

SCHWAB CHARLES CORP  
Form 10-Q  
May 07, 2012  
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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, 2012**

**Commission File Number: 1-9700**

**THE CHARLES SCHWAB CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction)

**94-3025021**  
(I.R.S. Employer Identification No.)

of incorporation or organization)

**211 Main Street, San Francisco, CA 94105**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (415) 667-7000

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

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

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

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Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

1,273,029,377 shares of \$.01 par value Common Stock

Outstanding on April 23, 2012

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**THE CHARLES SCHWAB CORPORATION**

**Quarterly Report on Form 10-Q**

**For the Quarter Ended March 31, 2012**

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THE CHARLES SCHWAB CORPORATION

**Condensed Consolidated Statements of Income**

(In millions, except per share amounts)

(Unaudited)

	<b>Three Months Ended March 31,</b>	
	<b>2012</b>	<b>2011</b>
<b>Net Revenues</b>		
Asset management and administration fees	\$ 484	\$ 502
Interest revenue	472	481
Interest expense	(38)	(45)
Net interest revenue	434	436
Trading revenue	243	241
Other	46	39
Provision for loan losses		(4)
Net impairment losses on securities <sup>(1)</sup>	(18)	(7)
Total net revenues	1,189	1,207
<b>Expenses Excluding Interest</b>		
Compensation and benefits	465	437
Professional services	96	92
Occupancy and equipment	76	71
Advertising and market development	67	60
Communications	58	56
Depreciation and amortization	48	35
Other	66	62
Total expenses excluding interest	876	813
Income before taxes on income	313	394
Taxes on income	(118)	(151)
<b>Net Income</b>	<b>\$ 195</b>	<b>\$ 243</b>
<b>Weighted-Average Common Shares Outstanding Diluted</b>	<b>1,273</b>	<b>1,207</b>
<b>Earnings Per Share Basic</b>	<b>\$ .15</b>	<b>\$ .20</b>
<b>Earnings Per Share Diluted</b>	<b>\$ .15</b>	<b>\$ .20</b>

(1) Net impairment losses on securities include total other-than-temporary impairment losses of \$2 million and \$0 million, net of \$(16) million and \$(7) million recognized in other comprehensive income, for the three months ended March 31, 2012 and 2011, respectively.  
*See Notes to Condensed Consolidated Financial Statements.*

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THE CHARLES SCHWAB CORPORATION

**Condensed Consolidated Statements of Comprehensive Income**

(In millions)

(Unaudited)

	<b>Three Months Ended March 31,</b>	
	<b>2012</b>	<b>2011</b>
Net Income	\$ 195	\$ 243
Other comprehensive income:		
Change in net unrealized gain on securities available for sale:		
Net unrealized gain	89	21
Reclassification of impairment charges included in earnings	18	7
Income tax effect	(39)	(10)
Total other comprehensive income	68	18
<b>Comprehensive Income</b>	<b>\$ 263</b>	<b>\$ 261</b>

*See Notes to Condensed Consolidated Financial Statements.*

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## THE CHARLES SCHWAB CORPORATION

**Condensed Consolidated Balance Sheets**

(In millions, except per share and share amounts)

(Unaudited)

	March 31, 2012	December 31, 2011
<b>Assets</b>		
Cash and cash equivalents	\$ 6,794	\$ 8,679
Cash and investments segregated and on deposit for regulatory purposes (including resale agreements of \$17,868 at March 31, 2012 and \$17,899 at December 31, 2011)	26,905	26,034
Receivables from brokers, dealers, and clearing organizations	588	230
Receivables from brokerage clients net	11,207	11,072
Other securities owned at fair value	456	593
Securities available for sale	37,818	33,965
Securities held to maturity (fair value \$15,327 at March 31, 2012 and \$15,539 at December 31, 2011)	14,955	15,108
Loans to banking clients net	9,760	9,812
Loans held for sale	52	70
Equipment, office facilities, and property net	684	685
Goodwill	1,164	1,161
Intangible assets net	316	326
Other assets	783	818
<b>Total assets</b>	<b>\$ 111,482</b>	<b>\$ 108,553</b>
<b>Liabilities and Stockholders Equity</b>		
Deposits from banking clients	\$ 62,259	\$ 60,854
Payables to brokers, dealers, and clearing organizations	1,219	1,098
Payables to brokerage clients	36,357	35,489
Accrued expenses and other liabilities	1,310	1,397
Long-term debt	2,000	2,001
<b>Total liabilities</b>	<b>103,145</b>	<b>100,839</b>
<b>Stockholders equity:</b>		
Preferred stock \$.01 par value per share; total liquidation preference of \$400 at March 31, 2012 and \$0 at December 31, 2011	394	
Common stock 3 billion shares authorized; \$.01 par value per share; 1,487,543,446 shares issued	15	15
Additional paid-in capital	3,842	3,826
Retained earnings	8,097	7,978
Treasury stock, at cost 214,594,080 shares at March 31, 2012 and 216,378,623 shares at December 31, 2011	(4,087)	(4,113)
Accumulated other comprehensive income	76	8
<b>Total stockholders equity</b>	<b>8,337</b>	<b>7,714</b>
<b>Total liabilities and stockholders equity</b>	<b>\$ 111,482</b>	<b>\$ 108,553</b>

See Notes to Condensed Consolidated Financial Statements.



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THE CHARLES SCHWAB CORPORATION

**Condensed Consolidated Statements of Cash Flows**

(In millions)

(Unaudited)

	<b>Three Months Ended March 31,</b>	
	<b>2012</b>	<b>2011</b>
<b>Cash Flows from Operating Activities</b>		
Net income	\$ 195	\$ 243
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses		4
Net impairment losses on securities	18	7
Stock-based compensation	25	18
Depreciation and amortization	48	35
Premium amortization, net, on securities available for sale and securities held to maturity	52	23
Other		(4)
Originations of loans held for sale	(335)	(630)
Proceeds from sales of loans held for sale	354	788
Net change in:		
Cash and investments segregated and on deposit for regulatory purposes	(871)	(322)
Receivables from brokers, dealers, and clearing organizations	(360)	(83)
Receivables from brokerage clients	(136)	(76)
Other securities owned	137	(49)
Other assets	22	11
Payables to brokers, dealers, and clearing organizations	170	237
Payables to brokerage clients	868	1,245
Accrued expenses and other liabilities	(89)	(144)
<b>Net cash provided by operating activities</b>	<b>98</b>	<b>1,303</b>
<b>Cash Flows from Investing Activities</b>		
Purchases of securities available for sale	(6,836)	(3,716)
Proceeds from sales of securities available for sale	250	200
Principal payments on securities available for sale	2,759	1,489
Purchases of securities held to maturity	(1,193)	
Principal payments on securities held to maturity	1,308	1,092
Net decrease (increase) in loans to banking clients	34	(414)
Purchase of equipment, office facilities, and property	(42)	(38)
Other investing activities		1
<b>Net cash used for investing activities</b>	<b>(3,720)</b>	<b>(1,386)</b>
<b>Cash Flows from Financing Activities</b>		
Net change in deposits from banking clients	1,405	669
Proceeds from short-term borrowings		58
Repayment of long-term debt	(1)	(1)
Net proceeds from preferred stock offering	394	
Dividends paid	(77)	(72)

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Proceeds from stock options exercised and other	15	38
Other financing activities	1	8
Net cash provided by financing activities	1,737	700
<b>(Decrease) Increase in Cash and Cash Equivalents</b>	<b>(1,885)</b>	<b>617</b>
<b>Cash and Cash Equivalents at Beginning of Period</b>	<b>8,679</b>	<b>4,931</b>
<b>Cash and Cash Equivalents at End of Period</b>	<b>\$ 6,794</b>	<b>\$ 5,548</b>

**Supplemental Cash Flow Information**

Cash paid during the period for:

Interest	\$ 36	\$ 42
Income taxes	\$ 12	\$ 18

*See Notes to Condensed Consolidated Financial Statements.*

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(Tabular Amounts in Millions, Except Per Share Data, Ratios, or as Noted)

(Unaudited)

**1. Introduction and Basis of Presentation**

The Charles Schwab Corporation (CSC) is a savings and loan holding company engaged, through its subsidiaries, in securities brokerage, banking, and related financial services. Charles Schwab & Co., Inc. (Schwab) is a securities broker-dealer with over 300 domestic branch offices in 45 states, as well as a branch in each of the Commonwealth of Puerto Rico and London, U.K. In addition, Schwab serves clients in Hong Kong through one of CSC's subsidiaries. Other subsidiaries include Charles Schwab Bank (Schwab Bank), a federal savings bank, and Charles Schwab Investment Management, Inc. (CSIM), the investment advisor for Schwab's proprietary mutual funds, which are referred to as the Schwab Funds®, and for Schwab's exchange-traded funds, which are referred to as the Schwab ETFs.

The accompanying unaudited condensed consolidated financial statements include CSC and its majority-owned subsidiaries (collectively referred to as the Company). Intercompany balances and transactions have been eliminated. These condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States, which require management to make certain estimates and assumptions that affect the reported amounts in the accompanying financial statements. Certain estimates relate to other-than-temporary impairment of securities available for sale and securities held to maturity, valuation of goodwill, allowance for loan losses, and legal reserves. Actual results may differ from those estimates. These condensed consolidated financial statements reflect all adjustments that are, in the opinion of management, necessary for a fair presentation of the results for the periods presented. These adjustments are of a normal recurring nature. Certain prior-year amounts have been reclassified to conform to the 2012 presentation. The Company's results for any interim period are not necessarily indicative of results for a full year or any other interim period. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

**2. New Accounting Standards***Adoption of New Accounting Standards*

*Testing Goodwill for Impairment:* In September 2011, the Financial Accounting Standards Board (FASB) issued new guidance allowing companies to consider qualitative factors before performing a quantitative assessment when determining whether goodwill is impaired, which was effective for goodwill impairment tests performed after January 1, 2012. Specifically, there is no longer a requirement to perform the two-step goodwill impairment test unless the entity determines that based on qualitative factors, it is more likely than not that the fair value of a reporting unit is less than its carrying amount. The adoption of this new guidance did not have a material impact on the Company's financial position, results of operations, earnings per share (EPS), or cash flows.

**3. Business Acquisition**

On September 1, 2011, the Company completed its acquisition of all of the outstanding common shares of optionsXpress Holdings, Inc. (optionsXpress) for total consideration of \$714 million. optionsXpress is an online brokerage firm primarily focused on equity option securities and futures. The optionsXpress® brokerage platform provides active investors and traders trading tools, analytics and education to execute a variety of investment strategies. The combination of optionsXpress and Schwab offers active investors an additional level of service and platform capabilities.

Under the terms of the merger agreement, optionsXpress stockholders received 1.02 shares of the Company's common stock for each share of optionsXpress stock. As a result, the Company issued 59 million shares of the Company's common stock valued at \$710 million, based on the closing price of the Company's common stock on September 1, 2011. The Company also assumed optionsXpress' stock-based compensation awards valued at \$4 million. In allocating the purchase price based on estimated fair values of assets and liabilities assumed as of the acquisition

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date, the Company preliminarily recorded \$511 million of goodwill and \$285 million of intangible assets. The allocation of the purchase price is preliminary and subject to further adjustment as information relative to closing date fair values and related tax balances are finalized. The results of optionsXpress operations have been included in the Company's condensed consolidated statements of income

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(Tabular Amounts in Millions, Except Per Share Data, Ratios, or as Noted)

(Unaudited)

from the date of acquisition. The amounts of optionsXpress net revenues and net income for the first quarter of 2012 were \$52 million and \$2 million, respectively.

The following table presents pro forma financial information as if optionsXpress had been acquired prior to January 1, 2011. Pro forma net income reflects the impact of amortizing purchase accounting adjustments relating to intangible assets, net of tax, of \$5 million in the first quarter of 2011.

	<b>Three Months Ended March 31, 2011</b>
Net revenues	\$ 1,273
Net income	\$ 252
Basic EPS	\$ .20
Diluted EPS	\$ .20

The pro forma financial information above is presented for illustrative purposes only and is not necessarily indicative of the results that actually would have occurred had the acquisition been completed prior to January 1, 2011, nor is it indicative of the results of operations for future periods.

**4. Securities Available for Sale and Securities Held to Maturity**

The amortized cost, gross unrealized gains and losses, and fair value of securities available for sale and securities held to maturity are as follows:

<b>March 31, 2012</b>	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
<b>Securities available for sale:</b>				
U.S. agency residential mortgage-backed securities	\$ 23,378	\$ 266	\$ 16	\$ 23,628
Non-agency residential mortgage-backed securities	1,012	1	154	859
Certificates of deposit	4,698	4	2	4,700
Corporate debt securities	4,053	19	4	4,068
U.S. agency notes	1,255	2		1,257
Asset-backed and other securities	3,300	12	6	3,306
Total securities available for sale	\$ 37,696	\$ 304	\$ 182	\$ 37,818
<b>Securities held to maturity:</b>				
U.S. agency residential mortgage-backed securities	\$ 14,658	\$ 385	\$ 14	\$ 15,029
Other securities	297	2	1	298
Total securities held to maturity	\$ 14,955	\$ 387	\$ 15	\$ 15,327



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	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>December 31, 2011</b>				
<b>Securities available for sale:</b>				
U.S. agency residential mortgage-backed securities	\$ 20,666	\$ 269	\$ 14	\$ 20,921
Non-agency residential mortgage-backed securities	1,130		223	907
Certificates of deposit	3,623	2	3	3,622
Corporate debt securities	3,592	5	26	3,571
U.S. agency notes	1,795	5		1,800
Asset-backed and other securities	3,144	7	7	3,144
Total securities available for sale	\$ 33,950	\$ 288	\$ 273	\$ 33,965
<b>Securities held to maturity:</b>				
U.S. agency residential mortgage-backed securities	\$ 14,770	\$ 430	\$ 2	\$ 15,198
Other securities	338	3		341
Total securities held to maturity	\$ 15,108	\$ 433	\$ 2	\$ 15,539

A summary of securities with unrealized losses, aggregated by category and period of continuous unrealized loss, is as follows:

	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>March 31, 2012</b>						
<b>Securities available for sale:</b>						
U.S. agency residential mortgage-backed securities	\$ 7,125	\$ 15	\$ 88	\$ 1	\$ 7,213	\$ 16
Non-agency residential mortgage-backed securities	49	3	749	151	798	154
Certificates of deposit	1,023	2			1,023	2
Corporate debt securities	886	3	187	1	1,073	4
Asset-backed and other securities	1,491	5	217	1	1,708	6
Total	\$ 10,574	\$ 28	\$ 1,241	\$ 154	\$ 11,815	\$ 182
<b>Securities held to maturity:</b>						
U.S. agency residential mortgage-backed securities	\$ 1,084	\$ 14			\$ 1,084	\$ 14
Other securities	98	1			98	1
Total	\$ 1,182	\$ 15			\$ 1,182	\$ 15
Total securities with unrealized losses <sup>(1)</sup>	\$ 11,756	\$ 43	\$ 1,241	\$ 154	\$ 12,997	\$ 197

- (1) The number of investment positions with unrealized losses totaled 281 for securities available for sale and 8 for securities held to maturity.

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(Unaudited)

December 31, 2011	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>Securities available for sale:</b>						
U.S. agency residential mortgage-backed securities	\$ 5,551	\$ 14	\$	\$	\$ 5,551	\$ 14
Non-agency residential mortgage-backed securities	121	8	746	215	867	223
Certificates of deposit	2,158	3			2,158	3
Corporate debt securities	1,888	26			1,888	26
Asset-backed and other securities	1,376	6	152	1	1,528	7
<b>Total</b>	<b>\$ 11,094</b>	<b>\$ 57</b>	<b>\$ 898</b>	<b>\$ 216</b>	<b>\$ 11,992</b>	<b>\$ 273</b>
<b>Securities held to maturity:</b>						
U.S. agency residential mortgage-backed securities	\$ 384	\$ 2	\$	\$	\$ 384	\$ 2
<b>Total</b>	<b>\$ 384</b>	<b>\$ 2</b>	<b>\$</b>	<b>\$</b>	<b>\$ 384</b>	<b>\$ 2</b>
<b>Total securities with unrealized losses <sup>(1)</sup></b>	<b>\$ 11,478</b>	<b>\$ 59</b>	<b>\$ 898</b>	<b>\$ 216</b>	<b>\$ 12,376</b>	<b>\$ 275</b>

<sup>(1)</sup> The number of investment positions with unrealized losses totaled 296 for securities available for sale and 3 for securities held to maturity. Unrealized losses in securities available for sale of \$182 million as of March 31, 2012, were concentrated in non-agency residential mortgage-backed securities. Included in non-agency residential mortgage-backed securities are securities collateralized by loans that are considered to be Prime (defined as loans to borrowers with a Fair Isaac & Company credit score of 620 or higher at origination), and Alt-A (defined as Prime loans with reduced documentation at origination). At March 31, 2012, the amortized cost and fair value of Alt-A residential mortgage-backed securities were \$361 million and \$281 million, respectively.

Certain Alt-A and Prime residential mortgage-backed securities experienced continued credit deterioration in the first quarter of 2012, including increased payment delinquency rates and losses on foreclosures of underlying mortgages. In addition, the Company increased the projected default rates for modified loans in the first quarter of 2012. Based on the Company's cash flow projections, management determined that it does not expect to recover all of the amortized cost of these securities and therefore determined that these securities were other-than-temporarily impaired (OTTI). The Company employs a buy and hold strategy relative to its mortgage-related securities, and does not intend to sell these securities and it will not be required to sell these securities before anticipated recovery of the unrealized losses on these securities. Further, the Company has adequate liquidity at March 31, 2012, with cash and cash equivalents totaling \$6.8 billion, a loan-to-deposit ratio of 16%, adequate access to short-term borrowing facilities and regulatory capital ratios in excess of well capitalized levels. Because the Company does not intend to sell these securities and it is not more likely than not that the Company will be required to sell these securities, the Company recognized an impairment charge equal to the securities' expected credit losses of \$18 million during the first quarter of 2012. The expected credit losses were measured as the difference between the present value of expected cash flows and the amortized cost of the securities. Further deterioration in the performance of the underlying loans in the Company's residential mortgage-backed securities portfolio could result in the recognition of additional impairment charges.

Actual credit losses on the Company's residential mortgage-backed securities were not material during the first quarters of 2012 and 2011.



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(Tabular Amounts in Millions, Except Per Share Data, Ratios, or as Noted)

(Unaudited)

The following table is a rollforward of the amount of credit losses recognized in earnings for OTTI securities held by the Company during the period for which a portion of the impairment was recognized in other comprehensive income:

	<b>Three Months Ended March 31,</b>	
	<b>2012</b>	<b>2011</b>
Balance at beginning of period	\$ 127	\$ 96
Credit losses recognized into current period earnings on debt securities for which an other-than-temporary impairment was not previously recognized	1	
Credit losses recognized into current period earnings on debt securities for which an other-than-temporary impairment was previously recognized	17	7
Balance at end of period	\$ 145	\$ 103

The maturities of securities available for sale and securities held to maturity at March 31, 2012, are as follows:

	<b>After 5 years Within 1 year</b>	<b>After 5 years After 1 year through 5 years</b>	<b>After 5 years After 5 years through 10 years</b>	<b>After 5 years After 10 years</b>	<b>After 5 years Total</b>
<b>Securities available for sale:</b>					
U.S. agency residential mortgage-backed securities <sup>(1)</sup>	\$	\$	\$ 3,412	\$ 20,216	\$ 23,628
Non-agency residential mortgage-backed securities <sup>(1)</sup>			10	849	859
Certificates of deposit	2,775	1,925			4,700
Corporate debt securities	874	3,194			4,068
U.S. agency notes		1,257			1,257
Asset-backed and other securities	25	784	518	1,979	3,306
Total fair value	\$ 3,674	\$ 7,160	\$ 3,940	\$ 23,044	\$ 37,818
Total amortized cost	\$ 3,672	\$ 7,141	\$ 3,860	\$ 23,023	\$ 37,696
<b>Securities held to maturity:</b>					
U.S. agency residential mortgage-backed securities <sup>(1)</sup>	\$	\$	\$ 3,726	\$ 11,303	\$ 15,029
Other securities	117	181			298
Total fair value	\$ 117	\$ 181	\$ 3,726	\$ 11,303	\$ 15,327
Total amortized cost	\$ 116	\$ 181	\$ 3,686	\$ 10,972	\$ 14,955

- (1) Residential mortgage-backed securities have been allocated over maturity groupings based on final contractual maturities. Actual maturities will differ from final contractual maturities because borrowers on a certain portion of loans underlying these securities have the right to prepay their obligations.

Proceeds and gross realized gains (losses) from sales of securities available for sale are as follows:

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2012</b>	<b>2011</b>
Proceeds	\$ 250	\$ 200
Gross realized gains	\$	\$
Gross realized losses	\$	\$

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(Tabular Amounts in Millions, Except Per Share Data, Ratios, or as Noted)

(Unaudited)

**5. Loans to Banking Clients and Related Allowance for Loan Losses**

The composition of loans to banking clients by loan segment is as follows:

	March 31, 2012	December 31, 2011
Residential real estate mortgages	\$ 5,597	\$ 5,596
Home equity lines of credit	3,452	3,509
Personal loans secured by securities	742	742
Other	19	19
Total loans to banking clients <sup>(1)</sup>	9,810	9,866
Allowance for loan losses	(50)	(54)
Total loans to banking clients net	\$ 9,760	\$ 9,812

<sup>(1)</sup> All loans are evaluated for impairment by loan segment. Changes in the allowance for loan losses were as follows:

Three Months Ended	Residential Real estate mortgages	Residential Home equity lines of credit	Residential Total	Residential Real estate mortgages	Residential Home equity lines of credit	Residential Total
	March 31, 2012			March 31, 2011		
Balance at beginning of period	\$ 40	\$ 14	\$ 54	\$ 38	\$ 15	\$ 53
Charge-offs	(3)	(2)	(5)	(3)	(1)	(4)
Recoveries	1		1			
Provision for loan losses	(1)	1		2	2	4
Balance at end of period	\$ 37	\$ 13	\$ 50	\$ 37	\$ 16	\$ 53

Included in the loan portfolio are nonaccrual loans totaling \$47 million and \$52 million at March 31, 2012 and December 31, 2011, respectively. There were no loans accruing interest that were contractually 90 days or more past due at March 31, 2012 or December 31, 2011. The amount of interest revenue that would have been earned on nonaccrual loans, versus actual interest revenue recognized on these loans, was not material to the Company's results of operations in the first quarters of 2012 or 2011. Nonperforming assets, which include nonaccrual loans and other real estate owned, totaled \$52 million and \$56 million at March 31, 2012 and December 31, 2011, respectively. The Company considers loan modifications in which it makes an economic concession to a borrower experiencing financial difficulty to be a troubled debt restructuring. Troubled debt restructurings were not material at March 31, 2012 or December 31, 2011.

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In the first quarter of 2012, Schwab Bank launched a co-branded loan origination program for Schwab Bank clients (the Program) with Quicken Loans, Inc. (Quicken Loans). Pursuant to the Program, Quicken Loans originates and services loans for Schwab Bank clients and Schwab Bank sets the underwriting standards and pricing for those loans it intends to purchase for its portfolio. The first mortgage portion of the Program launched in March 2012 and these loans are included in the originated and purchased first mortgages loan class as of March 31, 2012, in the tables below. The home equity line of credit (HELOC) portion of the Program is expected to launch later in 2012 and Schwab Bank will purchase all HELOC loans to Schwab Bank clients that are originated by Quicken Loans.

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The delinquency aging analysis by loan class is as follows:

	Greater than Current	Greater than 30-59 days past due	Greater than 60-89 days past due	Greater than Greater than 90 days	Greater than Total past due	Greater than Total loans
<b>March 31, 2012</b>						
Residential real estate mortgages:						
Originated and purchased first mortgages	\$ 5,379	\$ 12	\$ 6	\$ 35	\$ 53	\$ 5,432
Other purchased first mortgages	159	2		4	6	165
Home equity lines of credit	3,437	5	2	8	15	3,452
Personal loans secured by securities	741	1			1	742
Other	19					19
<b>Total loans to banking clients</b>	<b>\$ 9,735</b>	<b>\$ 20</b>	<b>\$ 8</b>	<b>\$ 47</b>	<b>\$ 75</b>	<b>\$ 9,810</b>
<b>December 31, 2011</b>						
Residential real estate mortgages:						
Originated first mortgages	\$ 5,380	\$ 16	\$ 2	\$ 39	\$ 57	\$ 5,437
Purchased first mortgages	152	2		5	7	159
Home equity lines of credit	3,494	5	2	8	15	3,509
Personal loans secured by securities	741	1			1	742
Other	19					19
<b>Total loans to banking clients</b>	<b>\$ 9,786</b>	<b>\$ 24</b>	<b>\$ 4</b>	<b>\$ 52</b>	<b>\$ 80</b>	<b>\$ 9,866</b>

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In addition to monitoring the delinquency characteristics as presented in the aging analysis above, the Company monitors the credit quality of residential real estate mortgages and HELOCs by stratifying the portfolios by the year of origination, borrower Fair Issac & Company (FICO) scores at origination, updated FICO scores, and loan-to-value ratios at origination (Origination LTV), as presented in the following tables. Borrowers' FICO scores are provided by an independent third party credit reporting service and were last updated in March 2012.

March 31, 2012 Year of origination	Residential real estate mortgages		Origination and Total	Origination and Home equity lines of credit
	Origination and purchased first mortgages	Origination and Other purchased first mortgages		
Pre-2008	\$ 545	\$ 59	\$ 604	\$ 1,274
2008	506	7	513	1,234
2009	496	8	504	395
2010	1,606	17	1,623	299
2011	1,948	71	2,019	220
2012	331	3	334	30
<b>Total</b>	<b>\$ 5,432</b>	<b>\$ 165</b>	<b>\$ 5,597</b>	<b>\$ 3,452</b>
<b>Origination FICO</b>				
< 620	\$ 9	\$ 2	\$ 11	\$ 1
620 - 679	104	18	122	24
680 - 739	1,025	42	1,067	660
<sup>3</sup> 740	4,294	103	4,397	2,767
<b>Total</b>	<b>\$ 5,432</b>	<b>\$ 165</b>	<b>\$ 5,597</b>	<b>\$ 3,452</b>
<b>Updated FICO</b>				
< 620	\$ 54	\$ 8	\$ 62	\$ 47
620 - 679	159	11	170	110
680 - 739	836	45	881	517
<sup>3</sup> 740	4,383	101	4,484	2,778
<b>Total</b>	<b>\$ 5,432</b>	<b>\$ 165</b>	<b>\$ 5,597</b>	<b>\$ 3,452</b>
<b>Origination LTV <sup>(1)</sup></b>				
£ 70%	\$ 3,528	\$ 99	\$ 3,627	\$ 3,351
71% - 89%	1,890	58	1,948	101
<sup>3</sup> 90%	14	8	22	
<b>Total</b>	<b>\$ 5,432</b>	<b>\$ 165</b>	<b>\$ 5,597</b>	<b>\$ 3,452</b>

- (1) The computation of the Origination LTV ratio for a HELOC includes any first lien mortgage outstanding on the same property at the time of origination. At March 31, 2012, \$748 million of \$3.5 billion in HELOCs were in a first lien position.

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December 31, 2011 Year of origination	Residential real estate mortgages		Originated Total	Originated Home equity lines of credit
	Originated first mortgages	Originated Purchased first mortgages		
Pre-2008	\$ 569	\$ 60	\$ 629	\$ 1,306
2008	538	8	546	1,262
2009	553	10	563	412
2010	1,757	17	1,774	311
2011	2,020	64	2,084	218
<b>Total</b>	<b>\$ 5,437</b>	<b>\$ 159</b>	<b>\$ 5,596</b>	<b>\$ 3,509</b>
Origination FICO				
< 620	\$ 9	\$ 2	\$ 11	\$
620 - 679	108	19	127	24
680 - 739	1,030	43	1,073	667
<sup>3</sup> 740	4,290	95	4,385	2,818
<b>Total</b>	<b>\$ 5,437</b>	<b>\$ 159</b>	<b>\$ 5,596</b>	<b>\$ 3,509</b>
Updated FICO				
< 620	\$ 55	\$ 7	\$ 62	\$ 49
620 - 679	162	11	173	112
680 - 739	831	44	875	520
<sup>3</sup> 740	4,389	97	4,486	2,828
<b>Total</b>	<b>\$ 5,437</b>	<b>\$ 159</b>	<b>\$ 5,596</b>	<b>\$ 3,509</b>
Origination LTV <sup>(1)</sup>				
£ 70%	\$ 3,507	\$ 91	\$ 3,598	\$ 2,378
71% - 89%	1,904	60	1,964	1,091
<sup>3</sup> 90%	26	8	34	40
<b>Total</b>	<b>\$ 5,437</b>	<b>\$ 159</b>	<b>\$ 5,596</b>	<b>\$ 3,509</b>

<sup>(1)</sup> The computation of the Origination LTV ratio for a HELOC includes any first lien mortgage outstanding on the same property at the time of origination. At December 31, 2011, \$755 million of \$3.5 billion in HELOCs were in a first lien position. The Company monitors the credit quality of personal loans secured by securities by reviewing the fair value of collateral to ensure adequate collateralization of at least 100% of the principal amount of the loans. All of these personal loans were fully collateralized by securities with fair values in excess of borrowing amounts at March 31, 2012 and December 31, 2011.

**6. Commitments and Contingencies**

The Company has clients that sell (i.e., write) listed option contracts that are cleared by various clearing houses. The clearing houses establish margin requirements on these transactions. The Company partially satisfies the margin requirements by arranging unsecured standby letter of credit agreements (LOCs), in favor of the clearing houses, which are issued by multiple banks. At March 31, 2012, the aggregate face amount of these LOCs totaled \$350 million. In connection with its securities lending activities, Schwab is required to provide collateral to certain brokerage clients. Schwab satisfies the collateral requirements by arranging LOCs in favor of these brokerage clients, which are issued by multiple banks. At March 31, 2012, the aggregate face amount of these LOCs totaled \$89 million. There were no funds drawn under any of these LOCs at March 31, 2012.

The Company also provides guarantees to securities clearing houses and exchanges under standard membership agreements, which require members to guarantee the performance of other members. Under the agreements, if another member becomes unable to satisfy its obligations to the clearing houses and exchanges, other members would be required to meet shortfalls. The Company's liability under these arrangements is not quantifiable and may exceed the cash and securities it has posted as

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collateral. However, the potential requirement for the Company to make payments under these arrangements is remote. Accordingly, no liability has been recognized for these guarantees.

*Legal contingencies:* The Company is subject to claims and lawsuits in the ordinary course of business, including arbitrations, class actions and other litigation, some of which include claims for substantial or unspecified damages. The Company is also the subject of inquiries, investigations, and proceedings by regulatory and other governmental agencies. In addition, the Company is responding to certain litigation claims brought against former subsidiaries pursuant to indemnities it has provided to purchasers of those entities.

The Company believes it has strong defenses in all significant matters currently pending and is contesting liability and any damages claimed. Nevertheless, some of these matters may result in adverse judgments or awards, including penalties, injunctions or other relief, and the Company may also determine to settle a matter because of the uncertainty and risks of litigation. Described below are certain matters in which there is a reasonable possibility that a material loss could be incurred or where the matter may otherwise be of significant interest to stockholders. With respect to all other pending matters, based on current information and consultation with counsel, it does not appear that the outcome of any such matter could be material to the financial condition, operating results or cash flows of the Company. However, predicting the outcome of a litigation or regulatory matter is inherently difficult, requiring significant judgment and evaluation of various factors, including the procedural status of the matter and any recent developments; prior experience and the experience of others in similar cases; available defenses, including potential opportunities to dispose of a case on the merits or procedural grounds before trial (e.g., motions to dismiss or for summary judgment); the progress of fact discovery; the opinions of counsel and experts regarding potential damages; potential opportunities for settlement and the status of any settlement discussions; and potential insurance coverage and indemnification. Often, as in the case of the Auction Rate Securities Regulatory Inquiries and Total Bond Market Fund Litigation matters described below, it is not possible to reasonably estimate potential liability, if any, or a range of potential liability until the matter is closer to resolution - pending, for example, further proceedings, the outcome of key motions or appeals, or discussions among the parties. Numerous issues may have to be developed, such as discovery of important factual matters and determination of threshold legal issues, which may include novel or unsettled questions of law. Reserves are established or adjusted or further disclosure and estimates of potential loss are provided as the matter progresses and more information becomes available.

Auction Rate Securities Regulatory Inquiries: Schwab has been responding to industry wide inquiries from federal and state regulators regarding sales of auction rate securities to clients who were unable to sell their holdings when the normal auction process for those securities froze unexpectedly in February 2008. On August 17, 2009, a civil complaint was filed against Schwab in New York state court by the Attorney General of the State of New York (NYAG) alleging material misrepresentations and omissions by Schwab regarding the risks of auction rate securities, and seeking restitution, disgorgement, penalties and other relief, including repurchase of securities held in client accounts. As reflected in a statement issued August 17, 2009, Schwab has responded that the allegations are without merit, and has been contesting all charges. By order dated October 24, 2011, the court granted Schwab's motion to dismiss the complaint. On November 30, 2011, the NYAG filed notice of its intention to appeal the ruling.

Total Bond Market Fund Litigation: On August 28, 2008, a class action lawsuit was filed in the U.S. District Court for the Northern District of California on behalf of investors in the Schwab Total Bond Market Fund (Northstar lawsuit). The lawsuit, which alleges violations of state law and federal securities law in connection with the fund's investment policy, names Schwab Investments (registrant and issuer of the fund's shares) and CSIM as defendants. Allegations include that the fund improperly deviated from its stated investment objectives by investing in collateralized mortgage obligations (CMOs) and investing more than 25% of fund assets in CMOs and mortgage-backed securities without obtaining a shareholder vote. Plaintiffs seek unspecified compensatory and rescission damages, unspecified equitable and injunctive relief, and costs and attorneys' fees. Plaintiffs' federal securities law claim and certain of plaintiffs' state law claims were dismissed in proceedings before the court and following a successful petition by defendants to the Ninth Circuit Court of Appeals. On August 8, 2011, the court dismissed plaintiffs' remaining claims with prejudice. Plaintiffs have appealed to the Ninth Circuit, where the case is currently pending.

optionsXpress Regulatory Matters: optionsXpress entities and individual employees have been responding to certain pending regulatory matters which predate the Company's acquisition of optionsXpress. On April 16, 2012, optionsXpress, Inc. was



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charged by the Securities and Exchange Commission (SEC) in an administrative proceeding alleging violations of the firm's close-out obligations under SEC Regulation SHO (short sale delivery rules) in connection with certain customer trading activity. Separately, on April 19, 2012, the SEC instituted an administrative proceeding alleging violations of the broker-dealer registration requirements by an unregistered optionsXpress entity. The Company disputes the allegations and is contesting the charges in the two matters. The Company recorded a contingent liability associated with these matters, which was not material at March 31, 2012.

**7. Fair Values of Assets and Liabilities**

Fair value is defined as the price that would be received to sell an asset or the price paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurement accounting guidance describes the fair value hierarchy for disclosing assets and liabilities measured at fair value based on the inputs used to value them. The fair value hierarchy maximizes the use of observable inputs and minimizes the use of unobservable inputs. Observable inputs are based on market pricing data obtained from sources independent of the Company. A quoted price in an active market provides the most reliable evidence of fair value and is generally used to measure fair value whenever available. Unobservable inputs reflect management's judgment about the assumptions market participants would use in pricing the asset or liability. Where inputs used to measure fair value of an asset or liability are from different levels of the hierarchy, the asset or liability is categorized based on the lowest level input that is significant to the fair value measurement in its entirety. Assessing the significance of a particular input requires judgment. The fair value hierarchy includes three levels based on the objectivity of the inputs as follows:

Level 1 inputs are quoted prices in active markets as of the measurement date for identical assets or liabilities that the Company has the ability to access. The Company did not transfer any assets or liabilities between Level 1 and Level 2 during the quarter ended March 31, 2012, or the year ended December 31, 2011.

Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates, benchmark yields, issuer spreads, new issue data, and collateral performance.

Level 3 inputs are unobservable inputs for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability. The Company did not have any financial assets or liabilities utilizing Level 3 inputs as of March 31, 2012, or December 31, 2011.

**Assets and Liabilities Recorded at Fair Value**

The Company's assets recorded at fair value include certain cash equivalents, investments segregated and on deposit for regulatory purposes, other securities owned, and securities available for sale. The Company uses the market and income approaches to determine the fair value of assets and liabilities. When available, the Company uses quoted prices in active markets to measure the fair value of assets. When quoted prices do not exist, the Company uses prices obtained from independent third-party pricing services to measure the fair value of investment assets. The Company validates prices received from the pricing services using various methods, including comparison to prices received from additional pricing services, comparison to quoted market prices, where available, comparison to internal valuation models, and review of other relevant market data. When comparing to relevant market data with a bid-ask spread, the Company uses the price within the bid-ask spread that best represents fair value. The Company does not adjust the prices received from independent third-party pricing services unless such prices are

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inconsistent with the definition of fair value and result in a material difference in the recorded amounts. At March 31, 2012, and December 31, 2011, the Company did not adjust prices received from independent third-party pricing services. Liabilities recorded at fair value were not material, and therefore are not included in the following tables.

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The following tables present the fair value hierarchy for assets measured at fair value:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at Fair Value
<b>March 31, 2012</b>				
Cash equivalents:				
Money market funds	\$ 9		\$	\$ 9
Commercial paper		610		610
Total cash equivalents	9	610		619
Investments segregated and on deposit for regulatory purposes:				
Certificates of deposit		2,724		2,724
Corporate debt securities		1,028		1,028
U.S. Government securities		773		773
Total investments segregated and on deposit for regulatory purposes		4,525		4,525
Other securities owned:				
Schwab Funds® money market funds	178			178
Equity and bond mutual funds	190			190
State and municipal debt obligations		47		47
Equity, U.S. Government and corporate debt, and other securities	3	38		41
Total other securities owned	371	85		456
Securities available for sale:				
U.S. agency residential mortgage-backed securities		23,628		23,628
Non-agency residential mortgage-backed securities		859		859
Certificates of deposit		4,700		4,700
Corporate debt securities		4,068		4,068
U.S. agency notes		1,257		1,257
Asset-backed and other securities		3,306		3,306
Total securities available for sale		37,818		37,818
Total	\$ 380	\$ 43,038	\$	\$ 43,418

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December 31, 2011	Other Observable Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Significant Other Observable Inputs (Level 2)	Other Observable Significant Unobservable Inputs (Level 3)	Other Observable Balance at Fair Value
Cash equivalents:				
Money market funds	\$ 8	\$	\$	\$ 8
Commercial paper		814		814
Total cash equivalents	8	814		822
Investments segregated and on deposit for regulatory purposes:				
Certificates of deposit		2,374		2,374
Corporate debt securities		767		767
U.S. Government securities		650		650
Total investments segregated and on deposit for regulatory purposes		3,791		3,791
Other securities owned:				
Schwab Funds® money market funds	332			332
Equity and bond mutual funds	183			183
State and municipal debt obligations		46		46
Equity, U.S. Government and corporate debt, and other securities	12	20		32
Total other securities owned	527	66		593
Securities available for sale:				
U.S. agency residential mortgage-backed securities		20,921		20,921
Non-agency residential mortgage-backed securities		907		907
Certificates of deposit		3,622		3,622
Corporate debt securities		3,571		3,571
U.S. agency notes		1,800		1,800
Asset-backed and other securities		3,144		3,144
Total securities available for sale		33,965		33,965
Total	\$ 535	\$ 38,636	\$	\$ 39,171

**Financial Instruments Not Recorded at Fair Value**

Descriptions of the valuation methodologies and assumptions used to estimate the fair value of financial instruments not recorded at fair value are described below. There were no significant changes in these methodologies or assumptions during the first quarter of 2012.

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*Cash and cash equivalents, receivables from brokers, dealers, and clearing organizations, and receivables from brokerage clients net* are short-term in nature and accordingly are recorded at amounts that approximate fair value. Cash and cash equivalents include cash and highly liquid investments with original maturities of three months or less. Receivables from brokers, dealers, and clearing organizations, and receivables from brokerage clients net are recorded at or near transaction price and historically have been settled or converted to cash at approximately that value.

*Cash and investments segregated and on deposit for regulatory purposes* include securities purchased under resale agreements. Securities purchased under resale agreements are recorded at par value plus accrued interest. Securities purchased under resale agreements are short-term in nature and are backed by collateral that both exceeds the carrying value of the resale agreement and is highly liquid in nature. Accordingly, the carrying value approximates fair value.

*Securities held to maturity* include U.S. agency residential mortgage-backed securities, asset-backed securities collateralized by credit card, student, and auto loans, and corporate debt securities. Securities held to maturity are recorded at amortized cost. The fair value of these securities is obtained using an independent third-party pricing service similar to investment assets recorded at fair value as discussed above.

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*Loans to banking clients* primarily include adjustable rate residential first-mortgage and HELOC loans. Loans to banking clients are recorded at carrying value net of an allowance for loan losses. The fair value of the Company's loans to banking clients is estimated based on prices obtained from independent third-party pricing services for mortgage-backed securities collateralized by similar types of loans similar to investment assets recorded at fair value as discussed above. The Company may adjust the independent third-party prices to account for differences between the weighted average lives and coupon rates of comparable mortgage-backed securities and loans to banking clients.

*Loans held for sale* include fixed rate and adjustable-rate residential first-mortgage loans intended for sale. Loans held for sale are recorded at the lower of cost or fair value. The fair value of the Company's loans held for sale is estimated using quoted market prices for securities backed by similar types of loans.

*Other assets* Financial instruments included in other assets primarily consist of cost method investments and Federal Home Loan Bank (FHLB) stock, whose carrying values approximate their fair values. FHLB stock is recorded at par, which approximates fair value as there is a quoted market price for this stock based on the requirements of the FHLB.

*Deposits from banking clients* The Company considers the fair value of deposits with no stated maturity, such as deposits from banking clients, to be equal to the amount payable on demand as of the balance sheet date.

*Accrued expenses and other liabilities* Financial instruments included in accrued expenses and other liabilities consist of drafts payable and certain amounts due under contractual obligations which are short-term in nature and accordingly are recorded at amounts that approximate fair value.

*Long-term debt* includes Senior Notes, Senior Medium-Term Notes, Series A, Junior Subordinated Notes, and a finance lease obligation. The fair values of the Senior Notes, Senior Medium-Term Notes, Series A, and Junior Subordinated Notes are estimated using indicative, non-binding quotes from independent brokers. The Company validates indicative prices for its debt through comparison to other independent non-binding quotes. The finance lease obligation is recorded at carrying value, which approximates fair value.

*Firm commitments to extend credit* The Company extends credit to banking clients through HELOC and personal loans secured by securities. The Company considers the fair value of these unused commitments to be not material because the interest rates earned on these balances are based on market interest rate indices and reset monthly. Future utilization of HELOC and personal loan commitments will earn a then-current market interest rate. The Company does not charge a fee to maintain a HELOC or personal loan.

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The following table presents the fair value hierarchy for financial instruments not recorded at fair value at March 31, 2012:

	XXXXXXX	XXXXXXX	XXXXXXX	XXXXXXX	XXXXXXX
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at Fair Value
<b>Assets:</b>					
Cash and cash equivalents	\$ 6,175	\$	\$ 6,175	\$	\$ 6,175
Cash and investments segregated and on deposit for regulatory purposes	22,380		22,380		22,380
Receivables from brokers, dealers, and clearing organizations	588		588		588
Receivables from brokerage clients net	11,207		11,207		11,207
Securities held to maturity:					
U.S. agency residential mortgage-backed securities	14,658		15,029		15,029
Other securities	297		298		298
Total securities held to maturity	14,955		15,327		15,327
Loans to banking clients net:					
Residential real estate mortgages	5,560		5,692		5,692
Home equity lines of credit	3,439		3,354		3,354
Personal loans secured by securities	742		742		742
Other	19		19		19
Total loans to banking clients net	9,760		9,807		9,807
Loans held for sale	52		54		54
Other assets	63		63		63
Total	\$ 65,180	\$	\$ 65,601	\$	\$ 65,601
<b>Liabilities:</b>					
Deposits from banking clients	\$ 62,259	\$	\$ 62,259	\$	\$ 62,259
Payables to brokers, dealers, and clearing organizations	1,219		1,219		1,219
Payables to brokerage clients	36,357		36,357		36,357
Accrued expenses and other liabilities	524		524		524
Long-term debt	2,000		2,182		2,182
Total	\$ 102,359	\$	\$ 102,541	\$	\$ 102,541

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The following table presents the Company's fair value estimates for financial instruments at December 31, 2011, excluding short-term financial assets and liabilities, for which carrying amounts approximate fair value, and excluding financial instruments recorded at fair value:

	Carrying Amount	Fair Value
<b>Financial Assets:</b>		
Securities held to maturity	\$ 15,108	\$ 15,539
Loans to banking clients net	\$ 9,812	\$ 9,671
Loans held for sale	\$ 70	\$ 73
<b>Financial Liabilities:</b>		
Long-term debt	\$ 2,001	\$ 2,159

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**8. Preferred Stock**

The Company was authorized to issue 9,940,000 shares of preferred stock, \$0.01 par value, at both March 31, 2012, and December 31, 2011. At March 31, 2012, the Company had 400,000 shares of preferred stock issued and outstanding and none issued and outstanding at December 31, 2011.

On January 26, 2012, the Company issued and sold 400,000 shares of fixed-to-floating rate non-cumulative perpetual preferred stock, Series A, \$0.01 par value, with a liquidation preference of \$1,000 per share (Series A Preferred Stock) for a total liquidation preference of \$400 million. Net proceeds received from the sale were \$394 million and are being used for general corporate purposes, including, without limitation, to support the Company's balance sheet growth and the potential migration of certain client cash balances to deposit accounts at Schwab Bank. The Series A Preferred Stock has no stated maturity and has a fixed dividend rate of 7.000% until February 2022 and a floating rate equal to three-month LIBOR plus 4.820% thereafter. During the fixed rate period, dividends, if declared, will be payable semi-annually, in arrears, on February 1 and August 1 of each year, beginning on August 1, 2012 and ending on February 1, 2022. During the floating rate period, dividends, if declared, will be payable quarterly, in arrears, on February 1, May 1, August 1, and November 1 of each year, beginning on May 1, 2022. Dividends will not be cumulative. Under the terms of the Series A Preferred Stock, the Company's ability to pay dividends on, make distributions with respect to, or to repurchase, redeem or acquire its common stock is subject to restrictions in the event that the Company does not declare and either pay or set aside a sum sufficient for payment of dividends on the Series A Preferred Stock for the immediately preceding dividend period. The Series A Preferred Stock is redeemable at the Company's option, in whole or in part, on any dividend payment date on or after February 1, 2022, or, in whole but not in part, within 90 days following a regulatory capital treatment event as defined in its Certificate of Designations.

**9. Accumulated Other Comprehensive Income**

Accumulated other comprehensive income (loss) represents cumulative gains and losses that are not reflected in earnings. Accumulated other comprehensive income balances were:

	on securities available for sale		on securities available for sale		on securities available for sale
	Net unrealized gain		Other		Total
	on securities available for sale		Other		accumulated other
					comprehensive income
Balance at December 31, 2010	\$	17	\$	(1)	\$ 16
Other net changes		17		1	18
Balance at March 31, 2011	\$	34	\$		\$ 34
Balance at December 31, 2011	\$	10	\$	(2)	\$ 8
Other net changes		67		1	68
Balance at March 31, 2012	\$	77	\$	(1)	\$ 76

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(Unaudited)

**10. Earnings Per Share**

Basic EPS is computed by dividing net income available to common stockholders by the weighted-average number of common shares outstanding during the period. The computation of diluted EPS is similar to the computation of basic EPS except that the denominator is increased to include the number of additional common shares that would have been outstanding if dilutive potential common shares had been issued. Dilutive potential common shares include the effect of outstanding stock options and unvested restricted stock awards and units. EPS under the basic and diluted computations is as follows:

	<b>Three Months Ended March 31,</b>	
	<b>2012</b>	<b>2011</b>
Net income available to common stockholders <sup>(1)</sup>	\$ 195	\$ 243
Weighted-average common shares outstanding - basic	1,272	1,203
Common stock equivalent shares related to stock incentive plans	1	4
Weighted-average common shares outstanding - diluted <sup>(2)</sup>	1,273	1,207
Basic EPS	\$ .15	\$ .20
Diluted EPS	\$ .15	\$ .20

(1) Net income available to participating securities (unvested restricted shares) was not material for the first quarters of 2012 or 2011.

(2) Antidilutive stock options and restricted stock awards excluded from the calculation of diluted EPS totaled 60 million and 39 million shares for the first quarters of 2012 and 2011, respectively.

**11. Regulatory Requirements**

CSC is a savings and loan holding company and Schwab Bank, CSC's depository institution subsidiary, is a federal savings bank. CSC is subject to supervision and regulation by the Board of Governors of the Federal Reserve System and Schwab Bank is subject to supervision and regulation by the Office of the Comptroller of the Currency. CSC is currently not subject to specific statutory capital requirements, however CSC is required to serve as a source of strength for Schwab Bank. Under the Dodd-Frank Wall Street Reform and Consumer Protection Act, CSC will be subject to new minimum leverage and minimum risk-based capital ratio requirements that will be set by the Federal Reserve that are at least as stringent as the requirements generally applicable to insured depository institutions as of July 21, 2011.

Schwab Bank is required to maintain minimum capital levels as specified in federal banking laws and regulations. Failure to meet the minimum levels could result in certain mandatory, and possibly additional discretionary actions by the regulators that, if undertaken, could have a direct material effect on Schwab Bank. At March 31, 2012, CSC and Schwab Bank met the capital level requirements.

The regulatory capital and ratios for Schwab Bank at March 31, 2012, are as follows:

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	Amount	Amount	Amount	Amount	Amount	Amount
	Actual		Minimum Capital Requirement		Minimum to be Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Tier 1 Risk-Based Capital	\$ 5,153	23.7%	\$ 870	4.0%	\$ 1,305	6.0%
Total Risk-Based Capital	\$ 5,201	23.9%	\$ 1,740	8.0%	\$ 2,175	10.0%
Tier 1 Core Capital	\$ 5,153	7.6%	\$ 2,705	4.0%	\$ 3,381	5.0%
Tangible Equity	\$ 5,153	7.6%	\$ 1,352	2.0%	N/A	

N/A Not applicable.

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Based on its regulatory capital ratios at March 31, 2012, Schwab Bank is considered well capitalized (the highest category) pursuant to banking regulatory guidelines. There are no conditions or events since March 31, 2012, that management believes have changed Schwab Bank's capital category.

CSC's principal U.S. broker-dealers are Schwab and optionsXpress, Inc. optionsXpress, Inc. is a wholly-owned subsidiary of optionsXpress. Schwab and optionsXpress, Inc. are both subject to Rule 15c3-1 under the Securities Exchange Act of 1934 (the Uniform Net Capital Rule). Schwab and optionsXpress, Inc. compute net capital under the alternative method permitted by the Uniform Net Capital Rule. This method requires the maintenance of minimum net capital, as defined, of the greater of 2% of aggregate debit balances arising from client transactions or a minimum dollar requirement (\$250,000 for Schwab), which is based on the type of business conducted by the broker-dealer. Under the alternative method, a broker-dealer may not repay subordinated borrowings, pay cash dividends, or make any unsecured advances or loans to its parent company or employees if such payment would result in a net capital amount of less than 5% of aggregate debit balances or less than 120% of its minimum dollar requirement.

optionsXpress, Inc. is also subject to Commodity Futures Trading Commission Regulation 1.17 (Reg. 1.17) under the Commodity Exchange Act, which also requires the maintenance of minimum net capital. optionsXpress, Inc., as a futures commission merchant, is required to maintain minimum net capital equal to the greater of its net capital requirement under Reg. 1.17 (\$1 million), or the sum of 8% of the total risk margin requirements for all positions carried in client accounts and 8% of the total risk margin requirements for all positions carried in non-client accounts (as defined in Reg. 1.17).

Net capital and net capital requirements for Schwab and optionsXpress, Inc. at March 31, 2012, are as follows:

	Net Capital	% of Aggregate Debit Balances	Minimum Net Capital Required	2% of Aggregate Debit Balances	Net Capital in Excess of Required Net Capital	Net Capital in Excess of 5% of Aggregate Debit Balances
Schwab	\$ 1,142	9%	\$ 0.250	\$ 251	\$ 891	\$ 516
optionsXpress, Inc.	\$ 68	27%	\$ 1	\$ 5	\$ 63	\$ 56

**12. Segment Information**

The Company structures its operating segments according to its various types of clients and the services provided to those clients. The Company's two reportable segments are Investor Services and Institutional Services.

The Company evaluates the performance of its segments on a pre-tax basis, excluding items such as impairment charges on non-financial assets, discontinued operations, extraordinary items, and significant restructuring and other charges. Segment assets and liabilities are not used for evaluating segment performance or in deciding how to allocate resources to segments. There are no revenues from transactions with other segments within the Company.



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Financial information for the Company's reportable segments is presented in the following table:

Three Months Ended March 31,	Investor Services		Institutional Services		Unallocated		Total	
	2012	2011	2012	2011	2012	2011	2012	2011
<b>Net Revenues:</b>								
Asset management and administration fees	\$ 260	\$ 276	\$ 223	\$ 226	\$ 1	\$	\$ 484	\$ 502
Net interest revenue	365	373	69	63			434	436
Trading revenue	163	160	80	80		1	243	241
Other	27	20	20	19	(1)		46	39
Provision for loan losses		(3)		(1)				(4)
Net impairment losses on securities	(16)	(6)	(2)	(1)			(18)	(7)
Total net revenues	799	820	390	386		1	1,189	1,207
<b>Expenses Excluding Interest</b>	<b>606</b>	<b>554</b>	<b>270</b>	<b>260</b>		<b>(1)</b>	<b>876</b>	<b>813</b>
Income before taxes on income	\$ 193	\$ 266	\$ 120	\$ 126	\$	\$ 2	\$ 313	\$ 394
Taxes on income							(118)	(151)
Net Income							\$ 195	\$ 243

**13. Subsequent Event**

Subsequent to March 31, 2012, the Company entered into a confidential agreement to resolve a dispute with a vendor, and expects to record a pre-tax gain of \$70 million subject to receipt of the funds in the second quarter of 2012.

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations****OVERVIEW**

Management of The Charles Schwab Corporation (CSC) and its subsidiaries (collectively referred to as the Company) focuses on several key client activity and financial metrics in evaluating the Company's financial position and operating performance. Results for the first quarters of 2012 and 2011 are:

	Three Months Ended March 31,		Percent Change
	2012	2011	
<b>Client Activity Metrics:</b>			
Net new client assets <sup>(1)</sup> (in billions)	\$ 38.9	\$ 23.0	69%
Client assets (in billions, at quarter end)	\$ 1,833.5	\$ 1,646.9	11%
Clients' daily average trades <sup>(2)</sup> (in thousands)	476.2	472.5	1%
<b>Company Financial Metrics:</b>			
Net revenues	\$ 1,189	\$ 1,207	(1%)
Expenses excluding interest	876	813	8%
Income before taxes on income	313	394	(21%)
Taxes on income	(118)	(151)	(22%)
Net income	\$ 195	\$ 243	(20%)
Earnings per share - diluted	\$ .15	\$ .20	(25%)
Net revenue (decline) growth from prior year	(1%)	23%	
Pre-tax profit margin	26.3%	32.6%	
Return on stockholders' equity (annualized)	10%	15%	
Annualized net revenue per average full-time equivalent employee (in thousands)	\$ 340	\$ 371	(8%)

(1) Includes inflows of \$12.0 billion in the first quarter of 2012 from a mutual fund clearing services client.

(2) Amounts include revenue trades from commissions or principal mark-ups (i.e., fixed income), trades by clients in asset-based pricing relationships, and all commission-free trades, including Schwab Mutual Fund OneSource<sup>®</sup> funds and Exchange-Traded Funds, and other proprietary products.

The broad equity markets improved during the first quarter of 2012 compared to the first quarter of 2011 as the Nasdaq Composite Index, Dow Jones Industrial Average, and Standard & Poor's 500 Index increased 11%, 7%, and 6%, respectively. The federal funds target rate remained unchanged at a range of zero to 0.25% during the first quarter and the average three-month Treasury Bill and 10-year Treasury yields decreased by 6 and 142 basis points to 0.06% and 2.02%, respectively, compared to the first quarter of 2011.

The Company's ongoing success in building stronger client relationships and expanding client service capabilities helped deliver strong key client activity metrics during the first quarter of 2012 - core net new client assets, which exclude significant one-time flows, totaled \$26.9 billion, the highest since the first quarter of 2008, and total client assets ended the quarter at a record \$1.83 trillion, up 11% from the first quarter of 2011. In addition, clients' daily average trades were 476,200 in the first quarter of 2012, slightly up on a year-over-year basis.

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Net revenues were relatively flat in the first quarter of 2012 compared to the first quarter of 2011 primarily due to a decrease in asset management and administration fees and higher net impairment losses on securities, partially offset by an increase in other revenue. Asset management and administration fees decreased primarily due to a decrease in net money market mutual fund fees, partially offset by increases in other asset management and administration fees and revenue from the Company's advice solutions. Net impairment losses in the Company's non-agency residential mortgage-backed securities portfolio were higher primarily due to further credit deterioration of the securities underlying loans and an increase in projected default rates for modified loans. Other revenue increased primarily due to the inclusion of revenues relating to education services and other service fees from the optionsXpress Holdings, Inc. (optionsXpress) acquisition in September 2011. Net interest revenue was relatively flat year-over-year, reflecting higher balances of interest-earning assets offset by the effect of lower interest rate spreads during the first quarter of 2012 due to the continued low interest rate environment.

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Expenses excluding interest increased by 8% in the first quarter of 2012 compared to the first quarter of 2011 primarily due to increases in compensation and benefits, depreciation and amortization, and advertising and market development. Compensation and benefits expense increased primarily due to an increase in full-time employees. Depreciation and amortization and advertising and market development increased primarily due to the acquisition of optionsXpress. Overall, net income declined by 20% in the first quarter of 2012 compared to the first quarter of 2011.

In comparison to the fourth quarter of 2011, both the broad equity markets and interest rate environment improved in the first quarter of 2012 the Nasdaq Composite Index, Standard & Poor's 500 Index, and Dow Jones Industrial Average increased 19%, 12%, and 8%, respectively, and the average three-month Treasury Bill yield increased by 6 basis points to 0.06%, while the average 10-year Treasury yield was relatively flat at 2.02%. The improved environment combined with the Company's strong key client activity metrics and ongoing expense discipline helped net revenues grow 7% and limit expense growth to 2%, resulting in a 20% increase in net income for the first quarter of 2012 from the fourth quarter of 2011.

**Equity Offering**

On January 26, 2012, the Company issued and sold 400,000 shares of fixed-to-floating rate non-cumulative perpetual preferred stock, Series A, \$0.01 par value, with a liquidation preference of \$1,000 per share. Net proceeds received from the sale were \$394 million and are being used for general corporate purposes, including, without limitation, to support the Company's balance sheet growth and the potential migration of certain client cash balances to deposit accounts at Schwab Bank. For further discussion, see Item 1 Condensed Consolidated Financial Statements (Unaudited) Notes 8. Preferred Stock.

**Subsequent Event**

Subsequent to March 31, 2012, the Company entered into a confidential agreement to resolve a dispute with a vendor, and expects to record a pre-tax gain of \$70 million subject to receipt of the funds in the second quarter of 2012.

**CURRENT MARKET AND REGULATORY ENVIRONMENT AND OTHER DEVELOPMENTS**

The low interest rate environment continues to constrain growth in the Company's net revenues.

Interest rates remained at low levels during the first quarter of 2012, as the federal funds target rate was unchanged at a range of zero to 0.25% and the three-month Treasury Bill yield ranged from 0.01% to 0.12%. In addition, the average 10-year Treasury yield decreased to 2.02% during the first quarter from 3.44% in the first quarter of 2011. To the extent rates remain at these low levels, the Company's net interest revenue will continue to be constrained, even as growth in average balances helps to increase such revenue. The low interest rate environment also affects asset management and administration fees. The overall yields on certain Schwab-sponsored money market mutual funds have remained at levels at or below the management fees on those funds. The Company continues to waive a portion of its management fees so that the funds can maintain a positive return to clients. These and other money market mutual funds may not be able to replace maturing securities with securities of equal or higher yields. As a result, the yields on such funds may remain around or decline from their current levels, and therefore below the management fees on those funds. To the extent this occurs, asset management and administration fees may be negatively affected.

The Company recorded net impairment charges of \$18 million related to certain non-agency residential mortgage-backed securities in the first quarter of 2012 due to further credit deterioration of the securities underlying loans and an increase in projected default rates for modified loans. Further deterioration in the performance of the underlying loans in the Company's residential mortgage-backed securities portfolio could result in the recognition of additional impairment charges.

The Dodd-Frank Wall Street Reform and Consumer Protection Act was signed into law in July 2010. Among other things, the legislation authorizes various assessments and fees and requires the establishment of minimum leverage and risk-based capital requirements for insured

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depository institutions. CSC is continuing to review the impact the legislation, studies and related rule-making will have on the Company's business, financial condition, and results of operations.

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The Company is pursuing lawsuits in state court in San Francisco for rescission and damages against issuers, underwriters, and dealers of 51 individual non-agency residential mortgage-backed securities on which the Company has experienced realized and unrealized losses. The lawsuits allege that offering documents for the securities contained material untrue and misleading statements about the securities and the underwriting standards and credit quality of the underlying loans. On January 27, 2012, the court denied defendants' motions to dismiss the claims with respect to all but 4 of the 51 securities, and allowed the cases to proceed to discovery.

**RESULTS OF OPERATIONS**

The following discussion presents an analysis of the Company's results of operations for the first quarters of 2012 and 2011.

**Net Revenues**

The Company's major sources of net revenues are asset management and administration fees, net interest revenue, and trading revenue. Asset management and administration fees decreased, while net interest revenue and trading revenue were relatively flat in the first quarter of 2012 compared to the first quarter of 2011.

Three Months Ended March 31,	2012			2011	
	Percent Change	Amount	% of Total Net Revenues	Amount	% of Total Net Revenues
<b>Asset management and administration fees</b>					
Schwab money market funds before fee waivers	5%	\$ 222		\$ 211	
Fee waivers	46%	(163)		(112)	
Schwab money market funds after fee waivers	(40%)	59	5%	99	8%
Equity and bond funds	10%	32	3%	29	3%
Mutual Fund OneSource®	(3%)	166	14%	172	14%
Total mutual funds	(14%)	257	22%	300	25%
Advice solutions	8%	139	12%	129	11%
Other	21%	88	7%	73	6%
Asset management and administration fees	(4%)	484	41%	502	42%
<b>Net interest revenue</b>					
Interest revenue	(2%)	472	40%	481	40%
Interest expense	(16%)	(38)	(3%)	(45)	(4%)
Net interest revenue		434	37%	436	36%
<b>Trading revenue</b>					
Commissions	2%	229	19%	225	19%
Principal transactions	(13%)	14	1%	16	1%

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Trading revenue	1%	243	20%	241	20%
Other	18%	46	4%	39	3%
Provision for loan losses	N/M			(4)	
Net impairment losses on securities	157%	(18)	(2%)	(7)	(1%)
Total net revenues	(1%)	\$ 1,189	100%	\$ 1,207	100%

N/M Not meaningful.

***Asset Management and Administration Fees***

Asset management and administration fees include mutual fund service fees and fees for other asset-based financial services provided to individual and institutional clients. The Company earns mutual fund service fees for shareholder services,

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administration, and investment management provided to its proprietary funds, and recordkeeping and shareholder services provided to third-party funds. These fees are based upon the daily balances of client assets invested in these funds. The Company also earns asset management fees for advice solutions, which include advisory and managed account services that are based on the daily balances of client assets subject to the specific fee for service. The fair values of client assets included in proprietary and third-party mutual funds are based on quoted market prices and other observable market data. Other asset management and administration fees include various asset based fees, such as trust fees, 401k record keeping fees, and mutual fund clearing and other service fees. Asset management and administration fees may vary with changes in the balances of client assets due to market fluctuations and client activity. For discussion of the impact of current market conditions on asset management and administration fees, see *Current Market and Regulatory Environment*.

Asset management and administration fees decreased by \$18 million, or 4%, in the first quarter of 2012 compared to the first quarter of 2011 primarily due to a decrease in mutual fund service fees, partially offset by increases in revenue from advice solutions and other asset management and administration fees.

Mutual fund service fees decreased by \$43 million, or 14%, in the first quarter of 2012 compared to the first quarter of 2011 primarily due to a decrease in net money market mutual fund fees as a result of lower yields on fund assets, partially offset by growth in balances. Given the low interest rate environment in the first quarter of 2012, the overall yields on certain Schwab-sponsored money market mutual funds have remained at levels at or below the management fees on those funds.

Advice solutions fees increased by \$10 million, or 8%, in the first quarter of 2012 compared to the first quarter of 2011 primarily due to higher average balances of client assets enrolled in retail advisory and managed account programs, which includes Windhaven®.

Other asset management and administration fees increased by \$15 million, or 21%, in the first quarter of 2012 compared to the first quarter of 2011 primarily due to an increase in third-party mutual fund service fees.

***Net Interest Revenue***

Net interest revenue is the difference between interest earned on interest-earning assets and interest paid on funding sources. Net interest revenue is affected by changes in the volume and mix of these assets and liabilities, as well as by fluctuations in interest rates and portfolio management strategies. The Company's investment strategy is structured to produce an increase in net interest revenue when interest rates rise and, conversely, a decrease in net interest revenue when interest rates fall (i.e., interest-earning assets generally reprice more quickly than interest-bearing liabilities). When interest rates fall, the Company may attempt to mitigate some of this negative impact by extending the maturities of assets in investment portfolios to lock in asset yields, and by lowering rates paid to clients on interest-bearing liabilities. Since the Company establishes the rates paid on certain brokerage client cash balances and deposits from banking clients, as well as the rates charged on receivables from brokerage clients, and also controls the composition of its investment securities, it has some ability to manage its net interest spread. The current low interest rate environment limits the extent to which the Company can reduce interest expense paid on funding sources. However, the spread is influenced by external factors such as the interest rate environment and competition. For discussion of the impact of current market conditions on net interest revenue, see *Current Market and Regulatory Environment*.

In clearing its clients' trades, Charles Schwab & Co., Inc. (Schwab) and optionsXpress, Inc. hold cash balances payable to clients. In most cases, Schwab and optionsXpress, Inc. pay their clients interest on cash balances awaiting investment, and in turn invest these funds and earn interest revenue. Receivables from brokerage clients consist primarily of margin loans to brokerage clients. Margin loans are loans made to clients on a secured basis to purchase securities. Pursuant to applicable regulations, client cash balances that are not used for margin lending are generally segregated into investment accounts that are maintained for the exclusive benefit of clients, which are recorded in cash and investments segregated on the Company's condensed consolidated balance sheet.

Schwab Bank maintains investment portfolios for liquidity as well as to invest funds from deposits in excess of loans to banking clients and liquidity limits. Schwab Bank's securities available for sale include residential mortgage-backed securities, certificates of deposit, corporate debt securities, U.S. agency notes, and asset-backed and other securities. Schwab Bank's securities held to maturity include residential

mortgage-backed and other securities. Schwab Bank lends funds to

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banking clients primarily in the form of mortgage loans and HELOCs. These loans are largely funded by interest-bearing deposits from banking clients.

The Company's interest-earning assets are financed primarily by brokerage client cash balances and deposits from banking clients. Non-interest-bearing funding sources include non-interest-bearing brokerage client cash balances and proceeds from stock-lending activities, as well as stockholders' equity.

The following table presents net interest revenue information corresponding to interest-earning assets and funding sources on the condensed consolidated balance sheet:

Three Months Ended March 31,	2012			2011		
	Average Balance	Interest Revenue/ Expense	Average Yield/ Rate	Average Balance	Interest Revenue/ Expense	Average Yield/ Rate
<b>Interest-earning assets:</b>						
Cash and cash equivalents	\$ 6,246	\$ 4	0.26%	\$ 4,955	\$ 3	0.25%
Cash and investments segregated	26,847	10	0.15%	23,191	14	0.24%
Broker-related receivables <sup>(1)</sup>	315		0.09%	373		0.16%
Receivables from brokerage clients	10,200	106	4.18%	10,335	117	4.59%
Securities available for sale <sup>(2)</sup>	36,197	145	1.61%	25,016	106	1.72%
Securities held to maturity	14,972	99	2.66%	17,138	140	3.31%
Loans to banking clients	9,864	79	3.22%	9,009	75	3.38%
Loans held for sale	53	1	4.15%	113	1	3.59%
Total interest-earning assets	104,694	444	1.71%	90,130	456	2.05%
Other interest revenue		28			25	
Total interest-earning assets	\$ 104,694	\$ 472	1.81%	\$ 90,130	\$ 481	2.16%
<b>Funding sources:</b>						
Deposits from banking clients	\$ 61,105	\$ 10	0.07%	\$ 50,329	\$ 17	0.14%
Payables to brokerage clients	30,560	1	0.01%	27,055		