

NORTHERN TRUST CORP
Form DEF 14A
March 12, 2007
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NOTICE & PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY
RULE 14A-6(E)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

NORTHERN TRUST CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(3) Filing Party:

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
OF NORTHERN TRUST CORPORATION**

Date: Tuesday, April 17, 2007

Time: 10:30 a.m., Chicago Time

Place: Northern Trust Corporation

50 South LaSalle Street

(Northwest corner of LaSalle Street and Monroe Street)

Chicago, Illinois 60603

Purposes: The purposes of the annual meeting are to:

- Elect 14 directors to serve on the Board until the 2008 annual meeting of stockholders and until their successors shall have been elected and qualified;
- Approve the amended and restated Northern Trust Corporation 2002 Stock Plan;
- Ratify the appointment of KPMG LLP as the Corporation's independent registered public accounting firm for the 2007 fiscal year; and
- Transact any other business that may properly come before the annual meeting.

Record Date: You may vote if you are a stockholder of record on February 26, 2007.

Voting: **IMPORTANT PLEASE VOTE PROMPTLY**

It is important that your shares be represented at the annual meeting. We urge you to vote your shares by completing and returning the enclosed proxy card in the postage-paid envelope provided. You also may vote your shares by telephone or through the Internet as described on the enclosed proxy card, or by attending the annual meeting and voting in person.

March 12, 2007

ROSE A. ELLIS

Corporate Secretary

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NORTHERN TRUST CORPORATION

50 South LaSalle Street

Chicago, Illinois 60603

March 12, 2007

PROXY STATEMENT

INTRODUCTION

Our 2007 annual meeting of stockholders will be held on Tuesday, April 17, 2007 at 10:30 a.m., Chicago time, at the office of Northern Trust Corporation (the Corporation) located on the northwest corner of LaSalle Street and Monroe Street in Chicago, Illinois. We invite you to attend the annual meeting and vote your shares directly.

You do not need to attend the annual meeting to vote your shares. Instead, you may vote your shares by telephone or through the Internet or you may complete, sign, date, and return the enclosed proxy card in the postage-paid envelope provided. Instructions for voting by telephone or through the Internet can be found on the enclosed proxy card.

The Corporation's board of directors is soliciting your proxy to encourage your participation in the voting at the annual meeting. This proxy statement provides you with information about each proposal and other matters that you may find useful in voting your shares.

On March 12, 2007, we began mailing this proxy statement and the enclosed proxy card to all stockholders entitled to vote at the annual meeting. We have enclosed with this proxy statement our 2006 annual report to stockholders, which consists of the 2006 summary annual report and the 2006 financial annual report. These reports contain detailed information about the Corporation's activities and financial performance in 2006.

VOTING

Who May Vote

Record holders of the Corporation's common stock at the close of business on February 26, 2007 may vote at the annual meeting. On that date, the Corporation had 219,280,820 shares of common stock outstanding. The shares of common stock held in the Corporation's treasury will not be voted.

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You are entitled to one vote for each share of common stock that you owned of record at the close of business on February 26, 2007. The enclosed proxy card indicates the number of shares you are entitled to vote at the annual meeting.

Voting Your Proxy

Whether or not you plan to attend the annual meeting, we urge you to vote your proxy promptly.

If you are a *stockholder of record* (that is, you hold your shares of the Corporation's common stock in your own name), you may vote your shares by proxy using any of the following methods:

- Calling the toll-free telephone number listed on the proxy card;
- Using the Internet site listed on the proxy card; or
- Completing, signing, dating, and returning the proxy card in the postage-paid envelope provided.

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The telephone and Internet voting procedures set forth on the proxy card are designed to authenticate stockholders' identities, to allow stockholders to provide their voting instructions, and to confirm that their instructions have been properly recorded. If you vote by telephone or through the Internet, you should not return your proxy card.

If you are a *beneficial owner*, also known as a *street name* holder (that is, you hold your shares of the Corporation's common stock through a broker, bank, or other nominee), you will receive voting instructions (including instructions, if any, on how to vote by telephone or through the Internet) from the record holder that you must follow in order to have your shares voted at the annual meeting.

If you own shares of common stock as a participant in The Northern Trust Company Thrift-Incentive Plan (*TIP*), or shares in any other employee benefit plan of the Corporation, you will receive a voting instruction card that covers the shares credited to each of your plan accounts.

Whether you vote by mail, telephone or Internet, your shares will be voted in accordance with your instructions. If you sign, date, and return your proxy card without indicating how you want to vote your shares, the proxy holders will vote your shares in accordance with the following recommendations of the board of directors:

- | | |
|--------|---|
| Item 1 | FOR the election of each nominee for director; |
| Item 2 | FOR the approval of the amended and restated Northern Trust Corporation 2002 Stock Plan; and |
| Item 3 | FOR the ratification of the appointment of KPMG LLP as the Corporation's independent registered public accounting firm for the fiscal year ending December 31, 2007. |

The proxy holders are authorized to vote as they shall determine in their sole discretion on any other business that may properly come before the annual meeting.

Revoking Your Proxy

You may revoke your proxy at any time *before* it is voted at the annual meeting by:

- Sending a written notice of revocation to the Corporate Secretary at the address indicated on the first page of this proxy statement;
- Submitting another signed proxy card with a later date;
- Voting by telephone or through the Internet at a later date; or
- Attending the annual meeting and voting in person.

Voting in Person

You may come to the annual meeting and vote your shares in person by obtaining and submitting a ballot that will be provided at the meeting. However, if your shares are held by a broker, bank, or other nominee in street name, to be able to vote at the meeting you must obtain a proxy, executed in your favor, from the record holder of your shares, indicating that you were the beneficial owner of the shares on February 26, 2007, the record date for voting.

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Householding Information

We are delivering only one annual report and proxy statement to record stockholders who share the same address unless they have notified us that they wish to continue receiving multiple copies. This practice, known as householding, reduces duplicate mailings, saves printing and postage costs as well as natural resources and will not affect dividend check mailings. If you wish to receive a separate copy of the annual report or proxy statement, or if you wish to receive separate copies of future annual reports or proxy statements, please call 312-444-7030 or mail a request to the Corporation's Corporate Secretary at the address indicated on the first page of this proxy statement. We will deliver the requested documents promptly upon your request.

If you and other stockholders of record with whom you share an address currently receive multiple copies of annual reports or proxy statements, or if you hold stock in the Corporation in more than one account and, in either case, you wish to receive only a single copy of the annual report or proxy statement, please contact the Corporation's transfer agent (Wells Fargo Bank, N.A., Attn: Householding, P.O. Box 64854, St. Paul, MN 55164-0854; Telephone: 877-602-7615) with the names in which all accounts are registered and the name of the account for which you wish to receive mailings.

Quorum and Vote Required for Approval

A quorum of stockholders is necessary to hold a valid meeting. A quorum will exist if a majority of the outstanding shares is present in person or by proxy at the annual meeting. Abstentions and broker non-votes, if any, will be counted as present for purposes of establishing a quorum. A broker non-vote will occur when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that proposal and has not received instructions from the beneficial owner. Inspectors of election appointed for the annual meeting will tabulate all votes cast in person or by proxy at the annual meeting. In the event a quorum is not present at the annual meeting, we expect that the annual meeting will be adjourned or postponed to solicit additional proxies.

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The following table indicates the vote required for approval of each item to be presented to the stockholders at the annual meeting and the effect of withhold votes, abstentions, and broker non-votes.

Item	Required Vote	Effect of Withhold Votes, Abstentions, Broker Non-Votes
Item 1 Election of Directors	Affirmative vote of a majority of the shares of common stock present in person or by proxy and entitled to vote.	<ul style="list-style-type: none"> Withhold votes will have the effect of a vote AGAINST the election of directors.
	(See Item 1 Election of Directors below for information about the Corporation's majority voting policy in the election of directors.)	<ul style="list-style-type: none"> Broker non-votes will have no effect on the voting for the election of directors.
Item 2 Approval of the amended and restated Northern Trust Corporation 2002 Stock Plan	Affirmative vote of a majority of the shares of common stock present in person or by proxy and entitled to vote.	<ul style="list-style-type: none"> Abstentions will have the effect of a vote AGAINST approval of the amended and restated Northern Trust Corporation 2002 Stock Plan.
		<ul style="list-style-type: none"> Broker non-votes will have no effect on the voting for approval of the amended and restated Northern Trust Corporation 2002 Stock Plan.
Item 3 Ratification of the appointment of KPMG as the Corporation's independent registered public accounting firm for fiscal year 2007	Affirmative vote of a majority of the shares of common stock present in person or by proxy and entitled to vote.	<ul style="list-style-type: none"> Abstentions will have the effect of a vote AGAINST ratification.
		<ul style="list-style-type: none"> Broker non-votes will have no effect on the vote for ratification.

Solicitation of Proxies

The Corporation will pay all costs of soliciting proxies. The Corporation has retained Georgeson Inc. to assist with the solicitation of proxies for a fee not to exceed \$12,500, plus reimbursement of reasonable out-of-pocket expenses. In addition, we may also use our officers and employees, at no additional compensation, to solicit proxies either personally or by telephone, Internet, letter, or facsimile.

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ADMITTANCE TO THE ANNUAL MEETING

Stockholders as of the record date, or their duly appointed proxies, may attend our annual meeting on April 17, 2007, and each may be accompanied by one guest. Registration will begin at 9:30 a.m., and seating will begin at 10:00 a.m. If you attend, please note that you will need an admission ticket or proof of ownership of the Corporation's common stock to enter the meeting. If you arrive at the meeting without an admission ticket, we will admit you only if we are able to verify that you are a stockholder of the Corporation. Also, you may be asked to present valid picture identification, such as a driver's license or passport. For safety and security reasons, cameras and recording devices will not be permitted in the meeting.

For stockholders of record, an admission ticket is enclosed. Please bring the admission ticket with you to the meeting.

If your shares of common stock are held by a broker, bank or other nominee in street name, your admission ticket is the left side of your voting instruction form. If you do not bring your admission ticket, you will need proof of ownership to be admitted to the meeting. A recent brokerage statement or letter from a bank or broker is an example of proof of ownership.

ITEM 1 ELECTION OF DIRECTORS

Stockholders will be asked to elect 14 directors at this year's annual meeting. Set forth below is detailed information with respect to the 14 nominees, 13 of whom are currently serving as directors of the Corporation and of its principal subsidiary, The Northern Trust Company (the Bank). Duane L. Burnham, a director of the Corporation since 1997, will not stand for re-election as a director at the annual meeting. Enrique J. Sosa, a new director nominee, will stand for election to Mr. Burnham's vacated seat. Mr. Sosa was recommended for consideration as a candidate for director by Edward J. Mooney, a current director of the Corporation. In addition, the board of directors elected Nicholas D. Chabreja a director of the Corporation, effective January 1, 2007. In developing a list of potential director candidates, the Corporate Governance Committee worked with a third-party search firm. During discussions with the search firm, the Chief Executive Officer identified Mr. Chabreja as an individual deserving of consideration. The search firm reviewed prospective director candidates and presented a list of them that included Mr. Chabreja to the Corporate Governance Committee for its consideration. The board of directors approved the slate of 14 nominees, including Mr. Sosa and Mr. Chabreja, based on consideration of the factors specified in the Corporate Governance Guidelines and the recommendation of the Corporate Governance Committee.

Each of the 14 director nominees has consented to serve as a director if elected at this year's annual meeting. Each nominee elected as a director will serve until the next annual meeting and until his or her successor has been elected and qualified. If any nominee is unable to serve as a director at the time of the annual meeting, your proxy may be voted for the election of another nominee proposed by the board or the board may reduce the number of directors to be elected at the annual meeting.

The enclosed proxy card provides instructions on how to vote for all nominees or to withhold authority to vote for all or one or more nominees. At the 2006 annual meeting, the stockholders approved an amendment to the Corporation's Restated Certificate of Incorporation to eliminate cumulative voting to allow for the adoption of a majority vote standard in the election of directors. The board of directors then amended the Corporation's by-laws to implement the majority voting policy.

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Under the majority voting policy, a nominee for director in an uncontested election (such as this year's election where the only nominees are those recommended by the board of directors) must receive the affirmative vote of a majority of the votes present and voting at a meeting of stockholders. In contested elections, the affirmative vote of a plurality of the votes present and voting will be required to elect a director. The board of directors also added a provision to the Corporate Governance Guidelines that requires an incumbent director who fails to receive the affirmative vote of a majority of the votes present and voting in an uncontested election at a meeting of stockholders to submit his or her resignation, with such resignation to be considered by the members of the Corporate Governance Committee and the board other than such incumbent director. In such event, the board of directors will act to accept or reject the incumbent director's resignation no later than 90 days following the date of the stockholders' meeting.

The Board of Directors unanimously recommends that you vote FOR the election of each nominee.

INFORMATION ABOUT THE NOMINEES FOR DIRECTOR

The following information about the nominees for election to the board of directors of the Corporation at the 2007 annual meeting of stockholders is as of December 31, 2006, unless otherwise indicated.

LINDA WALKER BYNOE, Director since 2006, Age 54

President and Chief Executive Officer, Telemat Ltd. since January 1995 (Project management and consulting firm).

Ms. Bynoe is a director of Anixter International Inc., Fidelity Life Association, Prudential Retail Mutual Funds, and Simon Property Group, Inc.

NICHOLAS D. CHABRAJA, Director since January 1, 2007, Age 64

Chairman and Chief Executive Officer, General Dynamics Corporation since May 1997 (Worldwide defense, aerospace, and other technology products manufacturer).

Mr. Chabraja is a director of Ceridian Corporation.

SUSAN CROWN, Director since 1997, Age 48

Vice President, Henry Crown and Company since 1984 (Worldwide company with diversified manufacturing operations, real estate, and securities).

Ms. Crown is a director of Illinois Tool Works Inc. and a trustee of Yale University and Rush University Medical Center in Chicago.

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DIPAK C. JAIN, Director since 2004, Age 49

Dean, Kellogg School of Management, Northwestern University since July 2001, **Sandy and Morton Goldman Professor in Entrepreneurial Studies** since September 1994, Professor of Marketing since September 1993, Associate Dean for Academic Affairs from July 1996 to June 2001, and member of the Faculty since September 1986 (Educational institution); Visiting Professor of Marketing, Sasin Graduate Institute of Business Administration, Chulalongkorn University, Bangkok, Thailand since October 1989 (Educational institution).

Mr. Jain is a director of Deere & Company, Hartmarx Corporation, and Peoples Energy Corporation.

ARTHUR L. KELLY, Director since 1988, Age 69

Managing Partner, KEL Enterprises L.P. since 1982 (Holding and investment partnership).

Mr. Kelly is a director of BASF Aktiengesellschaft, Bayerische Motoren Werke (BMW) A.G., Deere & Company, and Snap-on Incorporated.

ROBERT C. McCORMACK, Director since 2000, Age 67

Advisory Director, Trident Capital since 2004 and Managing Director from 1993 to 2004 (Venture capital firm); Co-Founder and Co-Chairman, Trident Capital, Inc. since 1993.

Mr. McCormack is a director of DeVry Inc., Illinois Tool Works Inc., and MeadWestvaco Corporation.

EDWARD J. MOONEY, Director since 1996, Age 65

Retired Délégué General-North America since March 2001, **Suez Lyonnaise des Eaux** (Worldwide provider of energy, water, waste and communications services); **Retired Chairman and Chief Executive Officer, Nalco Chemical Company** since March 2000 (Manufacturer of specialized service chemicals acquired by Suez Lyonnaise des Eaux in November 1999).

Mr. Mooney is a director of Cabot Microelectronics Corporation, FMC Corporation, FMC Technologies, Inc., and PolyOne Corporation.

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WILLIAM A. OSBORN, Director since 1994, Age 59

Chairman since October 1995, **Chief Executive Officer** since June 1995 and **President** from January 2003 to February 2006 of the **Corporation and the Bank**.

Mr. Osborn is a director of Caterpillar Inc. and Tribune Company.

JOHN W. ROWE, Director since 2002, Age 61

Chairman, President and Chief Executive Officer, Exelon Corporation since November 2004, **Chairman and Chief Executive Officer** since April 2002, **President** from October 2000 to April 2003, and **Co-Chief Executive Officer** from October 2000 to April 2002 (Energy company formed through the merger of Unicom Corporation and PECO Energy Company in October 2000).

Mr. Rowe is a director of Sunoco Corporation.

HAROLD B. SMITH, Director since 1974, Age 73

Chairman of the Executive Committee, Illinois Tool Works Inc. since 1982 (Worldwide manufacturer and marketer of engineered components and industrial systems and consumables).

Mr. Smith is a director of Illinois Tool Works Inc. and W. W. Grainger, Inc.

WILLIAM D. SMITHBURG, Director since 1981, Age 68

Retired Chairman, President and Chief Executive Officer, The Quaker Oats Company since October 1997 (Worldwide manufacturer and marketer of beverages and grain-based products).

Mr. Smithburg is a director of Abbott Laboratories, Corning Incorporated, and Smurfit-Stone Container Corporation.

ENRIQUE J. SOSA, Age 66

Retired President, BP Amoco Chemicals since April 1999 (Worldwide chemical division of BP p.l.c.).

Mr. Sosa is a director of FMC Corporation and Pediatrix Medical Group, Inc.

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CHARLES A. TRIBBETT III, Director since 2005, Age 51

Managing Director, Russell Reynolds Associates since December 1989, **Co-Area Manager** of the Chicago office since December 1994, and **Co-Leader** of the firm's CEO/Board Services Practice since December 1995 (Worldwide recruiting firm).

FREDERICK H. WADDELL, Director since February 2006, Age 53

President and Chief Operating Officer of the **Corporation and the Bank** since February 2006 and Executive Vice President of the Bank from September 1997 to February 2006 and of the Corporation from March 2003 to February 2006.

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BOARD AND BOARD COMMITTEE INFORMATION

Audit Committee

Current Members: Directors Burnham (Chair), Bynoe, Jain, Mooney, and Rowe

Number of Meetings in 2006: Five

Oversight Activities:

- Appoints and evaluates the performance and independence of the Corporation's independent registered public accounting firm
- Meets with internal audit representatives; receives and discusses the internal audit program and the results of examinations
- Meets with the Corporation's independent registered public accounting firm; reviews and discusses their reports issued with respect to the Corporation's annual consolidated financial statements and the internal financial control structure and procedures for financial reporting

The board of directors has determined that, in its opinion, all current members of the Corporation's Audit Committee are independent directors as defined by The Nasdaq Stock Market, Inc. ("Nasdaq"), and that Messrs. Burnham, Mooney, and Rowe and Ms. Bynoe are audit committee financial experts, as defined by the Securities and Exchange Commission ("SEC").

The board of directors of the Corporation has adopted a formal charter, most recently revised in February 2007, that governs the duties and responsibilities of the Audit Committee. The Audit Committee charter is available on the Corporation's website at www.northerntrust.com and available in print to any stockholder who requests it in writing from the Corporation's Corporate Secretary at the address indicated on the first page of this proxy statement.

Compensation and Benefits Committee

Current Members: Directors Crown (Chair), McCormack, Mooney, Smithburg, and Tribbett

Number of Meetings in 2006: Four

Oversight Activities:

- Meets with internal human resources representatives and outside consultants and reviews compensation policy and executive compensation levels
- Recommends stock and cash benefit and incentive plans, programs and payments
- Administers certain stock and cash benefit and incentive plans and programs
- Oversees management development and succession planning

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The board of directors has determined that, in its opinion, all current members of the Corporation's Compensation and Benefits Committee are independent directors as defined by Nasdaq.

The board of directors of the Corporation has adopted a formal charter, most recently revised in February 2007, that governs the duties and responsibilities of the Compensation and Benefits Committee. The Compensation and Benefits Committee charter is available on the Corporation's website at www.northerntrust.com and available in print to any stockholder who requests it in writing from the Corporation's Corporate Secretary at the address indicated on the first page of this proxy statement.

For information about the role of the Committee and management in the consideration and determination of executive and director compensation, please refer to the Compensation Discussion and Analysis Timing of Equity Compensation Awards ; Roles of the Committee and Management presented elsewhere in this proxy statement.

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The Committee retained Hewitt Associates, Inc., a nationally recognized compensation and benefits consulting firm, to provide information regarding competitive market data (including information with respect to the Corporation's peer group companies), relevant legal and regulatory requirements, and corporate best practices in the compensation and benefits area. Representatives of Hewitt attended all meetings of the Committee at which 2006 executive compensation decisions were made.

Corporate Governance Committee

Current Members: Directors Smithburg (Chair), Burnham, Kelly, and Smith

Number of Meetings in 2006: Five

Oversight Activities:

- Evaluates and recommends candidates for nomination to the board of directors
- Recommends structure and membership of board committees
- Considers candidates for the board recommended by stockholders

The board of directors has determined that, in its opinion, all current members of the Corporation's Corporate Governance Committee are independent directors as defined by Nasdaq.

The board of directors of the Corporation has adopted a formal charter, most recently revised in November 2006, that governs the duties and responsibilities of the Corporate Governance Committee. The Corporate Governance Committee charter is available on the Corporation's website at www.northerntrust.com and available in print to any stockholder who requests it in writing from the Corporation's Corporate Secretary at the address indicated on the first page of this proxy statement.

Other Committees

The Corporation's board of directors has three other standing committees. The Business Strategy Committee, whose members are Directors Kelly (Chair), Jain, Rowe, and Smith, reviews the policies, strategies, and performance of the various business units of the Corporation. The Business Risk Committee, whose members are Directors McCormack (Chair), Bynoe, Crown, Smith, and Tribbett, reviews the risks inherent in extending credit, managing assets and liabilities, and providing fiduciary services and other related matters. The Executive Committee, whose members are Directors Osborn (Chair), Burnham, Crown, Kelly, McCormack, and Smithburg, meets as required and may exercise the powers of the board in the intervals between meetings of the board, subject to limitations imposed by law. The board of directors of the Corporation has adopted a formal charter for each of these three standing committees governing its duties and responsibilities. Each charter is available on the Corporation's website at www.northerntrust.com and available in print to any stockholder who requests it in writing from the Corporation's Corporate Secretary at the address indicated on the first page of this proxy statement.

Meetings

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The Corporation's board of directors held six meetings during 2006. All persons who were directors during 2006 attended at least 75% of these meetings and meetings of committees on which they served. The Corporation has a Corporate Governance Guideline that states that all directors are expected to attend the annual meeting of the Corporation's stockholders. All of the directors attended the 2006 annual meeting of stockholders.

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The board of directors has determined that, in its opinion, each person who served as a director of the Corporation in 2006 (including Robert A. Helman, who retired from the Board of Directors on April 18, 2006) and each director nominee for 2007 (other than William A. Osborn, the Chairman and Chief Executive Officer of the Corporation and the Bank, and Frederick H. Waddell, the President and Chief Operating Officer of the Corporation and the Bank) are independent directors as defined under applicable Nasdaq rules. In making its determinations of independence, the board considered certain categorical standards of independence as set forth in stock exchange corporate governance rules and all relevant facts and circumstances to ascertain whether there was any relationship between a director or director nominee and the Corporation that, in the opinion of the board, would interfere with the exercise of independent judgment in carrying out the responsibilities of the director, or any material relationship with the Corporation (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Corporation). The board also considered any transactions, relationships, or arrangements between the Corporation and each director of the Corporation in 2006 (including Mr. Helman) or director nominee for 2007 (other than Mr. Osborn and Mr. Waddell) either (i) directly or (ii) indirectly through an immediate family member of the director or director nominee, or an entity in which the director or director nominee is employed or is a general partner or principal or in a similar position or in which the director or director nominee and all other related persons (as defined below under Related Person Transaction Policy) has a 10% or greater beneficial ownership interest (all relationships under (i) and (ii), collectively, the Relationships). In 2006, these Relationships included:

- The Corporation's payment for electric utility services provided directly or indirectly to the Corporation by a subsidiary of Exelon Corporation, at which Director Rowe serves as Chairman, President and Chief Executive Officer;
- The Corporation's contribution of conference sponsorship fees to Kellogg School of Management, Northwestern University, at which Director Jain serves as Dean; and
- The following types of services provided by the Corporation or its subsidiaries in the ordinary course of business in connection with the Relationships (as identified by the name of the applicable former director, current director, or director nominee):

Trust and related services	Burnham, Bynoe, Helman, Kelly, McCormack, Mooney, Rowe, Smith
Credit services and other banking services (<i>e.g.</i> , deposits, checking, treasury management)	Burnham, Bynoe, Chabraja, Crown, Helman, Kelly, McCormack, Mooney, Rowe, Smith, Smithburg
Investment management and related services	Helman, Kelly, Mooney, Rowe, Smith
Asset servicing and related services	Chabraja, Helman, McCormack, Smith
Qualified retirement plan services	Chabraja, Smith
Brokerage services	Bynoe, Chabraja, Helman, McCormack, Rowe, Smith, Smithburg
Securities lending, foreign exchange, and related services	