
	Amount	Rate <sup>(1)</sup>	Amount	Rate <sup>(1)</sup>	Amount	Rate <sup>(1)</sup>	Amount	Rate <sup>(1)</sup>
<b>Credit Card:</b>								
Domestic credit card	\$3,757	3.72 %	\$3,757	3.72 %	\$4,335	4.04 %	\$4,335	4.04 %
International card businesses	317	3.61	333	3.80	317	3.52	333	3.70
Total credit card	4,074	3.71	4,090	3.72	4,652	4.00	4,668	4.01
<b>Consumer Banking:</b>								
Auto	3,263	5.78	3,523	6.24	3,918	6.95	4,309	7.65
Retail banking	24	0.84	46	1.65	29	1.01	51	1.77
Total consumer banking	3,287	5.55	3,569	6.02	3,947	6.67	4,360	7.36
<b>Commercial Banking:</b>								
Commercial and multifamily real estate	70	0.24	81	0.28	119	0.41	140	0.49
Commercial and industrial	332	0.79	434	1.03	176	0.43	279	0.68
Total commercial lending	402	0.56	515	0.72	295	0.42	419	0.60
Small-ticket commercial real estate	—	—	7	**	1	0.39	7	1.84
Total commercial banking	402	0.56	522	0.73	296	0.42	426	0.61
Total	\$7,763	3.23	\$8,181	3.40	\$8,895	3.62	\$9,454	3.84

<sup>(1)</sup> Delinquency rates are calculated by dividing delinquency amounts by period-end loans held for investment for each specified loan category, including purchased credit-impaired ("PCI") loans as applicable.

\*\* Not meaningful.

Table 21 presents our 30+ day delinquent loans, by aging and geography, as of March 31, 2019 and December 31, 2018.

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

<i>(Dollars in millions)</i>	March 31, 2019		December 31, 2018	
	Amount	Rate <sup>(1)</sup>	Amount	Rate <sup>(1)</sup>
<b>Delinquency status:</b>				
30 – 59 days	\$3,750	1.56 %	\$4,282	1.73 %
60 – 89 days	1,952	0.81	2,430	0.99
≥ 90 days	2,479	1.03	2,742	1.12
Total	\$8,181	3.40 %	\$9,454	3.84 %
<b>Geographic region:</b>				
Domestic	\$7,848	3.27 %	\$9,121	3.70 %
International	333	0.13	333	0.14
Total	\$8,181	3.40 %	\$9,454	3.84 %

<sup>(1)</sup> Delinquency rates are calculated by dividing delinquency amounts by total period-end loans held for investment, including PCI loans as applicable.

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Table 22 summarizes loans that were 90+ days delinquent as to interest or principal, and still accruing interest as of March 31, 2019 and December 31, 2018. 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, we 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**

	March 31, 2019		December 31, 2018	
(Dollars in millions)	Amount	Rate <sup>(1)</sup>	Amount	Rate <sup>(1)</sup>
<b>Loan category:</b>				
Credit card	\$2,072	1.89 %	\$2,233	1.92 %
Commercial banking	38	0.05	—	—
Total	\$2,110	0.88	\$2,233	0.91
<b>Geographic region:</b>				
Domestic	\$1,986	0.86 %	\$2,111	0.89 %
International	124	1.42	122	1.35
Total	\$2,110	0.88	\$2,233	0.91

<sup>(1)</sup> Delinquency rates are calculated by dividing delinquency amounts by period-end loans held for investment for each specified loan category, including PCI loans as applicable.

***Nonperforming Loans and Nonperforming Assets***

Nonperforming assets consist of nonperforming loans, foreclosed properties, and repossessed assets. Nonperforming loans include loans that have been placed on nonaccrual status. See “Note 1—Summary of Significant Accounting Policies” in our 2018 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 March 31, 2019 and December 31, 2018. We do not classify loans held for sale as nonperforming, as they are recorded at the lower of cost or fair value. We provide additional information on our credit quality metrics above under “MD&A—Business Segment Financial Performance.”

Table of Contents**Table 23: Nonperforming Loans and Other Nonperforming Assets<sup>(1)</sup>**

	March 31, 2019		December 31, 2018	
(Dollars in millions)	Amount	Rate	Amount	Rate
<b>Nonperforming loans held for investment:<sup>(2)</sup></b>				
<b>Credit Card:</b>				
International card businesses	\$23	0.26 %	\$22	0.25 %
Total credit card	23	0.02	22	0.02
<b>Consumer Banking:</b>				
Auto	321	0.57	449	0.80
Retail banking	31	1.10	30	1.04
Total consumer banking	352	0.59	479	0.81
<b>Commercial Banking:</b>				
Commercial and multifamily real estate	69	0.24	83	0.29
Commercial and industrial	301	0.71	223	0.54
Total commercial lending	370	0.52	306	0.44
Small-ticket commercial real estate	8	**	6	1.80
Total commercial banking	378	0.53	312	0.44
Total nonperforming loans held for investment <sup>(3)</sup>	\$753	0.31	\$813	0.33
<b>Other nonperforming assets:<sup>(4)</sup></b>				
Foreclosed property	\$2	—	\$2	—
Other assets	50	0.02	57	0.02
Total other nonperforming assets	52	0.02	59	0.02
Total nonperforming assets	\$805	0.33	\$872	0.35

We recognized interest income for loans classified as nonperforming of \$2 million in both the first quarters of 2019 and 2018. Interest income foregone related to nonperforming loans was \$22 million and \$18 million in the first quarters of 2019 and 2018, respectively. Foregone interest income represents the amount of interest income in excess of recognized 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) Nonperforming loan rates are calculated based on nonperforming loans for each category divided by period-end total loans held for investment for each respective category.

(3) Excluding the impact of domestic credit card loans, nonperforming loans as a percentage of total loans held for investment was 0.54% and 0.59% as of March 31, 2019 and December 31, 2018, respectively.

(4) The denominators used in calculating nonperforming asset rates consist of total loans held for investment and total other nonperforming assets.

\*\* Not meaningful.

Table of Contents**Net Charge-Offs**

Net charge-offs consist of the unpaid principal balance of loans held for investment that we determine to be uncollectible, net of recovered amounts. We charge off loans as a reduction to the allowance for loan and lease losses when we determine the loan is uncollectible and record subsequent recoveries of previously charged-off amounts as increases to the allowance for loan and lease losses. Uncollectible finance charges and fees are reversed through revenue and certain fraud losses are recorded in other non-interest expense. Generally, costs to recover charged-off loans are recorded as collection expenses as incurred and included in 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” in our 2018 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 first quarters of 2019 and 2018.

**Table 24: Net Charge-Offs (Recoveries)**

	Three Months Ended March 31,			
	2019		2018	
(Dollars in millions)	Amount	Rate <sup>(1)</sup>	Amount	Rate <sup>(1)</sup>
<b>Credit Card:</b>				
Domestic credit card	\$1,294	5.04 %	\$1,321	5.26 %
International card businesses	70	3.20	56	2.49
Total credit card	1,364	4.90	1,377	5.03
<b>Consumer Banking:</b>				
Auto	203	1.44	208	1.53
Home loan	—	—	(1)	(0.03)
Retail banking	18	2.56	16	1.89
Total consumer banking	221	1.49	223	1.19
<b>Commercial Banking:</b>				
Commercial and industrial	14	0.13	19	0.20
Total commercial lending	14	0.08	19	0.12
Small-ticket commercial real estate	—	0.23	—	(0.18)
Total commercial banking	14	0.08	19	0.11
Other loans	—	—	(1)	(8.45)
Total net charge-offs	\$1,599	2.64	\$1,618	2.59
Average loans held for investment	\$241,959		\$249,726	

<sup>(1)</sup> Net charge-off rate is calculated by dividing annualized net charge-offs (recoveries) by average loans held for investment for the period for each loan category.

Table of Contents***Troubled Debt 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 recorded investment of loans modified in TDRs as of March 31, 2019 and December 31, 2018, which excludes loan modifications that do not meet the definition of a TDR, and PCI loans, which we track and report separately.

**Table 25: Troubled Debt Restructurings**

<i>(Dollars in millions)</i>	March 31, 2019			December 31, 2018		
	Amount	% of Total Modifications	%	Amount	% of Total Modifications	%
Credit card	\$857	51.2	%	\$855	53.2	%
Consumer banking:						
Auto	345	20.6		339	21.1	
Retail banking	30	1.8		33	2.1	
Total consumer banking	375	22.4		372	23.2	
Commercial banking	442	26.4		379	23.6	
Total	\$1,674	100.0	%	\$1,606	100.0	%
<b>Status of TDRs:</b>						
Performing	\$1,461	87.3	%	\$1,433	89.2	%
Nonperforming	213	12.7		173	10.8	
Total	\$1,674	100.0	%	\$1,606	100.0	%

In our Credit Card business, the majority of our credit card loans modified in TDRs involve reducing the interest rate on the account and placing the customer on a fixed payment plan not exceeding 60 months. The effective interest rate in effect immediately prior to the loan modification is used as the effective interest rate for purposes of measuring impairment using the present value of expected cash flows. If the customer does not comply with the modified payment terms, then the credit card loan agreement may revert to its original payment terms, generally resulting in any loan outstanding reflected in the appropriate delinquency category and charged off in accordance with our standard charge-off policy.

In our Consumer Banking business, the majority of our loans modified in TDRs receive an extension, an interest rate reduction or principal reduction, or a combination of these concessions. In addition, TDRs also occur in connection with bankruptcy of the borrower. In certain bankruptcy discharges, the loan is written down to the collateral value and the charged-off amount is reported as principal reduction. Impairment is determined using the present value of expected cash flows or a collateral evaluation for certain auto and home loans where the collateral value is lower than the recorded investment.

In our Commercial Banking business, the majority of loans modified in TDRs receive an extension, with a portion of these loans receiving an interest rate reduction or a gross balance 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 to be 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 PCI loans, which are accounted for based on expected cash flows because this accounting methodology takes into consideration future credit losses expected to be incurred.





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Impaired loans totaled \$1.9 billion and \$1.8 billion as of March 31, 2019 and December 31, 2018, respectively. These amounts include TDRs of \$1.7 billion and \$1.6 billion as of March 31, 2019 and December 31, 2018, 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 and Reserve for Unfunded Lending Commitments.”

**Allowance for Loan and Lease Losses and Reserve for Unfunded Lending Commitments**

Our allowance for loan and lease losses represents management’s best estimate of incurred loan and lease credit losses inherent to 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 under “Note 1—Summary of Significant Accounting Policies” in our 2018 Form 10-K.

Table 26 presents changes in our allowance for loan and lease losses and reserve for unfunded lending commitments for the first quarters of 2019 and 2018, and details by portfolio segment for the provision for credit losses, charge-offs and recoveries.

Table of Contents**Table 26: Allowance for Loan and Lease Losses and Reserve for Unfunded Lending Commitments Activity**

(Dollars in millions)	Credit Card			Consumer Banking				Total
	Domestic Card	International Card Businesses	Total Credit Card	Auto	Retail Banking	Total Consumer Banking	Commercial Banking	
<b>Allowance for loan and lease losses:</b>								
Balance as of December 31, 2018	\$ 5,144	\$ 391	\$ 5,535	\$ 990	\$ 58	\$ 1,048	\$ 637	\$ 7,220
Charge-offs	(1,652 )	(130 )	(1,782 )	(449 )	(22 )	(471 )	(20 )	(2,273 )
Recoveries <sup>(1)</sup>	358	60	418	246	4	250	6	674
Net charge-offs	(1,294 )	(70 )	(1,364 )	(203 )	(18 )	(221 )	(14 )	(1,599 )
Provision for loan and lease losses	1,291	98	1,389	215	20	235	60	1,684
Allowance build (release) for loan and lease losses	(3 )	28	25	12	2	14	46	85
Other changes <sup>(2)</sup>	—	8	8	—	—	—	—	8
Balance as of March 31, 2019	5,141	427	5,568	1,002	60	1,062	683	7,313
<b>Reserve for unfunded lending commitments:</b>								
Balance as of December 31, 2018	—	—	—	—	4	4	118	122
Provision for losses on unfunded lending commitments	—	—	—	—	—	—	9	9
Balance as of March 31, 2019	—	—	—	—	4	4	127	131
<b>Combined allowance and reserve as of March 31, 2019</b>	<b>\$ 5,141</b>	<b>\$ 427</b>	<b>\$ 5,568</b>	<b>\$ 1,002</b>	<b>\$ 64</b>	<b>\$ 1,066</b>	<b>\$ 810</b>	<b>\$ 7,444</b>

(Dollars in millions)	Credit Card			Consumer Banking						Total
	Domestic Card	International Card Businesses	Total Credit Card	Auto	Home Loan	Retail Banking	Total Consumer Banking	Commercial Banking	Other <sup>(3)</sup>	
<b>Allowance for loan and lease losses:</b>										
Balance as of December 31, 2017	\$ 5,273	\$ 375	\$ 5,648	\$ 1,119	\$ 58	\$ 65	\$ 1,242	\$ 611	\$ 1	\$ 7,502
Charge-offs	(1,697 )	(128 )	(1,825 )	(410 )	—	(21 )	(431 )	(21 )	1	(2,276 )
Recoveries <sup>(1)</sup>	376	72	448	202	1	5	208	2	—	658
Net charge-offs	(1,321 )	(56 )	(1,377 )	(208 )	1	(16 )	(223 )	(19 )	1	(1,618 )
Provision (benefit) for loan and lease losses	1,380	76	1,456	226	(6 )	14	234	(5 )	(1 )	1,684
Allowance build (release) for loan and lease losses	59	20	79	18	(5 )	(2 )	11	(24 )	—	66
Other changes <sup>(2)</sup>	—	(1 )	(1 )	—	—	—	—	—	—	(1 )
Balance as of March 31, 2018	5,332	394	5,726	1,137	53	63	1,253	587	1	7,567
<b>Reserve for unfunded lending commitments:</b>										
Balance as of December 31, 2017	—	—	—	—	—	7	7	117	—	124
Benefit for losses on unfunded lending commitments	—	—	—	—	—	(1 )	(1 )	(9 )	—	(10 )
Balance as of March 31, 2018	—	—	—	—	—	6	6	108	—	114
<b>Combined allowance and reserve as of March 31, 2018</b>	<b>\$ 5,332</b>	<b>\$ 394</b>	<b>\$ 5,726</b>	<b>\$ 1,137</b>	<b>\$ 53</b>	<b>\$ 69</b>	<b>\$ 1,259</b>	<b>\$ 695</b>	<b>\$ 1</b>	<b>\$ 7,681</b>

(1) The amount and timing of recoveries is impacted by our collection strategies, which are based on customer behavior and risk profile and include direct customer communications, repossession of collateral, the periodic sale of charged-off loans as well as additional strategies, such as litigation.

(2) Represents foreign currency translation adjustments and the net impact of loan transfers and sales where applicable.

(3) Includes the legacy loan portfolio of our discontinued GreenPoint mortgage operations.

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Allowance coverage ratios are calculated based on the allowance for loan and lease losses for each specified portfolio segment divided by period-end loans held for investment within the specified loan category. Table 27 presents the allowance coverage ratios as of March 31, 2019 and December 31, 2018.

**Table 27: Allowance Coverage Ratios**

<i>(Dollars in millions)</i>	March 31, 2019			December 31, 2018		
	Allowance for loan and lease losses	Amount <sup>(1)</sup>	Allowance coverage ratio	Allowance for loan and lease losses	Amount <sup>(1)</sup>	Allowance coverage ratio
Credit Card	\$5,568	\$ 4,090	136.12 %	\$5,535	\$ 4,668	118.56 %
Consumer banking	1,062	3,569	29.77	1,048	4,360	24.04
Commercial banking	683	378	181.00	637	312	204.25
Total	\$7,313	240,273	3.04	\$7,220	245,899	2.94

<sup>(1)</sup> Represents period-end 30+ day delinquent loans for our credit card and consumer banking loan portfolios, nonperforming loans for our commercial banking loan portfolio and total loans held for investment for the total ratio.

Our allowance for loan and lease losses increased by \$93 million to \$7.3 billion as of March 31, 2019 compared to December 31, 2018 primarily driven by an allowance build in our commercial loan portfolio due to isolated credit deterioration and portfolio growth.

The allowance coverage ratio increased by 10 basis points to 3.04% as of March 31, 2019 from December 31, 2018 primarily driven by expected seasonal paydowns in our domestic credit card loan portfolio.

**LIQUIDITY RISK PROFILE**

We have established liquidity practices that are intended to ensure that we have sufficient asset-based liquidity to cover our funding requirements and maintain adequate reserves to withstand the potential impact of deposit attrition or diminished liquidity in the funding markets. In addition to our cash position, we maintain reserves in the form of available for sale securities, held to maturity securities and certain loans that are either readily-marketable or pledgeable.

Table 28 below presents the composition of our liquidity reserves as of March 31, 2019 and December 31, 2018.

**Table 28: Liquidity Reserves**

<i>(Dollars in millions)</i>	March 31, 2019	December 31, 2018
Cash and cash equivalents	\$17,469	\$ 13,186
Investment securities portfolio:		
Investment securities available for sale, at fair value	45,888	46,150
Investment securities held to maturity, at fair value	36,955	36,619
Total investment securities portfolio	82,843	82,769
FHLB borrowing capacity secured by loans	9,560	10,003
Outstanding FHLB advances and letters of credit secured by loans	(393)	(9,726)
Investment securities encumbered for Public Funds and others	(6,286)	(6,631)
Total liquidity reserves	\$103,193	\$89,601

Our liquidity reserves increased by \$13.6 billion to \$103.2 billion as of March 31, 2019 from December 31, 2018 primarily driven by a decrease in our FHLB advances outstanding and an increase in our cash and cash equivalents balance. See “MD&A—Risk Management” in our 2018 Form 10-K for additional information on our management of liquidity risk.

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**Liquidity Coverage Ratio**

We are subject to the Liquidity Coverage Ratio Rule (“LCR Rule”) as implemented by the Federal Reserve and OCC. The LCR Rule requires us to calculate our LCR daily and to publicly disclose, on a quarterly basis, our LCR, certain related quantitative liquidity metrics, and a qualitative discussion of our LCR. Our average LCR during the first quarter of 2019 exceeded the LCR requirement of 100%. The calculation and the underlying components are based on our interpretations, expectations and assumptions of relevant regulations, as well as interpretations provided by our regulators, and are subject to change based on changes to future regulations and interpretations. See “Part I—Item 1. Business—Supervision and Regulation” in our 2018 Form 10-K for additional information.

**Borrowing Capacity**

We maintain a shelf registration with the SEC so that we may periodically offer and sell an indeterminate aggregate amount of senior or subordinated debt securities, preferred stock, depositary shares, common stock, purchase contracts, warrants and units. There is no limit under this shelf registration to the amount or number of such securities that we may offer and sell, subject to market conditions. In addition, we also maintain a shelf registration that allows us to periodically offer and sell up to \$25 billion of securitized debt obligations from our credit card loan securitization trust and a shelf registration that allows us to periodically offer and sell up to \$20 billion in securitized auto loans.

In addition to our issuance capacity under the shelf registration statements, we also have access to FHLB advances. The ability to draw down funding is based on membership status and the amount is dependent upon the Banks’ ability to post collateral. As of March 31, 2019, we pledged both loans and securities to FHLB to secure a maximum borrowing capacity of \$18.8 billion, of which \$18.4 billion was still available to us to borrow. Our FHLB membership is supported by our investment in FHLB stock of \$30 million and \$415 million as of March 31, 2019 and December 31, 2018, respectively, which was determined in part based on our outstanding advances. In addition, we have access to the Federal Reserve Discount Window through which we had a borrowing capacity of \$7.0 billion as of March 31, 2019. Our membership with the Federal Reserve is supported by our investment in Federal Reserve stock, totaling \$1.3 billion as of both March 31, 2019 and December 31, 2018.

**Funding**

Our primary source of funding comes from deposits, as they are a stable and relatively low cost source of funding. In addition to deposits, we raise funding through the issuance of senior and subordinated notes, securitized debt obligations and brokered deposits, as well as federal funds purchased, securities loaned or sold under agreements to repurchase, and FHLB advances secured by certain portions of our loan and securities portfolios. A key objective in our use of these markets is to maintain access to a diversified mix of wholesale funding sources. See “MD&A—Consolidated Balance Sheets Analysis—Funding Sources Composition” for additional information on our primary sources of funding.

Table of Contents**Deposits**

Table 29 provides a comparison of average balances, interest expense and average deposit interest rates for the three months ended March 31, 2019 and 2018.

**Table 29: Deposits Composition and Average Deposits Interest Rates**

	Three Months Ended March 31,					
	2019			2018		
(Dollars in millions)	Average Balance	Interest Expense	Average Deposits Interest Rate	Average Balance	Interest Expense	Average Deposits Interest Rate
Interest-bearing checking accounts <sup>(1)</sup>	\$34,737	\$ 71	0.83 %	\$42,107	\$ 58	0.56 %
Saving deposits <sup>(2)</sup>	153,530	499	1.32	147,212	335	0.92
Time deposits less than \$100,000	26,284	176	2.71	25,293	127	2.04
Total interest-bearing core deposits	214,551	746	1.41	214,612	520	0.98
Time deposits of \$100,000 or more	13,021	71	2.22	4,673	19	1.66
Foreign deposits	—	—	—	385	—	0.44
Total interest-bearing deposits	\$227,572	\$ 817	1.44	\$219,670	\$ 539	0.98

<sup>(1)</sup> Includes negotiable order of withdrawal accounts.

<sup>(2)</sup> Includes money market deposit accounts.

The Federal Deposit Insurance Corporation (“FDIC”) limits the acceptance of brokered deposits by well-capitalized insured depository institutions and, with a waiver from the FDIC, by adequately-capitalized institutions. COBNA and CONA were well-capitalized, as defined under the federal banking regulatory guidelines, as of March 31, 2019 and December 31, 2018, respectively. See “Part I—Item 1. Business—Supervision and Regulation” in our 2018 Form 10-K for additional information. We provide additional information on the composition of deposits under “MD&A—Consolidated Balance Sheets Analysis—Funding Sources Composition” and in “Note 8—Deposits and Borrowings.”

**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, securitized debt obligations, and federal funds purchased and securities loaned or sold under agreements to repurchase. In addition, we may utilize short-term and long-term FHLB advances secured by certain of our investment securities, multifamily real estate loans, and commercial real estate loans.

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 short-term FHLB advances and federal funds purchased, securities loaned or sold under agreements to repurchase, decreased by \$9.1 billion to \$335 million as of March 31, 2019 from December 31, 2018 driven by maturities of our short-term FHLB advances.

Our long-term debt, which primarily consists of securitized debt obligations, senior and subordinated notes, and long-term FHLB advances, increased by \$520 million to \$50.0 billion as of March 31, 2019 from December 31, 2018, primarily driven by securitized debt issuances outpacing maturities.

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The following table summarizes issuances of securitized debt obligations, senior and subordinated notes, and FHLB advances and their respective maturities or redemptions for the three months ended March 31, 2019 and 2018.

**Table 30: Long-Term Funding**

	Issuances		Maturities/Redemptions	
	Three Months Ended March 31,		Three Months Ended March 31,	
(Dollars in millions)	2019	2018	2019	2018
Securitized debt obligations	\$ 1,500	—	\$ 589	\$ 1,250
Senior and subordinated notes	1,250	\$ 3,250	1,750	2,600
FHLB advances	—	—	250	8,605
Total	\$ 2,750	\$ 3,250	\$ 2,589	\$ 12,455

**Credit Ratings**

Our credit ratings impact our ability to access capital markets and our 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.

Table 31 provides a summary of the credit ratings for the senior unsecured long-term debt of Capital One Financial Corporation, COBNA and CONA as of March 31, 2019 and December 31, 2018.

**Table 31: Senior Unsecured Long-Term Debt Credit Ratings**

	March 31, 2019			December 31, 2018		
	Capital One Financial Corporation	COBNA	CONA	Capital One Financial Corporation	COBNA	CONA
Moody's	Baa1	Baa1	Baa1	Baa1	Baa1	Baa1
S&P	BBB	BBB+	BBB+	BBB	BBB+	BBB+
Fitch	A-	A-	A-	A-	A-	A-

As of April 26, 2019, Moody's Investors Service ("Moody's"), S&P and Fitch Ratings ("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 and commodity risk, both of which we believe are minimal after considering the impact of our associated risk management activities discussed below.

**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 re-pricing of assets and liabilities.

Table of Contents***Foreign Exchange Risk***

Foreign exchange risk represents exposure to changes in the values of current holdings and future cash flows denominated in other currencies. Our primary exposure to foreign exchange risk is related to the operations of our international businesses in the U.K. and Canada. The largest foreign exchange exposure arising from these operations is the funding they are provided in the Great British pound (“GBP”) and the Canadian dollar (“CAD”), respectively. We also have foreign exchange exposure through our net equity investments in these operations and through the dollar-denominated value of future earnings and cash flows they generate.

Our intercompany funding exposes our consolidated statements of income to foreign exchange transaction risk, while our equity investments in our foreign operations result in translation risk exposure in our AOCI and capital ratios. We manage our transaction risk by entering into forward foreign currency derivative contracts to hedge our exposure to variability in cash flows related to foreign currency-denominated intercompany borrowings. We use foreign currency derivative contracts as net investment hedges to manage our AOCI exposure. We apply hedge accounting to both our intercompany funding hedges and our net investment hedges, with the primary net investments subject to hedging denominated in GBP.

We measure our total exposure from non-dollar-denominated intercompany borrowings to our international businesses by regularly tracking the value of the loans made to our foreign operations and the associated forward foreign currency derivative contracts we use to hedge them. We apply a 1% U.S. dollar appreciation shock against these exposures to measure the impact to our consolidated statements of income from foreign exchange transaction risk. The intercompany borrowings to our international businesses were 722 million GBP and 756 million GBP as of March 31, 2019 and December 31, 2018, respectively, and 6.1 billion CAD and 6.5 billion CAD as of March 31, 2019 and December 31, 2018, respectively.

We measure our total exposure in non-dollar-denominated equity by regularly tracking the value of net equity invested in our foreign operations largely in the U.K. and Canada. Our measurement of net equity includes the impact of net investment hedges where applicable. We apply a 30% U.S. dollar appreciation shock against these net investment exposures, which we believe approximates a significant adverse foreign exchange movement over a one-year time horizon. Our gross equity exposures in our U.K. and Canadian operations were 1.7 billion GBP and 1.6 billion GBP as of March 31, 2019 and December 31, 2018, respectively, and 1.2 billion CAD as of both March 31, 2019 and December 31, 2018.

As a result of our derivative management activities, we believe our net exposure to foreign exchange risk is minimal.

***Risk related to Customer Accommodation Derivatives***

We offer various interest rate, commodity and foreign currency derivatives as accommodation to our customers within our Commercial Banking business and offset the majority of these exposures through derivative transactions with other counterparties. These exposures are measured and monitored on a daily basis. As a result of offsetting our customer exposures with other counterparties, we believe our net exposure to customer accommodation derivatives is minimal.

We employ value-at-risk (“VaR”) as the primary method to both measure and monitor the market risk in our customer accommodation derivative activities. VaR is a statistical-based risk measure used to estimate the potential loss from adverse market movements in a normal market environment. We employ a historical simulation approach using the most recent 500 business days and use a 99 percent confidence level and a holding period of one business day. We use internal models to produce a daily VaR measure of the market risk of all customer accommodation derivative exposures.

For further information on our customer-related trading exposures, see “Note 9—Derivative Instruments and Hedging Activities.”

***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 and mitigating the foreign exchange exposure of certain non-dollar-denominated equity or transactions. Derivatives are the primary tools that we use for managing interest rate and foreign exchange risk. Use of derivatives is included in our current market risk management policies. We execute our derivative contracts in both over-the-counter and exchange-traded



derivative markets and have exposure to both bilateral and clearinghouse counterparties. Although the majority of our derivatives are interest rate swaps, we can also use a variety of other derivative instruments, including caps, floors, options, futures and forward contracts, to manage our risk exposures, which are primarily interest rate, foreign currency and commodity risk. The outstanding notional amount of our derivative contracts increased to \$219.0 billion as of March 31, 2019 from \$212.5 billion as of December 31, 2018 primarily driven by an increase in our hedging and customer accommodation activities.

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Table of Contents**Market Risk Measurement**

We have risk management policies and limits established by our market risk management policies and approved by the Board of Directors. Our objective is to manage our asset and 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 analysis to measure, assess and manage the impact of changes in interest rates on our net interest income and our economic value of equity and the impact of changes in 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. In instances where a 200 basis points decrease in rates would result in a rate less than 0%, we assume a rate of 0% in our 200 basis points decline scenario.

***Net Interest Income Sensitivity***

This sensitivity measure estimates the impact on our projected 12-month baseline 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 free-standing interest rate derivatives. 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 a hypothetical instantaneous parallel shift in the level of interest rates of +200 basis points, +100 basis points, +50 basis points, -50 basis points, -100 basis points and -200 basis points to spot rates, with the lower rate scenario limited to zero as described above. At the current level of interest rates, our net interest income remains largely unchanged in most scenarios and decreases in the -200 basis points scenario.

***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 +200 basis points, +100 basis points, +50 basis points, -50 basis points, -100 basis points and -200 basis points to spot rates, with the lower rate scenario limited to zero as described above.

Calculating our economic value of equity and its sensitivity to interest rates requires projecting cash flows for assets, liabilities and derivative instruments and discounting those cash flows at the appropriate discount rates. Key assumptions in our economic value of equity calculation include projecting rate sensitive prepayments for mortgage securities, loans and other assets, term structure modeling of interest rates, discount spreads, and deposit volume and pricing assumptions.

Our current economic value of equity sensitivity profile demonstrates that our economic value of equity generally decreases as interest rates increase or decrease from the current levels.

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Table 32 shows the estimated percentage impact on our projected baseline net interest income and economic value of equity calculated under the methodology described above as of March 31, 2019 and December 31, 2018.

**Table 32: Interest Rate Sensitivity Analysis**

	<b>March 31, 2019</b>	<b>December 31, 2018</b>
Estimated impact on projected baseline net interest income:		
+200 basis points	<b>0.0</b> %	(0.8) %
+100 basis points	<b>0.2</b>	(0.2)
+50 basis points	<b>0.3</b>	0.0
-50 basis points	<b>(0.6)</b>	(0.3)
-100 basis points	<b>(1.5)</b>	(1.0)
-200 basis points	<b>(4.1)</b>	(3.7)
Estimated impact on economic value of equity:		
+200 basis points	<b>(6.5)</b>	(7.1)
+100 basis points	<b>(2.3)</b>	(2.9)
+50 basis points	<b>(0.8)</b>	(1.2)
-50 basis points	<b>(0.4)</b>	0.2
-100 basis points	<b>(2.7)</b>	(0.8)
-200 basis points	<b>(13.5)</b>	(8.0)

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.

***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 sensitivity analysis described above 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.

Table of Contents**SUPERVISION AND REGULATION**

On March 6, 2019, the Federal Reserve issued a final rule exempting certain banking institutions, including Capital One, from a potential qualitative objection under the Comprehensive Capital Analysis and Review (“CCAR”) process, beginning with the 2019 CCAR cycle. The qualitative review assesses the strength of a banking institution’s internal capital planning process, including the reasonableness of the assumptions, analysis and methodologies used to assess capital adequacy. The final rule states that a banking institution is no longer subject to a CCAR qualitative review if the institution’s capital plan has been subject to potential qualitative objection for four consecutive years and did not receive a qualitative objection in the last year. We satisfy these criteria. The final rule states that firms exempt from the public CCAR qualitative objection are still subject to the Federal Reserve’s regular supervisory assessments over the quality of a firm’s capital planning practices.

***United Kingdom***

The U.K.’s exit (“Brexit”) from the European Union (“EU”) has been extended beyond the originally agreed exit date of March 29, 2019 by agreement between the U.K. and the rest of the EU to October 31, 2019. This new deadline does not preclude the U.K.’s leaving before that date if a withdrawal agreement has been ratified by the U.K. Parliament at any time before October 31. It still remains unclear what the precise terms of any withdrawal agreement will be, and whether in fact the U.K. will exit by the new deadline. The effects of Brexit on Capital One (Europe) plc’s (“COEP”) operations are currently unclear. See “Part I—Item 1A. Risk Factors” in our 2018 Form 10-K for more discussion of the risks associated with Brexit.

We provided additional information on our Supervision and Regulation in our 2018 Form 10-K under “Part I—Item 1. Business—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, capital allocation plans, accruals for claims in litigation and for other claims against us; earnings per share, efficiency ratio 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, tariffs, collateral values, consumer income, credit worthiness 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, and the impact of inaccurate estimates or inadequate reserves;
- compliance with financial, legal, regulatory, tax or accounting changes or actions, including the impacts of the Tax Act, the Dodd-Frank Act, and other regulations governing bank capital and liquidity standards;
- our ability to manage effectively our capital and liquidity;
- developments, changes or actions relating to any litigation, governmental investigation or regulatory enforcement action or matter involving us;
- the inability to sustain revenue and earnings growth;
- increases or decreases in interest rates and uncertainty with respect to the interest rate environment;
- our ability to access the capital markets at attractive rates and terms to capitalize and fund our operations and future growth;

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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 amount and rate of deposit growth;

changes in deposit costs;

our ability to execute on our strategic and operational plans;

restructuring activities or other charges;

our response to competitive pressures;

changes in retail distribution strategies and channels, including the emergence of new technologies and product delivery systems;

our success in integrating acquired businesses and loan portfolios, and our ability to realize anticipated benefits from announced transactions and strategic partnerships;

the success of our marketing efforts in attracting and retaining customers;

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 in the technology platforms on which we rely, including cybersecurity, business continuity and related operational risks, as well as other security failures or breaches of our systems or those of our customers, partners, service providers or other third parties;

- our ability to maintain a compliance and technology infrastructure suitable for the nature of our business;

our ability to develop and adapt to rapid changes in digital technology to address the needs of our customers and comply with applicable regulatory standards, including compliance with data protection and privacy standards;

the effectiveness of our risk management strategies;

our ability to control costs, including the amount of, and rate of growth in, our expenses as our business develops or changes or as it expands into new market areas;

the extensive use, reliability and accuracy of the models and data we rely on in our business;

our ability to recruit and retain talented and experienced personnel;

the impact from, and our ability to respond to, natural disasters and other catastrophic events;

changes in the labor and employment markets;

fraud or misconduct by our customers, employees, business partners or third parties;

merchants' increasing focus on the fees charged by credit card networks; and

other risk factors identified from time to time in our public disclosures, including in the reports that we file with the SEC.

Forward-looking statements often use words such as “will,” “anticipate,” “target,” “expect,” “estimate,” “intend,” “plan,” “goal,” “believe,” “forecast,” “outlook” or other words of similar meaning. 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. For additional information on factors that could materially influence forward-looking statements included in this Report, see the risk factors set forth under “Part I—Item 1A. Risk Factors” in our 2018 Form 10-K. You should carefully consider the factors discussed above, and in our Risk Factors or other disclosure, in evaluating these forward-looking statements.

Table of Contents**SUPPLEMENTAL TABLE****Reconciliation of Non-GAAP Measures**

The following non-GAAP measures consist of TCE, tangible assets and metrics computed using these amounts, which include tangible book value per common share, return on average tangible assets, return on average TCE and TCE ratio. We consider these metrics to be key financial performance measures that management uses in assessing capital adequacy and the level of returns generated. While these non-GAAP measures are widely used by investors, analysts and bank regulatory agencies to assess the capital position of financial services companies, they may not be comparable to similarly-titled measures reported by other companies. The following table presents reconciliations of these non-GAAP measures to the applicable amounts measured in accordance with GAAP.

**Table A—Reconciliation of Non-GAAP Measures**

<i>(Dollars in millions, except as noted)</i>	<b>March 31, 2019</b>	<b>December 31, 2018</b>
<b>Tangible Common Equity (Period-End):</b>		
Stockholders' equity	<b>\$53,481</b>	\$51,668
Goodwill and intangible assets <sup>(1)</sup>	<b>(14,904 )</b>	(14,941 )
Noncumulative perpetual preferred stock	<b>(4,360 )</b>	(4,360 )
Tangible common equity	<b>\$34,217</b>	\$32,367
<b>Tangible Common Equity (Quarterly Average):</b>		
Stockholders' equity	<b>\$52,720</b>	\$51,114
Goodwill and intangible assets <sup>(1)</sup>	<b>(14,932 )</b>	(14,953 )
Noncumulative perpetual preferred stock	<b>(4,360 )</b>	(4,360 )
Tangible common equity	<b>\$33,428</b>	\$31,801
<b>Tangible Assets (Period-End):</b>		
Total assets	<b>\$373,191</b>	\$372,538
Goodwill and intangible assets <sup>(1)</sup>	<b>(14,904 )</b>	(14,941 )
Tangible assets	<b>\$358,287</b>	\$357,597
<b>Tangible Assets (Quarterly Average):</b>		
Total assets	<b>\$370,394</b>	\$365,243
Goodwill and intangible assets <sup>(1)</sup>	<b>(14,932 )</b>	(14,953 )
Tangible assets	<b>\$355,462</b>	\$350,290
<b>Non-GAAP Ratio:</b>		
TCE <sup>(2)</sup>	<b>9.6</b>	% 9.1 %

<sup>(1)</sup> Includes impact of related deferred taxes.

<sup>(2)</sup> TCE ratio is a non-GAAP measure calculated based on TCE divided by tangible assets.

Table of Contents**Glossary and Acronyms**

**2018 Stock Repurchase Program:** On June 28, 2018, we announced that our Board of Directors authorized the repurchase of up to \$1.2 billion of shares of our common stock from the third quarter of 2018 through the end of the second quarter of 2019.

**Annual Report:** References to our “2018 Form 10-K” or “2018 Annual Report” are to our Annual Report on Form 10-K for the fiscal year ended December 31, 2018.

**Banks:** Refers to COBNA and CONA.

**Basel Committee:** The Basel Committee on Banking Supervision.

**Basel III Advanced Approaches:** The Basel III Advanced Approaches is mandatory for those institutions with consolidated total assets of \$250 billion or more or consolidated total on-balance sheet foreign exposure of \$10 billion or more. The Basel III Capital Rule modified the Advanced Approaches version of Basel II to create the Basel III Advanced Approaches.

**Basel III Capital Rule:** The Federal Banking Agencies issued a rule in July 2013 implementing the Basel III capital framework developed by the Basel Committee as well as certain Dodd-Frank Act and other capital provisions.

**Basel III Standardized Approach:** The Basel III Capital Rule modified Basel I to create the Basel III Standardized Approach, which requires for Basel III Advanced Approaches banking organizations that have yet to exit parallel run to use the Basel III Standardized Approach to calculate regulatory capital, including capital ratios, subject to transition provisions.

**Brexit:** United Kingdom’s exit from the European Union.

**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 consolidated balance sheets. 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 PCI loans, carrying value represents the present value of all expected cash flows including interest that has not yet been accrued, discounted at the effective interest rate, including any valuation allowance for impaired loans.

**CECL:** In June 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2016-13, Financial Instruments—Credit Losses (Topic 326): *Measurement of Credit Losses on Financial Instruments*. This ASU requires an impairment model (known as the current expected credit loss (“CECL”) model) that is based on expected rather than incurred losses, with an anticipated result of more timely loss recognition. This guidance is effective for us on January 1, 2020, with early adoption permitted no earlier than January 1, 2019.

**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.

**Common equity Tier 1 capital:** Calculated as the sum of common equity, related surplus and retained earnings, and 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 risk:** 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 Accounting Standards Codification (“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.

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**Dodd-Frank Wall Street Reform and Consumer Protection Act (“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, as amended.

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

**Federal Banking Agencies:** The Federal Reserve, Office of the Comptroller of the Currency and Federal Deposit Insurance Corporation.

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

**FICO score:** A measure of consumer credit risk provided by credit bureaus, typically produced from statistical modeling software created by FICO (formerly known as “Fair Isaac Corporation”) utilizing data collected by the credit bureaus.

**Foreign currency derivative contracts:** 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.

**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 (“FHLB”).

**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.

**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 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.

**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.

**LCR Rule:** In September 2014, the Federal Banking Agencies issued final rules implementing the Basel III Liquidity Coverage Ratio in the United States. The LCR is calculated by dividing the amount of an institution’s high quality, unencumbered liquid assets by its estimated net cash outflow, as defined and calculated in accordance with Final LCR Rule.

**Leverage ratio:** Tier 1 capital divided by average assets after certain adjustments, as defined by the regulators.

**Liquidity risk:** 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 securing the loan.

**Managed presentation:** 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:** 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.

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**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 income by average interest-earning assets.

**Nonperforming loans:** Generally include loans that have been placed on nonaccrual status. We also do not report loans classified as held for sale as nonperforming.

**Option-ARM loans:** The option-ARM real estate loan product is an adjustable-rate mortgage (“ARM”) loan that initially provides the borrower with the monthly option to make a fully-amortizing, interest-only or minimum fixed payment. After the initial payment option period, usually five years, the recalculated minimum payment represents a fully-amortizing principal and interest payment that would effectively repay the loan by the end of its contractual term.

**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 whose value is not expected to recover through the holding period of the security.

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

**Purchased credit-impaired (“PCI”) loans:** Loans acquired in a business combination that were recorded at fair value at acquisition and subsequently accounted for based on cash flows expected to be collected in accordance with ASC 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality*.

**Purchase volume:** Consists of purchase transactions, net of returns, for the period, and excludes cash advance and balance transfer transactions.

**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.

**Recorded investment:** The amount of the investment in a loan which includes any direct write-down of the investment.

**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 associated with the realignment of resources supporting various businesses, primarily consisting of severance and related benefits pursuant to our ongoing benefit programs and impairment of certain assets related to business locations and activities being exited.

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

**Return on average common equity:** Calculated based on (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 average tangible common equity:** A non-GAAP financial measure calculated based on (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:** 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.

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

**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 FICO scores of 620 or below to be subprime.

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**Tangible common equity (“TCE”):** A non-GAAP financial measure. Common equity less goodwill and intangible assets adjusted for deferred tax liabilities associated with non-tax deductible intangible assets and tax deductible goodwill.

**Tax Act:** The Act to provide for reconciliation pursuant to titles II and V of the concurrent resolution on the budget for fiscal year 2018 enacted on December 22, 2017.

**Troubled debt restructuring (“TDR”):** A TDR is deemed to occur when the contractual terms of a loan agreement are modified by granting a concession to a borrower that is experiencing financial difficulty.

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

**U.K. PPI Reserve:** U.K. payment protection insurance customer refund reserve.

**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.

**Variable interest entity (“VIE”):** An entity that (i) lacks enough equity investment at risk to permit the entity to finance its activities without additional financial support from other parties; (ii) has equity owners that lack the right to make significant decisions affecting the entity’s operations; and/or (iii) has equity owners that do not have an obligation to absorb or the right to receive the entity’s losses or return.

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**Acronyms**

**AML:** Anti-money laundering  
**AOCI:** Accumulated other comprehensive income  
**ARM:** Adjustable rate mortgage  
**ASU:** Accounting Standards Update  
**ASC:** Accounting Standards Codification  
**BHC:** Bank holding company  
**bps:** Basis points  
**CAD:** Canadian dollar  
**CCAR:** Comprehensive Capital Analysis and Review  
**CCP:** Central Counterparty Clearinghouse, or Central Clearinghouse  
**CDE:** Community development entities  
**CECL:** Current expected credit loss  
**CEO:** Chief Executive Officer  
**CMBS:** Commercial mortgage-backed securities  
**CME:** Chicago Mercantile Exchange  
**COEP:** Capital One (Europe) plc  
**COF:** Capital One Financial Corporation  
**COSO:** Committee of Sponsoring Organizations of the Treadway Commission  
**CVA:** Credit valuation adjustment  
**DVA:** Debit valuation adjustment  
**EGRRCPA:** Economic Growth, Regulatory Relief, and Consumer Protection Act  
**EU:** European Union  
**Fannie Mae:** Federal National Mortgage Association  
**FASB:** Financial Accounting Standards Board  
**FCA:** U.K. Financial Conduct Authority  
**FCM:** Futures commission merchant  
**FDIC:** Federal Deposit Insurance Corporation  
**FHLB:** Federal Home Loan Banks  
**Fitch:** Fitch Ratings  
**FOS:** Financial Ombudsman Service  
**Freddie Mac:** Federal Home Loan Mortgage Corporation  
**FVC:** Fair Value Committee  
**GAAP:** Generally accepted accounting principles in the U.S.  
**GBP:** Great British pound  
**Ginnie Mae:** Government National Mortgage Association  
**GSE or Agency:** Government-sponsored enterprise  
**LCH:** LCH Group  
**LCR:** Liquidity coverage ratio  
**LIBOR:** London Interbank Offered Rate  
**Moody's:** Moody's Investors Service  
**MSR:** Mortgage servicing rights  
**OCC:** Office of the Comptroller of the Currency  
**OCI:** Other comprehensive income

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**OTC:** Over-the-counter

**OTTI:** Other-than-temporary impairment

**PCA:** Prompt corrective action

**PCAOB:** Public Company Accounting Oversight Board (United States)

**PCI:** Purchased credit-impaired

**PCCR:** Purchased credit card relationship

**PPI:** Payment protection insurance

**REO:** Real estate owned

**RMBS:** Residential mortgage-backed securities

**S&P:** Standard & Poor's

**SEC:** U.S. Securities and Exchange Commission

**SEF:** Swap execution facility

**TCE:** Tangible common equity

**TDR:** Troubled debt restructuring

**U.K.:** United Kingdom

**U.S.:** United States of America

**VAC:** Valuations Advisory Committee

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

	<b>Three Months Ended March 31,</b>	
<i>(Dollars in millions, except per share-related data)</i>	<b>2019</b>	<b>2018</b>
<b>Interest income:</b>		
Loans, including loans held for sale	<b>\$6,368</b>	\$6,134
Investment securities	<b>655</b>	452
Other	<b>69</b>	51
Total interest income	<b>7,092</b>	6,637
<b>Interest expense:</b>		
Deposits	<b>817</b>	539
Securitized debt obligations	<b>143</b>	107
Senior and subordinated notes	<b>314</b>	251
Other borrowings	<b>27</b>	22
Total interest expense	<b>1,301</b>	919
Net interest income	<b>5,791</b>	5,718
Provision for credit losses	<b>1,693</b>	1,674
Net interest income after provision for credit losses	<b>4,098</b>	4,044
<b>Non-interest income:</b>		
Interchange fees, net	<b>758</b>	643
Service charges and other customer-related fees	<b>353</b>	432
Net securities gains	<b>24</b>	8
Other	<b>157</b>	108
Total non-interest income	<b>1,292</b>	1,191
<b>Non-interest expense:</b>		
Salaries and associate benefits	<b>1,573</b>	1,520
Occupancy and equipment	<b>493</b>	490
Marketing	<b>517</b>	414
Professional services	<b>291</b>	210
Communications and data processing	<b>303</b>	306
Amortization of intangibles	<b>30</b>	44
Other	<b>464</b>	589
Total non-interest expense	<b>3,671</b>	3,573
Income from continuing operations before income taxes	<b>1,719</b>	1,662
Income tax provision	<b>309</b>	319
Income from continuing operations, net of tax	<b>1,410</b>	1,343
Income from discontinued operations, net of tax	<b>2</b>	3
<b>Net income</b>	<b>1,412</b>	1,346
Dividends and undistributed earnings allocated to participating securities	<b>(12 )</b>	(10 )
Preferred stock dividends	<b>(52 )</b>	(52 )
<b>Net income available to common stockholders</b>	<b>\$1,348</b>	\$1,284
<b>Basic earnings per common share:</b>		
Net income from continuing operations	<b>\$2.87</b>	\$2.63
Income from discontinued operations	<b>0.00</b>	0.01
Net income per basic common share	<b>\$2.87</b>	\$2.64

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**Diluted earnings per common share:**

Net income from continuing operations	<b>\$2.86</b>	\$2.61
Income from discontinued operations	<b>0.00</b>	0.01
Net income per diluted common share	<b>\$2.86</b>	\$2.62

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

	<b>Three Months Ended March 31,</b>	
<i>(Dollars in millions)</i>	<b>2019</b>	<b>2018</b>
<b>Net income</b>	<b>\$1,412</b>	\$1,346
<b>Other comprehensive income (loss), net of tax:</b>		
Net unrealized gains (losses) on securities available for sale	<b>292</b>	(585 )
Net changes in securities held to maturity	<b>6</b>	425
Net unrealized gains (losses) on cash flow hedges	<b>277</b>	(318 )
Foreign currency translation adjustments	<b>30</b>	7
Other	<b>(2 )</b>	(1 )
Other comprehensive income (loss), net of tax	<b>603</b>	(472 )
<b>Comprehensive income</b>	<b>\$2,015</b>	\$874

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Table of Contents**CAPITAL ONE FINANCIAL CORPORATION  
CONSOLIDATED BALANCE SHEETS (UNAUDITED)***(Dollars in millions, except per share-related data)*

	<b>March 31,</b>	<b>December 31,</b>
	<b>2019</b>	<b>2018</b>
<b>Assets:</b>		
Cash and cash equivalents:		
Cash and due from banks	<b>\$ 4,572</b>	\$ 4,768
Interest-bearing deposits and other short-term investments	<b>12,897</b>	8,418
Total cash and cash equivalents	<b>17,469</b>	13,186
Restricted cash for securitization investors	<b>1,969</b>	303
Investment securities:		
Securities available for sale	<b>45,888</b>	46,150
Securities held to maturity	<b>36,503</b>	36,771
Total investment securities	<b>82,391</b>	82,921
Loans held for investment:		
Unsecuritized loans held for investment	<b>208,591</b>	211,702
Loans held in consolidated trusts	<b>31,682</b>	34,197
Total loans held for investment	<b>240,273</b>	245,899
Allowance for loan and lease losses	<b>(7,313)</b>	(7,220)
Net loans held for investment	<b>232,960</b>	238,679
Loans held for sale, at lower of cost or fair value	<b>905</b>	1,192
Premises and equipment, net	<b>4,205</b>	4,191
Interest receivable	<b>1,615</b>	1,614
Goodwill	<b>14,546</b>	14,544
Other assets	<b>17,131</b>	15,908
<b>Total assets</b>	<b>\$ 373,191</b>	\$ 372,538
<b>Liabilities:</b>		
Interest payable	<b>\$ 382</b>	\$ 458
Deposits:		
Non-interest-bearing deposits	<b>24,908</b>	23,483
Interest-bearing deposits	<b>230,199</b>	226,281
Total deposits	<b>255,107</b>	249,764
Securitized debt obligations	<b>19,273</b>	18,307
Other debt:		
Federal funds purchased and securities loaned or sold under agreements to repurchase	<b>335</b>	352
Senior and subordinated notes	<b>30,645</b>	30,826
Other borrowings	<b>105</b>	9,420
Total other debt	<b>31,085</b>	40,598
Other liabilities	<b>13,863</b>	11,743
<b>Total liabilities</b>	<b>319,710</b>	320,870
Commitments, contingencies and guarantees (see Note 14)		
<b>Stockholders' equity:</b>		
Preferred stock (par value \$.01 per share; 50,000,000 shares authorized; 4,475,000 shares issued and outstanding as of both March 31, 2019 and December 31, 2018)	<b>0</b>	0
Common stock (par value \$.01 per share; 1,000,000,000 shares authorized; 670,648,404 and 667,969,069 shares issued as of March 31, 2019 and December 31, 2018, respectively, 469,596,514 and 467,717,306 shares outstanding as of March 31, 2019 and December 31, 2018, respectively)	<b>7</b>	7
Additional paid-in capital, net	<b>32,160</b>	32,040
Retained earnings	<b>37,030</b>	35,875

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Accumulated other comprehensive loss	(660	)	(1,263	)
Treasury stock, at cost (par value \$.01 per share; 201,051,890 and 200,251,763 shares as of March 31, 2019 and December 31, 2018, respectively)	(15,056	)	(14,991	)
<b>Total stockholders' equity</b>	<b>53,481</b>		51,668	
<b>Total liabilities and stockholders' equity</b>	<b>\$373,191</b>		\$ 372,538	

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Table of Contents**CAPITAL ONE FINANCIAL CORPORATION  
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (UNAUDITED)**

<i>(Dollars in millions)</i>	Preferred Stock		Common Stock			Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Amount					
<b>Balance as of December 31, 2018</b>	4,475,000	\$ 0	667,969,069	\$ 7	\$ 32,040	\$ 35,875	\$ (1,263 )	\$ (14,991 )	\$ 51,668	
Cumulative effects from adoption of new lease standard						(11 )			(11 )	
Comprehensive income						1,412	603		2,015	
Dividends—common stock <sup>(1)</sup>			32,700	0	3	(194 )			(191 )	
Dividends—preferred stock						(52 )			(52 )	
Purchases of treasury stock								(65 )	(65 )	
Issuances of common stock and restricted stock, net of forfeitures			2,641,635	0	52				52	
Exercises of stock options			5,000	0	0				0	
Compensation expense for restricted stock units and stock options					65				65	
<b>Balance as of March 31, 2019</b>	<b>4,475,000</b>	<b>\$ 0</b>	<b>670,648,404</b>	<b>\$ 7</b>	<b>\$ 32,160</b>	<b>\$ 37,030</b>	<b>\$ (660 )</b>	<b>\$ (15,056 )</b>	<b>\$ 53,481</b>	

  

<i>(Dollars in millions)</i>	Preferred Stock		Common Stock			Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Amount					
<b>Balance as of December 31, 2017</b>	4,475,000	\$ 0	661,724,927	\$ 7	\$ 31,656	\$ 30,700	\$ (926 )	\$ (12,707 )	\$ 48,730	
Cumulative effects from adoption of new accounting standards						201	(201 )		0	
Comprehensive income (loss)						1,346	(472 )		874	
Dividends—common stock <sup>(1)</sup>			22,467	0	2	(199 )			(197 )	
Dividends—preferred stock						(52 )			(52 )	
Purchases of treasury stock								(273 )	(273 )	
Issuances of common stock and restricted stock, net of forfeitures			2,452,786	0	49				49	
Exercises of stock options and warrants			675,871	0	14				14	
Compensation expense for restricted stock awards, restricted stock units and stock options					58				58	
<b>Balance as of March 31, 2018</b>	<b>4,475,000</b>	<b>\$ 0</b>	<b>664,876,051</b>	<b>\$ 7</b>	<b>\$ 31,779</b>	<b>\$ 31,996</b>	<b>\$ (1,599 )</b>	<b>\$ (12,980 )</b>	<b>\$ 49,203</b>	

<sup>(1)</sup> In both the first quarters of 2019 and 2018, we declared dividend per share on our common stock of \$0.40.

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Table of Contents**CAPITAL ONE FINANCIAL CORPORATION  
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

<i>(Dollars in millions)</i>	<b>Three Months Ended March 31,</b>	
	<b>2019</b>	<b>2018</b>
<b>Operating activities:</b>		
Income from continuing operations, net of tax	<b>\$1,410</b>	\$1,343
Income from discontinued operations, net of tax	<b>2</b>	3
Net income	<b>1,412</b>	1,346
Adjustments to reconcile net income to net cash from operating activities:		
Provision for credit losses	<b>1,693</b>	1,674
Depreciation and amortization, net	<b>704</b>	550
Deferred tax provision	<b>61</b>	40
Net securities gains	<b>(24)</b>	(8)
Gain on sales of loans	<b>(6)</b>	(27)
Stock-based compensation expense	<b>72</b>	67
Loans held for sale:		
Originations and purchases	<b>(1,877)</b>	(1,916)
Proceeds from sales and paydowns	<b>2,467</b>	1,273
Changes in operating assets and liabilities:		
Changes in interest receivable	<b>(1)</b>	40
Changes in other assets	<b>899</b>	267
Changes in interest payable	<b>(76)</b>	(60)
Changes in other liabilities	<b>(443)</b>	(1,639)
<b>Net cash from operating activities</b>	<b>4,881</b>	1,607
<b>Investing activities:</b>		
Securities available for sale:		
Purchases	<b>(2,879)</b>	(3,838)
Proceeds from paydowns and maturities	<b>1,526</b>	1,819
Proceeds from sales	<b>3,074</b>	1,058
Securities held to maturity:		
Purchases	<b>(365)</b>	(3,239)
Proceeds from paydowns and maturities	<b>619</b>	541
Loans:		
Net changes in loans held for investment	<b>2,969</b>	3,989
Principal recoveries of loans previously charged off	<b>674</b>	658
Net purchases of premises and equipment	<b>(183)</b>	(205)
Net cash from other investing activities	<b>(422)</b>	(101)
<b>Net cash from investing activities</b>	<b>5,013</b>	682
	<b>Three Months Ended March 31,</b>	
<i>(Dollars in millions)</i>	<b>2019</b>	<b>2018</b>
<b>Financing activities:</b>		
Deposits and borrowings:		
Changes in deposits	<b>\$5,243</b>	\$7,290
Issuance of securitized debt obligations	<b>1,496</b>	0
Maturities and paydowns of securitized debt obligations	<b>(589)</b>	(1,250)
Issuance of senior and subordinated notes and long-term FHLB advances	<b>1,243</b>	3,234



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Maturities and paydowns of senior and subordinated notes and long-term FHLB advances	(2,000 )	(11,206 )
Changes in other borrowings	(9,082 )	67
Common stock:		
Net proceeds from issuances	52	49
Dividends paid	(191 )	(197 )
Preferred stock:		
Dividends paid	(52 )	(52 )
Purchases of treasury stock	(65 )	(273 )
Proceeds from share-based payment activities	0	14
<b>Net cash from financing activities</b>	<b>(3,945 )</b>	<b>(2,324 )</b>
Changes in cash, cash equivalents and restricted cash for securitization investors	5,949	(35 )
Cash, cash equivalents and restricted cash for securitization investors, beginning of the period	13,489	14,352
Cash, cash equivalents and restricted cash for securitization investors, end of the period	\$19,438	\$14,317
<b>Supplemental cash flow information:</b>		
Non-cash items:		
Net transfers from loans held for investment to loans held for sale	\$358	\$177
Interest paid	1,248	936
Income tax paid	70	53

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**CAPITAL ONE FINANCIAL CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**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”) 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 March 31, 2019, 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.”

We also offer products outside of the United States of America (“U.S.”) principally through Capital One (Europe) plc (“COEP”), an indirect subsidiary of COBNA organized and located in the United Kingdom (“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 organized for management reporting purposes into three major 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, if any, into our business segments and the allocation methodologies and accounting policies used to derive our business segment results in “Note 13—Business Segments and Revenue from Contracts with Customers.”

**Basis of Presentation and Use of Estimates**

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the U.S. (“U.S. GAAP”). The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and in the related disclosures. These estimates are based on information available as of the date of the consolidated financial statements. While management makes its best judgments, actual amounts or results could differ from these estimates. In the opinion of management, all normal, recurring adjustments have been included for a fair statement of this interim financial information. Certain prior period amounts have been reclassified to conform to the current period presentation.

These unaudited interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements, and related notes thereto, included in Capital One Financial Corporation’s 2018 Annual Report on Form 10-K (“2018 Form 10-K”).

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## CAPITAL ONE FINANCIAL CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### Newly Adopted Accounting Standards

Standard	Guidance	Adoption Timing and Financial Statements Impacts
<b>Premium Amortization on Callable Debt</b> Accounting Standards Update (“ASU”) No. 2017-08, Receivables—Nonrefundable Fees and Other Costs (Subtopic 310-20): <i>Premium Amortization on Purchased Callable Debt Securities</i> <i>Issued March 2017</i>	Shortens the amortization period from the contractual life to the earliest call date for certain purchased callable debt securities held at a premium.	We adopted this guidance in the first quarter of 2019 using the modified retrospective method of adoption. Our adoption of this standard did not have a material impact on our consolidated financial statements.
<b>Leases</b> ASU No. 2016-02, Leases (Topic 842) <i>Issued February 2016</i>	Requires lessees to recognize right of use assets and lease liabilities on their consolidated balance sheets and disclose key information about all their leasing arrangements, with certain practical expedients.	We adopted this guidance in the first quarter of 2019, using the modified retrospective method of adoption without restating prior periods. We elected the practical expedients that permitted us to not reassess the lease classification of existing leases, whether existing contracts contain a lease or the treatment of initial direct costs on existing leases. Upon adoption, we recorded a lease liability of \$1.9 billion and right of use asset of \$1.6 billion, which is net of other lease-related balances.

#### Accounting Standards Issued but Not Adopted as of March 31, 2019

Standard	Guidance	Adoption Timing and Financial Statements Impacts
<b>Cloud Computing</b> ASU No. 2018-15, Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40) <i>Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract</i> <i>Issued August 2018</i>	Aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal-use software license).	<b>Adoption Timing and Financial Statements Impacts</b> Effective January 1, 2020, with early adoption permitted, using either the retrospective or prospective method of adoption. We plan to adopt the standard on its effective date and are currently evaluating the expected impact of such adoption.
<b>Goodwill Impairment Test Simplification</b> ASU No. 2017-04, Intangibles—Goodwill and Other (Topic 350): <i>Simplifying the Test for Goodwill Impairment</i> <i>Issued January 2017</i>	Eliminates the second step from the current goodwill impairment test. Under the current guidance, the first step compares a reporting unit’s carrying value to its fair value. If the carrying value exceeds fair value, an entity performs the second step, which assigns the reporting unit’s fair value to its assets and liabilities, including unrecognized assets and liabilities, in the same manner as required in purchase accounting. Under the new guidance, any impairment of a reporting unit’s goodwill is determined based on the amount by which the reporting unit’s carrying value exceeds its fair value, limited to the amount of goodwill allocated to the reporting unit.	Effective January 1, 2020, with early adoption permitted, using the prospective method of adoption. We plan to adopt the standard on its effective date and do not expect such adoption to have a material impact on our consolidated financial statements.



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**CAPITAL ONE FINANCIAL CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

<b>Standard</b>	<b>Guidance</b>	<b>Adoption Timing and Financial Statements Impacts</b>
<p><b>Current Expected Credit Loss (“CECL”)</b> ASU No. 2016-13, Financial Instruments—Credit Losses (Topic 326): <i>Measurement of Credit Losses on Financial Instruments</i> <i>Issued June 2016</i></p>	<p>Requires the use of current expected credit loss model that is based on expected rather than incurred losses to determine our allowance for credit losses on financial assets measured at amortized cost, certain net investments in leases and certain off-balance sheet arrangements. Replaces current accounting for PCI and impaired loans. Amends the other-than-temporary impairment model for available for sale debt securities to require that credit losses (and subsequent recoveries) be recorded through an allowance approach, rather than through permanent write-downs for credit losses and subsequent accretion of positive changes through interest income over time.</p>	<p>Effective January 1, 2020, with early adoption permitted no earlier than January 1, 2019, using the modified retrospective method of adoption.</p> <p>We plan to adopt the standard on its effective date. We have established a company-wide, cross-functional governance structure for our implementation of this standard. We continue to evaluate industry accounting interpretations, data requirements and necessary changes to our credit loss estimation methods, processes, systems and controls. We have commenced limited parallel testing and expect to perform multiple tests of our full end-to-end allowance process prior to adopting the standard.</p> <p>We continue to assess the potential impact on our consolidated financial statements, related disclosures and regulatory capital.</p> <p>We currently expect our adoption of this guidance will result in an increase to our reserves for credit losses on financial instruments due to the requirement to record expected losses over the remaining contractual lives of our financial instruments; however, the actual impact will depend on the characteristics of our financial instruments, economic conditions, and our economic and loss forecasts at the adoption date.</p>

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 2—LEASES****Leases**

In the first quarter of 2019, we adopted ASU No. 2016-02, Leases (Topic 842). See “Note 1—Summary of Significant Accounting Policies” for the impacts upon adoption. Our primary involvement with leases is in the capacity as a lessee where we lease premises to support our business. A majority of our leases are operating leases of office space, retail bank branches and Cafés. For these leases, we have elected to account for the lease and non-lease components together as a single lease component. Our operating leases expire at various dates through 2071 without taking into consideration available renewal options, and many of them require variable lease payments by us, of property taxes, insurance premiums, common area maintenance and other costs. Certain of these leases also have extension or termination options, and we assess the likelihood of exercising such options. If it is reasonably certain that we will exercise the options, we include the impact in the measurement of our right-of-use assets and lease liabilities.

Our right-of-use assets and lease liabilities for operating leases are included in other assets and other liabilities on our consolidated balance sheet. As most of our operating leases do not provide an implicit rate, we use our incremental borrowing rate in determining the present value of lease payments. Our operating lease expense is included in occupancy and equipment within non-interest expense in our consolidated statements of income. Total operating lease expense consists of operating lease cost, which is recognized on a straight-line basis over the lease term, and variable lease cost, which is recognized based on actual amounts incurred. We also sublease certain premises and sublease income is included in other non-interest income.

The following tables present our operating lease portfolio and related lease costs as of and for the three months ended March 31, 2019.

**Table 2.1 Operating Lease Portfolio**

<i>(Dollars in millions)</i>	<b>March 31, 2019</b>
Right-of-use assets	<b>\$1,547</b>
Lease liabilities	<b>1,836</b>
Weighted average remaining lease term	<b>9.2 years</b>
Weighted average discount rate	<b>3.3 %</b>

**Table 2.2 Total Operating Lease Expense and Other Information**

<i>(Dollars in millions)</i>	<b>Three Months Ended March 31, 2019</b>
Operating lease cost	<b>\$ 65</b>
Variable lease cost	<b>11</b>
Total lease cost	<b>76</b>
Sublease income	<b>(6 )</b>
Net lease cost	<b>\$ 70</b>
Cash paid for amounts included in the measurement of lease liabilities	<b>\$ 82</b>
Right-of-use assets obtained in exchange for lease liabilities	<b>15</b>
Right-of-use assets recognized upon adoption of new lease standard	<b>1,601</b>

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The following table presents a maturity analysis of our operating leases and a reconciliation of the undiscounted cash flows to our lease liabilities as of March 31, 2019.

**Table 2.3 Maturities of Operating Leases and Reconciliation to Lease Liabilities**

<i>(Dollars in millions)</i>	<b>March 31, 2019</b>
2019	<b>\$ 230</b>
2020	<b>296</b>
2021	<b>266</b>
2022	<b>240</b>
2023	<b>211</b>
Thereafter	<b>928</b>
Total undiscounted lease payments	<b>2,171</b>
Less: Imputed interest	<b>(335 )</b>
Total lease liabilities	<b>\$1,836</b>

As of March 31, 2019, we had approximately \$79 million and \$83 million of right-of-use assets and lease liabilities, respectively, for finance leases with a weighted average remaining lease term of 6.6 years. These right-of-use assets and lease liabilities are included in premises and equipment, net and other borrowings on our consolidated balance sheets. We recognized \$5 million of total finance lease expense for the three months ended March 31, 2019.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 3—INVESTMENT SECURITIES**

Our investment securities portfolio consists primarily of the following: U.S. Treasury securities; U.S. government-sponsored enterprise or agency (“Agency”) and non-agency residential mortgage-backed securities (“RMBS”); Agency commercial mortgage-backed securities (“CMBS”); and other securities. Agency securities include Government National Mortgage Association (“Ginnie Mae”) guaranteed securities, Federal National Mortgage Association (“Fannie Mae”) and Federal Home Loan Mortgage Corporation (“Freddie Mac”) issued securities. The carrying value of our investments in U.S. Treasury and Agency securities represented 96% of our total investment securities as of both March 31, 2019 and December 31, 2018.

We classify investment securities as either available for sale or held to maturity. As of March 31, 2019 and December 31, 2018, we had investment securities available for sale of \$45.9 billion and \$46.2 billion, respectively, and securities held to maturity of \$36.5 billion and \$36.8 billion, respectively.

The table below presents the amortized cost, gross unrealized gains and losses, and fair value of securities available for sale as of March 31, 2019 and December 31, 2018.

**Table 3.1: Investment Securities Available for Sale**

	March 31, 2019			
<i>(Dollars in millions)</i>	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>Investment securities available for sale:</b>				
U.S. Treasury securities	\$4,136	\$ 1	\$ (10)	\$4,127
RMBS:				
Agency	33,621	111	(587)	33,145
Non-agency	1,404	318	(2)	1,720
Total RMBS	35,025	429	(589)	34,865
Agency CMBS	5,346	24	(48)	5,322
Other securities <sup>(1)</sup>	1,575	3	(4)	1,574
Total investment securities available for sale	\$46,082	\$ 457	\$ (651)	\$45,888
	December 31, 2018			
<i>(Dollars in millions)</i>	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>Investment securities available for sale:</b>				
U.S. Treasury securities	\$6,146	\$ 15	\$ (17)	\$6,144
RMBS:				
Agency	32,710	62	(869)	31,903
Non-agency	1,440	304	(2)	1,742
Total RMBS	34,150	366	(871)	33,645
Agency CMBS	4,806	11	(78)	4,739
Other securities <sup>(1)</sup>	1,626	2	(6)	1,622
Total investment securities available for sale	\$46,728	\$ 394	\$ (972)	\$46,150

<sup>(1)</sup> Includes primarily supranational bonds, foreign government bonds and other asset-backed securities.



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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The table below presents the amortized cost, carrying value, gross unrealized gains and losses, and fair value of securities held to maturity as of March 31, 2019 and December 31, 2018.

**Table 3.2: Investment Securities Held to Maturity**

<i>(Dollars in millions)</i>	March 31, 2019					
	Amortized Cost	Unrealized Losses Recorded in AOCI	Carrying Value	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Agency RMBS	\$32,899	\$ (231 )	\$32,668	\$ 608	\$ (169 )	\$33,107
Agency CMBS	3,848	(13 )	3,835	50	(37 )	3,848
Total investment securities held to maturity	\$36,747	\$ (244 )	\$36,503	\$ 658	\$ (206 )	\$36,955
<i>(Dollars in millions)</i>	December 31, 2018					
	Amortized Cost	Unrealized Losses Recorded in AOCI	Carrying Value	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Agency RMBS	\$33,299	\$ (238 )	\$33,061	\$ 293	\$ (377 )	\$32,977
Agency CMBS	3,723	(13 )	3,710	21	(89 )	3,642
Total investment securities held to maturity	\$37,022	\$ (251 )	\$36,771	\$ 314	\$ (466 )	\$36,619

**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 March 31, 2019 and December 31, 2018.

**Table 3.3: Securities in a Gross Unrealized Loss Position**

<i>(Dollars in millions)</i>	March 31, 2019					
	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<b>Investment securities available for sale:</b>						
U.S. Treasury securities	\$2,583	\$ (5 )	\$1,085	\$ (5 )	\$3,668	\$ (10 )
RMBS:						
Agency	1,666	(8 )	21,986	(579 )	23,652	(587 )
Non-agency	61	(1 )	9	(1 )	70	(2 )
Total RMBS	1,727	(9 )	21,995	(580 )	23,722	(589 )
Agency CMBS	499	(2 )	2,396	(46 )	2,895	(48 )
Other securities	309	(1 )	475	(3 )	784	(4 )
Total investment securities available for sale in a gross unrealized loss position	\$5,118	\$ (17 )	\$25,951	\$ (634 )	\$31,069	\$ (651 )

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<i>(Dollars in millions)</i>	<b>December 31, 2018</b>					
	<b>Less than 12 Months</b>		<b>12 Months or Longer</b>		<b>Total</b>	
	<b>Fair Value</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>	<b>Gross Unrealized Losses</b>
<b>Investment securities available for sale:</b>						
U.S. Treasury securities	\$2,543	\$ (3 )	\$1,076	\$ (14 )	\$3,619	\$ (17 )
<b>RMBS:</b>						
Agency	7,863	(260 )	18,118	(609 )	25,981	(869 )
Non-agency	89	(2 )	10	0	99	(2 )
Total RMBS	7,952	(262 )	18,128	(609 )	26,080	(871 )
Agency CMBS	2,004	(31 )	1,540	(47 )	3,544	(78 )
Other securities	244	(1 )	678	(5 )	922	(6 )
Total investment securities available for sale in a gross unrealized loss position	\$12,743	\$ (297 )	\$21,422	\$ (675 )	\$34,165	\$ (972 )

As of March 31, 2019, the amortized cost of approximately 1,130 securities available for sale exceeded their fair value by \$651 million, of which \$634 million related to securities that had been in a loss position for 12 months or longer. As of March 31, 2019, the carrying value of approximately 250 securities classified as held to maturity exceeded their fair value by \$206 million.

**Maturities and Yields of Investment Securities**

The table below summarizes, by major security type, the contractual maturities and weighted-average yields of our investment securities as of March 31, 2019. 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 below. The weighted-average yield below represents the effective yield for the investment securities and is calculated based on the amortized cost of each security.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Table 3.4: Contractual Maturities and Weighted-Average Yields of Securities**

<i>(Dollars in millions)</i>	March 31, 2019					Total
	Due in 1 Year or Less	Due > 1 Year through 5 Years	Due > 5 Years through 10 Years	Due > 10 Years		
<b>Fair value of securities available for sale:</b>						
U.S. Treasury securities	\$ 448	\$ 294	\$ 3,385	\$ 0		\$ 4,127
RMBS <sup>(1)</sup> :						
Agency	7	21	780	32,337		33,145
Non-agency	0	0	0	1,720		1,720
Total RMBS	7	21	780	34,057		34,865
Agency CMBS <sup>(1)</sup>	10	1,684	2,380	1,248		5,322
Other securities	247	1,037	272	18		1,574
Total securities available for sale	\$ 712	\$ 3,036	\$ 6,817	\$ 35,323		\$ 45,888
<b>Amortized cost of securities available for sale</b>	<b>\$ 713</b>	<b>\$ 3,053</b>	<b>\$ 6,814</b>	<b>\$ 35,502</b>		<b>\$ 46,082</b>
<b>Weighted-average yield for securities available for sale</b>	<b>1.57 %</b>	<b>2.46 %</b>	<b>2.71 %</b>	<b>3.30 %</b>		<b>3.13 %</b>
<b>Carrying value of securities held to maturity:</b>						
Agency RMBS <sup>(1)</sup>	\$ 0	\$ 0	\$ 89	\$ 32,579		\$ 32,668
Agency CMBS <sup>(1)</sup>	0	68	676	3,091		3,835
Total securities held to maturity	\$ 0	\$ 68	\$ 765	\$ 35,670		\$ 36,503
<b>Fair value of securities held to maturity</b>	<b>\$ 0</b>	<b>\$ 70</b>	<b>\$ 773</b>	<b>\$ 36,112</b>		<b>\$ 36,955</b>
<b>Weighted-average yield for securities held to maturity</b>	<b>N/A</b>	<b>3.55 %</b>	<b>3.16 %</b>	<b>3.37 %</b>		<b>3.36 %</b>

<sup>(1)</sup> As of March 31, 2019, the weighted-average expected maturities of RMBS and Agency CMBS are 5.9 years and 5.6 years, respectively.

**Other-Than-Temporary Impairment**

We evaluate all securities in an unrealized loss position at least quarterly, and more often as market conditions require, to assess whether the impairment is other-than-temporary. Our 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; and current and projected market and macro-economic conditions.

If we intend to sell a security in an unrealized loss position or it is more likely than not that we will be required to sell the security prior to recovery of its amortized cost basis, the entire difference between the amortized cost basis of the security and its fair value is recognized in earnings. As of March 31, 2019, we had sold all securities previously designated with the intent to sell, and did not intend to sell, nor believe that we will be required to sell, any other security in an unrealized loss position prior to the recovery of its amortized cost basis.

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 at the security's effective yield.



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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Realized Gains and Losses on Securities and OTTI Recognized in Earnings**

The following table presents the gross realized gains or losses and proceeds from the sale of securities available for sale for the three months ended March 31, 2019 and 2018. We did not recognize any OTTI and did not sell any investment securities that are classified as held to maturity for the three months ended March 31, 2019 and 2018.

**Table 3.5: Realized Gains on Securities**

<i>(Dollars in millions)</i>	Three Months Ended March 31,	
	2019	2018
<b>Realized gains:</b>		
Gross realized gains	\$24	\$8
Net securities gains	\$24	\$8
<b>Total proceeds from sales</b>	<b>\$3,074</b>	<b>\$1,058</b>

The cumulative credit loss component of the OTTI losses that have been recognized in our consolidated statements of income related to the securities that we do not intend to sell was \$140 million as of both March 31, 2019 and December 31, 2018.

**Securities Pledged and Received**

We pledged securities available for sale and held to maturity totaling \$15.9 billion and \$16.3 billion as of March 31, 2019 and December 31, 2018, respectively. These securities are pledged to primarily secure FHLB advances and Public Funds deposits, as well as for other purposes as required or permitted by law. We accepted pledges of securities with a fair value of \$1 million as of both March 31, 2019 and December 31, 2018, primarily related to our derivative transactions.

**Purchased Credit-Impaired Debt Securities**

The table below presents the outstanding balance and carrying value of the purchased credit-impaired debt securities as of March 31, 2019 and December 31, 2018.

**Table 3.6: Outstanding Balance and Carrying Value of Purchased Credit-Impaired Debt Securities**

<i>(Dollars in millions)</i>	March 31, December 31,	
	2019	2018
Outstanding balance	\$ 1,723	\$ 1,784
Carrying value	1,522	1,537

**Changes in Accretable Yield of Purchased Credit-Impaired Debt Securities**

The following table presents changes in the accretable yield related to the purchased credit-impaired debt securities for the three months ended March 31, 2019 and 2018.

**Table 3.7: Changes in the Accretable Yield of Purchased Credit-Impaired Debt Securities**

<i>(Dollars in millions)</i>	Three Months Ended March 31,	
	2019	2018
Accretable yield, beginning of period	\$698	\$826
Accretion recognized in earnings	(43 )	(39 )
Reduction due to payoffs, disposals, transfers and other	(1 )	(1 )
Net reclassifications (to) from nonaccretable difference	(18 )	8
Accretable yield, end of period	<b>\$636</b>	<b>\$794</b>

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 4—LOANS****Loan Portfolio Composition**

Our loan portfolio consists of loans held for investment, including loans held in our consolidated trusts, and loans held for sale, and is divided into three portfolio segments: credit card, consumer banking and commercial banking. Credit card loans consist of domestic and international credit card loans. Consumer banking loans consist of auto and retail banking loans and in prior periods also consisted of home loans. Commercial banking loans primarily consist of commercial and multifamily real estate as well as commercial and industrial loans. We sold all of our consumer home loan portfolio and the related servicing during 2018. The information presented in this section excludes loans held for sale, which are carried at lower of cost or fair value.

**Credit Quality**

We closely monitor economic conditions and loan performance trends to manage and evaluate our exposure to credit risk. Trends in delinquency rates 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 commercial loans. The table below presents the composition and an aging analysis of our loans held for investment portfolio as of March 31, 2019 and December 31, 2018. The delinquency aging includes all past due loans, both performing and nonperforming.

**Table 4.1: Loan Portfolio Composition and Aging Analysis**

	March 31, 2019						
<i>(Dollars in millions)</i>	Current	30-59 Days	60-89 Days	≥ 90 Days	Total Delinquent Loans	PCI Loans	Total Loans
<b>Credit Card:</b>							
Domestic credit card	\$97,295	\$1,029	\$780	\$1,948	\$3,757	\$0	\$101,052
International card businesses	8,451	124	78	131	333	0	8,784
Total credit card	105,746	1,153	858	2,079	4,090	0	109,836
<b>Consumer Banking:</b>							
Auto	52,921	2,321	971	231	3,523	0	56,444
Retail banking	2,755	21	6	19	46	3	2,804
Total consumer banking	55,676	2,342	977	250	3,569	3	59,248
<b>Commercial Banking:</b>							
Commercial and multifamily real estate	28,881	37	33	11	81	22	28,984
Commercial and industrial	41,662	217	84	133	434	101	42,197
Total commercial lending	70,543	254	117	144	515	123	71,181
Small-ticket commercial real estate	1	1	0	6	7	0	8
Total commercial banking	70,544	255	117	150	522	123	71,189
Total loans <sup>(1)</sup>	\$231,966	\$3,750	\$1,952	\$2,479	\$8,181	\$126	\$240,273
% of Total loans	96.5	% 1.6	% 0.8	% 1.0	% 3.4	% 0.1	% 100.0

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<i>(Dollars in millions)</i>	December 31, 2018				Total Delinquent Loans	PCI Loans	Total Loans
	Current	30-59 Days	60-89 Days	≥ 90 Days			
<b>Credit Card:</b>							
Domestic credit card	\$ 103,014	\$ 1,270	\$ 954	\$ 2,111	\$ 4,335	\$ 1	\$ 107,350
International card businesses	8,678	127	78	128	333	0	9,011
Total credit card	111,692	1,397	1,032	2,239	4,668	1	116,361
<b>Consumer Banking:</b>							
Auto	52,032	2,624	1,326	359	4,309	0	56,341
Retail banking	2,809	23	8	20	51	4	2,864
Total consumer banking	54,841	2,647	1,334	379	4,360	4	59,205
<b>Commercial Banking:</b>							
Commercial and multifamily real estate	28,737	101	20	19	140	22	28,899
Commercial and industrial	40,704	135	43	101	279	108	41,091
Total commercial lending	69,441	236	63	120	419	130	69,990
Small-ticket commercial real estate	336	2	1	4	7	0	343
Total commercial banking	69,777	238	64	124	426	130	70,333
Total loans <sup>(1)</sup>	\$ 236,310	\$ 4,282	\$ 2,430	\$ 2,742	\$ 9,454	\$ 135	\$ 245,899
% of Total loans	96.1	% 1.7	% 1.0	% 1.1	% 3.8	% 0.1	% 100.0

<sup>(1)</sup> Loans, other than PCI loans, include unamortized premiums and discounts, and unamortized deferred fees and costs totaling \$870 million and \$818 million as of March 31, 2019 and December 31, 2018, respectively.

We pledged loan collateral of \$15.3 billion and \$15.8 billion to secure a portion of our FHLB borrowing capacity of \$18.8 billion and \$19.3 billion as of March 31, 2019 and December 31, 2018, respectively. We also pledged loan collateral of \$8.4 billion and \$9.2 billion to secure our Federal Reserve Discount Window borrowing capacity of \$7.0 billion and \$7.6 billion as of March 31, 2019 and December 31, 2018, respectively. In addition to loans pledged, we securitized a portion of our credit card loans. See “Note 6—Variable Interest Entities and Securitizations” for additional information.

The following table presents the outstanding balance of loans 90 days or more past due that continue to accrue interest and loans classified as nonperforming as of March 31, 2019 and December 31, 2018. Nonperforming loans generally include loans that have been placed on nonaccrual status. PCI loans are excluded from the table below. See “Note 1—Summary of Significant Accounting Policies” in our 2018 Form 10-K for additional information on our policies for nonperforming loans and accounting for PCI loans.

**Table 4.2: 90+ Day Delinquent Loans Accruing Interest and Nonperforming Loans**

<i>(Dollars in millions)</i>	March 31, 2019		December 31, 2018	
	≥ 90 Days and Accruing	Nonperforming Loans	≥ 90 Days and Accruing	Nonperforming Loans
<b>Credit Card:</b>				
Domestic credit card	\$ 1,948	N/A	\$ 2,111	N/A
International card businesses	124	\$ 23	122	\$ 22
Total credit card	2,072	23	2,233	22
<b>Consumer Banking:</b>				
Auto	0	321	0	449
Retail banking	0	31	0	30
Total consumer banking	0	352	0	479

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<i>(Dollars in millions)</i>	March 31, 2019		December 31, 2018	
	≥ 90 Days and Accruing	Nonperforming Loans	≥ 90 Days and Accruing	Nonperforming Loans
<b>Commercial Banking:</b>				
Commercial and multifamily real estate	\$0	\$ 69	\$0	\$ 83
Commercial and industrial	38	301	0	223
Total commercial lending	38	370	0	306
Small-ticket commercial real estate	0	8	0	6
Total commercial banking	38	378	0	312
Total	\$2,110	\$ 753	\$2,233	\$ 813
% of Total loans held for investment	0.9	% 0.3	% 0.9	% 0.3

**Credit Card**

Our credit card loan portfolio is highly diversified across millions of accounts and numerous geographies without significant individual exposure. We therefore generally manage credit risk based on portfolios with common risk characteristics. The risk in our credit card loan portfolio correlates to broad economic trends, such as unemployment rates and home values, as well as consumers' financial condition, all of which can have a material effect on credit performance. The primary indicators we assess in monitoring the credit quality and risk of our credit card portfolio are delinquency and charge-off trends, including an analysis of loan migration between delinquency categories over time. The table below displays the geographic profile of our credit card loan portfolio as of March 31, 2019 and December 31, 2018.

**Table 4.3: Credit Card Risk Profile by Geographic Region**

<i>(Dollars in millions)</i>	March 31, 2019		December 31, 2018	
	Amount	% of Total	Amount	% of Total
<b>Domestic credit card:</b>				
California	\$10,978	10.0 %	\$11,591	10.0 %
Texas	7,782	7.1	8,173	7.0
New York	6,948	6.3	7,400	6.4
Florida	6,755	6.2	7,086	6.1
Illinois	4,443	4.0	4,761	4.1
Pennsylvania	4,256	3.9	4,575	3.9
Ohio	3,676	3.3	3,967	3.4
New Jersey	3,420	3.1	3,641	3.1
Michigan	3,303	3.0	3,544	3.0
Other	49,491	45.1	52,612	45.3
Total domestic credit card	101,052	92.0	107,350	92.3
<b>International card businesses:</b>				
Canada	5,832	5.3	6,023	5.1
United Kingdom	2,952	2.7	2,988	2.6
Total international card businesses	8,784	8.0	9,011	7.7
Total credit card	\$109,836	100.0 %	\$116,361	100.0 %



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The table below presents net charge-offs for the three months ended March 31, 2019 and 2018.

**Table 4.4: Credit Card Net Charge-Offs**

	Three Months Ended March 31,			
	2019		2018	
<i>(Dollars in millions)</i>	Amount	Rate <sup>(1)</sup>	Amount	Rate <sup>(1)</sup>
<b>Net charge-offs:<sup>(1)</sup></b>				
Domestic credit card	\$1,294	5.04 %	\$1,321	5.26 %
International card businesses	70	3.20	56	2.49
Total credit card	\$1,364	4.90	\$1,377	5.03

Net charge-offs consist of the unpaid principal balance of loans held for investment that we determine to be uncollectible, net of recovered amounts. Net charge-off rate is calculated by dividing annualized net charge-offs by average loans held for investment for the period for each loan category. Net charge-offs and the net charge-off rate are impacted periodically by fluctuations in recoveries, including loan sales.

**Consumer Banking**

Our consumer banking loan portfolio consists of auto 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, gross domestic product and home values, as well as consumers' financial condition, all of which can have a material effect on credit performance. Delinquency, nonperforming loans and charge-off trends are key indicators we assess in monitoring the credit quality and risk of our consumer banking loan portfolio.

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The table below displays the geographic profile of our consumer banking loan portfolio as of March 31, 2019 and December 31, 2018.

**Table 4.5: Consumer Banking Risk Profile by Geographic Region**

<i>(Dollars in millions)</i>	<b>March 31, 2019</b>		<b>December 31, 2018</b>	
	<b>Amount</b>	<b>% of Total</b>	<b>Amount</b>	<b>% of Total</b>
<b>Auto:</b>				
Texas	<b>\$7,256</b>	<b>12.2 %</b>	\$7,264	12.3 %
California	<b>6,416</b>	<b>10.8</b>	6,352	10.7
Florida	<b>4,645</b>	<b>7.8</b>	4,623	7.8
Georgia	<b>2,638</b>	<b>4.5</b>	2,665	4.5
Ohio	<b>2,521</b>	<b>4.3</b>	2,502	4.2
Pennsylvania	<b>2,161</b>	<b>3.6</b>	2,167	3.7
Illinois	<b>2,156</b>	<b>3.6</b>	2,171	3.7
Louisiana	<b>2,134</b>	<b>3.6</b>	2,174	3.7
Other	<b>26,517</b>	<b>44.9</b>	26,423	44.6
Total auto	<b>56,444</b>	<b>95.3</b>	56,341	95.2
<b>Retail banking:</b>				
New York	<b>827</b>	<b>1.4</b>	837	1.4
Louisiana	<b>753</b>	<b>1.3</b>	772	1.3
Texas	<b>628</b>	<b>1.0</b>	647	1.1
New Jersey	<b>193</b>	<b>0.3</b>	201	0.3
Maryland	<b>159</b>	<b>0.3</b>	161	0.3
Virginia	<b>134</b>	<b>0.2</b>	137	0.2
Other	<b>110</b>	<b>0.2</b>	109	0.2
Total retail banking	<b>2,804</b>	<b>4.7</b>	2,864	4.8
Total consumer banking	<b>\$59,248</b>	<b>100.0 %</b>	\$59,205	100.0%

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The table below presents net charge-offs in our consumer banking loan portfolio for the three months ended March 31, 2019 and 2018, as well as nonperforming loans as of March 31, 2019 and December 31, 2018.

**Table 4.6: Consumer Banking Net Charge-Offs (Recoveries) and Nonperforming Loans**

	Three Months Ended March 31,			
	2019		2018	
(Dollars in millions)	Amount	Rate <sup>(1)</sup>	Amount	Rate <sup>(1)</sup>
<b>Net charge-offs (recoveries):</b>				
Auto	\$203	1.44 %	\$208	1.53 %
Retail banking	18	2.56	16	1.89
Home loan	0	0.00	(1 )	(0.03 )
Total consumer banking	\$221	1.49	\$223	1.19
	March 31,		December 31,	
	2019		2018	
(Dollars in millions)	Amount	Rate <sup>(2)</sup>	Amount	Rate <sup>(2)</sup>
<b>Nonperforming loans:</b>				
Auto	\$321	0.57 %	\$449	0.80 %
Retail banking	31	1.10	30	1.04
Total consumer banking	\$352	0.59	\$479	0.81

(1) Net charge-off (recovery) rate is calculated by dividing annualized net charge-offs (recoveries) by average loans held for investment for the period for each loan category.

(2) Nonperforming loan rates are calculated based on nonperforming loans for each category divided by period-end total loans held for investment for each respective category.

**Commercial Banking**

We evaluate the credit risk of commercial loans using a risk rating system. We assign internal risk ratings to loans based on relevant information about the ability of the borrowers to repay their debt. In determining the risk rating of a particular loan, some of the factors considered are the borrower's current financial condition, historical and projected future credit performance, prospects for support from financially responsible guarantors, the estimated realizable value of any collateral and current economic trends. The 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 full 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. Generally, loans that are designated as criticized performing and criticized nonperforming are reviewed quarterly by management to determine if they are appropriately classified/rated and whether any impairment exists. Noncriticized loans are also generally reviewed, at least annually, to determine the appropriate risk rating. In addition, we evaluate the risk rating during the renewal process of any loan or if a loan becomes past due.



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The following table presents the geographic concentration and internal risk ratings of our commercial loan portfolio as of March 31, 2019 and December 31, 2018.

**Table 4.7: Commercial Banking Risk Profile by Geographic Region and Internal Risk Rating**

<i>(Dollars in millions)</i>	March 31, 2019							
	Commercial and Multifamily Real Estate	% of Total	Commercial and Industrial	% of Total	Small-Ticket Commercial Real Estate	% of Total	Total Commercial Banking	% of Total
<b>Geographic concentration:<sup>(1)</sup></b>								
Northeast	\$15,559	53.6 %	\$ 7,714	18.3 %	\$ 5	62.5 %	\$ 23,278	32.7 %
Mid-Atlantic	3,366	11.6	4,818	11.4	0	0.0	8,184	11.5
South	4,566	15.8	15,134	35.9	1	12.5	19,701	27.7
Other	5,493	19.0	14,531	34.4	2	25.0	20,026	28.1
Total	\$28,984	100.0 %	\$ 42,197	100.0 %	\$ 8	100.0 %	\$ 71,189	100.0 %
<b>Internal risk rating:<sup>(2)</sup></b>								
Noncriticized	\$28,148	97.1 %	\$ 40,446	95.9 %	\$ 0	0.0 %	\$ 68,594	96.4 %
Criticized performing	745	2.6	1,349	3.2	0	0.0	2,094	2.9
Criticized nonperforming	69	0.2	301	0.7	8	100.0	378	0.5
PCI loans	22	0.1	101	0.2	0	0.0	123	0.2
Total	\$28,984	100.0 %	\$ 42,197	100.0 %	\$ 8	100.0 %	\$ 71,189	100.0 %
<i>(Dollars in millions)</i>	December 31, 2018							
	Commercial and Multifamily Real Estate	% of Total	Commercial and Industrial	% of Total	Small-Ticket Commercial Real Estate	% of Total	Total Commercial Banking	% of Total
<b>Geographic concentration:<sup>(1)</sup></b>								
Northeast	\$15,562	53.8 %	\$ 7,573	18.4 %	\$ 213	62.1 %	\$ 23,348	33.2 %
Mid-Atlantic	3,410	11.8	4,710	11.5	12	3.5	8,132	11.6
South	4,247	14.7	15,367	37.4	20	5.8	19,634	27.9
Other	5,680	19.7	13,441	32.7	98	28.6	19,219	27.3
Total	\$28,899	100.0 %	\$ 41,091	100.0 %	\$ 343	100.0 %	\$ 70,333	100.0 %
<b>Internal risk rating:<sup>(2)</sup></b>								
Noncriticized	\$28,239	97.7 %	\$ 39,468	96.1 %	\$ 336	98.0 %	\$ 68,043	96.8 %
Criticized performing	555	1.9	1,292	3.1	1	0.3	1,848	2.6
Criticized nonperforming	83	0.3	223	0.5	6	1.7	312	0.4
PCI loans	22	0.1	108	0.3	0	0.0	130	0.2
Total	\$28,899	100.0 %	\$ 41,091	100.0 %	\$ 343	100.0 %	\$ 70,333	100.0 %

Geographic concentration is generally determined by the location of the borrower's business or the location of the collateral associated with the loan. Northeast (1) consists of CT, MA, ME, NH, NJ, NY, PA and VT. Mid-Atlantic consists of DC, DE, MD, VA and WV. South consists of AL, AR, FL, GA, KY, LA, MO, MS, NC, SC, TN and TX.

(2) Criticized exposures correspond to the "Special Mention," "Substandard" and "Doubtful" asset categories defined by bank regulatory authorities.

**Impaired Loans**

The following table presents information on our impaired loans as of March 31, 2019 and December 31, 2018, and for the three months ended March 31, 2019 and 2018. Impaired loans include loans modified in troubled debt restructurings ("TDRs"), all nonperforming commercial loans and nonperforming home loans with a specific impairment. Impaired loans without an allowance generally represent loans that have been charged down to the fair value of the underlying collateral for which we believe no additional losses have been incurred, or where the fair value

of the underlying collateral meets or exceeds the loan's amortized cost. PCI loans are excluded from the following tables.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Table 4.8: Impaired Loans**

<i>(Dollars in millions)</i>	March 31, 2019					
	With an Allowance	Without an Allowance	Total Recorded Investment	Related Allowance	Net Recorded Investment	Unpaid Principal Balance
<b>Credit Card:</b>						
Domestic credit card	\$ 659	\$ 0	\$ 659	\$ 172	\$ 487	\$ 648
International card businesses	198	0	198	98	100	192
Total credit card <sup>(1)</sup>	857	0	857	270	587	840
<b>Consumer Banking:</b>						
Auto	308	37	345	28	317	446
Retail banking	53	0	53	4	49	60
Total consumer banking	361	37	398	32	366	506
<b>Commercial Banking:</b>						
Commercial and multifamily real estate	47	60	107	3	104	110
Commercial and industrial	423	146	569	65	504	684
Total commercial lending	470	206	676	68	608	794
Small-ticket commercial real estate	0	7	7	0	7	9
Total commercial banking	470	213	683	68	615	803
Total	\$ 1,688	\$ 250	\$ 1,938	\$ 370	\$ 1,568	\$ 2,149
	December 31, 2018					
<i>(Dollars in millions)</i>	With an Allowance	Without an Allowance	Total Recorded Investment	Related Allowance	Net Recorded Investment	Unpaid Principal Balance
<b>Credit Card:</b>						
Domestic credit card	\$ 666	\$ 0	\$ 666	\$ 186	\$ 480	\$ 654
International card businesses	189	0	189	91	98	183
Total credit card <sup>(1)</sup>	855	0	855	277	578	837
<b>Consumer Banking:</b>						
Auto <sup>(2)</sup>	301	38	339	22	317	420
Retail banking	42	12	54	5	49	60
Total consumer banking	343	50	393	27	366	480
<b>Commercial Banking:</b>						
Commercial and multifamily real estate	92	28	120	5	115	121
Commercial and industrial	301	169	470	29	441	593
Total commercial lending	393	197	590	34	556	714
Small-ticket commercial real estate	0	6	6	0	6	9
Total commercial banking	393	203	596	34	562	723
Total	\$ 1,591	\$ 253	\$ 1,844	\$ 338	\$ 1,506	\$ 2,040

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	Three Months Ended March 31,			
	2019		2018	
(Dollars in millions)	Average Interest Recorded	Investment Recognized	Average Interest Recorded	Investment Recognized
<b>Credit Card:</b>				
Domestic credit card	\$663	\$ 15	\$646	\$ 16
International card businesses	193	4	178	3
Total credit card <sup>(1)</sup>	856	19	824	19
<b>Consumer Banking:</b>				
Auto <sup>(2)</sup>	342	10	456	13
Home loan	0	0	229	1
Retail banking	54	0	61	0
Total consumer banking	396	10	746	14
<b>Commercial Banking:</b>				
Commercial and multifamily real estate	113	0	106	1
Commercial and industrial	520	4	733	6
Total commercial lending	633	4	839	7
Small-ticket commercial real estate	6	0	6	0
Total commercial banking	639	4	845	7
Total	\$1,891	\$ 33	\$2,415	\$ 40

<sup>(1)</sup> The period-end and average recorded investments of credit card loans include finance charges and fees.

<sup>(2)</sup> 2018 amounts include certain TDRs that were recorded as other assets on our consolidated balance sheets.

***Troubled Debt Restructurings***

Total recorded TDRs were \$1.7 billion and \$1.6 billion as of March 31, 2019 and December 31, 2018, respectively. TDRs classified as performing in our credit card and consumer banking loan portfolios totaled \$1.2 billion as of both March 31, 2019 and December 31, 2018. TDRs classified as performing in our commercial banking loan portfolio totaled \$300 million and \$282 million as of March 31, 2019 and December 31, 2018, respectively. Commitments to lend additional funds on loans modified in TDRs totaled \$232 million and \$256 million as of March 31, 2019 and December 31, 2018, respectively.

***Loans Modified in TDRs***

As part of our loan modification programs 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 major modification types, recorded investment amounts and financial effects of loans modified in TDRs during the three months ended March 31, 2019 and 2018.

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**Table 4.9: Troubled Debt Restructurings**

	Total Loans Modified <sup>(1)</sup>	Three Months Ended March 31, 2019			
		Reduced Interest Rate Activity	Average Rate Reduction	Term Extension Activity <sup>(2)</sup>	Average Term Extension (Months)
<i>(Dollars in millions)</i>					
<b>Credit Card:</b>					
Domestic credit card	\$ 98	100 %	16.42 %	0 %	0
International card businesses	47	100	27.59	0	0
Total credit card	145	100	20.04	0	0
<b>Consumer Banking:</b>					
Auto	72	37	3.83	91	7
Retail banking	1	15	13.01	85	6
Total consumer banking	73	37	3.88	91	7
<b>Commercial Banking:</b>					
Commercial and multifamily real estate	34	100	0.00	0	0
Commercial and industrial	21	0	0.00	0	0
Total commercial lending	55	62	0.00	0	0
Small-ticket commercial real estate	0	0	0.00	0	0
Total commercial banking	55	61	0.00	0	0
Total	\$ 273	75	14.64	24	7

	Total Loans Modified <sup>(1)</sup>	Three Months Ended March 31, 2018			
		Reduced Interest Rate Activity	Average Rate Reduction	Term Extension Activity <sup>(2)</sup>	Average Term Extension (Months)
<i>(Dollars in millions)</i>					
<b>Credit Card:</b>					
Domestic credit card	\$ 113	100 %	15.73 %	0 %	0
International card businesses	50	100	26.86	0	0
Total credit card	163	100	19.17	0	0
<b>Consumer Banking:</b>					
Auto <sup>(3)</sup>	62	52	3.76	91	7
Home loan	6	28	1.78	83	214
Retail banking	2	11	10.22	81	5
Total consumer banking	70	49	3.71	90	23
<b>Commercial Banking:</b>					
Commercial and multifamily real estate	2	0	0.00	100	7
Commercial and industrial	11	0	0.00	100	11
Total commercial lending	13	0	0.00	100	11
Small-ticket commercial real estate	2	0	0.00	0	0
Total commercial banking	15	0	0.00	85	11
Total	\$ 248	80	16.50	30	21

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Represents the recorded investment of total loans modified in TDRs at the end of the quarter in which they were modified. As not every modification type is included in the table above, the total percentage of TDR activity may not add up to 100%. Some loans may receive more than one type of concession as part of the modification.

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

(2) Includes certain TDRs that are recorded as other assets on our consolidated balance sheets.

***Subsequent Defaults of Completed TDR Modifications***

The following table presents the type, number and recorded investment of loans modified in 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 4.10: TDRs—Subsequent Defaults**

	Three Months Ended March 31,			
	2019		2018	
(Dollars in millions)	Number of Contracts	Amount	Number of Contracts	Amount
<b>Credit Card:</b>				
Domestic credit card	14,027	\$ 29	16,339	\$ 34
International card businesses	16,706	28	13,939	26
Total credit card	30,733	57	30,278	60
<b>Consumer Banking:</b>				
Auto	1,105	13	1,807	21
Home loan	0	0	3	1
Retail banking	8	0	8	0
Total consumer banking	1,113	13	1,818	22
<b>Commercial Banking:</b>				
Commercial and industrial	0	0	6	35
Total commercial lending	0	0	6	35
Total commercial banking	0	0	6	35
Total	31,846	\$ 70	32,102	\$ 117

**NOTE 5—ALLOWANCE FOR LOAN AND LEASE LOSSES AND RESERVE FOR UNFUNDED LENDING COMMITMENTS**

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 losses on unfunded lending commitments is included in the provision for credit losses in 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" in our 2018 Form 10-K for further discussion of the methodology and policy for determining our allowance for loan and lease losses for each of our loan portfolio segments, as well as information on our reserve for unfunded lending commitments.

**Allowance for Loan and Lease Losses and Reserve for Unfunded Lending Commitments Activity**

The table below summarizes changes in the allowance for loan and lease losses and reserve for unfunded lending commitments by portfolio segment for the three months ended March 31, 2019 and 2018.

**Table 5.1: Allowance for Loan and Lease Losses and Reserve for Unfunded Lending Commitments Activity**

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<i>(Dollars in millions)</i>	<b>Credit Card</b>	<b>Consumer Banking</b>	<b>Commercial Banking</b>	<b>Total</b>	
<b>Allowance for loan and lease losses:</b>					
Balance as of December 31, 2018	\$5,535	\$ 1,048	\$ 637	\$ 7,220	
Charge-offs	(1,782 )	(471 )	(20 )	(2,273 )	
Recoveries <sup>(1)</sup>	418	250	6	674	
Net charge-offs	(1,364 )	(221 )	(14 )	(1,599 )	
Provision for loan and lease losses	1,389	235	60	1,684	
Allowance build for loan and lease losses	25	14	46	85	
Other changes <sup>(2)</sup>	8	0	0	8	
Balance as of March 31, 2019	5,568	1,062	683	7,313	
<b>Reserve for unfunded lending commitments:</b>					
Balance as of December 31, 2018	0	4	118	122	
Provision for losses on unfunded lending commitments	0	0	9	9	
Balance as of March 31, 2019	0	4	127	131	
<b>Combined allowance and reserve as of March 31, 2019</b>	<b>\$5,568</b>	<b>\$ 1,066</b>	<b>\$ 810</b>	<b>\$7,444</b>	
<i>(Dollars in millions)</i>	<b>Credit Card</b>	<b>Consumer Banking</b>	<b>Commercial Banking</b>	<b>Other<sup>(3)</sup></b>	<b>Total</b>
<b>Allowance for loan and lease losses:</b>					
Balance as of December 31, 2017	\$5,648	\$ 1,242	\$ 611	\$ 1	\$7,502
Charge-offs	(1,825 )	(431 )	(21 )	1	(2,276 )
Recoveries <sup>(1)</sup>	448	208	2	0	658
Net charge-offs	(1,377 )	(223 )	(19 )	1	(1,618 )
Provision (benefit) for loan and lease losses	1,456	234	(5 )	(1 )	1,684
Allowance build (release) for loan and lease losses	79	11	(24 )	0	66
Other changes <sup>(2)</sup>	(1 )	0	0	0	(1 )
Balance as of March 31, 2018	5,726	1,253	587	1	7,567
<b>Reserve for unfunded lending commitments:</b>					
Balance as of December 31, 2017	0	7	117	0	124
Benefit for losses on unfunded lending commitments	0	(1 )	(9 )	0	(10 )
Balance as of March 31, 2018	0	6	108	0	114
<b>Combined allowance and reserve as of March 31, 2018</b>	<b>\$5,726</b>	<b>\$ 1,259</b>	<b>\$ 695</b>	<b>\$ 1</b>	<b>\$7,681</b>

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- (1) The amount and timing of recoveries is impacted by our collection strategies, which are based on customer behavior and risk profile and include direct customer communications, repossession of collateral, the periodic sale of charged-off loans as well as additional strategies, such as litigation.
- (2) Represents foreign currency translation adjustments and the net impact of loan transfers and sales where applicable.
- (3) Includes the legacy loan portfolio of our discontinued GreenPoint mortgage operations.

**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 as of March 31, 2019 and December 31, 2018. See “Note 1—Summary of Significant Accounting Policies” in our 2018 Form 10-K for further discussion of allowance methodologies for each of the loan portfolios.

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

<i>(Dollars in millions)</i>	March 31, 2019				
	Credit Card	Consumer Banking	Commercial Banking	Total	
<b>Allowance for loan and lease losses:</b>					
Collectively evaluated	\$5,298	\$1,030	\$615	\$6,943	
Asset-specific	270	32	68	370	
Total allowance for loan and lease losses	\$5,568	\$1,062	\$683	\$7,313	
<b>Loans held for investment:</b>					
Collectively evaluated	\$108,979	\$58,847	\$70,383	\$238,209	
Asset-specific	857	398	683	1,938	
PCI loans	0	3	123	126	
Total loans held for investment	\$109,836	\$59,248	\$71,189	\$240,273	
Allowance coverage ratio <sup>(1)</sup>	5.07	% 1.79	% 0.96	% 3.04	%
	December 31, 2018				
<i>(Dollars in millions)</i>	Credit Card	Consumer Banking	Commercial Banking	Total	
<b>Allowance for loan and lease losses:</b>					
Collectively evaluated	\$5,258	\$1,021	\$603	\$6,882	
Asset-specific	277	27	34	338	
Total allowance for loan and lease losses	\$5,535	\$1,048	\$637	\$7,220	
<b>Loans held for investment:</b>					
Collectively evaluated	\$115,505	\$58,808	\$69,607	\$243,920	
Asset-specific	855	393	596	1,844	
PCI loans	1	4	130	135	
Total loans held for investment	\$116,361	\$59,205	\$70,333	\$245,899	
Allowance coverage ratio <sup>(1)</sup>	4.76	% 1.77	% 0.91	% 2.94	%

(1) Allowance coverage ratio is calculated by dividing the period-end allowance for loan and lease losses by period-end loans held for investment within the specified loan category.

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We have certain credit card partnership agreements that are presented within our consolidated financial statements on a net basis, in which our partner agrees to share a portion of the credit losses on the underlying loan portfolio. The expected reimbursements from these partners, which are netted against our allowance for loan and lease losses, result in reductions to net charge-offs and provision for credit losses. See “Note 1—Summary of Significant Accounting Policies” in our 2018 Form 10-K for further discussion of our credit card partnership agreements.

The table below summarizes the changes in the estimated reimbursements from these partners for the three months ended March 31, 2019 and 2018.

**Table 5.3: Summary of Loss Sharing Arrangements Impacts**

	<b>Three Months Ended March 31,</b>	
	<b>2019</b>	<b>2018</b>
<i>(Dollars in millions)</i>		
Estimated reimbursements from partners, beginning of period	\$379	380
Amounts due from partners which reduced net charge-offs	<b>(108 )</b>	(97 )
Amounts estimated to be charged to partners which reduced provision for credit losses	<b>171</b>	105
Estimated reimbursements from partners, end of period	<b>\$442</b>	\$388



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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****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 to securitization trusts. We have primarily securitized credit card 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 related 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 assets of our consolidated VIEs primarily consist of cash, credit card loan receivables and the related allowance for loan and lease losses, which we report on our consolidated balance sheets under restricted cash for securitization investors, loans held in consolidated trusts and allowance for loan and lease losses, respectively. The assets of a particular VIE are the primary source of funds to settle its obligations. Creditors of these VIEs typically do not have recourse to our general credit. Liabilities primarily consist of debt securities issued by the VIEs, which we report under securitized debt obligations on our consolidated balance sheets. 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.

The tables below present a summary of VIEs in which we had continuing involvement or held a variable interest, aggregated based on VIEs with similar characteristics as of March 31, 2019 and December 31, 2018. We separately present information for consolidated and unconsolidated VIEs.

**Table 6.1: Carrying Amount of Consolidated and Unconsolidated VIEs**

	March 31, 2019				
	Consolidated		Unconsolidated		Maximum Exposure to Loss
	Carrying Amount of Assets	Carrying Amount of Liabilities	Carrying Amount of Assets	Carrying Amount of Liabilities	
<i>(Dollars in millions)</i>					
<b>Securitization-Related VIEs:</b>					
Credit card loan securitizations <sup>(1)</sup>	\$32,729	\$ 19,809	\$ 0	\$ 0	\$ 0
Home loan securitizations	0	0	175	32	496
Total securitization-related VIEs	32,729	19,809	175	32	496
<b>Other VIEs:<sup>(2)</sup></b>					
Affordable housing entities	242	13	4,395	1,323	4,395
Entities that provide capital to low-income and rural communities	1,728	108	0	0	0
Other	0	0	530	0	530
Total other VIEs	1,970	121	4,925	1,323	4,925
Total VIEs	\$34,699	\$ 19,930	\$ 5,100	\$ 1,355	\$ 5,421

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	December 31, 2018				
	Consolidated		Unconsolidated		Maximum Exposure to Loss
	Carrying Amount of Assets	Carrying Amount of Liabilities	Carrying Amount of Assets	Carrying Amount of Liabilities	
<i>(Dollars in millions)</i>					
<b>Securitization-Related VIEs:</b>					
Credit card loan securitizations <sup>(1)</sup>	\$33,574	\$ 18,885	\$ 0	\$ 0	\$ 0
Home loan securitizations	0	0	211	74	554
Total securitization-related VIEs	33,574	18,885	211	74	554
<b>Other VIEs:<sup>(2)</sup></b>					
Affordable housing entities	243	17	4,238	1,303	4,238
Entities that provide capital to low-income and rural communities	1,739	117	0	0	0
Other	0	0	353	0	353
Total other VIEs	1,982	134	4,591	1,303	4,591
Total VIEs	\$35,556	\$ 19,019	\$ 4,802	\$ 1,377	\$ 5,145

(1) Represents the carrying amount of assets and liabilities owned by the VIE, which includes the seller's interest and repurchased notes held by other related parties.

In certain investment structures, we consolidate a VIE which in turn holds as its primary asset an investment in an unconsolidated VIE. In these instances, we disclose the carrying amount of assets and liabilities on our consolidated balance sheets as unconsolidated VIEs to avoid duplicating our exposure, as the unconsolidated VIEs are generally the operating entities generating the exposure. The carrying amount of assets and liabilities included in the unconsolidated VIE columns above related to these investment structures were \$2.3 billion of assets and \$845 million of liabilities as of March 31, 2019 and \$2.3 billion of assets and \$811 million of liabilities as of December 31, 2018.

**Securitization-Related VIEs**

In a securitization transaction, assets are transferred to a trust, which generally meets the definition of a VIE. Our primary securitization activity is in the form of credit card securitizations, conducted through securitization trusts which we consolidate. Our continuing involvement in these securitization transactions mainly consists of acting as the primary servicer and holding certain retained interests.

We transfer multifamily commercial loans that we originate to the government-sponsored enterprises ("GSEs") and retain the right to service the transferred loans pursuant to the guidelines set forth by the GSEs. Subsequent to such transfers, these loans are commonly securitized into CMBS by the GSEs. We also hold RMBS and CMBS in our investment securities portfolio, which represent an interest in the respective securitization trusts employed in the transactions under which those securities were issued. We do not consolidate the securitization trusts employed in these transactions as we do not have the power to direct the activities that most significantly impact the economic performance of these securitization trusts. Our maximum exposure to loss as a result of our involvement with these VIEs is the carrying value of MSR and investment securities on our consolidated balance sheets. See "Note 7—Goodwill and Intangible Assets" for information related to our MSR associated with these multifamily commercial loan securitizations and "Note 3—Investment Securities" for more information on the securities held in our investment securities portfolio. We exclude these VIEs from the tables within this note because we do not consider our continuing involvement with these VIEs to be significant as we either invest in securities issued by the VIE and were not involved in the design of the VIE or no transfers have occurred between the VIE and us. In addition, where we have certain lending arrangements in the normal course of business with entities that could be VIEs, we have also excluded these VIEs from the tables presented in this note. See "Note 4—Loans" for additional information regarding our lending arrangements in the normal course of business.



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The table below presents our continuing involvement in certain securitization-related VIEs as of March 31, 2019 and December 31, 2018.

**Table 6.2: Continuing Involvement in Securitization-Related VIEs**

<i>(Dollars in millions)</i>	<b>Credit Card</b>	<b>Mortgages</b>
<b>March 31, 2019:</b>		
Securities held by third-party investors	<b>\$ 19,273</b>	<b>\$ 1,183</b>
Receivables in the trust	<b>31,682</b>	<b>1,209</b>
Cash balance of spread or reserve accounts	<b>0</b>	<b>116</b>
Retained interests	<b>Yes</b>	<b>Yes</b>
Servicing retained	<b>Yes</b>	<b>Yes<sup>(1)</sup></b>
<b>December 31, 2018:</b>		
Securities held by third-party investors	\$ 18,307	\$ 1,276
Receivables in the trust	34,197	1,305
Cash balance of spread or reserve accounts	0	116
Retained interests	Yes	Yes
Servicing retained	Yes	Yes <sup>(1)</sup>

<sup>(1)</sup> We retain servicing on a portion of our remaining mortgage loans in mortgage securitizations.

***Credit Card Securitizations***

We securitize a portion of our credit card loans which provides a source of funding for us. The credit card securitizations involve the transfer of credit card receivables from our balance sheet to securitization trusts. These trusts then issue debt securities collateralized by the transferred receivables to third-party investors. We hold certain retained interests in our credit card securitizations and continue to service the receivables in these trusts. We consolidate these trusts because we are deemed to be the primary beneficiary as we have the power to direct the activities that most significantly impact the economic performance of the trusts, and the right to receive benefits or the obligation to absorb losses that could potentially be significant to the trusts.

***Mortgage Securitizations***

We had previously securitized mortgage loans by transferring these loans to securitization trusts that had issued mortgage-backed securities to investors. These mortgage trusts consist of option-adjustable rate mortgage (“option-ARM”) securitizations and securitizations from our discontinued operations which include the mortgage origination operations of our wholesale mortgage banking unit, GreenPoint Mortgage Funding, Inc. (“GreenPoint”) and the manufactured housing operations of GreenPoint Credit, LLC, a subsidiary of GreenPoint (collectively “GreenPoint securitizations”).

We continue to service a portion of the remaining mortgage loans in the option-ARM securitizations and also retain rights to certain future cash flows arising from these securitizations. We also retain servicing on a portion of the remaining mortgage loans in the GreenPoint securitizations and have the right to receive any funds remaining in the pre-funded letters of credit after the securities are released. We do not consolidate the mortgage securitizations because we do not have the right to receive the benefits nor the obligation to absorb losses that could potentially be significant to the trusts or we do not have the power to direct the activities that most significantly impact the economic performance of the trusts.

***Other VIEs******Affordable Housing Entities***

As part of our community reinvestment initiatives, we invest in private investment funds that make equity investments in multifamily 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. We account for certain of our investments in qualified affordable housing projects using the proportional amortization method if certain

criteria are met. The proportional amortization method

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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. For the three months ended March 31, 2019 and 2018, we recognized amortization of \$143 million and \$124 million, respectively, and tax credits of \$171 million and \$146 million, respectively, associated with these investments within income tax provision. The carrying value of our equity investments in these qualified affordable housing projects was \$4.3 billion and \$4.2 billion as of March 31, 2019 and December 31, 2018, respectively. We are periodically required to provide additional financial or other support during the period of the investments. Our liability for these unfunded commitments was \$1.5 billion as of both March 31, 2019 and December 31, 2018 and is largely expected to be paid from 2019 to 2021.

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 maximum exposure to these entities is limited to our variable interests in the entities which consisted of assets of approximately \$4.4 billion and \$4.2 billion as of March 31, 2019 and December 31, 2018, 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 it. The total assets of the unconsolidated VIE investment funds were approximately \$10.8 billion as of both March 31, 2019 and December 31, 2018, 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 where we have 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 are not considered to be VIEs, but where we hold a controlling financial interest. The assets of the VIEs that we consolidated, which totaled approximately \$1.7 billion as of both March 31, 2019 and December 31, 2018, respectively, are reflected on our consolidated balance sheets in cash, loans held for investment, 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 it.

***Other***

Other VIEs include variable interests that we hold in companies that promote renewable energy sources and other equity method investments. We were not required to consolidate these entities because we do not have the power to direct the activities that most significantly impact their economic performance. Our maximum exposure to these entities is limited to the investment on our consolidated balance sheets of \$530 million and \$353 million as of March 31, 2019 and December 31, 2018, respectively. The creditors of the other 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 it.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 7—GOODWILL AND INTANGIBLE ASSETS**

The table below presents our goodwill, intangible assets and MSRs as of March 31, 2019 and December 31, 2018. Goodwill is presented separately, while intangible assets and MSRs are included in other assets on our consolidated balance sheets.

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

	March 31, 2019		
<i>(Dollars in millions)</i>	Carrying Amount of Assets	Accumulated Amortization	Net Carrying Amount
Goodwill	\$14,546	N/A	\$14,546
Intangible assets:			
Purchased credit card relationship (“PCCR”) intangibles	2,102	\$ (1,973 )	129
Core deposit intangibles	209	(209 )	0
Other <sup>(1)</sup>	217	(123 )	94
Total intangible assets	2,528	(2,305 )	223
Total goodwill and intangible assets	\$17,074	\$ (2,305 )	\$14,769
Commercial MSRs <sup>(2)</sup>	\$482	\$ (199 )	\$283
	December 31, 2018		
<i>(Dollars in millions)</i>	Carrying Amount of Assets	Accumulated Amortization	Net Carrying Amount
Goodwill	\$14,544	N/A	\$14,544
Intangible assets:			
PCCR intangibles	2,102	\$ (1,952 )	150
Core deposit intangibles	1,149	(1,148 )	1
Other <sup>(1)</sup>	271	(168 )	103
Total intangible assets	3,522	(3,268 )	254
Total goodwill and intangible assets	\$18,066	\$ (3,268 )	\$14,798
Commercial MSRs <sup>(2)</sup>	\$459	\$ (185 )	\$274

<sup>(1)</sup> Primarily consists of intangibles for sponsorship relationships, partnership and other contract intangibles and trade name intangibles.

<sup>(2)</sup> Commercial MSRs are accounted for under the amortization method on our consolidated balance sheets.

Amortization expense for amortizable intangible assets, which is presented separately in our consolidated statements of income, totaled \$30 million and \$44 million for the three months ended March 31, 2019 and 2018, respectively.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Goodwill**

The following table presents changes in the carrying amount of goodwill by each of our business segments as of March 31, 2019 and December 31, 2018.

**Table 7.2: Goodwill by Business Segments**

<i>(Dollars in millions)</i>	<b>Credit Card</b>	<b>Consumer Banking</b>	<b>Commercial Banking</b>	<b>Total</b>
Balance as of December 31, 2018	\$ 5,060	\$ 4,600	\$ 4,884	\$ 14,544
Other adjustments <sup>(1)</sup>	<b>2</b>	<b>0</b>	<b>0</b>	<b>2</b>
Balance as of March 31, 2019	<b>\$ 5,062</b>	<b>\$ 4,600</b>	<b>\$ 4,884</b>	<b>\$ 14,546</b>

<sup>(1)</sup> Represents foreign currency translation adjustments.



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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 8—DEPOSITS AND BORROWINGS**

Our deposits represent our largest source of funding for our assets and operations, which include checking accounts, money market deposits, negotiable order of withdrawals, savings deposits and time deposits. We also use a variety of other funding sources including short-term borrowings, senior and subordinated notes, securitized debt obligations and other borrowings. In addition, we utilize FHLB advances, which are secured by certain portions of our loan and investment securities portfolios. Securitized debt obligations are presented separately on our consolidated balance sheets, as they represent obligations of consolidated securitization trusts, 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.

Our total short-term borrowings generally consist of federal funds purchased, securities loaned or sold under agreements to repurchase, and short-term FHLB advances. Our long-term debt consists of borrowings with an original contractual maturity of greater than one year. The following tables summarize the components of our deposits, short-term borrowings and long-term debt as of March 31, 2019 and December 31, 2018. The carrying value presented below for these borrowings includes unamortized debt premiums and discounts, net of debt issuance costs and fair value hedge accounting adjustments.

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

		March 31, 2019		December 31, 2018		
<i>(Dollars in millions)</i>						
<b>Deposits:</b>						
Non-interest-bearing deposits		\$ 24,908		\$ 23,483		
Interest-bearing deposits <sup>(1)</sup>		230,199		226,281		
Total deposits		\$ 255,107		\$ 249,764		
<b>Short-term borrowings:</b>						
Federal funds purchased and securities loaned or sold under agreements to repurchase		\$ 335		\$ 352		
FHLB advances		0		9,050		
Total short-term borrowings		\$ 335		\$ 9,402		
		March 31, 2019		December 31, 2018		
<i>(Dollars in millions)</i>						
	Maturity Dates	Stated Interest Rates	Weighted-Average Interest Rate	Carrying Value	Carrying Value	
<b>Long-term debt:</b>						
Securitized debt obligations		2019-2025	1.33% - 3.34%	2.34 %	\$ 19,273	\$ 18,307
Senior and subordinated notes:						
Fixed unsecured senior debt		2019-2028	1.85 - 4.75	3.13	23,027	23,290
Floating unsecured senior debt		2019-2023	3.10 - 3.90	3.48	2,993	2,993
Total unsecured senior debt				3.17	26,020	26,283
Fixed unsecured subordinated debt		2019-2026	3.38 - 8.80	4.09	4,625	4,543
Total senior and subordinated notes					30,645	30,826
Other long-term borrowings:						
FHLB advances		2022-2023	4.46 - 5.36	4.95	1	251
Other borrowings		2019-2035	1.00 - 13.38	4.95	104	119
Total other long-term borrowings					105	370
Total long-term debt					\$ 50,023	\$ 49,503
Total short-term borrowings and long-term debt					\$ 50,358	\$ 58,905

(1) Includes \$5.1 billion and \$4.0 billion of time deposits in denominations in excess of the \$250,000 federal insurance limit as of March 31, 2019 and December 31, 2018, respectively.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 9—DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES****Use of Derivatives and Accounting for Derivatives**

We regularly enter into derivative transactions to support our overall risk management activities. Our primary market risks stem from the impact on our earnings and economic value of equity due to changes in interest rates and, to a lesser extent, changes in foreign exchange rates. We manage our interest rate sensitivity by employing several techniques, which include changing the duration and re-pricing characteristics of various assets and liabilities by using interest rate derivatives. We also use foreign currency derivatives to limit our earnings and capital exposures to foreign exchange risk by hedging exposures denominated in foreign currencies. In addition to interest rate and foreign currency derivatives, we may also use a variety of other derivative instruments, including caps, floors, options, futures and forward contracts, to manage our interest rate and foreign exchange risks. We designate these risk management derivatives as either qualifying accounting hedges or free-standing derivatives. Qualifying accounting hedges are further designated as fair value hedges, cash flow hedges or net investment hedges, and free-standing derivatives are economic hedges that do not qualify for hedge accounting.

We also offer various interest rate, commodity and foreign currency derivatives as accommodation to our customers within our Commercial Banking business. We enter into these derivatives with our customers primarily to help them manage interest rate risks, hedge their energy and other commodities exposures, and manage foreign currency fluctuations. We then enter into offsetting derivative contracts with counterparties to economically hedge the majority of our subsequent exposures.

See below for additional information on our use of derivatives and how we account for them:

*Fair Value Hedges:* We designate derivatives as fair value hedges when they are used 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 presented in the same line item on our consolidated statements of income as the earnings effect of the hedged items. Our fair value hedges consist of interest rate swaps that are intended to modify our exposure to interest rate risk on various fixed-rate financial assets and liabilities.

*Cash Flow Hedges:* We designate derivatives as cash flow hedges when they are used 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. Those amounts are reclassified into earnings in the same period during which the forecasted transactions impact earnings and presented in the same line item on our consolidated statements of income as the earnings effect of the hedged items. Our cash flow hedges use interest rate swaps and floors that are intended to hedge the variability in interest receipts or interest payments on some of our variable-rate financial assets or liabilities. We also enter into foreign currency forward contracts to hedge our exposure to variability in cash flows related to intercompany borrowings denominated in a foreign currency.

*Net Investment Hedges:* We use net investment hedges to manage the foreign currency exposure related to our 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, offsetting the translation gain or loss from those foreign operations. We execute net investment hedges using foreign currency forward contracts to hedge the translation exposure of the net investment in our foreign operations under the forward method.

*Free-Standing Derivatives:* Our free-standing derivatives primarily consist of our customer accommodation derivatives and other economic hedges. The customer accommodation derivatives and the related offsetting contracts are mainly interest rate, commodity and foreign currency contracts. The other free-standing derivatives are primarily used to economically hedge the risk of changes in the fair value of our commercial mortgage loan origination and purchase commitments as well as other interests held. Changes in the fair value of free-standing derivatives are recorded in earnings as a component of other non-interest income.



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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Derivatives Counterparty Credit Risk*****Counterparty Types***

Derivative instruments contain an element of credit risk that arises from the potential failure of a counterparty to perform according to the terms of the contract. We execute our derivative contracts primarily in over-the-counter (“OTC”) markets. We also execute minimal amounts of interest rate and commodity futures in the exchange-traded derivative markets. Our OTC derivatives consist of both centrally cleared and uncleared bilateral contracts. In our centrally cleared contracts, our counterparties are central counterparty clearinghouses (“CCPs”), such as the Chicago Mercantile Exchange (“CME”) and the LCH Group (“LCH”). In our uncleared bilateral contracts, we enter into agreements directly with our derivative counterparties.

***Counterparty Credit Risk Management***

We generally manage our counterparty credit risk associated with derivative instruments by entering into legally enforceable master netting arrangements, where possible, and exchanging margin and collateral with our counterparties, typically in the form of cash or high-quality liquid securities. The amount of collateral exchanged is dependent upon the fair value of the derivative instruments as well as the fair value of the pledged collateral. When valuing collateral, an estimate of the variation in price and liquidity over time is subtracted in the form of a “haircut” to discount the value of the collateral pledged. Our exposure to derivative counterparty credit risk, at any point in time, is equal to the amount reported as a derivative asset on our balance sheet. The fair value of derivatives is adjusted on an aggregate basis to take into consideration the effects of legally enforceable master netting agreements and any associated cash collateral received or pledged. See Table 9.3 for our net exposure associated with derivatives. The terms under which we collateralize our exposures differ between cleared exposures and uncleared bilateral exposures.

*CCPs:* We clear eligible OTC derivatives with CCPs as part of our regulatory requirements. Futures commission merchants (“FCMs”) serve as the intermediary between CCPs and us. CCPs require that we post initial and variation margin through our FCMs to mitigate the risk of non-payment or default. Initial margin is required upfront by CCPs as collateral against potential losses on our cleared derivative contracts. Variation margin is exchanged on a daily basis to account for mark-to-market changes in the derivative contracts. For CME and LCH-cleared OTC derivatives, we characterize variation margin cash payments as settlements. Our FCM agreements governing these derivative transactions include provisions that may require us to post additional collateral under certain circumstances.

*Bilateral Counterparties:* We generally enter into legally enforceable master netting agreements and collateral agreements, where possible, with bilateral derivative counterparties to mitigate the risk of default. We review our collateral positions on a daily basis and exchange collateral with our counterparties in accordance with these agreements. These bilateral agreements typically provide the right to offset exposure with the same counterparty and require the party in a net liability position to post collateral. Agreements with certain bilateral counterparties require both parties to maintain collateral in the event the fair values of derivative instruments exceed established exposure thresholds. Certain of these bilateral agreements 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 counterparties would have the right to terminate the derivative contract and close out the existing positions.

***Credit Risk Valuation Adjustments***

We record counterparty credit valuation adjustments (“CVAs”) 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 CVA, which may be adjusted in future periods due to changes in the fair values of the derivative contracts, collateral and creditworthiness of the counterparty. We also record debit valuation adjustments (“DVAs”) to adjust the fair values of our derivative liabilities to reflect the impact of our own credit quality. We calculate this adjustment by comparing the spreads on our credit default swaps to the discount benchmark curve.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Balance Sheet Presentation**

The following table summarizes the notional and fair values of our derivative instruments as of March 31, 2019 and December 31, 2018, which 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. The total derivative assets and liabilities are adjusted on an aggregate basis to take into consideration the effects of legally enforceable master netting agreements and any associated cash collateral received or pledged. Derivative assets and liabilities are included in other assets and other liabilities, respectively, on our consolidated balance sheets.

**Table 9.1: Derivative Assets and Liabilities at Fair Value**

	March 31, 2019			December 31, 2018		
	Notional or Contractual Amount	Derivative <sup>(1)</sup> Assets	Liabilities	Notional or Contractual Amount	Derivative <sup>(1)</sup> Assets	Liabilities
<i>(Dollars in millions)</i>						
<b>Derivatives designated as accounting hedges:</b>						
Interest rate contracts:						
Fair value hedges	\$52,735	\$24	\$ 67	\$53,413	\$64	\$ 28
Cash flow hedges	84,600	138	44	81,200	83	70
Total interest rate contracts	137,335	162	111	134,613	147	98
Foreign exchange contracts:						
Cash flow hedges	5,523	42	21	5,745	184	2
Net investment hedges	2,648	32	6	2,607	178	0
Total foreign exchange contracts	8,171	74	27	8,352	362	2
Total derivatives designated as accounting hedges	145,506	236	138	142,965	509	100
<b>Derivatives not designated as accounting hedges:</b>						
Customer accommodation:						
Interest rate contracts	50,554	295	160	49,386	190	256
Commodity contracts	11,529	553	527	10,673	797	786
Foreign exchange and other contracts	1,698	18	15	1,418	12	11
Total customer accommodation	63,781	866	702	61,477	999	1,053
Other interest rate exposures <sup>(2)</sup>	6,065	30	24	6,427	29	36
Other contracts	3,621	89	11	1,636	2	12
Total derivatives not designated as accounting hedges	73,467	985	737	69,540	1,030	1,101
Total derivatives	\$218,973	\$1,221	\$ 875	\$212,505	\$1,539	\$ 1,201
Less: netting adjustment <sup>(3)</sup>		(512)	(421)		(1,079)	(287)
Total derivative assets/liabilities		\$709	\$ 454		\$460	\$ 914

Derivative assets and liabilities presented above exclude valuation adjustments related to non-performance risk. As of March 31, 2019 and December 31, 2018,

(1) the cumulative CVA balances were \$7 million and \$3 million, respectively. The cumulative DVA balance was approximately \$1 million as of both March 31, 2019 and December 31, 2018.

(2) Other interest rate exposures include commercial mortgage-related derivatives and interest rate swaps.

(3) Represents balance sheet netting of derivative assets and liabilities, and related payables and receivables for cash collateral held or placed with the same counterparty.

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The following table summarizes the carrying value of our hedged assets and liabilities in fair value hedges and the associated cumulative basis adjustments included in those carrying values as of March 31, 2019 and December 31, 2018.

**Table 9.2: Hedged Items in Fair Value Hedging Relationships**

	March 31, 2019			December 31, 2018		
	Carrying Amount Assets/(Liabilities)	Cumulative Amount of Basis Adjustments Included in the Carrying Amount		Carrying Amount Assets/(Liabilities)	Cumulative Amount of Basis Adjustments Included in the Carrying Amount	
		Total	Discontinued-Hedging Relationships		Total	Discontinued-Hedging Relationships
<i>(Dollars in millions)</i>						
<b>Line item on our consolidated balance sheets in which the hedged item is included:</b>						
Investment securities available for sale <sup>(1)(2)</sup>	\$12,519	\$ 145	\$ 1	\$14,067	\$ (6 )	\$ (2 )
Interest-bearing deposits	(13,136 )	155	0	(13,101 )	247	0
Securitized debt obligations	(5,928 )	111	118	(5,887 )	168	143
Senior and subordinated notes	(25,128 )	(5 )	355	(23,572 )	315	392

These amounts include the amortized cost basis of our investment securities designated in hedging relationships for which the hedged item is the last layer expected to be remaining at the end of the hedging relationship. The amortized cost basis of this portfolio was \$8.7 billion and \$8.3 billion, the amount of the designated hedged items was \$4.2 billion and \$4.0 billion, and the cumulative basis adjustment associated with these hedges was \$71 million and \$26 million as of March 31, 2019 and December 31, 2018, respectively.

<sup>(2)</sup> Carrying value represents amortized cost.

**Balance Sheet Offsetting of Financial Assets and Liabilities**

Derivative contracts and repurchase agreements that we execute bilaterally in the OTC market are generally governed by enforceable master netting arrangements where we generally have the right to offset exposure with the same counterparty. Either counterparty can generally request to net settle all contracts through a single payment upon default on, or termination of, any one contract. We elect to offset the derivative assets and liabilities under netting arrangements for balance sheet presentation where a right of setoff exists. For derivative contracts entered into under master netting arrangements for which we have not been able to confirm the enforceability of the setoff rights, or those not subject to master netting arrangements, we do not offset our derivative positions for balance sheet presentation.



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The following table presents as of March 31, 2019 and December 31, 2018 the gross and net fair values of our derivative assets and liabilities and repurchase agreements, as well as the related offsetting amounts permitted under U.S. GAAP. The table also includes cash and non-cash collateral received or pledged in accordance with such arrangements. The amount of collateral presented, however, is limited to the amount of the related net derivative fair values or outstanding balances; therefore, instances of over-collateralization are excluded.

**Table 9.3: Offsetting of Financial Assets and Financial Liabilities**

<i>(Dollars in millions)</i>	Gross Amounts	Gross Amounts Offset in the Balance Sheet	Cash Collateral Received	Net Amounts as Recognized	Securities Collateral Held Under Master Netting Agreements	Net Exposure
<b>As of March 31, 2019</b>						
Derivative assets <sup>(1)</sup>	\$ 1,221	\$(265 )	\$ (247 )	\$ 709	\$ 0	\$ 709
As of December 31, 2018						
Derivative assets <sup>(1)</sup>	1,539	(205 )	(874 )	460	0	460
<i>(Dollars in millions)</i>	Gross Amounts	Gross Amounts Offset in the Balance Sheet	Cash Collateral Pledged	Net Amounts as Recognized	Securities Collateral Pledged Under Master Netting Agreements	Net Exposure
<b>As of March 31, 2019</b>						
Derivative liabilities <sup>(1)</sup>	\$ 875	\$(265 )	\$ (156 )	\$ 454	\$ 0	\$ 454
Repurchase agreements <sup>(2)</sup>	335	0	0	335	(335 )	0
As of December 31, 2018						
Derivative liabilities <sup>(1)</sup>	1,201	(205 )	(82 )	914	0	914
Repurchase agreements <sup>(2)</sup>	352	0	0	352	(352 )	0

We received cash collateral from derivative counterparties totaling \$440 million and \$925 million as of March 31, 2019 and December 31, 2018, respectively.

<sup>(1)</sup> We also received securities from derivative counterparties with a fair value of \$1 million as of both March 31, 2019 and December 31, 2018, which we have the ability to re-pledge. We posted \$695 million and \$633 million of cash collateral as of March 31, 2019 and December 31, 2018, respectively.

<sup>(2)</sup> Represents customer repurchase agreements that mature the next business day. As of March 31, 2019 and December 31, 2018, we pledged collateral with a fair value of \$342 million and \$359 million, respectively, under these customer repurchase agreements, which were primarily agency RMBS securities.

**Income Statement and AOCI Presentation*****Fair Value and Cash Flow Hedges***

The net gains (losses) recognized in our consolidated statements of income related to derivatives in fair value and cash flow hedging relationships are presented below for the three months ended March 31, 2019 and 2018.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Table 9.4: Effects of Fair Value and Cash Flow Hedge Accounting**

	Three Months Ended March 31, 2019					
	Net Interest Income					
(Dollars in millions)	Investment Securities	Loans, Including Loans Held for Sale	Other	Interest-bearing Deposits	Securitized Debt Obligations	Senior and Subordinated Notes
<b>Total amounts presented in our consolidated statements of income</b>	<b>\$ 655</b>	<b>\$ 6,368</b>	<b>\$ 69</b>	<b>\$ (817)</b>	<b>\$ (143)</b>	<b>\$ (314)</b>
<b>Fair value hedging relationships:</b>						
Interest rate contracts:						
Interest recognized on derivatives	2	0	0	(36)	(6)	(11)
Gains (losses) recognized on derivatives	(111)	0	0	95	33	281
Gains (losses) recognized on hedged items <sup>(1)</sup>	110	0	0	(92)	(57)	(320)
Net income (expense) recognized on fair value hedges	1	0	0	(33)	(30)	(50)
<b>Cash flow hedging relationships:<sup>(2)</sup></b>						
Interest rate contracts:						
Realized losses reclassified from AOCI into net income	(4)	(56)	0	0	0	0
Foreign exchange contracts:						
Realized gains reclassified from AOCI into net income <sup>(3)</sup>	0	0	12	0	0	0
Net income (expense) recognized on cash flow hedges	\$(4)	\$(56)	\$ 12	\$ 0	\$ 0	\$ 0

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	<b>Three Months Ended March 31, 2018</b>					
	<b>Net Interest Income</b>					
<i>(Dollars in millions)</i>	<b>Investment Securities</b>	<b>Loans, Including Loans Held for Sale</b>	<b>Other</b>	<b>Interest-bearing Deposits</b>	<b>Securitized Debt Obligations</b>	<b>Senior and Subordinated Notes</b>
<b>Total amounts presented in our consolidated statements of income</b>	\$452	\$ 6,134	\$ 51	\$ (539)	\$ (107)	\$ (251)
<b>Fair value hedging relationships:</b>						
Interest rate contracts:						
Interest recognized on derivatives	(8)	0	0	(2)	(5)	10
Gains (losses) recognized on derivatives	100	0	0	(160)	(101)	(357)
Gains (losses) recognized on hedged items <sup>(1)</sup>	(99)	0	0	155	98	325
Net income (expense) recognized on fair value hedges	\$(7)	\$ 0	\$ 0	\$ (7)	\$ (8)	\$ (22)
<b>Cash flow hedging relationships:<sup>(2)</sup></b>						
Interest rate contracts:						
Realized gains (losses) reclassified from AOCI into net income	\$(2)	\$ 8	\$ 0	\$ 0	\$ 0	\$ 0
Foreign exchange contracts:						
Realized gains reclassified from AOCI into net income <sup>(3)</sup>	0	0	8	0	0	0
Net income (expense) recognized on cash flow hedges	\$(2)	\$ 8	\$ 8	\$ 0	\$ 0	\$ 0

<sup>(1)</sup> Includes amortization of \$61 million and \$10 million for the three months ended March 31, 2019 and 2018, respectively, related to basis adjustments on discontinued hedges.

<sup>(2)</sup> See "Note 10—Stockholders' Equity" for the effects of cash flow and net investment hedges on AOCI and amounts reclassified to net income, net of tax.

<sup>(3)</sup> We recognized a loss of \$172 million and a gain of \$75 million on foreign exchange contracts reclassified from AOCI for the three months ended March 31, 2019 and 2018, respectively. These amounts were entirely offset by the foreign currency transaction gains (losses) on our foreign currency denominated inter-company borrowings included non-interest income.

In the next 12 months, we expect to reclassify to earnings net after-tax losses of \$113 million recorded in AOCI as of March 31, 2019. These amounts will offset the cash flows associated with the hedged forecasted transactions. The maximum length of time over which forecasted transactions were hedged was approximately seven years as of March 31, 2019. 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.

***Free-Standing Derivatives***

The net impacts to our consolidated statements of income related to free-standing derivatives are presented below for the three months ended March 31, 2019 and 2018. These gains or losses are recognized in other non-interest income on our consolidated statements of income.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Table 9.5: Gains (Losses) on Free-Standing Derivatives**

	<b>Three Months Ended March 31, 2019 2018</b>	
<i>(Dollars in millions)</i>		
<b>Gains (losses) recognized in other non-interest income:</b>		
Customer accommodation:		
Interest rate contracts	<b>\$6</b>	\$ 4
Commodity contracts	<b>2</b>	4
Foreign exchange and other contracts	<b>3</b>	2
Total customer accommodation	<b>11</b>	10
Other interest rate exposures	<b>0</b>	12
Other contracts	<b>(2 )</b>	(20)
Total	<b>\$9</b>	\$ 2

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 10—STOCKHOLDERS' EQUITY****Preferred Stock**

The following table summarizes the Company's preferred stock issued and outstanding as of March 31, 2019 and December 31, 2018.

**Table 10.1: Preferred Stock Issued and Outstanding<sup>(1)</sup>**

Series	Description	Issuance Date	Redeemable by Issuer Beginning	Per Annum Dividend Rate	Dividend Frequency	Liquidation Preference per Share	Total Shares Outstanding	Carrying Value (in millions)	
								March 31, 2019	December 31, 2018
<b>Series B</b>	6.00% Non-Cumulative	August 20, 2012	September 1, 2017	6.00%	Quarterly	\$1,000	875,000	<b>\$853</b>	\$853
<b>Series C</b>	6.25% Non-Cumulative	June 12, 2014	September 1, 2019	6.25	Quarterly	1,000	500,000	<b>484</b>	484
<b>Series D</b>	6.70% Non-Cumulative	October 31, 2014	December 1, 2019	6.70	Quarterly	1,000	500,000	<b>485</b>	485
<b>Series E</b>	Fixed-to-Floating Rate Non-Cumulative	May 14, 2015	June 1, 2020	5.55% through 5/31/2020; 3-mo. LIBOR+ 380 bps thereafter	Semi-Annually through 5/31/2020; Quarterly thereafter	1,000	1,000,000	<b>988</b>	988
<b>Series F</b>	6.20% Non-Cumulative	August 24, 2015	December 1, 2020	6.20	Quarterly	1,000	500,000	<b>484</b>	484
<b>Series G</b>	5.20% Non-Cumulative	July 29, 2016	December 1, 2021	5.20	Quarterly	1,000	600,000	<b>583</b>	583
<b>Series H</b>	6.00% Non-Cumulative	November 29, 2016	December 1, 2021	6.00	Quarterly	1,000	500,000	<b>483</b>	483
<b>Total</b>								<b>\$4,360</b>	\$4,360

(1) Except for Series E, ownership is held in the form of depository shares, each representing a 1/40th interest in a share of fixed-rate non-cumulative perpetual preferred stock.

**Accumulated Other Comprehensive Income**

Accumulated other comprehensive income primarily consists of accumulated net unrealized gains or losses associated with available for sale securities, the changes in fair value of derivatives designated as cash flow hedges, unrealized gains and losses on securities held to maturity on the transfer date from the available for sale category and foreign currency translation adjustments. Unrealized gains and losses for securities held to maturity are amortized over the remaining life of the security with no expected impact on future net income as amortization of these gains or losses will be offset by the amortization of the premium or discount created from the transfer of securities from available to sale to held to maturity.

The following table includes the AOCI impacts from the adoption of accounting standards and the changes in AOCI by component for the three months ended March 31, 2019 and 2018.

**Table 10.2: Accumulated Other Comprehensive Income (Loss)**

(Dollars in millions)	Securities Available for Sale	Securities Held to Maturity	Cash Flow Hedges	Foreign Currency Translation Adjustments <sup>(1)</sup>	Other	Total
AOCI as of December 31, 2018	\$ (439 )	\$ (190 )	\$ (418 )	\$ (177 )	\$ (39 )	\$ (1,263 )
Other comprehensive income (loss) before reclassifications	<b>310</b>	<b>0</b>	<b>111</b>	<b>30</b>	<b>(1 )</b>	<b>450</b>
Amounts reclassified from AOCI into earnings	<b>(18 )</b>	<b>6</b>	<b>166</b>	<b>0</b>	<b>(1 )</b>	<b>153</b>
Other comprehensive income (loss), net of tax	<b>292</b>	<b>6</b>	<b>277</b>	<b>30</b>	<b>(2 )</b>	<b>603</b>
AOCI as of March 31, 2019	<b>\$ (147 )</b>	<b>\$ (184 )</b>	<b>\$ (141 )</b>	<b>\$ (147 )</b>	<b>\$ (41 )</b>	<b>\$ (660 )</b>



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<i>(Dollars in millions)</i>	<b>Securities Available for Sale</b>	<b>Securities Held to Maturity</b>	<b>Cash Flow Hedges</b>	<b>Foreign Currency Translation Adjustments<sup>(1)</sup></b>	<b>Other</b>	<b>Total</b>
AOCI as of December 31, 2017	\$ 17	\$ (524 )	\$ (281 )	\$ (138 )	\$ 0	\$ (926 )
Cumulative effects from adoption of new accounting standards	3	(113 )	(63 )	0	(28 )	(201 )
Transfer of securities held to maturity to available for sale <sup>(2)</sup>	(325 )	407	0	0	0	82
Other comprehensive income (loss) before reclassifications	(254 )	0	(251 )	7	0	(498 )
Amounts reclassified from AOCI into earnings	(6 )	18	(67 )	0	(1 )	(56 )
Other comprehensive income (loss), net of tax	(585 )	425	(318 )	7	(1 )	(472 )
AOCI as of March 31, 2018	\$ (565 )	\$ (212 )	\$ (662 )	\$ (131 )	\$ (29 )	\$ (1,599 )

<sup>(1)</sup> Includes other comprehensive losses of \$34 million and \$60 million for the three months ended March 31, 2019 and 2018, respectively, from hedging instruments designated as net investment hedges.

In the first quarter of 2018, we made a one-time transfer of held to maturity securities with a carrying value of \$9.0 billion to available for sale as a result of our

<sup>(2)</sup> adoption of ASU No. 2017-12, Derivatives and Hedging (Topic 815): *Targeted Improvements to Accounting for Hedging Activities*. This transfer resulted in an after-tax gain of \$82 million (\$107 million pre-tax) to AOCI.

The following table presents the impacts on net income of amounts reclassified from each component of AOCI for the three months ended March 31, 2019 and 2018.

**Table 10.3: Reclassifications from AOCI**

<i>(Dollars in millions)</i>		<b>Three Months Ended March 31,</b>	
<b>AOCI Components</b>	<b>Affected Income Statement Line Item</b>	<b>2019</b>	<b>2018</b>
Securities available for sale:			
	Non-interest income	<b>\$24</b>	\$8
	Income tax provision	<b>6</b>	2
	Net income	<b>18</b>	6
Securities held to maturity: <sup>(1)</sup>			
	Interest income	<b>(8 )</b>	(24 )
	Income tax provision	<b>(2 )</b>	(6 )
	Net income	<b>(6 )</b>	(18 )
Cash flow hedges:			
Interest rate contracts:			
	Interest income	<b>(60 )</b>	6
Foreign exchange contracts:			
	Interest income	<b>12</b>	8
	Non-interest income	<b>(172 )</b>	75
	Income from continuing operations before income taxes	<b>(220 )</b>	89
	Income tax provision	<b>(54 )</b>	22
	Net income	<b>(166 )</b>	67
Other:			
	Non-interest income and non-interest expense	<b>1</b>	1
	Income tax provision	<b>0</b>	0
	Net income	<b>1</b>	1
Total reclassifications		<b>\$(153 )</b>	\$56

The amortization of unrealized holding gains or losses reported in AOCI for securities held to maturity will be offset by the amortization of premium or discount created from the transfer of securities from available for sale to held to maturity, which occurred at fair value. These unrealized gains or losses will be amortized over the remaining life of the security with no expected impact on future net income.





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The table below summarizes other comprehensive income (loss) activity and the related tax impact for the three months ended March 31, 2019 and 2018.

**Table 10.4: Other Comprehensive Income (Loss)**

	Three Months Ended March 31,					
	2019			2018		
	Before Tax	Provision (Benefit)	After Tax	Before Tax	Provision (Benefit)	After Tax
<i>(Dollars in millions)</i>						
<b>Other comprehensive income (loss):</b>						
Net unrealized gains (losses) on securities available for sale	\$384	\$ 92	\$292	\$(771)	\$(186)	\$(585)
Net changes in securities held to maturity	7	1	6	559	134	425
Net unrealized gains (losses) on cash flow hedges	365	88	277	(418)	(100)	(318)
Foreign currency translation adjustments <sup>(1)</sup>	19	(11)	30	(12)	(19)	7
Other	(2)	0	(2)	(1)	0	(1)
Other comprehensive income (loss)	\$773	\$ 170	\$603	\$(643)	\$(171)	\$(472)

<sup>(1)</sup> Includes the impact of hedging instruments designated as net investment hedges.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****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 March 31,	
	2019	2018
<i>(Dollars and shares in millions, except per share data)</i>		
Income from continuing operations, net of tax	<b>\$1,410</b>	\$1,343
Income from discontinued operations, net of tax	<b>2</b>	3
Net income	<b>1,412</b>	1,346
Dividends and undistributed earnings allocated to participating securities	<b>(12 )</b>	(10 )
Preferred stock dividends	<b>(52 )</b>	(52 )
Net income available to common stockholders	<b>\$1,348</b>	\$1,284
Total weighted-average basic shares outstanding	<b>469.4</b>	486.9
Effect of dilutive securities:		
Stock options	<b>1.1</b>	2.0
Other contingently issuable shares	<b>1.1</b>	1.2
Warrants <sup>(1)</sup>	<b>0.0</b>	0.7
Total effect of dilutive securities	<b>2.2</b>	3.9
Total weighted-average diluted shares outstanding	<b>471.6</b>	490.8
<b>Basic earnings per common share:</b>		
Net income from continuing operations	<b>\$2.87</b>	\$2.63
Income from discontinued operations	<b>0.00</b>	0.01
Net income per basic common share	<b>\$2.87</b>	\$2.64
<b>Diluted earnings per common share:<sup>(2)</sup></b>		
Net income from continuing operations	<b>\$2.86</b>	\$2.61
Income from discontinued operations	<b>0.00</b>	0.01
Net income per diluted common share	<b>\$2.86</b>	\$2.62

(1) Represents warrants issued as part of the U.S. Department of Treasury's Troubled Assets Relief Program which had all been exercised or expired on November 14, 2018.

(2) Excluded from the computation of diluted earnings per share were 275 thousand shares related to options with an exercise price of \$86.34 for the three months ended March 31, 2019, and 107 thousand shares related to awards for the three months ended March 31, 2018, because their inclusion would be anti-dilutive.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 12—FAIR VALUE MEASUREMENT**

Fair value, also referred to as an exit price, 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. The fair value accounting guidance provides a three-level fair value hierarchy for classifying financial instruments. This hierarchy is based on the markets in which the assets or liabilities trade and 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 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.

Valuation is based on observable market-based inputs other than Level 1 prices, such as quoted prices for

Level 2: similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 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.

The determination and 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. For additional information on the valuation techniques used in estimating the fair value of our financial assets and liabilities on a recurring basis, see “Note 17—Fair Value Measurement” in our 2018 Form 10-K.

**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 of our trading and investing functions participate in the review and validation process. Tasks performed by these groups include periodic verification of fair value measurements to determine if assigned fair values are reasonable, including comparing prices from vendor pricing services to other available market information. Our Fair Value Committee (“FVC”), which includes representation from business areas, Risk Management and Finance, provides guidance and oversight to ensure an appropriate valuation control environment. The FVC regularly reviews and approves our fair valuations to ensure that our valuation practices are consistent with industry standards and adhere to regulatory and accounting guidance.

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 and fair value measurements. The Model Risk Office validates all models and provides ongoing monitoring of their performance. The fair value governance process is set up in a manner that allows the Chairperson of the FVC to escalate valuation disputes that cannot be resolved by 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 VAC convenes to review escalated valuation disputes.



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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**
**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 March 31, 2019 and December 31, 2018.

**Table 12.1: Assets and Liabilities Measured at Fair Value on a Recurring Basis**

<i>(Dollars in millions)</i>	March 31, 2019				
	Fair Value Measurements Using				Total
	Level 1	Level 2	Level 3	Adjustments <sup>(1)</sup>	
<b>Assets:</b>					
Securities available for sale:					
U.S. Treasury securities	\$4,127	\$0	\$0	—	\$4,127
RMBS	0	34,431	434	—	34,865
CMBS	0	5,313	9	—	5,322
Other securities	198	1,376	0	—	1,574
Total securities available for sale	4,325	41,120	443	—	45,888
Other assets:					
Derivative assets <sup>(2)</sup>	1	1,178	42	\$ (512)	709
Other <sup>(3)</sup>	306	0	155	—	461
<b>Total assets</b>	<b>\$4,632</b>	<b>\$42,298</b>	<b>\$ 640</b>	<b>\$ (512)</b>	<b>\$47,058</b>
<b>Liabilities:</b>					
Other liabilities:					
Derivative liabilities <sup>(2)</sup>	\$1	\$838	\$36	\$ (421)	\$454
<b>Total liabilities</b>	<b>\$1</b>	<b>\$838</b>	<b>\$36</b>	<b>\$ (421)</b>	<b>\$454</b>
	December 31, 2018				
	Fair Value Measurements Using				
	Level 1	Level 2	Level 3	Adjustments <sup>(1)</sup>	Total
<b>Assets:</b>					
Securities available for sale:					
U.S. Treasury securities	\$6,144	\$0	\$0	—	\$6,144
RMBS	0	33,212	433	—	33,645
CMBS	0	4,729	10	—	4,739
Other securities	219	1,403	0	—	1,622
Total securities available for sale	6,363	39,344	443	—	46,150
Other assets:					
Derivative assets <sup>(2)</sup>	0	1,501	38	\$ (1,079)	460
Other <sup>(3)</sup>	265	0	158	—	423
<b>Total assets</b>	<b>\$6,628</b>	<b>\$40,845</b>	<b>\$ 639</b>	<b>\$ (1,079)</b>	<b>\$47,033</b>
<b>Liabilities:</b>					
Other liabilities:					
Derivative liabilities <sup>(2)</sup>	\$0	\$1,153	\$48	\$ (287)	\$914
<b>Total liabilities</b>	<b>\$0</b>	<b>\$1,153</b>	<b>\$48</b>	<b>\$ (287)</b>	<b>\$914</b>

<sup>(1)</sup> Represents balance sheet netting of derivative assets and liabilities, and related payables and receivables for cash collateral held or placed with the same counterparty. See "Note 9—Derivative Instruments and Hedging Activities" for additional information.

Does not reflect \$7 million and \$2 million

<sup>(2)</sup>



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As of March 31, 2019 and , other includes retained interests in securitizations of \$155 million and \$158 million, deferred compensation plan assets of \$305 million and \$264 million, and equity securities of \$1 million and \$1 million, respectively.

**ue Rollforward**

The table below presents a reconciliation for all assets and liabilities measured and recognized at fair value on a recurring basis using significant unobservable inputs (Level 3) for the three months ended March 31, 2019 and 2018. Generally, transfers into Level 3 were primarily driven by the usage of unobservable assumptions in the pricing of these financial instruments as evidenced by wider pricing variations among pricing vendors and transfers out of Level 3 were primarily driven by the usage of assumptions corroborated by market observable information as evidenced by tighter pricing among multiple pricing sources.

**Table 12.2: Level 3 Recurring Fair Value Rollforward****Fair Value Measurements Using Significant Unobservable Inputs (Level 3)****Three Months Ended March 31, 2019**

(Dollars in millions)	Total Gains (Losses) (Realized/Unrealized)		Included in OCI	Purchases	Sales	Issuances	Settlements	Transfers Into Level 3	Transfers Out of Level 3	Balance, March 31, 2019	Net Unrealized Gains (Losses) Included in Net Income Related to Assets and Liabilities Still Held as of March 31, 2019(1)
	Balance, January 2019	Included in Net Income(1)									
Securities available for sale: <sup>(2)</sup>											
RMBS	\$433	\$ 8	\$ 11	\$ 0	\$ 0	\$ 0	\$ (12 )	\$ 17	\$ (23 )	\$ 434	\$ 8
CMBS	10	0	0	0	0	0	(1 )	0	0	9	0
Total securities available for sale	443	8	11	0	0	0	(13 )	17	(23 )	443	8
Other assets:											
Retained interest in securitizations	158	(3 )	0	0	0	0	0	0	0	155	(3 )
Net derivative assets (liabilities) <sup>(3)</sup>	(10 )	5	0	0	0	(6 )	19	0	(2 )	6	6

**Fair Value Measurements Using Significant Unobservable Inputs (Level 3)****Three Months Ended March 31, 2018**

(Dollars in millions)	Total Gains (Losses) (Realized/Unrealized)		Included in OCI	Purchases	Sales	Issuances	Settlements	Transfers Into Level 3	Transfers Out of Level 3	Balance, March 31, 2018	Net Unrealized Gains (Losses) Included in Net Income Related to Assets and Liabilities Still Held as of March 31, 2018(1)
	Balance, January 2018	Included in Net Income(1)									
Securities available for sale:											
RMBS	\$614	\$ 9	\$ (2 )	\$ 0	\$ 0	\$ 0	\$ (21 )	\$ 61	\$ (47 )	\$ 614	\$ 9
CMBS	14	0	0	0	0	0	(1 )	0	0	13	0
Other securities	5	0	0	0	0	0	0	0	0	5	0
Total securities available for sale	633	9	(2 )	0	0	0	(22 )	61	(47 )	632	9
Other assets:											
Consumer MSRs	92	3	0	0	(97)	2	0	0	0	0	0
Retained interest in securitizations	172	4	0	0	0	0	0	0	0	176	4
Net derivative assets (liabilities) <sup>(3)</sup>	13	(22 )	0	0	0	1	(1 )	0	0	(9 )	(22 )

Realized gains (losses) on securities available for sale are included in net securities gains (losses), and retained interests in securitizations are reported as a component of non-interest income in our consolidated statements of income. Gains (losses) on derivatives are included as a component of net interest income or non-interest income in our consolidated statements of income.

(2) Net unrealized gains included in other comprehensive income related to Level 3 securities available for sale still held as of March 31, 2019 were \$10 million.

(3)

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Includes derivative assets and liabilities of \$42 million and \$36 million, respectively, as of March 31, 2019, and \$36 million and \$45 million, respectively, as of March 31, 2018.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Significant Level 3 Fair Value Asset and Liability Inputs**

Generally, uncertainties in fair value measurements of financial instruments, such as 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 used to determine the fair values of our Level 3 financial instruments on a recurring basis. We utilize multiple vendor pricing services to obtain fair value for our securities. Several of our vendor pricing services are only able to provide unobservable input information for a limited number of securities due to software licensing restrictions. Other vendor 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. 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 Significant at Valuation March 31, 2019	Significant Unobservable Inputs	Range	Weighted Average <sup>(1)</sup>	
Securities available for sale:					
RMBS	\$434	Discounted cash flows (vendor pricing)	Yield	2-15%	5%
			Voluntary prepayment rate	0-15%	7%
			Default rate	0-7%	3%
			Loss severity	0-85%	69%
CMBS	9	Discounted cash flows (vendor pricing)	Yield	3%	3%
Other assets:					
Retained interests in securitization <sup>(2)</sup>	155	Discounted cash flows	Life of receivables (months)	1-54	
			Voluntary prepayment rate	2-15%	
			Discount rate	4-6%	N/A
			Default rate	1-4%	
Net derivative assets (liabilities)	6	Discounted cash flows	Loss severity	52-98%	
			Swap rates	2%	2%

Quantitative Information about Level 3 Fair Value Measurements					
(Dollars in millions)	Fair Value Significant at Valuation December 31, 2018	Significant Unobservable Inputs	Range	Weighted Average <sup>(1)</sup>	
Securities available for sale:					
RMBS	\$433	Discounted cash flows (vendor pricing)	Yield	3-11%	5%
			Voluntary prepayment rate	0-17%	5%
			Default rate	0-7%	3%
			Loss severity	0-75%	65%
CMBS	10	Discounted cash flows (vendor pricing)	Yield	3%	3%
Other assets:					
Retained interests in securitization <sup>(2)</sup>	158	Discounted cash flows	Life of receivables (months)	3-56	N/A
			Voluntary prepayment rate	3-14%	

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Discount rate	4-6%
Default rate	2-4%
Loss severity	50-104%
Swap rates	3% 3%

Net derivative assets (liabilities) (10 ) Discounted cash flows

<sup>(1)</sup> Weighted averages are calculated by using the product of the input multiplied by the relative fair value of the instruments.

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(2) 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 assets at fair value on a nonrecurring basis on 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 lower of cost or fair value accounting or when we evaluate for impairment).

The following table presents the carrying value of the assets measured at fair value on a nonrecurring basis and still held as of March 31, 2019 and December 31, 2018, and for which a nonrecurring fair value measurement was recorded during three and twelve months then ended.

**Table 12.4: Nonrecurring Fair Value Measurements**

<i>(Dollars in millions)</i>	<b>March 31, 2019</b>		
	<b>Estimated</b>		
	<b>Fair Value Hierarchy</b>		
	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Loans held for investment	\$ 0	\$ 191	\$ 191
Loans held for sale	192	0	192
Other assets <sup>(1)</sup>	0	55	55
<b>Total</b>	<b>\$ 192</b>	<b>\$ 246</b>	<b>\$ 438</b>
	<b>December 31, 2018</b>		
	<b>Estimated</b>		
	<b>Fair Value Hierarchy</b>		
	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Loans held for investment	\$ 0	\$ 129	\$ 129
Loans held for sale	38	0	38
Other assets <sup>(1)</sup>	0	100	100
<b>Total</b>	<b>\$ 38</b>	<b>\$ 229</b>	<b>\$ 267</b>

As of March 31, 2019, other assets included equity investments accounted for under the measurement alternative of \$5 million, repossessed assets of \$49 million and long-lived assets held for sale of \$1 million. As of December 31, 2018, other assets included equity investments accounted for under the measurement alternative of \$24 million, foreclosed property and repossessed assets of \$57 million and long-lived assets held for sale of \$19 million.

In the above table, loans held for investment are generally 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. The non-recoverable rate ranged from 0% to 60%, with a weighted average of 7%, and from 0% to 84%, with a weighted average of 33%, as of March 31, 2019 and December 31, 2018, respectively. The weighted average non-recoverable rate is calculated based on the estimated market value of the underlying collateral. The significant unobservable inputs and related quantitative information related to fair value of the other assets are not meaningful to disclose as they vary significantly across properties and collateral.

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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 March 31, 2019 and 2018.

**Table 12.5: Nonrecurring Fair Value Measurements Included in Earnings**

	<b>Total Gains (Losses) Three Months Ended March 31,</b>	
<i>(Dollars in millions)</i>	<b>2019</b>	<b>2018</b>
Loans held for investment	\$(75 )	\$(76 )
Loans held for sale	(1 )	0
Other assets <sup>(1)</sup>	(49 )	(11 )
<b>Total</b>	<b>\$(125 )</b>	<b>\$(87 )</b>

<sup>(1)</sup> Other assets include fair value adjustments related to equity investments accounted for under the measurement alternative, repossessed assets and long-lived assets held for sale.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****Fair Value of Financial Instruments**

The following table presents the carrying value and estimated fair value, including the level within the fair value hierarchy, of our financial instruments that are not measured at fair value on a recurring basis on our consolidated balance sheets as of March 31, 2019 and December 31, 2018.

**Table 12.6: Fair Value of Financial Instruments**

	March 31, 2019				
	Carrying Value	Estimated Fair Value	Estimated Fair Value Hierarchy		
			Level 1	Level 2	Level 3
<i>(Dollars in millions)</i>					
<b>Financial assets:</b>					
Cash and cash equivalents	\$ 17,469	\$ 17,469	\$ 4,572	\$ 12,897	\$ 0
Restricted cash for securitization investors	1,969	1,969	1,969	0	0
Securities held to maturity	36,503	36,955	0	36,922	33
Net loans held for investment	232,960	235,081	0	0	235,081
Loans held for sale	905	920	0	920	0
Interest receivable	1,615	1,615	0	1,615	0
Other investments <sup>(1)</sup>	1,341	1,341	0	1,341	0
<b>Financial liabilities:</b>					
Deposits with defined maturities	39,869	39,851	0	39,851	0
Securitized debt obligations	19,273	19,371	0	19,371	0
Senior and subordinated notes	30,645	31,004	0	31,004	0
Federal funds purchased and securities loaned or sold under agreements to repurchase	335	335	0	335	0
Other borrowings <sup>(2)</sup>	22	22	0	22	0
Interest payable	382	382	0	382	0
<b>December 31, 2018</b>					
	Carrying Value	Estimated Fair Value	Estimated Fair Value Hierarchy		
			Level 1	Level 2	Level 3
<i>(Dollars in millions)</i>					
<b>Financial assets:</b>					
Cash and cash equivalents	\$ 13,186	\$ 13,186	\$ 4,768	\$ 8,418	\$ 0
Restricted cash for securitization investors	303	303	303	0	0
Securities held to maturity	36,771	36,619	0	36,513	106
Net loans held for investment	238,679	241,556	0	0	241,556
Loans held for sale	1,192	1,218	0	1,218	0
Interest receivable	1,614	1,614	0	1,614	0
Other investments <sup>(1)</sup>	1,725	1,725	0	1,725	0
<b>Financial liabilities:</b>					
Deposits with defined maturities	38,471	38,279	0	38,279	0
Securitized debt obligations	18,307	18,359	0	18,359	0
Senior and subordinated notes	30,826	30,635	0	30,635	0
Federal funds purchased and securities loaned or sold under agreements to repurchase	352	352	0	352	0
Other borrowings <sup>(2)</sup>	9,354	9,354	0	9,354	0
Interest payable	458	458	0	458	0

<sup>(1)</sup> Other investments include FHLB and Federal Reserve stock. These investments are included in other assets on our consolidated balance sheets.

<sup>(2)</sup> Other borrowings excludes finance lease liabilities.



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**CAPITAL ONE FINANCIAL CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 13—BUSINESS SEGMENTS AND REVENUE FROM CONTRACTS WITH CUSTOMERS**

Our principal operations are organized into three major 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, asset/liability management by our centralized Corporate Treasury group and residual tax expense or benefit to arrive at the consolidated effective tax rate that is not assessed to our primary business segments, are included in the Other category.

**Basis of Presentation**

We report the results of each of our business segments on a continuing operations basis. 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 present 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 18—Business Segments and Revenue from Contracts with Customers” in our 2018 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 or changes in organizational alignment. In the first quarter of 2019, we made a change in how revenue is measured in our Commercial Banking business by revising the allocation of tax benefits on certain tax-advantaged investments. As such, prior period results have been recast to conform with the current period presentation. The result of this measurement change reduced the previously reported total net revenue in our Commercial Banking business by \$30 million for the three months ended March 31, 2018, with an offsetting increase in the Other category. This change in measurement of our Commercial Banking revenue did not have any impact to the consolidated financial statements.

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The following tables present our business segment results for the three months ended March 31, 2019 and 2018, selected balance sheet data as of March 31, 2019 and 2018, and a reconciliation of our total business segment results to our reported consolidated income from continuing operations, loans held for investment and deposits.

**Table 13.1: Segment Results and Reconciliation**

<i>(Dollars in millions)</i>	<b>Three Months Ended March 31, 2019</b>				<b>Consolidated Total</b>
	<b>Credit Card</b>	<b>Consumer Banking</b>	<b>Commercial Banking<sup>(1)(2)</sup></b>	<b>Other<sup>(1)(2)</sup></b>	
Net interest income	\$3,590	\$1,679	\$489	\$33	\$5,791
Non-interest income (loss)	950	160	187	(5)	1,292
Total net revenue	4,540	1,839	676	28	7,083
Provision for credit losses	1,389	235	69	0	1,693
Non-interest expense	2,171	994	417	89	3,671
Income (loss) from continuing operations before income taxes	980	610	190	(61)	1,719
Income tax provision (benefit)	229	142	44	(106)	309
Income from continuing operations, net of tax	\$751	\$468	\$146	\$45	\$1,410
Loans held for investment	\$109,836	\$59,248	\$71,189	\$0	\$240,273
Deposits	0	205,439	31,248	18,420	255,107

<i>(Dollars in millions)</i>	<b>Three Months Ended March 31, 2018</b>				<b>Consolidated Total</b>
	<b>Credit Card</b>	<b>Consumer Banking</b>	<b>Commercial Banking<sup>(1)(2)</sup></b>	<b>Other<sup>(1)(2)</sup></b>	
Net interest income	\$3,558	\$1,615	\$506	\$39	\$5,718
Non-interest income (loss)	857	174	187	(27)	1,191
Total net revenue	4,415	1,789	693	12	6,909
Provision (benefit) for credit losses	1,456	233	(14)	(1)	1,674
Non-interest expense	2,039	1,000	403	131	3,573
Income (loss) from continuing operations before income taxes	920	556	304	(118)	1,662
Income tax provision (benefit)	213	130	71	(95)	319
Income (loss) from continuing operations, net of tax	\$707	\$426	\$233	\$(23)	\$1,343
Loans held for investment	\$107,576	\$74,674	\$65,953	\$53	\$248,256
Deposits	0	193,073	34,449	23,325	250,847

Some of our commercial investments generate tax-exempt income, tax credits or other tax benefits. Accordingly, we present our Commercial Banking revenue <sup>(1)</sup> and yields on a taxable-equivalent basis, calculated using the federal statutory tax rate of 21% and state taxes where applicable, with offsetting reductions to the Other category.

In the first quarter of 2019, we made a change in how revenue is measured in our Commercial Banking business by revising the allocation of tax benefits on <sup>(2)</sup> certain tax-advantaged investments. As such, prior period results have been recast to conform with the current period presentation. The result of this measurement change reduced the previously reported total net revenue in our Commercial Banking business by \$30 million for the three months ended March 31, 2018, with an offsetting increase in the Other category.

**Revenue from Contracts with Customers**

The majority of our revenue from contracts with customers consists of interchange fees in our Credit Card business, service charges and other customer-related fees, and other contract revenue in our Consumer Banking and Commercial Banking businesses. Interchange fees are primarily from our Credit Card business and are recognized upon settlement with the interchange networks, net of rewards earned by customers. Service charges and other customer-related fees within our Consumer Banking business are primarily related to fees earned on consumer deposit accounts for account maintenance and various transaction-based services such as overdrafts and ATM usage. Service charges and other customer-related fees within our Commercial Banking business are mostly related to fees earned on



treasury management and capital markets services. Other contract revenue consists primarily of

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revenue earned on certain marketing and promotional events from our auto dealers within our Consumer Banking business. Revenue from contracts with customers is included in non-interest income in our consolidated statements of income.

The following tables present revenue from contracts with customers and a reconciliation to non-interest income by business segment for the three months ended March 31, 2019 and 2018.

**Table 13.2: Revenue from Contracts with Customers and Reconciliation to Segments Results**

<i>(Dollars in millions)</i>	<b>Three Months Ended March 31, 2019</b>				
	<b>Credit Card</b>	<b>Consumer Banking</b>	<b>Commercial Banking<sup>(1)</sup></b>	<b>Other<sup>(1)</sup></b>	<b>Consolidated Total</b>
Contract revenue:					
Interchange fees, net <sup>(2)</sup>	\$702	\$ 46	\$ 11	\$ (1 )	\$ 758
Service charges and other customer-related fees	0	75	25	0	100
Other	12	24	0	0	36
Total contract revenue	714	145	36	(1 )	894
Revenue from other sources	236	15	151	(4 )	398
Total non-interest income	\$950	\$ 160	\$ 187	\$ (5 )	\$ 1,292
	<b>Three Months Ended March 31, 2018</b>				
<i>(Dollars in millions)</i>	<b>Credit Card</b>	<b>Consumer Banking</b>	<b>Commercial Banking<sup>(1)</sup></b>	<b>Other<sup>(1)</sup></b>	<b>Consolidated Total</b>
Contract revenue:					
Interchange fees, net <sup>(2)</sup>	\$594	\$ 42	\$ 7	\$ 0	\$ 643
Service charges and other customer-related fees	0	98	32	0	130
Other	2	29	0	0	31
Total contract revenue	596	169	39	0	804
Revenue from other sources	261	5	148	(27 )	387
Total non-interest income	\$857	\$ 174	\$ 187	\$ (27 )	\$ 1,191

Some of our commercial investments generate tax-exempt income, tax credits or other tax benefits. Accordingly, we present our Commercial Banking revenue<sup>(1)</sup> and yields on a taxable-equivalent basis, calculated using the federal statutory tax rate of 21% and state taxes where applicable, with offsetting reclassifications to the Other category.

<sup>(2)</sup> Interchange fees are presented net of customer reward expenses.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 14—COMMITMENTS, CONTINGENCIES, GUARANTEES AND OTHERS****Commitments to Lend**

Our unfunded lending commitments primarily consist of credit card lines, loan commitments to customers of both our Commercial Banking and Consumer Banking businesses, as well as standby and commercial letters of credit. These commitments, other than credit card lines, are legally binding conditional agreements that have fixed expirations or termination dates and specified interest rates and purposes. The contractual amount of these commitments represents the maximum possible credit risk to us should the counterparty draw upon the commitment. We generally manage the potential risk of unfunded lending commitments by limiting the total amount of arrangements, monitoring the size and maturity structure of these portfolios, and applying the same credit standards for all of our credit activities.

For 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. Commitments to extend credit other than credit card lines 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.

We also issue letters of credit, such as financial standby, performance standby and commercial letters of credit, 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. These 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 the results of these reviews are considered in assessing the adequacy of reserves for unfunded lending commitments.

The following table presents the contractual amount and carrying value of our unfunded lending commitments as of March 31, 2019 and December 31, 2018. The carrying value represents our reserve and deferred revenue on legally binding commitments.

**Table 14.1: Unfunded Lending Commitments: Contractual Amount and Carrying Value**

	Contractual Amount		Carrying Value	
	March 31, 2019	December 31, 2018	March 31, 2019	December 31, 2018
<i>(Dollars in millions)</i>				
Credit card lines	\$352,826	\$ 346,186	N/A	N/A
Other loan commitments <sup>(1)</sup>	35,446	34,449	\$102	\$ 95
Standby letters of credit and commercial letters of credit <sup>(2)</sup>	1,767	1,792	31	29
Total unfunded lending commitments	\$390,039	\$ 382,427	\$133	\$ 124

<sup>(1)</sup> Includes \$1.2 billion and \$1.3 billion of advised lines of credit as of March 31, 2019 and December 31, 2018, respectively.

<sup>(2)</sup> These financial guarantees have expiration dates ranging from 2019 to 2025 as of March 31, 2019.

**Loss Sharing Agreements and Other Obligations**

Within our Commercial Banking business, we originate multifamily commercial real estate loans with the intent to sell them to the GSEs. We enter into loss sharing agreements with the GSEs upon the sale 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 in the consolidated statements of income. The liability recognized on our consolidated balance sheets for our loss sharing agreements was \$62 million and \$59 million as of March 31, 2019 and December 31, 2018, respectively.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****U.K. Payment Protection Insurance**

In the U.K., we previously sold payment protection insurance (“PPI”). 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”), formerly the Financial Services Authority, investigated and raised concerns about the way the industry has handled complaints related to the sale of these insurance policies. For the past several years, the U.K.’s Financial Ombudsman Service (“FOS”) has been adjudicating customer complaints relating to PPI, escalated to it by consumers who disagree with the rejection of their complaint by firms, leading to customer remediation payments by us and others within the industry. On March 2, 2017, the FCA issued a statement that sets out final rules and guidance on the PPI complaints deadline, which has been set as August 29, 2019. The statement also provides clarity on how to handle PPI complaints under s.140A of the Consumer Credit Act, including guidance on how redress for such complaints should be calculated. The final rules and guidance came into force on August 29, 2017.

In determining our best estimate of incurred losses for future remediation payments, management considers numerous factors, including (i) the number of customer complaints we expect in the future; (ii) our expectation of upholding those complaints; (iii) the expected number of complaints customers escalate to the FOS; (iv) our expectation of the FOS upholding such escalated complaints; (v) the number of complaints that fall under s.140A of the Consumer Credit Act; (vi) the number of litigation claims being pursued under s.140A of the Consumer Credit Act; and (vii) the estimated remediation payout to customers. We monitor these factors each quarter and adjust our reserves to reflect the latest data.

Management’s best estimate of U.K. PPI reserve totaled \$105 million and \$133 million as of March 31, 2019 and December 31, 2018, respectively. For the three months ended March 31, 2019, no additions were made to our reserve. Other movements to the reserve were a combination of utilization of the reserve through customer refund payments and foreign exchange movements. Our best estimate of reasonably possible future losses beyond our reserve as of March 31, 2019 is approximately \$100 million.

**Litigation**

In accordance with the current accounting standards for loss contingencies, we establish reserves for litigation related matters that arise from the ordinary course of our business activities 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. None of the amounts we currently have recorded individually or in the aggregate are considered to be material to our financial condition. 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 estimate reasonably possible losses above existing reserves, and for other disclosed matters, such an estimate is not possible at this time. For those matters below where an estimate is possible, management currently estimates the reasonably possible future losses beyond our reserves as of March 31, 2019 are approximately \$1.1 billion. Our reserve and reasonably possible loss estimates involve considerable judgment and reflect that there is still significant uncertainty regarding numerous factors that may impact the ultimate loss levels. 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, especially those involving governmental agencies, 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**

In 2005, a putative class of retail merchants filed antitrust lawsuits against MasterCard and Visa and several issuing banks, including Capital One, seeking both injunctive relief and monetary damages for an alleged conspiracy by defendants to fix the level of interchange fees. Other merchants have asserted similar claims in separate lawsuits, and

while these separate cases did not name any issuing banks, Visa, MasterCard and issuers, including Capital One, have entered settlement and judgment sharing agreements allocating the liabilities of any judgment or settlement arising from all interchange-related cases.

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The lawsuits were consolidated before the U.S. District Court for the Eastern District of New York for certain purposes and were settled in 2012. The class settlement, however, was invalidated by the United States Court of Appeals for the Second Circuit in June 2016, and the suit was separated into separate class actions seeking injunctive and monetary relief, respectively. In addition, numerous merchant groups opted out of the 2012 settlement and have pursued their own claims. The claims by the injunctive relief class have not been resolved, but the parties reached a new settlement agreement with the monetary damages class in August 2018, whereby the class would receive up to approximately \$6.2 billion collectively from the defendants in exchange for a release of their claims, depending on the percentage of class plaintiffs who opt out. The trial court preliminarily approved the settlement in January 2019. Visa and MasterCard have also settled several of the opt-out cases, which required non-material payments from issuing banks, including Capital One. Visa created a litigation escrow account following its initial public offering of stock in 2008 that funds settlements for its member banks, and any settlements related to MasterCard-allocated losses have either already been paid or are reflected in Capital One's reserves.

***Mortgage Representation and Warranty***

We face residual exposure related to subsidiaries that originated residential mortgage loans and sold these loans to various purchasers, including purchasers who created securitization trusts. In connection with their sales of mortgage loans, these 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 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. Each of these subsidiaries may be required to repurchase mortgage loans or indemnify certain purchasers and others against losses they incur in the event of certain breaches of these representations and warranties.

The substantial majority of our representation and warranty exposure has been resolved through litigation, and our remaining representation and warranty exposure is almost entirely litigation-related. Accordingly, we establish litigation reserves for representation and warranty losses that we consider to be both probable and reasonably estimable. The reserve process relies heavily on estimates, which are inherently uncertain, and requires the application of judgment. Our reserves and estimates of reasonably possible losses could be impacted by claims which may be brought by securitization trustees and sponsors, bond-insurers, investors, and GSEs, as well as claims brought by governmental agencies.

***Anti-Money Laundering***

Capital One is subject to an open consent order with the Office of the Comptroller of the Currency ("OCC") dated July 10, 2015 relating to our anti-money laundering ("AML") program. In October 2018, Capital One paid a civil monetary penalty of \$100 million to resolve the monetary component of the AML consent order.

Capital One continues to be investigated by the New York District Attorney's Office, the Department of Justice and the Financial Crimes Enforcement Network ("FinCEN") of the U.S. Department of Treasury primarily with respect to certain former check casher clients of the Commercial Banking business and Capital One's AML program. Capital One is cooperating with all agencies involved in the investigation. We are in discussions with FinCEN to explore a potential regulatory resolution of its investigation, which could include a monetary penalty.

***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, is not expected to be material to our consolidated financial position or our results of operations.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

For a discussion of the quantitative and qualitative disclosures about market risk, see “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 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 the U.S. Securities and Exchange Commission (“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 (“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 March 31, 2019, the end of the period covered by this Report on 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 March 31, 2019, 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 first quarter of 2019 that materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.



Table of Contents**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 2018 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 for each calendar month in the first quarter of 2019. Commission costs are excluded from the amounts presented below.

	Total Number of Shares Purchased <sup>(1)</sup>	Average Price Paid per Share
January	—	—
February	585,369	\$ 81.51
March	214,758	81.28
Total	800,127	81.45

<sup>(1)</sup> Represents shares withheld to cover taxes on restricted stock units whose restrictions have lapsed.

**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.

Table of Contents**EXHIBIT INDEX**

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 and (ii) the “2018 Form 10-K” are to the Company’s Annual Report on Form 10-K for the year ended December 31, 2018, filed on February 20, 2019.

**Exhibit No. Description**

3.1	<u>Restated Certificate of Incorporation of Capital One Financial Corporation (as restated April 30, 2015) (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K, filed on May 4, 2015).</u>
3.2	<u>Amended and Restated Bylaws of Capital One Financial Corporation, dated October 5, 2015 (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K, filed on October 5, 2015).</u>
3.3.1	<u>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).</u>
3.3.2	<u>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 June 12, 2014).</u>
3.3.3	<u>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).</u>
3.3.4	<u>Certificate of Designations of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series E, dated May 12, 2015 (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K, filed May 14, 2015).</u>
3.3.5	<u>Certificate of Designations of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series F, dated August 20, 2015 (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K, filed August 24, 2015).</u>
3.3.6	<u>Certificate of Designations of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series G, dated July 28, 2016 (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K, filed July 29, 2016).</u>
3.3.7	<u>Certificate of Designations of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series H, dated November 28, 2016 (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K, filed on November 29, 2016).</u>
4.1.1	<u>Specimen certificate representing the common stock of Capital One Financial Corporation (incorporated by reference to Exhibit 4.1 of the 2003 Form 10-K).</u>
4.1.2	<u>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).</u>
4.1.3	<u>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).</u>
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.
10.1+	<u>Form of Performance Unit Award Agreements granted to our executive officers under the Fourth Amended and Restated 2004 Stock Incentive Plan on January 31, 2019 (incorporated by reference to Exhibit 10.2.21 of the 2018 Form 10-K).</u>
10.2+	<u>Form of Restricted Stock Unit Award Agreements granted to our executive officers, including the Chief Executive Officer, under the Fourth Amended and Restated 2004 Stock Incentive Plan on January 31, 2019 (incorporated by reference to Exhibit 10.2.22 of the 2018 Form 10-K).</u>
31.1*	<u>Certification of Richard D. Fairbank.</u>
31.2*	<u>Certification of R. Scott Blackley.</u>
32.1**	<u>Certification of Richard D. Fairbank.</u>
32.2**	<u>Certification of R. Scott Blackley.</u>
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL 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.

+ Represents a management contract or compensatory plan or arrangement.

\* Indicates a document being filed with this Form 10-Q.

\*\* Indicates a document being furnished 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 Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. Such exhibit shall not be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.



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**SIGNATURES**

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

**CAPITAL ONE FINANCIAL CORPORATION**

Date: May 1, 2019 By: /s/ R. SCOTT BLACKLEY

R. Scott Blackley

Chief Financial Officer

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