



# SASB Standard for Commercial Banks

## Example of Integrated Disclosure in Form 10-K

July 30, 2014

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## Introduction

The following is a mock excerpt from a Form 10-K for a commercial bank, "States Trust", that incorporates disclosure to the SASB Standard for Commercial Banks into its Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A). This document serves as an example of one type of disclosure SASB envisions for its standards; it is not intended to provide a template for companies to follow. This is a working document on which SASB is actively soliciting feedback on the content, scope, and presentation format of disclosure to SASB Standards. Comments can be made via: [www.sasb.org/helpdesk](http://www.sasb.org/helpdesk)

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Form 10-K

(Mark One)

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

For the fiscal year ended December 31, 2012

OR

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

Commission file number 000-12345

**States Trust Bank**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**One Corporate Way,**

**San Francisco, California**

(Address of principal executive offices)

**99-999999**

(I.R.S. Employer  
Identification No.)

**94111-1111**

(Zip Code)

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### Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

#### Sustainability Performance

##### Overview

The Board of Directors has delegated to the Integrated Sustainability Review Committee matters relating to corporate governance and responsibility for promoting sustainable management of the Company's activities. The Committee reviews internal compliance with sustainability codes and principles across all business units, supervises compliance with environmental, health and safety matters, conducts scenario planning for impacts related to environmental and social trends and uncertainties, and assists the Board of Directors in determining material sustainability issues for disclosure herein.

The Company conducted an assessment to determine sustainability-related risks and opportunities it faces using the Sustainability Accounting Standards Board's (SASB) Sustainability Accounting Standard – Commercial Banks (FN0101). We determined that all disclosure topics

identified by SASB represent trends and uncertainties that may have material impacts on the financial condition or operational performance of the Company. The following is a discussion and disclosure of our performance on five sustainability topics. For ease of interpretation Table 1, below, summarizes all quantitative metrics presented throughout this section.

**Table 1. Summary of Quantitative Accounting Metrics**

Disclosure Topic	Metric	Year Ended December 31,		
		2011	2012	2013
Financial Inclusion and Capacity Building	Percentage of new accounts held by first-time account holders	10%	15%	23%
	Domestic loans for underserved and underbanked business segments (dollars in billions)	\$1.1	\$1.21	\$1.47
	Percentage of total lending	2.2%	2.0%	2.4%
	Participants in financial literacy initiatives	32,450	62,000	85,000
	<b>Loan-to-deposit ratio</b>			
	Overall domestic lending	85.8%	79.9%	74.8%
	Underserved and underbanked business segments	91%	88.6%	80.8%
	<b>Loan default rates for:</b>			
	Overall domestic lending	3.4%	3.7%	4.0%
	Underserved and underbanked business segments	5.3%	5.9%	6.2%
Customer Privacy and Data Security	Number of data security breaches	7	5	4
	Percentage involving compromise of customers' personal data	15%	10%	25%
Management of the Legal and Regulatory Environment	Legal and regulatory fines and settlements associated with financial industry regulation (dollars in millions)	\$196	\$280	\$425
	Percentage resulting from whistleblowing	48%	39%	92%
	Inquiries, complaints or issues received by legal and compliance office	110	140	200
	Percentage that were substantiated	5%	7%	10%
Systemic Risk Management	Results of stress tests under adverse economic scenarios	See Tables 2-4, below		
	<b>Basel III Liquidity Coverage Ratio (LCR)</b>			
	High quality liquid assets (dollars in billions)	\$374	\$460	\$454
	Estimated Basel III liquidity coverage ratio	98%	102%	118%
	Notional amount of OTC derivative positions (dollars in millions)	\$42.3	\$40.1	\$37.4
	<b>Level 3 assets</b>			
	Total value (dollars in billions)	\$46.1	\$43.4	\$34.9
	Percentage of total assets	12%	14%	10%
	Skewness of portfolio revenue (90-day)	0.12	0.32	0.52
	Kurtosis of portfolio revenue (90-day)	4.11	2.68	1.21
Integration of Environmental, Social and Governance Factors in Credit Risk Analysis	Lending with integration of ESG factors (dollars in billions)	\$5	\$6.7	\$10.5
	Sustainability-themed lending and finance (dollars in billions)	\$1.8	\$7	\$6.1
	Lending subject to screening (dollars in billions)	\$38	\$40	\$45
	Impact on community lending or finance (dollars in billions)	\$7	\$9	\$14
	<b>Loans by sector/industry</b>			
	Energy/Oil&Gas	\$2	\$1.7	\$1.4
	Materials/Basic Materials	\$2.1	\$9	\$0.7
	Industrials	\$1	\$1.1	\$1.4
Utilities	\$0.1	\$0.1	\$0.1	

## Financial Inclusion and Capacity Building

### New accounts held by first-time account holders

The Company's strong client relationships and continued investments in marketing, outreach, and programs to and for new customers contributed to record revenue and net income in commercial banking.

Metric	Year Ended December 31,		
	2011	2012	2013
Percentage of new accounts held by first-time account holders	10%	15%	23%

### Domestic loans for underserved and underbanked business segments

The Company is a top SBA lender in dollar volume in the U.S., approving a record \$1.47 billion in SBA 7(a) loans for small businesses in federal fiscal year 2013. The Company increased its dollar volume of SBA 7(a) loans by 18.3 percent from 2012. We are an SBA preferred lender in all 50 states, and the second largest SBA lender by units, extending 3,481 SBA 7(a) loans in federal fiscal year 2013. In addition, as part of its community reinvestment initiatives, the Company invests almost exclusively in multi-family affordable housing developments and other community development entities as a limited and/or general partner and/or a debt provider. The Company received \$120 million in tax credits for various investments in these segments.

Metric	Year Ended December 31,		
	2011	2012	2013
Domestic loans for underserved and underbanked business segments (dollars in billions)	\$1.1	\$1.21	\$1.47
Percentage of total lending	2.2%	2.0%	2.4%

### Financial literacy initiatives for unbanked, underbanked, or underserved customers

In 2010, the Company created a foundation for all of our financial education programs from youth to adult, to small business, with a focus on customers with no banking history, new account holders, and customers who regularly use alternative financial services. We have embarked on some new and innovative financial education programs with colleges and universities, as well as programs that take a high-tech approach to financial education. These programs can help create a pipeline of financially literate, future customers for the company's services, whether as loan customers or first-time account holders, by generating a positive reputation.

Metric	Year Ended December 31,		
	2011	2012	2013
Participants in financial literacy initiatives for unbanked, underbanked, or underserved customers	32,450	62,000	85,000

### Loan-to-deposit ratio for 1) overall domestic lending; 2) underserved and underbanked business segments

Both the Company's overall loan-to-deposit ratio and its loan-to-deposit ratio for underserved and underbanked business segments have been in decline following the financial crisis in 2008 and due to measures taken to comply with new regulations established under the Dodd-Frank Act. The

Company believes that its loan-to-deposit ratio maintains an appropriate level of liquidity. The Company maintain a higher loan-to-deposit ratio for underserved and underbanked business segments, underscoring our commitment to provide capital to this segment.

<b>Metric</b>	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
Overall domestic lending	85.8%	79.9%	74.8%
Underserved and underbanked business segments	91%	88.6%	80.8%

#### **Loan default rates**

Default rates, downgrades, and disputes with counterparties as to the valuation of collateral increase significantly in times of market stress and illiquidity. The Company has seen a gradual increase in loan default rates since the financial crisis in 2008. The company continues to see a relatively higher default rate for underserved and underbanked business segments. We closely monitoring the increase in loan default rates and is evaluating potential actions if the trend does not revert downward.

<b>Metric</b>	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
Overall domestic lending	3.4%	3.7%	4.0%
Underserved and underbanked business segments	5.3%	5.9%	6.2%

#### *Customer Privacy and Data Security*

The Company has developed robust information security procedures and controls, but our technologies, systems, networks, and our customers' devices may become the target of cyber attacks or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss, or destruction of the Company's or our customers' confidential, proprietary, and other information, or otherwise disrupt the Company's or our customers' or other third parties' business operations. While we have policies and procedures designed to prevent or limit the effect of the possible failure, interruption, or security breach of our information systems, there can be no assurance that any such failure, interruption, or security breach will not occur or, if they do occur, that we will be able to adequately address them on our own.

#### **Data security breaches**

In January 2014, Target stores reported that debit and credit card information from 70 million customers was stolen between late November and mid-December 2012 when its in-store network was hacked. Our customers' debit and credit cards were identified as at risk because of Target's security breach. To protect our customers against fraud, the Company placed a temporary reduced limit on ATM cash withdrawals and purchases. We then replaced the two million credit and debit cards that were identified as at-risk.

<b>Metric</b>	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
Number of data security breaches	7	5	4
Percentage involving compromise of customers' personal data	15%	10%	25%

## **Identifying and addressing vulnerabilities and threats to data security**

Information security risks for large financial institutions such as ours have generally increased in recent years in part because of the proliferation of new technologies, the use of the Internet and telecommunications technologies to conduct financial transactions, and the increased sophistication and activities of organized crime, hackers, terrorists, activists, and other external parties. To access our products and services, our clients may use personal smartphones, tablet PCs, personal computers, and other mobile devices that are beyond our control systems. Although we have information security procedures and controls in place, our technologies, systems, networks, and our clients' devices may become the target of cyber attacks or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss, or destruction of our or our clients' confidential, proprietary, and other information, or otherwise disrupt our or our clients' or other third parties' business operations. The Company has implemented various layers of security features to help reduce the risks associated with online and mobile banking and to help protect account information from unauthorized access. These layers include mobile banking applications with security features for identity verification and advanced encryption technology to prevent unauthorized access. In addition, all online banking data transmitted to us is encrypted. Encryption is the process of transforming information into an indiscernible coded message. When customers click on "login", we encrypt their online banking User ID and PIN using Secure Sockets Layer (SSL) technology. This secure connection is established before the customer's online banking user ID and PIN are transmitted and maintained for the duration of their online banking session. If the customer is using one of the following browsers; Microsoft IE 7.0 or higher, Firefox 3.0 or higher, or Safari 3.2 or higher, an EV (Extended Validation) SSL certificate will be active. The EV SSL certificate will be evident as the browser will display https://, turn green, show a closed padlock and rotate "States Trust" and "Identified by VeriSign". PIN guessing is deterred with a lock-out feature. Our system will automatically lock-out a user when an incorrect PIN is entered multiple consecutive times.

### *Management of the Legal and Regulatory Environment*

Through our newly expanded Corporate Governance committees, the Company is closely monitoring legislative changes in the industry to ensure that we are in full compliance with new regulations. The regulatory environment for the financial services industry is being significantly impacted by financial regulatory reform initiatives in the United States and elsewhere, including Dodd-Frank and regulations promulgated to implement it. The law requires that regulators, some of which are new regulatory bodies created by Dodd-Frank, draft, review, and approve more than 300 implementing regulations and conduct numerous studies that are likely to lead to more regulations, a process that, while well underway, is proceeding somewhat slower than originally anticipated, thus extending the uncertainty surrounding the ultimate impact of Dodd-Frank on the Company.

### **Legal and regulatory fines and settlements associated with financial industry regulation and whistleblowing actions**

For the year ended December 31, 2013, five putative securities action complaints were filed against the Company and its Chief Executive Officer, among other parties. On December 18, 2013, the Company entered into a settlement agreement to resolve these cases. Under the terms of the settlement, the Company and its insurer paid a total of \$36 million to a fund to settle all the claims of the class members. In February 2011, a Company employee filed a whistleblower claim with the SEC claiming the Company took procedural shortcuts and used faulty account records in suing tens of thousands of delinquent credit card borrowers for at least two years. The Office of the Comptroller of the Currency investigated this claim. The Company refunded \$309 million to 2.1 million credit-card customers in March 2013 and paid \$80 million in fines for a total of \$389 million.

<b>Metric</b>	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
Total legal and regulatory fines and settlements associated with financial industry regulation (dollars in millions)	\$196	\$280	\$425
Percentage resulting from whistleblowing actions	48%	39%	92%

#### **Inquiries, complaints, issues received by legal compliance office through an internal monitoring or reporting system**

Following the resolution of the whistleblower case in 2013, the Company added a new company wide Oversight & Control Group that now supervises more than 20 initiatives designed to improve the Company's internal controls. We thoroughly investigate every concern that employees report through any channel and report to the Audit Committee of the Board of Directors on all issues reported through the Ethics Line. In addition to the above mentioned whistleblowing case, there were complaints made by employees regarding possible lobbying activities by Company executives, gifts given to public officials from Company executives, and fraud due to billing disputes with credit cards and bank fees.

<b>Metric</b>	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
Number of inquiries, complaints, or issues received by legal compliance office through an internal monitoring or reporting system	110	140	200
Percentage of inquiries, complaints, or issues substantiated	5%	7%	10%

#### *Systemic Risk Management*

The Company employs a comprehensive Risk Management governance structure to help ensure that risks are identified; balanced decisions are made that consider risk and return; and risks are adequately monitored and managed. Risk committees established within this governance structure provide oversight for risk management activities at the board, corporate, and business levels. We use our governance structure to assess the effectiveness of our Risk Management practices on an ongoing basis, based on how we manage our day-to-day business activities and on our development and execution of specific strategies to mitigate risks.

#### **Results of stress tests under adverse economic scenarios**

The following table summarizes the results of the Company's Dodd-Frank Mid-Cycle Stress Test Result DFAST based on our severely adverse scenario. The results are for the planning horizon starting in the fourth quarter of 2013. These results incorporate capital actions as defined by DFAST rules: (1) for Q2 2013, the firm is required to incorporate actual capital actions; and (2) for each of the remaining quarters in the planning horizon, the firm must include the following: (a) common stock dividends equal to the quarterly average dollar amount of common stock dividends that we paid in the prior four quarters; and (b) payments on any other instrument that is eligible for inclusion in the numerator of a regulatory capital ratio equal to the stated dividend, interest, or principal due on such instrument during the quarter. Redemptions, repurchases, or issuances of any capital instrument that is eligible for inclusion in the numerator of a regulatory capital ratio are not included in the disclosed capital ratios.

**Table 2. Projected Loan Losses by type under stressed scenario**

Loan Category	FY end	Stress Period Loss rate (%)	Stress Period losses (dollars in billions)
First lien mortgages, domestic	Q4 2015	3.7	0.0
Junior liens and home equity lines of credit, domestic	Q4 2015	5.1	0.0
Commercial and industrial		7.9	0.4
Commercial real estate, domestic		1.2	0.0
Credit card		0.0	0.0
Other consumer		0.0	0.5
<b>Total (aggregate)</b>		<b>17.9</b>	<b>0.9</b>

Loan losses and average loan balances used to calculate portfolio loss rates exclude loans and loan commitments accounted for under the fair value option.

These results are calculated using capital action assumptions provided with the DFAST rules. All projections represent hypothetical estimates that involve an economic outcome that is more adverse than expected. These estimates are not forecasts. The minimum capital ratios presented are for the period Q2 2013 to Q2 2015.

**Table 3. Projected Losses, revenue, and net income before taxes under the stressed scenario**

	Billions (\$)	Percent of average assets
Pre-provision net revenue <sup>(1)</sup>	15.5	1.7
Other revenue <sup>(2)</sup>	0.0	
Less		
Provision for loan and lease losses	0.6	
Realized gains/losses on securities (AFS/HTM) <sup>(3)</sup>	0.0	
Trading and counterparty losses <sup>(4)</sup>	20.0	
Other losses/gains <sup>(5)</sup>	1.1	
Total losses		
<b>Net income before taxes</b>	<b>(6.2)</b>	<b>-0.7</b>

<sup>(1)</sup> Pre-provision net revenue (PPNR) includes net revenues and operating expenses (including operational risk events, mortgage put-back expenses, and other real estate owned costs).

<sup>(2)</sup> Other revenue includes one-time income and (expense) items not included in PPNR.

<sup>(3)</sup> Gains/losses on securities represent both available-for-sale ("AFS") and held-to-maturity ("HTM") securities.

<sup>(4)</sup> Trading and counterparty losses include mark-to-market losses, incremental default risk ("IDR") losses and changes in credit valuation adjustments ("CVA") associated with the global market shock, and credit IDR losses for the remainder of the planning horizon.

<sup>(5)</sup> Other losses / gains primarily includes the projected change in the fair value of loans and loan commitments accounted for under the fair value option associated with the global market shock.



**Table 4. Projected Capital Ratios under stressed scenario<sup>1</sup>**

	Actual	Stressed	
	FY end	End of period	Minimum <sup>2</sup>
Tier 1 common capital ratio (%)	12.7%	12.6%	8.9
Tier 1 capital ratio (%)	14.4%	14.4%	11.0
Total risk-based capital ratio (%)	17.3%	17.4%	13.8
Tier 1 leverage ratio (%)	7.5%	7.4% <sup>2</sup>	5.8

<sup>(1)</sup> Basel I capital ratios include the impact of the Federal Reserve's Final Market Risk Capital Rule (12 C.F.R. Part 225/208, Appendix E).

<sup>(2)</sup> Lowest calculated ratio over the nine-quarter planning horizon.

The most significant drivers of the changes in the firm's regulatory capital ratios, as well as the Tier 1 Common ratio, under DFAST for the firm's severely adverse scenario are:

- Losses associated with the global market shock, captured within trading and counterparty losses and other losses.
- The negative impact on PPNR from the macroeconomic environment and asset value projections over the planning horizon. The negative impact on PPNR from an assumed firm-specific reputational event that results in a temporary reduction to our franchise revenues.

### Basel III Liquidity Coverage Ratio (LCR)

The Company calculated an estimated Basel III Tier 1 common ratio of 9.3% at December 31, 2013, compared with 10.3% at December 31, 2012. Our Tier 1 risk-based capital ratio decreased 100 basis points to 11.6% at December 31, 2012 from 12.6% at December 31, 2011. Our total risk-based capital ratio declined 110 basis points to 14.7% at December 31, 2012 from 15.8% at December 31, 2011. The decline in these ratios was primarily due to the BSA Bank (USA) acquisition, which resulted in higher goodwill and risk-weighted assets, partially offset by retention of earnings, which more than offset organic asset growth.

Metric	Year Ended December 31,		
	2011	2012	2013
High quality liquid assets (dollars in billions)	\$374	\$460	\$ 454
Estimated Basel III liquidity coverage ratio	98%	102%	118%

### Over-the-counter (OTC) derivative positions

Due to provisions of Dodd-Frank, the Company faces a comprehensive U.S. regulatory regime for its activities in certain over-the-counter derivatives. The regulation of "swaps" and "security-based swaps" (collectively, "Swaps") in the U.S. are effected and implemented through CFTC, SEC, and other agency regulations, which were required to be adopted by July 2011. The Company incurs credit risk as a dealer in OTC derivatives. Credit risk with respect to derivative instruments arises from the failure of a counterparty to perform according to the terms of the contract.

<b>Metric</b>	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
Notional amount of OTC derivative positions (dollars in millions)	\$42.3	\$40.1	\$37.4

### **Level 3 assets**

The Company's Level 3 assets before the impact of cash collateral and counterparty netting across the levels of the fair value hierarchy were \$34.9 billion and \$43.4 billion at December 31, 2013 and December 31, 2012, respectively, and represented approximately 10% and 14% at December 31, 2013 and December 31, 2012, respectively, of the assets measured at fair value (4% and 6% of total assets at December 31, 2013 and December 31, 2012, respectively). Level 3 liabilities before the impact of cash collateral and counterparty netting across the levels of the fair value hierarchy were \$8.5 billion and \$15.4 billion at December 31, 2013 and December 31, 2012, respectively, and represented approximately 4% and 9%, respectively, of the Company's liabilities measured at fair value.

<b>Metric</b>	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
Total value (dollars in billions)	\$46.1	\$43.4	\$34.9
Percentage of total assets	12%	14%	10%

### **Skewness and kurtosis of portfolio revenue**

The Company's portfolio revenue had a skewness of 0.62 and a kurtosis of 1.51 over the 30-day period ending 12/31/13, a skewness of 0.41 and a kurtosis of 1.15 over the 60-day period ending 12/31/13, and a skewness of 0.52 and a kurtosis of 1.21 over the 90-day period ending 12/31/13. During the year ending 12/31/13 the skewness of our portfolio revenue reached a maximum of -0.89 during one 30-day period and the kurtosis reached a maximum of 2.21 during one 30-day period.

The skewness and kurtosis of the Company's trading revenue is comparable with that of our peers.

<b>Metric</b>	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
Skewness (30-day)	-0.12	0.31	0.62
Skewness (60-day)	-0.09	0.45	0.41
Skewness (90-day)	0.12	0.32	0.52
Kurtosis (30-day)	5.21	3.79	1.51
Kurtosis (60-day)	2.89	2.54	1.15
Kurtosis (90-day)	4.11	2.68	1.21

### **Policies that integrate ESG factors into the lending process**

The Company considers environmental and social risk factors when making business decisions and is guided by a number of policies and guidelines, including our credit policy, energy policy, climate change policy, and the Equator Principles. In 2012, we committed to conduct enhanced due diligence and engagement with power-generation clients to better understand and respond to the risks of carbon exposure and climate change and to encourage the development of low-carbon-emitting, power-generation solutions. The Company recognizes that greenhouse gas emissions from our clients in other industries may present a material risk to our results of operations and financial condition. Therefore, we are in the process of evaluating the greenhouse gas emissions resulting from the Company's financing portfolio and our exposure to climate change risk in our lending, investing, and financing activities. There were no transactions considered by the Company in 2013 where the Carbon Principles were applicable.

### **Risk assessments related to climate change, natural resource constraints, human rights concerns, or other sustainability trends**

The Company established an Environmental Risk Management Group in 2011 (the group is now incorporated into Corporate Environmental Affairs), and utilizes a suite of environmental credit risk policies. In 2012 we launched a Carbon Risk Management Project, which includes a carbon risk profile of the firm's lending portfolio and review of the potential physical impacts of climate change to North American business sectors and regions.

### **Lending that employs: 1) Integration of ESG factors; 2) Sustainability-themed lending or finance; 3) Screening; 4) Impact on community lending or finance**

The Company continues to increase the integration of ESG factors and screening into our traditional analyses, and we are working to increase both sustainability-themed lending and impact lending. We consider ESG integration to be the systematic and explicit inclusion of material environmental, social, and governance factors into traditional fundamental financial analysis through use of qualitative risks and opportunities, quantitative metrics, and the incorporation of ESG variables into models. We consider sustainability-themed lending and project finance to be lending that identifies, prioritizes, and encourages companies and/or projects that address key sustainability trends. Screening of loans means the use of negative, positive, or norms-based selection filters. Impact lending means lending to project finance for social enterprises that seek to generate measurable, positive social impact alongside financial returns.

In 2011, the Company expanded its Environmental Services Group from a niche interest to a national program with 55 core industry relationships and credit commitments totaling more than \$1.1 billion. On January 1, 2013, we launched a new goal to commit \$50 billion over the next 10 years to address climate change and advance the transition to a low-carbon economy through lending, investing, capital markets activity, philanthropy, and addressing our own environmental impact.

The Company considers the following environmental issues in our decision making: climate change and carbon; clean technology; green building or smart growth; sustainable natural resources and agriculture; toxics and pollutions; and other environmental issues.

Among social factors, the Company considers the following issues in our decision making: labor, human rights, community relations/philanthropy, and fair consumer lending.

While the Company has traditionally addressed corporate governance exclusively through shareholder advocacy, it has become an increasingly important arena of ESG investment analysis and decision-making. The leading governance-related criteria integrated into our lending decisions include executive pay and corporate political contributions.

<b>Metric (dollars in billions)</b>	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
Lending with integration of ESG factors (dollars in billions)	\$5	\$6.7	\$10.5
Sustainability-themed lending and finance (dollars in billions)	\$1.8	\$7	\$6.1
Lending subject to screening (dollars in billions)	\$38	\$40	\$45
Impact on community lending or finance (dollars in billions)	\$7	\$9	\$14

#### **Lending by sector/industry**

The Company classified the companies in its lending portfolio according to the Global Industry Classification Standard and found that 6% of outstanding loans are to companies within the Energy, Materials, Industrials, and Utilities Sectors. We continue to integrate ESG considerations into all loans and project financing associated with companies in these sectors. We believe that these companies are “best-in-class” in terms of their approach to managing climate change risks.

<b>Metric (dollars in billions)</b>	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
Energy/Oil & Gas	\$2	\$1.7	\$1.4
Materials/Basic Materials	\$2.1	\$0.9	\$0.7
Industrials	\$1	\$1.1	\$1.4
Utilities	\$0.1	\$0.1	\$0.1