

TRANSAMERICA INCOME SHARES, INC.
Form N-CSR
June 06, 2014

As filed with the Securities and Exchange Commission on June 6, 2014.

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number: 811-02273

TRANSAMERICA INCOME SHARES, INC.

(Exact Name of Registrant as Specified in Charter)

570 Carillon Parkway, St. Petersburg, Florida 33716

(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, including Area Code: (727) 299-1800

Dennis P. Gallagher, Esq., P.O. Box 9012, Clearwater, Florida 33758-9771

(Name and Address of Agent for Service)

Date of fiscal year end: March 31

Date of reporting period: April 1, 2013 - March 31, 2014

Item 1: Report(s) to Shareholders. The Annual Report is attached.

Transamerica Income Shares

(unaudited)

MARKET ENVIRONMENT

The fiscal year ended March 31, 2014 can be summed up as a positive shift in risk sentiment. As the double-barreled fiscal constraints of austerity and tax increases drifted further into the rear-view mirror and the fear of tail risks were reduced it fuelled an appetite for risk that propelled equities higher. Rather than major potholes, there were only minor bumps, which were quickly overcome. The credit capital stack showed a rather transparent view of this positive sentiment shift as the lower quality credit had better returns.

The duration story was less of a one-way move as an early rally in long rates staged a hard reversal over the summer that sent the long bond up over 1.00%. Basically, the 3-months of pain in duration effectively was a recalibration by the market to a new trading range. What was most interesting was the economic impact of this backup in rates. Housing is a prime example - it had been growing smartly in the recovery, but the backup on funding costs did noticeable damage to mortgage purchase applications, highlighting the elasticity of the relationship between funding costs and borrowing appetite (rates do matter).

This rate dynamic is also a telltale for the true underlying health of the economy going forward: Is the economy strong enough to absorb an upward drift in rates or does it quell economic activity the way traditional tight monetary policy would? The Federal Reserve (Fed) is effectively engaged in a balancing act as it looks to continue its staggered exit from quantitative easing in a market that already has small risk premiums and relatively low volatility. Withdrawing too fast risks an economic slowdown while staying too long could threaten stability. What adds another degree of difficulty is that the mundane valuations reduce the Fed's margin of error in the withdraw process.

The markets continue to look through the current soft patch and discount considerably good news in the future. The key for 2014 is moderation; a significant snapback in growth during the second quarter could bring the Fed more front and center with a change in their forward guidance, or a more restrictive policy. The economy needs to strengthen to accommodate any further hawkishness out of the Fed, and to continue to provide a solid environment for risk assets.

PERFORMANCE

For the year ended March 31, 2014, Transamerica Income Shares, Inc. returned 4.29% on a net asset value basis and 1.42% on a market basis. By comparison its benchmark, the Barclays U.S. Aggregate Bond Index, returned (0.10)%.

STRATEGY REVIEW

The portfolio, which maintained an overweight position to spread products and a shorter duration than that of the index, outperformed the index.

Corporate credit (investment grade and high yield) took its cue from the positive risk environment and posted strong excess returns compared to its duration matched U.S. Treasuries. Higher quality underperformed lower quality as more interest rate sensitive sectors of the bond market were affected by the rising rate environment. Financials were

the top performing corporate bond segment and our overweight added to performance. Additionally, our positioning in mostly short or high coupon yield to call paper in the high yield space benefited the fund in part due to its better yield and convexity profile.

We continue to believe that the risk-free areas of the market offer minimal value. Treasuries and Agency Mortgage Backed Securities (MBS) pricing and yields are being influenced by policies from the Fed. In the last year, the Fed began the long march to start to normalize its policies by tapering its quantitative easing purchases. Rates moved higher over the year as people begin to position for a world without the Fed being a large purchaser of MBS or U.S. Treasuries.

Our weightings in other structured securities such as non-Agency MBS, Commercial Mortgage Backed Securities (CMBS) and Asset Backed Securities were all positive contributors to performance. Within the non-Agency space, we have been invested in higher quality re-Real Estate Mortgage Investment Conduits as well as the lower-quality high yield bonds. Both segments continue to benefit from improving home prices, lower delinquencies, and strong technicals. In CMBS, we have been adding to the single-borrower segment of the market. The floating rate nature of the bonds offers decent risk premium spreads and rising rate protection.

Emerging markets were volatile over the past year. Rising rates and a changing growth picture out of China sparked concerns from financial markets which were later confused by a series of idiosyncratic risks. Our positioning in Mexico has helped performance on a relative basis as the market is benefiting from U.S. growth and is not experiencing nearly the same flow or political volatility of its peers. We continue to be selective in our emerging markets investments and look for the right opportunities.

Spring is upon us and the economy needs to prove that it can awake from the cold-induced slow patch of the winter. The Fed will slowly remove accommodation while trying to anchor short rates in the near term. Over time, we believe the direction of rates will be higher as the Fed continues to normalize its policies. Employment and capital spending will need to be larger drivers of growth for this economic environment to be self-sustaining. Signs continue to suggest that we are moving through the middle of the business cycle and diligence in avoiding idiosyncratic risks becomes more paramount going forward. Risk assets such as corporate credit and structured securities continue to offer excess yield opportunities.

Brian Westhoff, CFA

Aegon USA Investment Management, LLC

Transamerica Income Shares, Inc.

UNDERSTANDING YOUR FUND'S EXPENSES

(unaudited)

SHAREHOLDER EXPENSES

Fund shareholders may incur ongoing costs, including management and advisory fees, distribution and service fees, and other fund expenses.

The following example is intended to help you understand your ongoing costs (in dollars and cents) of investing in the fund and to compare these costs with the ongoing costs of investing in other funds.

The example is based on an investment of \$1,000 invested at October 1, 2013, and held for the entire period until March 31, 2014.

ACTUAL EXPENSES

The information in the table under the heading **Actual Expenses** provides information about actual account values and actual expenses. You may use the information in these columns, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = \$8.60), then multiply the result by the number in the appropriate column for your share class titled **Expenses Paid During Period** to estimate the expenses you paid on your account during this period. If your account is an IRA, your expenses could have included a \$15 annual fee. The amount of any fee paid during the period can decrease your ending account value.

HYPOTHETICAL EXAMPLE FOR COMPARISON PURPOSES

The information in the table under the heading **Hypothetical Expenses** provides information about hypothetical account values and hypothetical expenses based on the fund's actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the fund's actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in your fund's versus other funds. To do so, compare this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of the other funds.

Please note that the expenses shown in the table are meant to highlight your ongoing costs only and do not reflect any transactional costs, such as sales charges and brokerage commissions paid on purchases and sales of fund shares. Therefore, the information under the heading **Hypothetical Expenses** is useful in comparing ongoing costs only, and will not help you determine the relative total costs of owning different funds. If any of these transaction costs were included, your costs would be higher. The expenses shown in the table do not reflect any fees that may be charged to you by brokers, financial intermediaries, or other financial institutions.

Expense ratios may vary period to period because of various factors, such as an increase in expenses that are not covered by the advisory and administrative fees, fees and expenses of the trustees and their counsel, extraordinary expenses and interest expense.

Fund Name	Actual Expenses ^(A)			Hypothetical Expenses ^(B)		Annualized Expense Ratio
	Beginning Account Value	Ending Account Value	Expenses Paid During Period	Ending Account Value	Expenses Paid During Period	
Transamerica Income Shares, Inc.	\$ 1,000.00	\$ 1,040.40	\$ 3.97	\$ 1,021.04	\$ 3.93	0.78%

^(A) Based on net asset value return.

^(B) 5% return per year before expenses.

^(C) Expenses are calculated using the fund's annualized expense ratios (as disclosed in the table), multiplied by the average account value for the period, multiplied by the number of days in the period (182 days), and divided by the number of days in the year (365 days).

SCHEDULE OF INVESTMENTS COMPOSITION

At March 31, 2014

(the following chart summarizes the Schedule of Investments of the fund by asset type)

(unaudited)

Asset Type	% of Net Assets
Corporate Debt Securities	62.3%
Mortgage-Backed Securities	14.1
Securities Lending Collateral	11.2
Asset-Backed Securities	7.5
Short-Term U.S. Government Obligations	3.2
U.S. Government Obligations	3.2
U.S. Government Agency Obligations	2.7
Foreign Government Obligations	2.4
Preferred Stocks	1.8
Preferred Corporate Debt Security	1.4
Municipal Government Obligations	1.4
Repurchase Agreement	0.7
Convertible Bond	0.6
Convertible Preferred Stocks	0.5
Other Assets and Liabilities - Net	(13.0)
Total	100.0%

Transamerica Income Shares, Inc.**SCHEDULE OF INVESTMENTS****At March 31, 2014**

	Principal	Value
U.S. GOVERNMENT OBLIGATIONS - 3.2%		
U.S. Treasury Inflation Indexed Bond		
2.50%, 01/15/2029	\$ 980,433	\$ 1,190,613
U.S. Treasury Note		
1.75%, 05/15/2022	615,000	580,310
2.50%, 08/15/2023	2,963,600	2,921,230
Total U.S. Government Obligations (cost \$4,569,377)		4,692,153
U.S. GOVERNMENT AGENCY OBLIGATIONS - 2.7%		
Fannie Mae, TBA		
3.50%	3,455,000	3,622,351
Freddie Mac, IO		
5.00%, 08/01/2035	1,146,059	234,947
Total U.S. Government Agency Obligations (cost \$4,186,004)		3,857,298
FOREIGN GOVERNMENT OBLIGATIONS - 2.4%		
Canada Housing Trust No. 1		
3.15%, 06/15/2015 - 144A	CAD 1,500,000	1,390,692
Mexican Bonos		
7.00%, 06/19/2014	MXN 12,000,000	925,768
7.25%, 12/15/2016	14,000,000	1,153,985
Total Foreign Government Obligations (cost \$3,449,181)		3,470,445
MORTGAGE-BACKED SECURITIES - 14.1%		
7 WTC Depositor LLC Trust		
Series 2012-7WTC, Class A		
4.08%, 03/13/2031 - 144A	\$ 438,462	457,540
Alternative Loan Trust		
Series 2005-14, Class 4A1		
0.37%, 05/25/2035 ^(A)	1,289,789	1,081,665
Banc of America Funding Corp.		
Series 2007-3, Class TA2		

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0.33%, 04/25/2037 ^(A)	848,765	567,781
BCAP LLC Trust		
Series 2009-RR10, Class 2A1		
2.79%, 08/26/2035 - 144A ^(A)	329,889	327,123
Series 2009-RR14, Class 1A1		
6.00%, 05/26/2037 - 144A ^(A)	367,468	393,456
Series 2009-RR6, Class 2A1		
2.71%, 08/26/2035 - 144A ^(A)	510,989	475,350
Series 2010-RR1, Class 12A1		
5.25%, 08/26/2036 - 144A ^(A)	391,271	402,292
Boca Hotel Portfolio Trust		
Series 2013-BOCA, Class C		
2.31%, 08/15/2026 - 144A ^(A)	1,000,000	1,002,648
Citigroup Mortgage Loan Trust, Inc.		
Series 2014-A, Class A		
4.00%, 01/25/2035 - 144A ^(A)	674,856	700,978
COMM Mortgage Trust		
Series 2013-FL3, Class B		
2.31%, 10/13/2028 - 144A ^(A)	907,000	910,989
Countrywide Alternative Loan Trust		
Series 2004-3T1, Class A3		
5.00%, 05/25/2034	298,095	307,057
Series 2006-OC1, Class 2A3A		
0.47%, 03/25/2036 ^(A)	1,449,801	1,197,152
Credit Suisse Mortgage Capital Certificates		
Series 2006-TF2A, Class C		
0.41%, 10/15/2021 - 144A ^(A)	960,000	946,378
	Principal	Value
MORTGAGE-BACKED SECURITIES (continued)		
Credit Suisse Mortgage Capital Certificates (continued)		
Series 2010-18R, Class 1A11		
3.75%, 08/26/2035 - 144A ^(A)	\$ 178,119	\$ 177,724
Hilton USA Trust		
Series 2013-HLF, Class CFL		
2.06%, 11/05/2030 - 144A ^(A)	400,000	400,628
Impac CMB Trust		
Series 2007-A, Class A		
0.40%, 05/25/2037 ^(A)	613,563	596,680
Jefferies Re-REMIC Trust		
Series 2009-R2, Class 2A		
2.67%, 12/26/2037 - 144A ^(A)	229,321	229,628
Series 2009-R7, Class 10A3		
6.00%, 12/26/2036 - 144A	152,435	164,172
Series 2009-R7, Class 12A1		
2.62%, 08/26/2036 - 144A ^(A)	128,733	127,031
Series 2009-R7, Class 1A1		
2.34%, 02/26/2036 - 144A ^(A)	428,510	424,671
Series 2009-R7, Class 4A1		
2.62%, 09/26/2034 - 144A ^(A)	284,714	281,197
Series 2009-R9, Class 1A1		
2.40%, 08/26/2046 - 144A ^(A)	315,669	317,735

JPMorgan Chase Commercial Mortgage Securities Corp.		
Series 2007-LD11, Class ASB		
5.82%, 06/15/2049 ^(A)	388,682	413,818
Series 2013-ALC, Class B		
3.01%, 07/17/2026 - 144A ^(A)	710,000	716,186
Series 2013-INN, Class C		
2.71%, 10/15/2030 - 144A ^(A)	100,000	100,178
JPMorgan Commercial Mortgage-Backed Securities Trust		
Series 2009-RR2, Class MLB		
5.75%, 06/15/2050 - 144A ^(A)	936,000	1,006,993
JPMorgan Re-REMIC Trust		
Series 2009-7, Class 8A1		
2.81%, 01/27/2047 - 144A ^(A)	171,687	172,339
LB Commercial Mortgage Trust		
Series 2007-C3, Class A1A		
5.82%, 07/15/2044 ^(A)	520,023	572,227
LSTAR Commercial Mortgage Trust		
Series 2011-1, Class A		
3.91%, 06/25/2043 - 144A	69,767	70,335
Morgan Stanley Re-REMIC Trust		
Series 2010-GG10, Class A4A		
5.82%, 08/15/2045 - 144A ^(A)	831,903	922,079
Series 2010-R4, Class 3A		
5.50%, 08/26/2047 - 144A	467,395	485,389
RALI Trust		
Series 2006-QO1, Class 3A1		
0.42%, 02/25/2046 ^(A)	1,190,179	801,461
Series 2006-QO2, Class A1		
0.37%, 02/25/2046 ^(A)	151,912	70,652
Residential Asset Securitization Trust		
Series 2004-A4, Class A11		
5.50%, 08/25/2034	1,224,433	1,278,969

The notes to the financial statements are an integral part of this report.

Transamerica Income Shares, Inc.**SCHEDULE OF INVESTMENTS (continued)****At March 31, 2014**

	Principal	Value
MORTGAGE-BACKED SECURITIES (continued)		
RREF LLC		
Series 2013-LT2, Class A		
2.83%, 05/22/2028 - 144A	\$ 561,658	\$ 560,678
Spirit Master Funding LLC		
Series 2007-1A, Class A		
5.74%, 03/20/2025 - 144A	1,680,740	1,724,526
Wells Fargo Mortgage Backed Securities Trust		
Series 2003-G, Class A1		
2.49%, 06/25/2033 ^(A)	87,055	88,889
Series 2003-L, Class 1A2		
2.49%, 11/25/2033 ^(A)	75,558	76,728
Total Mortgage-Backed Securities (cost \$19,590,157)		20,551,322
ASSET-BACKED SECURITIES - 7.5%		
Bayview Opportunity Master Fund Trust IIIA, LP		
Series 2013-4RPL, Class A		
4.46%, 07/28/2018 - 144A ^(A)	336,196	340,585
Countrywide Asset-Backed Certificates		
Series 2006-6, Class 2A3		
0.43%, 09/25/2036 ^(A)	2,000,000	1,612,692
Diamond Resorts Owner Trust		
Series 2013-1, Class A		
1.95%, 01/20/2025 - 144A	344,049	343,696
Gazprom OAO Via GAZ Capital SA		
8.13%, 07/31/2014 - 144A	940,000	956,450
GSAA Trust		
Series 2006-1, Class A3		
0.48%, 01/25/2036 ^(A)	1,063,157	741,045
GSAMP Trust		
Series 2006-HE1, Class A2D		
0.46%, 01/25/2036 ^(A)	1,230,000	1,116,157
HLSS Servicer Advance Receivables Backed Notes		
Series 2013-T4, Class DT4		
2.33%, 08/15/2044 - 144A	630,000	630,126

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Series 2013-T6, Class DT6		
2.23%, 09/15/2044 - 144A	405,000	404,878
HSBC Home Equity Loan Trust		
Series 2006-3, Class A4		
0.40%, 03/20/2036 ^(A)	804,000	781,326
Series 2007-2, Class M1		
0.47%, 07/20/2036 ^(A)	100,000	90,494
Lehman XS Trust		
Series 2005-8, Class 1A3		
0.50%, 12/25/2035 ^(A)	1,268,305	840,549
ORES NPL LLC		
Series 2014-LV3, Class A		
3.00%, 03/27/2024 - 144A	350,000	350,000
Popular ABS Mortgage Pass-Through Trust		
Series 2006-A, Class A4		
0.47%, 02/25/2036 ^(A)	653,953	615,107
Sierra Receivables Funding Co. LLC		
Series 2014-1A, Class A		
2.07%, 03/20/2030 - 144A	595,000	593,371
Truman Capital Mortgage Loan Trust		
Series 2005-1, Class A		
0.58%, 03/25/2037 - 144A ^(A)	521,893	508,281
	Principal	Value
ASSET-BACKED SECURITIES (continued)		
US Residential Opportunity Fund Trust		
Series 2014-1A		
3.47%, 03/25/2034 - 144A ^(A)	\$ 325,000	\$ 326,115
Westgate Resorts LLC		
Series 2013-1A, Class A		
2.25%, 08/20/2025 - 144A	724,680	724,905
Total Asset-Backed Securities (cost \$9,155,581)		10,975,777
MUNICIPAL GOVERNMENT OBLIGATIONS - 1.4%		
Rhode Island Economic Development		
Corp. (Revenue Bonds)		
Insurer: AGM		
6.00%, 11/01/2015 ^(B)	575,000	589,392
State of California (General Obligation Unlimited)		
7.95%, 03/01/2036	1,195,000	1,412,729
Total Municipal Government Obligations (cost \$1,797,801)		2,002,121
PREFERRED CORPORATE DEBT SECURITY - 1.4%		
Insurance - 1.4%		
ZFS Finance USA Trust II		
6.45%, 12/15/2065 - 144A ^(A)	1,930,000	2,079,575
Total Preferred Corporate Debt Security (cost \$1,621,961)		2,079,575

CORPORATE DEBT SECURITIES - 62.3%**Aerospace & Defense - 0.3%**

Bombardier, Inc.

4.75%, 04/15/2019 - 144A 450,000 450,000

Airlines - 2.4%

America West Airlines Pass-Through

8.06%, 07/02/2020 467,279 539,707

American Airlines Pass-Through Trust

4.00%, 07/15/2025 - 144A 676,172 681,243

Continental Airlines Pass-Through Trust

6.90%, 04/19/2022 660,342 715,216

7.46%, 04/01/2015 162,856 164,892

U.S. Airways Pass-Through Trust

3.95%, 11/15/2025 440,000 443,300

UAL Pass-Through Trust

10.40%, 11/01/2016 601,307 683,987

Virgin Australia Trust

5.00%, 10/23/2023 - 144A 320,000 337,600

Beverages - 0.4%

Anheuser-Busch InBev Worldwide, Inc.

9.75%, 11/17/2015 BRL 1,200,000 523,579

Building Products - 0.9%

Owens Corning

4.20%, 12/15/2022 \$ 1,390,000 1,378,494

Capital Markets - 1.4%

Morgan Stanley

2.13%, 04/25/2018 740,000 738,379

5.75%, 01/25/2021 400,000 458,156

Prospect Capital Corp.

5.88%, 03/15/2023 (C) 805,000 802,238

Commercial Banks - 8.8%

Barclays Bank PLC

10.18%, 06/12/2021 - 144A 1,212,000 1,624,480

BBVA Bancomer SA

6.50%, 03/10/2021 - 144A (C) 800,000 865,000

The notes to the financial statements are an integral part of this report.

Transamerica Income Shares, Inc.**SCHEDULE OF INVESTMENTS (continued)****At March 31, 2014**

	Principal	Value
Commercial Banks (continued)		
CIT Group, Inc.		
4.75%, 02/15/2015 - 144A	\$ 310,000	\$ 318,525
Citigroup, Inc.		
5.95%, 01/30/2023 (A) (C) (D)	1,070,000	1,045,925
Cooperatieve Centrale Raiffeisen-Boerenleenbank BA		
11.00%, 06/30/2019 - 144A (A) (D)	1,095,000	1,453,612
HBOS PLC, Series MTN		
6.75%, 05/21/2018 - 144A	1,015,000	1,149,936
ING Bank NV		
5.80%, 09/25/2023 - 144A	925,000	986,463
Intesa Sanpaolo SpA		
3.13%, 01/15/2016	1,070,000	1,095,476
JPMorgan Chase & Co.		
5.15%, 05/01/2023 (A) (D)	700,000	656,250
Regions Bank		
7.50%, 05/15/2018	1,115,000	1,315,912
Royal Bank of Scotland Group PLC		
5.05%, 01/08/2015	500,000	511,662
UBS AG		
7.63%, 08/17/2022 (C)	490,000	574,714
Wells Fargo & Co.		
7.98%, 03/15/2018 (A) (D)	1,065,000	1,210,106
Commercial Services & Supplies - 0.6%		
Steelcase, Inc.		
6.38%, 02/15/2021	800,000	905,808
Consumer Finance - 1.5%		
Ally Financial, Inc.		
4.63%, 06/26/2015	650,000	673,563
Springleaf Finance Corp., Series MTN		
6.90%, 12/15/2017	1,430,000	1,569,425
Containers & Packaging - 0.7%		
Beverage Packaging Holdings		
6.00%, 06/15/2017 - 144A (C)	190,000	196,650
Exopack Holding Corp.		
10.00%, 06/01/2018 - 144A (C)	720,000	781,200
Diversified Financial Services - 3.1%		

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General Electric Capital Corp. 7.13%, 06/15/2022 (A) (D)	700,000	798,000
ILFC E-Capital Trust I 5.21%, 12/21/2065 - 144A (A) (C)	575,000	543,375
ING US, Inc. 5.50%, 07/15/2022 (C)	470,000	527,205
Jefferies Group LLC 5.13%, 01/20/2023	440,000	462,447
Oaktree Capital Management, LP 6.75%, 12/02/2019 - 144A	1,110,000	1,294,971
Vesey Street Investment Trust I 4.40%, 09/01/2016 (E)	835,000	895,492
Diversified Telecommunication Services - 4.3%		
CenturyLink, Inc. 5.80%, 03/15/2022 (C)	710,000	725,975
Frontier Communications Corp. 7.63%, 04/15/2024	710,000	741,950
GTP Towers Issuer LLC 4.44%, 02/15/2015 - 144A	1,365,000	1,395,554
Hughes Satellite Systems Corp. 6.50%, 06/15/2019	200,000	219,500
	Principal	Value
Diversified Telecommunication Services (continued)		
Level 3 Communications, Inc. 8.88%, 06/01/2019	\$ 85,000	\$ 93,394
Level 3 Financing, Inc. 8.13%, 07/01/2019	660,000	724,350
Unison Ground Lease Funding LLC 6.39%, 04/15/2020 - 144A	1,515,000	1,654,949
Verizon Communications, Inc. 1.76%, 09/15/2016 (A)	250,000	257,171
Wind Acquisition Finance SA 7.25%, 02/15/2018 - 144A	350,000	369,250
11.75%, 07/15/2017 - 144A	100,000	105,375
Electric Utilities - 0.3%		
EDP Finance BV 5.25%, 01/14/2021 - 144A	365,000	376,498
Electrical Equipment - 0.9%		
Anixter, Inc. 5.95%, 03/01/2015	1,200,000	1,245,000
Energy Equipment & Services - 2.3%		
Enterprise Products Operating LLC 8.38%, 08/01/2066 (A)	600,000	675,750
NuStar Logistics, LP 8.15%, 04/15/2018	975,000	1,111,500
Seadrill, Ltd. 6.13%, 09/15/2017 - 144A	325,000	338,813
Transocean, Inc. 6.38%, 12/15/2021 (C)	490,000	550,737
Weatherford International, Ltd. 9.63%, 03/01/2019	545,000	707,510

Food & Staples Retailing - 0.5%

C&S Group Enterprises LLC		
8.38%, 05/01/2017 - 144A ^(C)	614,000	641,630

Stater Bros Holdings, Inc.		
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7.38%, 11/15/2018	35,000	36,925
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Food Products - 1.0%

Michael Foods Group, Inc.		
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9.75%, 07/15/2018	720,000	768,600
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Post Holdings, Inc.		
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7.38%, 02/15/2022	635,000	682,625
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Health Care Equipment & Supplies - 0.7%

Hologic, Inc.		
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6.25%, 08/01/2020	290,000	306,675
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Mallinckrodt International Finance SA		
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3.50%, 04/15/2018 - 144A ^(C)	680,000	669,842
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Health Care Providers & Services - 0.9%

CHS / Community Health Systems, Inc.		
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7.13%, 07/15/2020 ^(C)	500,000	542,500
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Express Scripts Holding Co.		
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4.75%, 11/15/2021	660,000	717,275
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Hotels, Restaurants & Leisure - 0.5%

Wyndham Worldwide Corp.		
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2.50%, 03/01/2018	755,000	758,804
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Household Durables - 0.4%

Meritage Homes Corp.		
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4.50%, 03/01/2018	525,000	538,125
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Household Products - 0.6%

Reynolds Group Issuer, Inc. / Reynolds Group Issuer LLC		
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5.75%, 10/15/2020	780,000	817,050
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The notes to the financial statements are an integral part of this report.

Transamerica Income Shares, Inc.**SCHEDULE OF INVESTMENTS (continued)****At March 31, 2014**

	Principal	Value
Independent Power Producers & Energy Traders - 0.8%		
NRG Energy, Inc. 7.88%, 05/15/2021	\$ 1,080,000	\$ 1,188,000
Insurance - 6.2%		
American Financial Group, Inc. 9.88%, 06/15/2019 ^(C)	920,000	1,184,815
Chubb Corp. 6.38%, 03/29/2067 ^(A)	879,000	975,690
Fidelity National Financial, Inc. 6.60%, 05/15/2017 ^(C)	1,405,000	1,593,422
Hanover Insurance Group, Inc. 6.38%, 06/15/2021	865,000	982,260
Oil Insurance, Ltd. 3.22%, 05/02/2014 - 144A ^{(A) (D)}	675,000	620,284
Reinsurance Group of America, Inc. 6.75%, 12/15/2065 ^(A)	810,000	816,075
Sompo Japan Insurance, Inc. 5.33%, 03/28/2073 - 144A ^(A)	1,250,000	1,328,125
Stone Street Trust 5.90%, 12/15/2015 - 144A	1,400,000	1,506,307
IT Services - 0.8%		
Cardtronics, Inc. 8.25%, 09/01/2018	1,110,000	1,179,375
Life Sciences Tools & Services - 0.4%		
Thermo Fisher Scientific, Inc. 1.30%, 02/01/2017	655,000	651,037
Marine - 0.7%		
Martin Midstream Partners LP / Martin Midstream Finance Corp. 8.88%, 04/01/2018	963,000	1,005,738
Media - 1.2%		
Clear Channel Worldwide Holdings, Inc. 7.63%, 03/15/2020	695,000	749,963
Nara Cable Funding, Ltd. 8.88%, 12/01/2018 - 144A	600,000	653,250
Univision Communications, Inc. 7.88%, 11/01/2020 - 144A	350,000	386,750
Metals & Mining - 1.8%		

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Anglo American Capital PLC		
9.38%, 04/08/2019 - 144A	555,000	710,350
Glencore Funding LLC		
6.00%, 04/15/2014 - 144A	620,000	621,115
Rio Tinto Finance USA, Ltd.		
9.00%, 05/01/2019	700,000	910,573
Xstrata Finance Canada, Ltd.		
5.80%, 11/15/2016 - 144A	325,000	357,811
Multi-Utilities - 0.5%		
Black Hills Corp.		
5.88%, 07/15/2020	700,000	801,856
Oil, Gas & Consumable Fuels - 5.1%		
Chesapeake Energy Corp.		
6.50%, 08/15/2017	675,000	757,687
Energy Transfer Partners, LP		
4.90%, 02/01/2024	590,000	614,044
Linn Energy LLC / Linn Energy Finance Corp.		
7.25%, 11/01/2019 - 144A ^(C)	695,000	724,538
Lukoil International Finance BV		
3.42%, 04/24/2018 - 144A	525,000	510,694
6.38%, 11/05/2014 - 144A	600,000	612,150
	Principal	Value
Oil, Gas & Consumable Fuels (continued)		
Petrobras Global Finance BV		
3.00%, 01/15/2019 ^(C)	\$ 650,000	\$ 614,288
Petrohawk Energy Corp.		
7.25%, 08/15/2018	635,000	673,735
Petroleum Co., of Trinidad & Tobago, Ltd.		
9.75%, 08/14/2019 - 144A	571,000	712,323
Ras Laffan Liquefied Natural Gas Co., Ltd. III		
6.75%, 09/30/2019 - 144A	925,000	1,098,530
Rosneft Finance SA		
6.25%, 02/02/2015 - 144A	650,000	667,875
Rosneft Oil Co. via Rosneft International Finance, Ltd.		
3.15%, 03/06/2017 - 144A	530,000	520,725
Paper & Forest Products - 0.7%		
Ainsworth Lumber Co., Ltd.		
7.50%, 12/15/2017 - 144A	315,000	336,263
Boise Cascade Co.		
6.38%, 11/01/2020	480,000	514,800
Exopack Holdings SA		
7.88%, 11/01/2019 - 144A	200,000	212,000
Pharmaceuticals - 0.3%		
Actavis, Inc.		
3.25%, 10/01/2022 ^(C)	465,000	445,783
Real Estate Investment Trusts - 2.8%		
ARC Properties Operating Partnership, LP/Clark Acquisition LLC		
2.00%, 02/06/2017 - 144A	685,000	685,203
CBL & Associates, LP		
5.25%, 12/01/2023	490,000	504,210
EPR Properties		

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7.75%, 07/15/2020 Kilroy Realty, LP	1,190,000	1,403,686
6.63%, 06/01/2020 ^(C)	1,320,000	1,541,061
Road & Rail - 1.5%		
Aviation Capital Group Corp.		
4.63%, 01/31/2018 - 144A	530,000	551,109
7.13%, 10/15/2020 - 144A	1,500,000	1,682,036
Software - 0.8%		
First Data Corp.		
6.75%, 11/01/2020 - 144A	650,000	698,750
7.38%, 06/15/2019 - 144A	370,000	397,750
Specialty Retail - 0.5%		
Claire s Stores, Inc.		
9.00%, 03/15/2019 - 144A ^(C)	635,000	659,606
Tobacco - 0.5%		
Lorillard Tobacco Co.		
8.13%, 06/23/2019 ^(C)	575,000	710,730
Trading Companies & Distributors - 1.0%		
International Lease Finance Corp.		
6.75%, 09/01/2016 - 144A	1,280,000	1,424,000
Wireless Telecommunication Services - 4.2%		
Crown Castle Towers LLC		
4.88%, 08/15/2020 - 144A	965,000	1,046,340
6.11%, 01/15/2020 - 144A	1,065,000	1,220,819
SBA Tower Trust		
5.10%, 04/17/2017 - 144A	1,440,000	1,541,215
Sprint Communications, Inc.		
9.00%, 11/15/2018 - 144A	700,000	855,750

The notes to the financial statements are an integral part of this report.

Transamerica Income Shares, Inc.**SCHEDULE OF INVESTMENTS (continued)**

At March 31, 2014

	Principal	Value
Wireless Telecommunication Services (continued)		
WCP Wireless Site Funding / WCP Wireless Site RE Funding		
6.83%, 11/15/2015 - 144A	\$ 1,445,000	\$ 1,510,330
Total Corporate Debt Securities (cost \$84,278,085)		90,817,141

CONVERTIBLE BOND - 0.6%**Automobiles - 0.6%**

Ford Motor Co.

Series 2012-D, Class A3

4.25%, 11/15/2016 ^(C)

430,000

778,569

Total Convertible Bond (cost \$430,000)

778,569

SHORT-TERM U.S. GOVERNMENT OBLIGATIONS - 3.2%

U.S. Treasury Bill

0.05%, 06/12/2014 ^(C) ^(F)

3,400,000

3,399,698

0.11%, 12/11/2014 ^(C) ^(F)

1,300,000

1,298,977

**Total Short-Term U.S. Government Obligations
(cost \$4,698,675)**

4,698,675

	Shares	Value
CONVERTIBLE PREFERRED STOCKS - 0.5%		
Multi-Utilities - 0.3%		
Dominion Resources, Inc. -		
Series A, 6.13%	7,000	402,500
Real Estate Investment Trusts - 0.2%		
Weyerhaeuser Co. - Series A, 6.38% ^(C)	5,000	273,000
Total Convertible Preferred Stocks (cost \$625,411)		675,500

PREFERRED STOCKS - 1.8%**Commercial Banks - 0.3%**

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CoBank ACB - Series F 144A, 6.25% ^(A)	4,530	458,379
Consumer Finance - 0.5%		
Ally Financial, Inc. - Series A, 8.50% ^(A)	24,800	678,280
	Shares	Value
Diversified Telecommunication Services - 0.7%		
Centaur Funding Corp. - Class A 144A, 9.08%	852	\$ 1,041,038
Real Estate Investment Trusts - 0.3%		
American Realty Capital Properties, Inc. - Series F, 6.70%	18,000	409,860
Total Preferred Stocks (cost \$2,293,267)		2,587,557

SECURITIES LENDING COLLATERAL - 11.2%

State Street Navigator Securities Lending Trust - Prime Portfolio, 0.16% ^(F)	16,357,427	16,357,427
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**Total Securities Lending Collateral
(cost \$16,357,427)**

16,357,427

	Principal	Value
REPURCHASE AGREEMENT - 0.7%		
State Street Bank & Trust Co. 0.01% ^(F) , dated 03/31/2014, to be repurchased at \$1,055,348 on 04/01/2014. Collateralized by a U.S. Government Agency Obligation, 2.50%, due 01/01/2033, and with a value of \$1,080,635.	\$ 1,055,348	1,055,348
Total Repurchase Agreement (cost \$1,055,348)		1,055,348

Total Investment Securities (cost \$154,108,275) ^(G)	164,598,908
Other Assets and Liabilities - Net - (13.0)%	(18,878,553)

Net Assets - 100.0% \$ 145,720,355

VALUATION SUMMARY: ^(H)

	Level 1 Quoted Prices	Level 2 Other Significant Observable Inputs	Level 3 Significant Unobservable Inputs	Value at March 31, 2014
ASSETS				
Investment Securities				
U.S. Government Obligations	\$	\$ 4,692,153	\$	\$ 4,692,153
U.S. Government Agency Obligations		3,857,298		3,857,298

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Foreign Government Obligations		3,470,445		3,470,445
Mortgage-Backed Securities		20,551,322		20,551,322
Asset-Backed Securities		10,975,777		10,975,777
Municipal Government Obligations		2,002,121		2,002,121
Preferred Corporate Debt Security		2,079,575		2,079,575
Corporate Debt Securities		90,817,141		90,817,141
Convertible Bond		778,569		778,569
Short-Term U.S. Government Obligations		4,698,675		4,698,675
Convertible Preferred Stocks	675,500			675,500
Preferred Stocks	2,587,557			2,587,557
Securities Lending Collateral	16,357,427			16,357,427
Repurchase Agreement		1,055,348		1,055,348
Total Investment Securities	\$ 19,620,484	\$ 144,978,424	\$	\$ 164,598,908

The notes to the financial statements are an integral part of this report.

Transamerica Income Shares, Inc.

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Transamerica Income Shares, Inc.

SCHEDULE OF INVESTMENTS (continued)

At March 31, 2014

NOTES TO SCHEDULE OF INVESTMENTS:

- (A) *Floating or variable rate note. Rate is listed as of March 31, 2014.*
- (B) *Illiquid. Total aggregate fair value of illiquid securities is \$589,392, or 0.40% of the fund's net assets.*
- (C) *All or a portion of this security is on loan. The value of all securities on loan is \$16,024,446. The amount of securities on loan indicated may not correspond with the securities on loan identified because securities with pending sales are in the process of recall from the brokers.*
- (D) *The security has a perpetual maturity. The date shown is the next call date.*
- (E) *Step bond - Coupon rate changes in increments to maturity. Rate disclosed is as of March 31, 2014. Maturity date disclosed is the ultimate maturity date.*
- (F) *Rate shown reflects the yield at March 31, 2014.*
- (G) *Aggregate cost for federal income tax purposes is \$155,215,333. Aggregate gross unrealized appreciation and depreciation for all securities in which there is an excess of value over tax cost were \$10,283,505 and \$899,930, respectively. Net unrealized appreciation for tax purposes is \$9,383,575.*
- (H) *Transfers between levels are considered to have occurred at the end of the reporting period. There were no transfers between Levels 1 and 2 during the period ended March 31, 2014. See the notes to the financial statements for more information regarding pricing inputs and valuation techniques.*

DEFINITIONS:

- 144A** *144A Securities are registered pursuant to Rule 144A of the Securities Act of 1933. These securities are deemed to be liquid for purposes of compliance limitations on holdings of illiquid securities and may be resold as transactions exempt from registration, normally to qualified institutional buyers. At March 31, 2014, these securities aggregated \$63,733,298, or 43.74% of the fund's net assets.*
- AGM** *Assured Guaranty Municipal Corporation*
- IO** *Interest only portion of a STRIPS (Separate Trading of Registered Interest and Principal of Securities)*
- MTN** *Medium Term Note*
- Re-REMIC** *Re-Securitized Real Estate Mortgage Investment Conduits (consist of a fixed pool of mortgages broken apart and marketed to investors as individual securities)*
- TBA** *To Be Announced*

CURRENCY ABBREVIATIONS:

- BRL** *Brazilian Real*

CAD Canadian Dollar

MXN Mexican Peso

The notes to the financial statements are an integral part of this report.

Transamerica Income Shares, Inc.

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Transamerica Income Shares, Inc.**STATEMENT OF ASSETS AND LIABILITIES****At March 31, 2014****Assets:**

Investment securities, at value (cost: \$153,052,927) (including securities loaned of \$16,024,446)	\$ 163,543,560
Repurchase agreement, at value (cost: \$1,055,348)	1,055,348
Receivables:	
Investment securities sold	663,162
Interest	1,534,143
Dividends	18,935
Securities lending income (net)	1,464
Prepaid expenses	10,028
 Total assets	 166,826,640

Liabilities:

Accounts payable and accrued liabilities:	
Investment securities purchased	4,093,585
Management and advisory fees	61,971
Administration fees	3,099
Transfer agent fees	7,492
Director fees	92
Audit and tax fees	5,286
Custody fees	16
Legal fees	21,524
Printing and shareholder reports fees	9,495
Distributions to shareholders	521,299
Other	24,999
Collateral for securities on loan	16,357,427
 Total liabilities	 21,106,285

Net assets applicable to 6,318,771 capital shares outstanding, \$1.00 par value (authorized 20,000,000 shares)	\$ 145,720,355
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Net assets consist of:

Paid-in capital	\$ 140,831,349
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Undistributed (distributions in excess of) net investment income (loss)	(1,609,548)
Undistributed (accumulated) net realized gain (loss)	(3,993,118)
Net unrealized appreciation (depreciation) on:	
Investment securities	10,490,633
Translation of assets and liabilities denominated in foreign currencies	1,039
Net assets	\$ 145,720,355
Net asset value per share	\$ 23.06

STATEMENT OF OPERATIONS**For the year ended March 31, 2014****Investment Income:**

Dividend income	\$ 155,291
Interest income (net of withholding taxes on foreign interest of \$417)	7,314,369
Securities lending income (net)	35,494
Total investment income	7,505,154

Expenses:

Management and advisory	727,084
Administration	36,354
Transfer agent	46,651
Director	62,790
Audit and tax	51,266
Custody	44,191
Legal	43,470
Printing and shareholder reports	25,679
Other	49,985
Total expenses	1,087,470

Net investment income (loss)	6,417,684
-------------------------------------	------------------

Net realized gain (loss) on transactions from:

Investment securities	2,488,366
Foreign currency transactions	(6,172)

Net realized gain (loss)	2,482,194
---------------------------------	------------------

Net change in unrealized appreciation (depreciation) on:

Investment securities	(3,491,090)
Translation of assets and liabilities denominated in foreign currencies	37

Net change in unrealized appreciation (depreciation)	(3,491,053)
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Net realized and change in unrealized gain (loss)	(1,008,859)
Net increase (decrease) in net assets resulting from operations	\$ 5,408,825

The notes to the financial statements are an integral part of this report.

Transamerica Income Shares, Inc.

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Transamerica Income Shares, Inc.
STATEMENT OF CHANGES IN NET ASSETS**For the years ended:**

	March 31, 2011	March 31, 2010
From		
operations:		
Net investment income (loss)	\$ 6,417,684	\$ 7,703,085
Net realized gain (loss)	2,482,194	874,395
Net change in unrealized appreciation (depreciation)	(3,491,053)	6,311,922
Net increase (decrease) in net assets resulting from operations	5,408,825	14,889,402
Distributions to shareholders:		
Net investment income	(6,950,652)	(8,088,027)
Total distributions to shareholders	(6,950,652)	(8,088,027)
Net increase (decrease) in net assets	(1,541,827)	6,801,375

Net assets: As described in the 2012 Annual Report to Shareholders, Northern Trust manages its interest rate risk through two primary measurement techniques: simulation of earnings and simulation of economic value of equity. Also, as part of its risk management activities, it regularly measures the risk of loss associated with foreign currency positions using a Value-at-Risk (VaR) model.

Based on this continuing evaluation process, Northern Trust's interest rate risk position, as measured by current market implied forward interest rates and sensitivity analyses, and the VaR associated with the foreign exchange trading portfolio, have not changed significantly since December 31, 2012.

RECONCILIATION OF REPORTED NET INTEREST INCOME TO FULLY TAXABLE EQUIVALENT

The tables below present a reconciliation of interest income and net interest income prepared in accordance with GAAP to interest income and net interest income on a fully taxable equivalent (FTE) basis, a non-GAAP financial measure. Management believes an FTE presentation provides a clearer indication of net interest margins for comparative purposes.

(\$ In Millions)	Three Months Ended					
	March 31, 2013			March 31, 2012		
	Reported	FTE Adj.	FTE	Reported	FTE Adj.	FTE
Interest Income	\$ 286.7	\$ 7.6	\$ 294.3	\$ 341.0	\$ 9.9	\$ 350.9
Interest Expense	60.6		60.6	84.6		84.6
Net Interest Income	\$ 226.1	\$ 7.6	\$ 233.7	\$ 256.4	\$ 9.9	\$ 266.3
Net Interest Margin	1.12%		1.15%	1.20%		1.24%

The following schedule should be read in conjunction with the Net Interest Income section of Management's Discussion and Analysis of Financial Condition and Results of Operations.

**AVERAGE CONSOLIDATED BALANCE SHEET
WITH ANALYSIS OF NET INTEREST INCOME**

NORTHERN TRUST CORPORATION

(INTEREST AND RATE ON A FULLY
TAXABLE
EQUIVALENT BASIS)

(\$ In Millions)	First Quarter					
	Interest	2013 Average Balance	Rate ⁽³⁾	Interest	2012 Average Balance	Rate ⁽³⁾
Average Earning Assets						
Federal Funds Sold and Securities						
Purchased under Agreements to Resell	\$ 0.1	\$ 249.5	0.18%	\$ 0.1	\$ 246.6	0.12%
Interest-Bearing Deposits with Banks	35.0	18,099.5	0.78	50.6	18,246.4	1.11
Federal Reserve Deposits and Other Interest-Bearing	2.5	3,872.0	0.26	5.1	7,685.3	0.27
Securities						
U.S. Government	4.6	1,782.8	1.05	7.6	2,969.8	1.03
Obligations of States and Political Subdivisions	5.1	321.1	6.32	8.1	493.0	6.60
Government Sponsored Agency	28.0	18,280.6	0.62	29.7	17,542.9	0.68
Other (1)	29.9	10,890.6	1.11	30.9	10,264.7	1.21
Total Securities	67.6	31,275.1	0.88	76.3	31,270.4	0.98
Loans and Leases (2)	189.1	28,661.9	2.68	218.8	28,615.6	3.08
Total Earning Assets	294.3	82,158.0	1.45	350.9	86,064.3	1.64
Allowance for Credit Losses Assigned to Loans and Leases						
		(296.1)			(293.0)	
Cash and Due from Banks		3,392.5			4,002.5	
Buildings and Equipment		467.5			492.3	
Client Security Settlement Receivables		793.3			421.0	
Goodwill		532.6			534.1	
Other Assets		4,521.5			3,906.9	
Total Assets	\$	\$ 91,569.3	%	\$	\$ 95,128.1	%

Average Source of Funds

Deposits						
Savings and Money Market	\$ 2.8	\$ 14,880.3	0.08%	\$ 5.2	\$ 14,606.8	0.14%
Savings Certificates and Other Time	3.9	2,385.6	0.67	5.1	3,071.4	0.67
Non-U.S. Offices Interest-Bearing	22.4	39,221.1	0.23	36.0	38,980.8	0.37
Total Interest-Bearing Deposits	29.1	56,487.0	0.21	46.3	56,659.0	0.33
Short-Term Borrowings	1.1	3,405.5	0.13	1.5	4,228.2	0.14
Senior Notes	19.2	2,403.9	3.24	16.9	2,125.2	3.20
Long-Term Debt	10.6	1,277.7	3.37	19.1	1,989.4	3.86
Floating Rate Capital Debt	0.6	277.1	0.88	0.8	277.0	1.12
Total Interest-Related Funds	60.6	63,851.2	0.39	84.6	65,278.8	0.52

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Interest Rate Spread			1.06			1.12
Demand and Other Noninterest-Bearing Deposits						19,467.2
Other Liabilities		16,899.1				3,214.8
Stockholders Equity		3,275.8				7,167.3
		7,543.2				
Total Liabilities and Stockholders Equity	\$	\$ 91,569.3	%	\$	\$ 95,128.1	%
Net Interest Income/Margin (FTE Adjusted)	\$ 233.7	\$	1.15%	\$ 266.3	\$	1.24%
Net Interest Income/Margin (Unadjusted)	\$ 226.1	\$	1.12%	\$ 256.4	\$	1.20%

ANALYSIS OF NET INTEREST INCOME CHANGES

DUE TO VOLUME AND RATE

(In Millions)	Three Months 2013/2012 Change Due To		
	Average Balance	Rate	Total
Earning Assets (FTE)	\$ (5.2)	\$ (51.4)	\$ (56.6)
Interest-Related Funds	(5.7)	(18.3)	(24.0)
Net Interest Income (FTE)	\$ 0.5	\$ (33.1)	\$ (32.6)

- (1) Other securities include Federal Reserve and Federal Home Loan Bank stock and certain community development investments which are classified in other assets in the consolidated balance sheet as of March 31, 2013 and 2012.
- (2) Average balances include nonaccrual loans. Lease financing receivable balances are reduced by deferred income.
- (3) Rate calculations are based on actual balances rather than the rounded amounts presented in the Average Consolidated Balance Sheet with Analysis of Net Interest Income.

Notes: Net Interest Income (FTE Adjusted) includes adjustments to a fully taxable equivalent basis for loans and securities. Such adjustments are based on a blended federal and state tax rate of 37.7%. Total taxable equivalent interest adjustments amounted to \$7.6 million and \$9.9 million for the three months ended March 31, 2013 and 2012, respectively.

Interest revenue on cash collateral positions is reported above within interest-bearing deposits with banks and within loans and leases. Interest expense on cash collateral positions is reported above within non-U.S. offices interest-bearing deposits. Related cash collateral received from and deposited with derivative counterparties is recorded net of the associated derivative contract within other assets and other liabilities, respectively.

FACTORS AFFECTING FUTURE RESULTS

This report contains statements that may be considered forward-looking, such as the statements relating to Northern Trust's financial goals, capital adequacy, dividend policy, expansion and business development plans, risk management policies, anticipated expense levels and projected profit improvements, business prospects and positioning with respect to market, demographic and pricing trends, strategic initiatives, reengineering and outsourcing activities, new business results and outlook, changes in securities market prices, credit quality including allowance levels, planned capital expenditures and technology spending, anticipated tax benefits and expenses, and the effects of any extraordinary events and various other matters (including developments with respect to litigation, other contingent liabilities and obligations, and regulation involving Northern Trust and changes in accounting policies, standards and interpretations) on Northern Trust's business and results.

Forward-looking statements are typically identified by words or phrases such as believe, expect, anticipate, intend, estimate, may increase, may fluctuate, plan, goal, target, strategy, and similar expressions or future or conditional verbs such as may, will, should, would, and could. Forward-looking statements are Northern Trust's current estimates or expectations of future events or future results. Actual results could differ materially from the results indicated by these statements because the realization of those results is subject to many risks and uncertainties including: the health of the U.S. and international economies and particularly the continuing uncertainty in Europe; the downgrade of U.S. Government issued and other securities; the health and soundness of the financial institutions and other counterparties with which Northern Trust conducts business; changes in financial markets, including debt and equity markets, that impact the value, liquidity, or credit ratings of financial assets in general, or financial assets in particular investment funds, client portfolios, or securities lending collateral pools, including those funds, portfolios, collateral pools, and other financial assets with respect to which Northern Trust has taken, or may in the future take, actions to provide asset value stability or additional liquidity; the impact of stress in the financial markets, the effectiveness of governmental actions taken in response, and the effect of such governmental actions on Northern Trust, its competitors and counterparties, financial markets generally and availability of credit specifically, and the U.S. and international economies, including special deposit assessments or potentially higher FDIC premiums; changes in foreign exchange trading client volumes, fluctuations and volatility in foreign currency exchange rates, and Northern Trust's success in assessing and mitigating the risks arising from such changes, fluctuations and volatility; decline in the value of securities held in Northern Trust's investment portfolio, particularly asset-backed securities, the liquidity and pricing of which may be negatively impacted by periods of economic turmoil and financial market disruptions; uncertainties inherent in the complex and subjective judgments required to assess credit risk and establish appropriate allowances therefor; difficulties in measuring, or determining whether there is other-than-temporary impairment in, the value of securities held in Northern Trust's investment portfolio; Northern Trust's success in managing various risks inherent in its business, including credit risk, operational risk, interest rate risk and liquidity risk, particularly during times of economic uncertainty and volatility in the credit and financial markets; geopolitical risks and the risks of extraordinary events such as natural disasters, terrorist events, war and the U.S. and other governments' responses to those events; the pace and extent of

FACTORS AFFECTING FUTURE RESULTS (continued)

continued globalization of investment activity and growth in worldwide financial assets; regulatory and monetary policy developments; failure to obtain regulatory approvals when required, including for the use and distribution of capital; changes in tax laws, accounting requirements or interpretations and other legislation in the U.S. or other countries that could affect Northern Trust or its clients, including changes in accounting rules for fair value measurements and recognizing impairments; changes in the nature and activities of Northern Trust's competition, including increased consolidation within the financial services industry; Northern Trust's success in maintaining existing business and continuing to generate new business in its existing markets; Northern Trust's success in identifying and penetrating targeted markets, through acquisition, strategic alliance or otherwise; Northern Trust's success in integrating acquisitions and strategic alliances; Northern Trust's success in addressing the complex needs of a global client base across multiple time zones and from multiple locations, and managing compliance with legal, tax, regulatory and other requirements in areas of faster growth in its businesses, especially in immature markets; Northern Trust's ability to maintain a product mix that achieves acceptable margins; Northern Trust's ability to continue to generate investment results that satisfy its clients and continue to develop its array of investment products; Northern Trust's success in generating revenue in its securities lending business for itself and its clients, especially in periods of economic and financial market uncertainty; Northern Trust's success in recruiting and retaining the necessary personnel to support business growth and expansion and maintain sufficient expertise to support increasingly complex products and services; Northern Trust's success in implementing its revenue enhancement and expense management initiatives; Northern Trust's ability, as products, methods of delivery, and client requirements change or become more complex, to continue to fund and accomplish innovation, improve risk management practices and controls, and address operating risks, including human errors or omissions, data security breach risks, pricing or valuation of securities, fraud, systems performance or defects, systems interruptions, and breakdowns in processes or internal controls; Northern Trust's success in controlling expenses, particularly in a difficult economic environment; uncertainties inherent in Northern Trust's assumptions concerning its pension plan, including discount rates and expected contributions, returns and payouts; increased costs of compliance and other risks associated with changes in regulation and the current regulatory environment, including the requirements of the Basel II and Basel III capital regime and the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), areas of increased regulatory emphasis and oversight in the U.S. and other countries such as anti-money laundering, anti-bribery, and client privacy and the potential for substantial changes in the legal, regulatory and enforcement framework and oversight applicable to financial institutions in reaction to adverse financial market events, including changes pursuant to the Dodd-Frank Act that may, among other things, affect the leverage limits and risk-based capital and liquidity requirements for certain financial institutions, including Northern Trust, require those financial institutions to pay higher assessments, expose them to certain liabilities of their subsidiary depository institutions, and restrict or increase the regulation of certain activities, including foreign exchange, carried on by financial institutions, including Northern Trust; risks that evolving regulations, such as Basel II and Basel III, and potential legislation and regulations, including regulations that may be promulgated under the Dodd-Frank Act, could affect required regulatory capital for financial institutions, including Northern Trust, potentially

FACTORS AFFECTING FUTURE RESULTS (continued)

resulting in changes to the cost and composition of capital for Northern Trust; risks and uncertainties inherent in the litigation and regulatory process, including the adequacy of contingent liability, tax, and other accruals; and the risk of events that could harm Northern Trust's reputation and so undermine the confidence of clients, counterparties, rating agencies, and stockholders.

Some of these and other risks and uncertainties that may affect future results are discussed in more detail in the section of Management's Discussion and Analysis of Financial Condition and Results of Operations captioned Risk Management in the 2012 Annual Report to Shareholders (pages 47-59), in the section of the Notes to Consolidated Financial Statements in the 2012 Annual Report to Shareholders captioned Note 24 Contingent Liabilities (pages 108-110), in the sections of Item 1 Business of the 2012 Annual Report on Form 10-K captioned Government Monetary and Fiscal Policies, Competition and Regulation and Supervision (pages 2-14), and in Item 1A Risk Factors of the 2012 Annual Report on Form 10-K (pages 28-38). All forward-looking statements included in this report are based upon information presently available, and Northern Trust assumes no obligation to update any forward-looking statements.

FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEET

NORTHERN TRUST CORPORATION

(In Millions Except Share Information)	March 31, 2013 (Unaudited)	December 31, 2012
Assets		
Cash and Due from Banks	\$ 3,773.5	\$ 3,752.7
Federal Funds Sold and Securities Purchased under Agreements to Resell	251.5	60.8
Interest-Bearing Deposits with Banks	18,694.8	18,803.5
Federal Reserve Deposits and Other Interest-Bearing Securities	5,828.6	7,619.7
Available for Sale	27,171.9	28,643.5
Held to Maturity (Fair value of \$2,943.3 and \$2,394.8)	2,931.7	2,382.0
Trading Account	6.9	8.0
Total Securities	30,110.5	31,033.5
Loans and Leases		
Commercial	12,682.0	12,897.2
Personal	16,180.9	16,607.3
Total Loans and Leases (Net of unearned income of \$286.6 and \$297.9)	28,862.9	29,504.5
Allowance for Credit Losses Assigned to Loans and Leases	(294.1)	(297.9)
Buildings and Equipment	457.2	469.9
Client Security Settlement Receivables	816.5	2,049.1
Goodwill	529.5	537.8
Other Assets	4,125.9	3,930.2
Total Assets	\$ 93,156.8	\$ 97,463.8
Liabilities		
Deposits		
Demand and Other Noninterest-Bearing	\$ 13,908.9	\$ 20,519.0
Savings and Money Market	14,819.8	15,189.7
Savings Certificates and Other Time	2,296.1	2,466.1
Non U.S. Offices Noninterest-Bearing	4,974.9	3,512.8
Interest-Bearing	39,822.4	39,720.2
Total Deposits	75,822.1	81,407.8
Federal Funds Purchased	1,320.5	780.2
Securities Sold Under Agreements to Repurchase	490.2	699.8
Other Borrowings	1,435.3	367.4
Senior Notes	2,402.0	2,405.8
Long-Term Debt	1,198.4	1,421.6
Floating Rate Capital Debt	277.1	277.0
Other Liabilities	2,599.1	2,577.2
Total Liabilities	85,544.7	89,936.8
Stockholders Equity		
	408.6	408.6

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Common Stock, \$1.66 2/3 Par Value; Authorized 560,000,000 shares;

Outstanding shares of 239,239,836 and 238,914,988

Additional Paid-In Capital	995.2	1,012.7
Retained Earnings	6,793.8	6,702.7
Accumulated Other Comprehensive Loss	(284.1)	(283.0)
Treasury Stock (5,931,688 and 6,256,536 shares, at cost)	(301.4)	(314.0)
Total Stockholders Equity	7,612.1	7,527.0
Total Liabilities and Stockholders Equity	\$ 93,156.8	\$ 97,463.8

See accompanying notes to the consolidated financial statements.

**CONSOLIDATED STATEMENT OF INCOME
(UNAUDITED)****NORTHERN TRUST CORPORATION**

(In Millions Except Share Information)	Three Months Ended March 31,		
	2013	2012	
Noninterest Income			
Trust, Investment and Other Servicing Fees	\$ 630.7	\$ 575.2	
Foreign Exchange Trading Income	59.5	61.9	
Treasury Management Fees	16.8	17.4	
Security Commissions and Trading Income	18.3	18.3	
Other Operating Income	24.8	38.6	
Investment Security Gains (Losses), net (Note)	0.2	(2.4)	
Total Noninterest Income	750.3	709.0	
Net Interest Income			
Interest Income	286.7	341.0	
Interest Expense	60.6	84.6	
Net Interest Income	226.1	256.4	
Provision for Credit Losses	5.0	5.0	
Net Interest Income after Provision for Credit Losses	221.1	251.4	
Noninterest Expense			
Compensation	320.3	321.6	
Employee Benefits	63.3	68.1	
Outside Services	129.9	128.2	
Equipment and Software	91.4	90.8	
Occupancy	43.2	41.8	
Other Operating Expense	80.8	73.1	
Total Noninterest Expense	728.9	723.6	
Income before Income Taxes	242.5	236.8	
Provision for Income Taxes	78.5	75.6	
Net Income	\$ 164.0	\$ 161.2	
Net Income Applicable to Common Stock	\$ 164.0	\$ 161.2	
Per Common Share			
Net Income	Basic	\$ 0.68	\$ 0.66
	Diluted	0.67	0.66
Average Number of Common Shares Outstanding	Basic	239,167,559	241,090,093
	Diluted	240,189,215	241,556,096

**CONSOLIDATED STATEMENT OF COMPREHENSIVE
INCOME
(UNAUDITED)****NORTHERN TRUST
CORPORATION**

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(In Millions)	Three Months Ended March 31,	
	2013	2012
Net Income	\$ 164.0	\$ 161.2
Other Comprehensive Income (Net of Tax and Reclassifications)		
Net Unrealized Gains (Losses) on Securities Available for Sale	1.3	20.0
Net Unrealized Gains (Losses) on Cash Flow Hedges	(5.2)	11.3
Foreign Currency Translation Adjustments	(4.2)	15.8
Pension and Other Postretirement Benefit Adjustments	7.0	22.2
Other Comprehensive Income	(1.1)	69.3
Comprehensive Income	\$ 162.9	\$ 230.5
Note: Changes in Other-Than-Temporary-Impairment (OTTI) Losses	\$	\$ (3.1)
Noncredit-related OTTI Losses Recorded in/(Reclassified from) OCI		
Other Security Gains (Losses), net	0.2	0.7
Investment Security Gains (Losses), net	\$ 0.2	\$ (2.4)

See accompanying notes to the consolidated financial statements.

**CONSOLIDATED STATEMENT OF CHANGES IN
STOCKHOLDERS EQUITY
(UNAUDITED)**
NORTHERN TRUST CORPORATION

(In Millions)	Three Months Ended March 31,	
	2013	2012
Common Stock		
Balance at January 1 and March 31	\$ 408.6	\$ 408.6
Additional Paid-in Capital		
Balance at January 1	1,012.7	977.5
Treasury Stock Transactions Stock Options and Awards	(35.6)	(18.9)
Stock Options and Awards Amortization	20.8	24.1
Stock Options and Awards Tax Benefits	(2.7)	(0.8)
Balance at March 31	995.2	981.9
Retained Earnings		
Balance at January 1	6,702.7	6,302.3
Net Income	164.0	161.2
Dividends Declared Common Stock	(72.9)	(140.0)
Balance at March 31	6,793.8	6,323.5
Accumulated Other Comprehensive Income (Loss)		
Balance at January 1	(283.0)	(345.6)
Net Unrealized Gains (Losses) on Securities Available for Sale	1.3	20.0
Net Unrealized Gains (Losses) on Cash Flow Hedges	(5.2)	11.3
Foreign Currency Translation Adjustments	(4.2)	15.8
Pension and Other Postretirement Benefit Adjustments	7.0	22.2
Balance at March 31	(284.1)	(276.3)
Treasury Stock		
Balance at January 1	(314.0)	(225.5)
Stock Options and Awards	87.1	25.4
Stock Purchased	(74.5)	(14.4)
Balance at March 31	(301.4)	(214.5)
Total Stockholders Equity at March 31	\$ 7,612.1	\$ 7,223.2

See accompanying notes to the consolidated financial statements.

**CONSOLIDATED STATEMENT OF CASH
FLOWS
(UNAUDITED)**
NORTHERN TRUST CORPORATION

(In Millions)	Three Months Ended March 31,	
	2013	2012
Cash Flows from Operating Activities:		
Net Income	\$ 164.0	\$ 161.2
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Investment Security (Gains) Losses, net	(0.2)	2.4
Amortization and Accretion of Securities and Unearned Income	1.5	(19.6)
Provision for Credit Losses	5.0	5.0
Depreciation on Buildings and Equipment	22.4	22.4
Amortization of Computer Software	48.7	44.6
Amortization of Intangibles	5.2	4.6
Pension Plan Contribution	(16.4)	(12.3)
Change in Receivables	(32.3)	(17.4)
Change in Interest Payable	(18.8)	(13.8)
Net Changes in Derivative Fair Value, Including Required Collateral	(55.0)	173.2
Other Operating Activities, net	188.4	407.3
Net Cash Provided by (Used in) Operating Activities	312.5	757.6
Cash Flows from Investing Activities:		
Net Change in Federal Funds Sold and Securities Purchased under Agreements to Resell	(190.7)	(169.6)
Change in Interest-Bearing Deposits with Banks	108.7	(2,174.9)
Net Change in Federal Reserve Deposits and Other Interest-Bearing Assets	1,791.0	11,220.7
Purchases of Securities Held to Maturity	(2,182.6)	(53.2)
Proceeds from Maturity and Redemption of Securities Held to Maturity	1,633.6	143.9
Purchases of Securities Available for Sale	(2,276.8)	(9,107.1)
Proceeds from Sale, Maturity and Redemption of Securities Available for Sale	3,728.9	8,448.2
Change in Loans and Leases	637.4	(97.3)
Purchases of Buildings and Equipment, net	(11.9)	(9.9)
Purchases and Development of Computer Software	(60.4)	(47.4)
Change in Client Settlement Receivables and Payables	1,232.6	(207.0)
Other Investing Activities, net	29.1	(43.3)
Net Cash Provided by (Used in) Investing Activities	4,438.9	7,903.1
Cash Flows from Financing Activities:		
Change in Deposits	(5,778.3)	(8,744.6)
Change in Federal Funds Purchased	540.3	1,158.4
Change in Securities Sold under Agreements to Repurchase	(209.6)	(914.8)
Change in Short-Term Other Borrowings	1,057.3	115.9
Repayments of Senior Notes and Long-Term Debt	(201.0)	(350.9)
Treasury Stock Purchased	(74.2)	(14.4)
Net Proceeds from Stock Options	51.1	30.6
Cash Dividends Paid on Common Stock	(1.1)	(67.5)
Other Financing Activities, net	(52.1)	
Net Cash Provided by (Used in) Financing Activities	4,667.6	(8,787.3)
Effect of Foreign Currency Exchange Rates on Cash	(63.0)	91.6

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Increase (Decrease) in Cash and Due from Banks	20.8	(35.0)
Cash and Due from Banks at Beginning of Year	3,752.7	4,315.3
Cash and Due from Banks at End of Period	\$ 3,773.5	\$ 4,280.3

Supplemental Disclosures of Cash Flow Information:

Interest Paid	\$ 79.4	\$ 98.4
Income Taxes Paid	14.5	4.8
Transfers from Loans to OREO	4.4	11.0

See accompanying notes to the consolidated financial statements.

Notes to Consolidated Financial Statements

1. Basis of Presentation The consolidated financial statements include the accounts of Northern Trust Corporation (Corporation) and its subsidiaries (collectively, Northern Trust). Significant intercompany balances and transactions have been eliminated. The consolidated financial statements, as of and for the periods ended March 31, 2013 and 2012, have not been audited by the Corporation's independent registered public accounting firm. In the opinion of management, all accounting entries and adjustments, including normal recurring accruals, necessary for a fair presentation of the financial position and the results of operations for the interim periods have been made. For a description of Northern Trust's significant accounting policies, refer to Note 1 of the Notes to Consolidated Financial Statements in the 2012 Annual Report to Shareholders.

2. Recent Accounting Pronouncements In January 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2013-01, *Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities*. This ASU amends the scope of FASB ASU No. 2011-11, *Disclosures about Offsetting Assets and Liabilities*, which requires additional disclosure regarding offsetting of assets and liabilities to enable users of financial statements to evaluate the effect or potential effect of netting arrangements on an entity's financial position. The provisions of the ASUs were effective for annual and interim reporting periods beginning on or after January 1, 2013. Northern Trust's disclosures under the ASUs are provided in Note 19 *Offsetting Assets and Liabilities*. As the ASUs address financial statement disclosures only, their retrospective adoption effective January 1, 2013 did not impact Northern Trust's consolidated financial position or results of operations.

In February 2013, the FASB issued ASU No. 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*. This ASU requires disclosures regarding reclassifications out of accumulated other comprehensive income in a single location in the financial statements. Northern Trust's components of accumulated other comprehensive income are disclosed in Note 10 *Accumulated Other Comprehensive Income (Loss)*. Since this ASU addresses prospective financial statement disclosures only, its adoption effective January 1, 2013 did not impact Northern Trust's consolidated financial position or results of operations.

3. Fair Value Measurements - Fair Value Hierarchy. The following describes the hierarchy of valuation inputs (Levels 1, 2, and 3) used to measure fair value and the primary valuation methodologies used by Northern Trust for financial instruments measured at fair value on a recurring basis. Observable inputs reflect market data obtained from sources independent of the reporting entity; unobservable inputs reflect the entity's own assumptions about how market participants would value an asset or liability based on the best information available. GAAP requires an entity measuring fair value to maximize the use of observable inputs and minimize the use of unobservable inputs and establishes a fair value hierarchy of inputs. Financial instruments are categorized within the hierarchy based on the lowest level input that is significant to their valuation. Northern Trust's policy is to recognize transfers into and transfers out of fair value levels as of the end of the reporting period in which the transfer occurred.

Notes to Consolidated Financial Statements (continued)

No transfers between fair value levels occurred during the three months ended March 31, 2013 or the year ended December 31, 2012.

Level 1 Quoted, active market prices for identical assets or liabilities.

Northern Trust's Level 1 assets are comprised of available for sale investments in U.S. treasury securities.

Level 2 Observable inputs other than Level 1 prices, such as quoted active market prices for similar assets or liabilities, quoted prices for identical or similar assets in inactive markets, and model-derived valuations in which all significant inputs are observable in active markets.

Northern Trust's Level 2 assets include available for sale and trading account securities, the fair values of which are determined by external pricing vendors, or in limited cases internally based on similar securities. Northern Trust reviews the valuation methodology used by external pricing vendors for suitability and performs additional reviews of their valuation techniques and assumptions used for selected securities. Northern Trust also reviews the market values provided by external vendors through a comparison of assigned market values to other third party prices for reasonableness. A price obtained from a vendor may be adjusted if it is found to be sufficiently inconsistent with other market prices.

Level 2 assets and liabilities also include derivative contracts which are valued internally using widely accepted income-based models that incorporate inputs readily observable in actively quoted markets and reflect the contractual terms of the contracts. Observable inputs include foreign exchange rates and interest rates for foreign exchange contracts; credit spreads, default probabilities, and recovery rates for credit default swap contracts; interest rates for interest rate swap contracts and forward contracts; and interest rates and volatility inputs for interest rate option contracts. Northern Trust evaluates the impact of counterparty credit risk and its own credit risk on the valuation of its derivative instruments. Factors considered include the likelihood of default by Northern Trust and its counterparties, the remaining maturities of the instruments, net exposures after giving effect to master netting agreements, available collateral, and other credit enhancements in determining the appropriate fair value of derivative instruments. The resulting valuation adjustments have not been considered material.

Level 3 Valuation techniques in which one or more significant inputs are unobservable in the marketplace.

Northern Trust's Level 3 assets consist of auction rate securities purchased in 2008 from Northern Trust clients. To estimate the fair value of auction rate securities, for which trading is limited and market prices are generally unavailable, Northern Trust developed

Notes to Consolidated Financial Statements (continued)

and maintains a pricing model that discounts estimated cash flows over their estimated remaining lives. Significant inputs to the model include the contractual terms of the securities, credit risk ratings, discount rates, forward interest rates, credit/liquidity spreads, and Northern Trust's own assumptions about the estimated remaining lives of the securities. The significant unobservable inputs used in the fair value measurement are Northern Trust's own assumptions about the estimated remaining lives of the securities and the applicable discount rates. Significant increases (decreases) in the estimated remaining lives or the discount rates in isolation would result in a significantly lower (higher) fair value measurement. Level 3 liabilities consist of acquisition related contingent consideration liabilities. The fair values of these contingent consideration liabilities have been determined using an income-based (discounted cash flow) model that incorporates Northern Trust's own assumptions about business growth rates and applicable discount rates, which represent unobservable inputs to the model. Significant increases (decreases) in projected growth rates in isolation would result in significantly higher (lower) fair value measurements, while significant increases (decreases) in the discount rate in isolation would result in significantly lower (higher) fair value measurements.

Northern Trust believes its valuation methods for its assets and liabilities carried at fair value are appropriate; however, the use of different methodologies or assumptions, particularly as applied to Level 3 assets and liabilities, could have a material effect on the computation of their estimated fair values.

Management of various businesses and departments of Northern Trust (including Corporate Market Risk, Credit Policy, Corporate Financial Management, and relevant business unit personnel) determine the valuation policies and procedures for Level 3 assets and liabilities. Each business and department represents a component of Northern Trust's business units, and reports to management of their respective business units. Generally, valuation policies are reviewed by management of each business or department. Fair value measurements are performed upon acquisitions of an asset or liability. As necessary, the valuation models are reviewed by management of the appropriate business or department, and adjusted for changes in inputs. Management of each business or department reviews the inputs in order to substantiate the unobservable inputs used in each fair value measurement. When appropriate, management reviews forecasts used in the valuation process in light of other relevant financial projections to understand any variances between current and previous fair value measurements. In certain circumstances, third party information is used to support the fair value measurements. If certain third party information seems inconsistent with consensus views, a review of the information is performed by management of the respective business or department to conclude as to the appropriate fair value of the asset or liability.

Notes to Consolidated Financial Statements (continued)

The following presents the fair values of, and the valuation techniques, significant unobservable inputs, and quantitative information used to develop significant unobservable inputs for, Northern Trust's Level 3 assets and liabilities as of March 31, 2013.

Financial Instrument	Fair Value	Valuation Technique	Unobservable Input	Range of Lives and Rates
Auction Rate Securities			Remaining lives	1.3 - 8.6 years
	\$ 99.6 million	Discounted Cash Flow	Discount rates	0.3 % - 7.7 %
Contingent Consideration			Discount rate	10.5%
	\$ 51.4 million	Discounted Cash Flow	Business growth rates	19% - 35%

Notes to Consolidated Financial Statements (continued)

The following presents assets and liabilities measured at fair value on a recurring basis as of March 31, 2013 and December 31, 2012, segregated by fair value hierarchy level.

(In Millions)	Level 1	Level 2	Level 3	Netting	Assets/Liabilities at Fair Value
March 31, 2013					
Securities					
Available for Sale					
U.S. Government	\$ 1,782.4	\$	\$	\$	\$ 1,782.4
Obligations of States and Political Subdivisions					
		14.7			14.7
Government Sponsored Agency		16,859.4			16,859.4
Corporate Debt		2,941.8			2,941.8
Covered Bonds		1,868.5			1,868.5
Supranational and Non-U.S. Agency Bonds					
		815.7			815.7
Residential Mortgage-Backed		70.9			70.9
Other Asset-Backed		2,438.7			2,438.7
Auction Rate			99.6		99.6
Other		280.2			280.2
Total Available for Sale	1,782.4	25,289.9	99.6		27,171.9
Trading Account		6.9			6.9
Total Available for Sale and Trading	1,782.4	25,296.8	99.6		27,178.8
Other Assets					
Derivatives					
Foreign Exchange Contracts		2,390.5			2,390.5
Interest Rate Swaps		283.5			283.5
Total Derivatives		2,674.0		(1,725.8)	948.2
Other Liabilities					
Derivatives					
Foreign Exchange Contracts		2,298.4			2,298.4
Interest Rate Swaps		220.8			220.8
Credit Default Swaps		0.1			0.1
Total Derivatives		2,519.3		(1,979.9)	539.4
Contingent Consideration	\$	\$	\$ 51.4	\$	\$ 51.4

Note: Northern Trust has elected to net derivative assets and liabilities when legally enforceable master netting agreements exist between Northern Trust and the counterparty. As of March 31, 2013, derivative assets and liabilities shown above also include reductions of \$218.1 million and \$472.2 million, respectively, as a result of cash collateral received from and deposited with derivative counterparties.

Notes to Consolidated Financial Statements (continued)

(In Millions)	Level 1	Level 2	Level 3	Netting	Assets/Liabilities at Fair Value
December 31, 2012					
Securities					
Available for Sale					
U.S. Government	\$ 1,784.6	\$	\$	\$	\$ 1,784.6
Obligations of States and Political Subdivisions					
Government Sponsored Agency		14.1			14.1
Corporate Debt		18,638.8			18,638.8
Covered Bonds		2,618.4			2,618.4
Supranational Bonds		1,748.0			1,748.0
Residential Mortgage-Backed		1,060.7			1,060.7
Other Asset-Backed		92.0			92.0
Auction Rate		2,283.9			2,283.9
Other			97.8		97.8
		305.2			305.2
Total Available for Sale	1,784.6	26,761.1	97.8		28,643.5
Trading Account		8.0			8.0
Total Available for Sale and Trading	1,784.6	26,769.1	97.8		28,651.5
Other Assets					
Derivatives					
Foreign Exchange Contracts		1,756.6			1,756.6
Interest Rate Swaps		310.3			310.3
Total Derivatives		2,066.9		(1,101.1)	965.8
Other Liabilities					
Derivatives					
Foreign Exchange Contracts		1,772.7			1,772.7
Interest Rate Swaps		249.3			249.3
Credit Default Swaps		1.0			1.0
Total Derivatives		2,023.0		(1,407.5)	615.5
Contingent Consideration	\$	\$	\$ 50.1	\$	\$ 50.1

Note: Northern Trust has elected to net derivative assets and liabilities when legally enforceable master netting agreements exist between Northern Trust and the counterparty. As of December 31, 2012, derivative assets and liabilities shown above also include reductions of \$118.6 million and \$425.0 million, respectively, as a result of cash collateral received from and deposited with derivative counterparties.

Notes to Consolidated Financial Statements (continued)

The following tables present the changes in Level 3 assets and liabilities for the three months ended March 31, 2013 and 2012.

Level 3 Assets (In Millions) Three Months Ended March 31,	Auction Rate Securities	
	2013	2012
Fair Value at January 1	\$ 97.8	\$ 178.3
Total Gains and (Losses):		
Included in Earnings (1)	0.1	(1.5)
Included in Other Comprehensive Income (2)	2.7	(0.2)
Purchases, Issues, Sales, and Settlements		
Sales		
Settlements	(1.0)	(0.3)
Fair Value at March 31	\$ 99.6	\$ 176.3

- (1) Realized gains for the three months ended March 31, 2013 of \$0.1 million represent gains from redemptions by issuers. Realized losses for the three months ended March 31, 2012 of \$1.5 million include \$1.6 million of OTTI losses, partially offset by \$0.1 million of gains from redemptions by issuers. Gains on redemptions are recorded in interest income and sales and impairment losses are recorded in investment security gains (losses), net, within the consolidated statement of income.
- (2) Unrealized losses related to auction rate securities are included in net unrealized gains (losses) on securities available for sale, within the consolidated statement of comprehensive income.

Level 3 Liabilities (In Millions) Three Months Ended March 31,	Contingent Consideration	
	2013	2012
Fair Value at January 1	\$ 50.1	\$ 56.8
Total (Gains) and Losses:		
Included in Earnings (1)	1.3	1.4
Included in Other Comprehensive Income (2)		0.4
Purchases, Issues, Sales, and Settlements		
Issues		
Settlements		
Fair Value at March 31	\$ 51.4	\$ 58.6
Unrealized (Gain) Losses Included in Earnings Related to Financial Instruments Held at March 31 (1)	\$ 1.3	\$ 1.4

- (1) Gains (losses) are recorded in other operating income (expense) within the consolidated statement of income.
- (2) Unrealized foreign currency related losses are included in foreign currency translation adjustments within the consolidated statement of comprehensive income.

During the three months ended March 31, 2013 and 2012, there were no transfers into or out of Level 3 assets or liabilities.

Carrying values of assets and liabilities that are not measured at fair value on a recurring basis may be adjusted to fair value in periods subsequent to their initial recognition, for example, to record an impairment of an asset. GAAP requires entities to separately disclose these subsequent fair value measurements and to classify them under the fair value hierarchy.

Notes to Consolidated Financial Statements (continued)

The following provides information regarding those assets measured at fair value on a nonrecurring basis at March 31, 2013 and 2012, segregated by fair value hierarchy level.

(In Millions)	Level 1	Level 2	Level 3	Total Fair Value
March 31, 2013				
Loans (1)	\$	\$	\$ 32.4	\$ 32.4
Other Real Estate Owned (2)			1.5	1.5
Total Assets at Fair Value	\$	\$	\$ 33.9	\$ 33.9
March 31, 2012				
Loans (1)	\$	\$	\$ 25.5	\$ 25.5
Other Real Estate Owned (2)			1.4	1.4
Total Assets at Fair Value	\$	\$	\$ 26.9	\$ 26.9

- (1) In accordance with Accounting Standard Codification (ASC) Subtopic 310-10, Northern Trust recorded individually impaired loans at fair value and, for the three months ended March 31, 2013 increased by \$1.9 million the level of specific allowances on these loans. During the three months ended March 31, 2012, Northern Trust reduced by \$9.5 million the level of specific allowances on these loans.
- (2) In accordance with ASC Subtopics 310-40 and 360-10, Northern Trust recorded Other Real Estate Owned (OREO) at fair value and subsequently charged \$0.3 million and \$0.1 million through other operating expenses during the three months ended March 31, 2013 and March 31, 2012, respectively, to reduce the fair values of these OREO properties.

The fair values of real-estate loan collateral and OREO properties were estimated using a market approach typically supported by third party valuations and property specific fees and taxes, and were subject to adjustments to reflect management's judgment as to their realizable value. Other loan collateral is valued using a market approach, adjusted for asset specific characteristics, and in limited instances, third party valuations are used. Other loan collateral typically consists of accounts receivable, inventory and equipment.

The following table provides the fair value of, and the valuation technique, significant unobservable inputs, and quantitative information used to develop the significant unobservable inputs for, Northern Trust's Level 3 assets that were measured at fair value on a nonrecurring basis as of March 31, 2013.

Financial Instrument	Fair Value	Valuation Technique	Unobservable Input	Range of Discounts Applied
Loans	\$ 32.4 million	Market Approach	Discount to reflect realizable value	15% 40%
OREO	\$ 1.5 million	Market Approach	Discount to reflect realizable value	15% 40%

Notes to Consolidated Financial Statements (continued)

Fair Value of Financial Instruments. GAAP requires disclosure of the estimated fair value of certain financial instruments and the methods and significant assumptions used to estimate fair value. It excludes from this requirement nonfinancial assets and liabilities, as well as a wide range of franchise, relationship, and intangible values that add value to Northern Trust. Accordingly, the required fair value disclosures provide only a partial estimate of the fair value of Northern Trust. Financial instruments recorded at fair value on Northern Trust's consolidated balance sheet are discussed above. The following methods and assumptions were used in estimating the fair values of financial instruments that are not carried at fair value.

Held to Maturity Securities. The fair values of held to maturity securities were modeled by external pricing vendors, or in limited cases internally, using widely accepted models which are based on an income approach that incorporates current market yield curves.

Loans (excluding lease receivables). The fair value of the loan portfolio was estimated using an income approach (discounted cash flow) that incorporates current market rates offered by Northern Trust as of the date of the consolidated financial statements. The fair values of all loans were adjusted to reflect current assessments of loan collectability.

Federal Reserve and Federal Home Loan Bank Stock. The fair values of Federal Reserve and Federal Home Loan Bank stock are equal to their carrying values which represent redemption value.

Community Development Investments. The fair values of these instruments were estimated using an income approach (discounted cash flow) that incorporates current market rates.

Employee Benefit and Deferred Compensation. These assets include U.S. treasury securities and investments in mutual and collective trust funds held to fund certain supplemental employee benefit obligations and deferred compensation plans. Fair values of U.S. treasury securities were determined using quoted, active market prices for identical securities. The fair values of investments in mutual and collective trust funds were valued at the funds' net asset values based on a market approach.

Savings Certificates and Other Time Deposits. The fair values of these instruments were estimated using an income approach (discounted cash flow) that incorporates market interest rates currently offered by Northern Trust for deposits with similar maturities.

Senior Notes, Subordinated Debt, and Floating Rate Capital Debt. Fair values were determined using a market approach based on quoted market prices, when available. If quoted market prices were not available, fair values were based on quoted market prices for comparable instruments.

Federal Home Loan Bank Borrowings. The fair values of these instruments were estimated using an income approach (discounted cash flow) that incorporates market interest rates available to Northern Trust.

Loan Commitments. The fair values of loan commitments represent the estimated costs to terminate or otherwise settle the obligations with a third party adjusted for any related allowance for credit losses.

Notes to Consolidated Financial Statements (continued)

Standby Letters of Credit. The fair values of standby letters of credit are measured as the amount of unamortized fees on these instruments, inclusive of the related allowance for credit losses. Fees are determined by applying basis points to the principal amounts of the letters of credit.

Financial Instruments Valued at Carrying Value. Due to their short maturity, the carrying values of certain financial instruments approximated their fair values. These financial instruments include cash and due from banks; federal funds sold and securities purchased under agreements to resell, interest-bearing deposits with banks, Federal Reserve deposits and other interest-bearing assets; client security settlement receivables; non-U.S. offices interest-bearing deposits; federal funds purchased; securities sold under agreements to repurchase; and other borrowings (includes term federal funds purchased, and other short-term borrowings). As required by GAAP, the fair values required to be disclosed for demand, noninterest-bearing, savings, and money market deposits must equal the amounts disclosed in the consolidated balance sheet, even though such deposits are typically priced at a premium in banking industry consolidations.

Notes to Consolidated Financial Statements (continued)

The following tables summarize the fair values of financial instruments.

(In Millions)	Book Value	Total Fair Value	March 31, 2013		
			Level 1	Fair Value Level 2	Level 3
Assets					
Cash and Due from Banks	\$ 3,773.5	\$ 3,773.5	\$ 3,773.5	\$	\$
Federal Funds Sold and Resell Agreements	251.5	251.5		251.5	
Interest-Bearing Deposits with Banks	18,694.8	18,694.8		18,694.8	
Federal Reserve Deposits and Other Interest-Bearing Securities	5,828.6	5,828.6		5,828.6	
Available for Sale ⁽¹⁾	27,171.9	27,171.9	1,782.4	25,289.9	99.6
Held to Maturity	2,931.7	2,943.3		2,943.3	
Trading Account	6.9	6.9		6.9	
Loans (excluding Leases)					
Held for Investment	27,567.1	27,588.2			27,588.2
Held for Sale	1.1	1.1			1.1
Client Security Settlement Receivables	816.5	816.5		816.5	
Other Assets					
Federal Reserve and Federal Home Loan Bank Stock	203.7	203.7		203.7	
Community Development Investments	241.5	260.3		260.3	
Employee Benefit and Deferred Compensation	133.4	135.4	92.3	43.1	
Liabilities					
Deposits					
Demand, Noninterest-Bearing, Savings and Money Market	\$ 33,703.6	\$ 33,703.6	\$ 33,703.6	\$	\$
Savings Certificates and Other Time	2,296.1	2,304.8		2,304.8	
Non U.S. Offices Interest-Bearing	39,822.4	39,822.4		39,822.4	
Federal Funds Purchased	1,320.5	1,320.5		1,320.5	
Securities Sold under Agreements to Repurchase	490.2	490.2		490.2	
Other Borrowings	1,435.3	1,435.3		1,435.3	
Senior Notes	2,402.0	2,495.9		2,495.9	
Long Term Debt (excluding Leases)					
Subordinated Debt	823.2	850.0		850.0	
Federal Home Loan Bank Borrowings	335.0	342.4		342.4	
Floating Rate Capital Debt	277.1	232.3		232.3	
Other Liabilities					
Standby Letters of Credit	60.1	60.1			60.1
Contingent Consideration	51.4	51.4			51.4
Loan Commitments	37.7	37.7			37.7
Derivative Instruments					
Asset/Liability Management					
Foreign Exchange Contracts					
Assets	\$ 53.4	\$ 53.4	\$	\$ 53.4	\$
Liabilities	18.2	18.2		18.2	
Interest Rate Swaps					
Assets	116.6	116.6		116.6	
Liabilities	61.0	61.0		61.0	
Credit Default Swaps					

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Liabilities	0.1	0.1	0.1
Client-Related and Trading			
Foreign Exchange Contracts			
Assets	2,337.1	2,337.1	2,337.1
Liabilities	2,280.2	2,280.2	2,280.2
Interest Rate Swaps			
Assets	166.9	166.9	166.9
Liabilities	159.8	159.8	159.8

(1) Refer to the table located on page 30 for the disaggregation of available for sale securities.

Notes to Consolidated Financial Statements (continued)

(In Millions)

December 31, 2012

	Book Value	Total Fair Value	Level 1	Fair Value Level 2	Level 3
Assets					
Cash and Due from Banks	\$ 3,752.7	\$ 3,752.7	\$ 3,752.7	\$	\$
Federal Funds Sold and Resell Agreements	60.8	60.8		60.8	
Interest-Bearing Deposits with Banks	18,803.5	18,803.5		18,803.5	
Federal Reserve Deposits and Other Interest-Bearing	7,619.7	7,619.7		7,619.7	
Securities					
Available for Sale ⁽¹⁾	28,643.5	28,643.5	1,784.6	26,761.1	97.8
Held to Maturity	2,382.0	2,394.8		2,394.8	
Trading Account	8.0	8.0		8.0	
Loans (excluding Leases)					
Held for Investment	28,165.4	28,220.2			28,220.2
Held for Sale	11.7	11.7			11.7
Client Security Settlement Receivables	2,049.1	2,049.1		2,049.1	
Other Assets					
Federal Reserve and Federal Home Loan Bank Stock	197.6	197.6		197.6	
Community Development Investments	253.2	275.1		275.1	
Employee Benefit and Deferred Compensation	121.3	126.1	86.7	39.4	
Liabilities					
Deposits					
Demand, Noninterest-Bearing, Savings and Money Market	\$ 39,221.5	\$ 39,221.5	\$ 39,221.5	\$	\$
Savings Certificates and Other Time	2,466.1	2,746.7		2,746.7	
Non U.S. Offices Interest-Bearing	39,720.2	39,720.2		39,720.2	
Federal Funds Purchased	780.2	780.2		780.2	
Securities Sold under Agreements to Repurchase	699.8	699.8		699.8	
Other Borrowings	367.4	367.4		367.4	
Senior Notes	2,405.8	2,513.4		2,513.4	
Long Term Debt (excluding Leases)					
Subordinated Debt	1,045.4	1,065.3		1,065.3	
Federal Home Loan Bank Borrowings	335.0	345.4		345.4	
Floating Rate Capital Debt	277.0	228.0		228.0	
Other Liabilities					
Standby Letters of Credit	60.5	60.5			60.5
Contingent Consideration	50.1	50.1			50.1
Loan Commitments	38.9	38.9			38.9
Derivative Instruments					
Asset/Liability Management					
Foreign Exchange Contracts					
Assets	\$ 21.3	\$ 21.3	\$	\$ 21.3	\$
Liabilities	42.3	42.3		42.3	
Interest Rate Swaps					
Assets	129.7	129.7		129.7	
Liabilities	75.3	75.3		75.3	
Credit Default Swaps					
Liabilities	1.0	1.0		1.0	
Client-Related and Trading					
Foreign Exchange Contracts					
Assets	1,735.3	1,735.3		1,735.3	

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Liabilities	1,730.4	1,730.4	1,730.4
Interest Rate Swaps			
Assets	180.6	180.6	180.6
Liabilities	174.0	174.0	174.0

(1) Refer to the table located on page 31 for the disaggregation of available for sale securities.

Notes to Consolidated Financial Statements (continued)

4. Securities The following tables provide the amortized cost and fair values of securities at March 31, 2013 and December 31, 2012.

Securities Available for Sale (In Millions)	Amortized Cost	March 31, 2013 Gross Unrealized		Fair Value
		Gains	Losses	
U.S. Government	\$ 1,748.1	\$ 34.3	\$	\$ 1,782.4
Obligations of States and Political Subdivisions	13.9	0.8		14.7
Government Sponsored Agency	16,747.3	116.7	4.6	16,859.4
Corporate Debt	2,927.7	17.4	3.3	2,941.8
Covered Bonds	1,820.6	47.9		1,868.5
Supranational and Non-U.S. Agency Bonds	808.7	7.0		815.7
Residential Mortgage-Backed	78.7	0.1	7.9	70.9
Other Asset-Backed	2,436.0	3.1	0.4	2,438.7
Auction Rate	98.7	2.3	1.4	99.6
Other	279.3	0.9		280.2
Total	\$ 26,959.0	\$ 230.5	\$ 17.6	\$ 27,171.9

Securities Held to Maturity (In Millions)	Amortized Cost	March 31, 2013 Gross Unrealized		Fair Value
		Gains	Losses	
Obligations of States and Political Subdivisions	\$ 292.7	\$ 15.6	\$	\$ 308.3
Government Sponsored Agency	80.2	2.7		82.9
Non-U.S. Government Debt	210.8			210.8
Certificates of Deposit	2,069.9	0.2	0.9	2,069.2
Other	278.1	1.0	7.0	272.1
Total	\$ 2,931.7	\$ 19.5	\$ 7.9	\$ 2,943.3

Securities Available for Sale (In Millions)	Amortized Cost	December 31, 2012 Gross Unrealized		Fair Value
		Gains	Losses	
U.S. Government	\$ 1,747.9	\$ 36.7	\$	\$ 1,784.6
Obligations of States and Political Subdivisions	13.9	0.2		14.1
Government Sponsored Agency	18,520.6	122.2	4.0	18,638.8
Corporate Debt	2,602.4	18.1	2.1	2,618.4
Covered Bonds	1,697.1	51.0	0.1	1,748.0
Supranational Bonds	1,053.9	7.0	0.2	1,060.7
Residential Mortgage-Backed	102.4	0.4	10.8	92.0
Other Asset-Backed	2,280.0	4.3	0.4	2,283.9
Auction Rate	99.6	2.1	3.9	97.8

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Other	304.4	0.8	305.2
Total	\$ 28,422.2	\$ 242.8	\$ 28,643.5

Securities Held to Maturity (In Millions)	Amortized Cost	December 31, 2012 Gross Unrealized		Fair Value
		Gains	Losses	
Obligations of States and Political Subdivisions	\$ 329.3	\$ 17.2	\$	\$ 346.5
Government Sponsored Agency	112.9	3.8		116.7
Non-U.S. Government Debt	205.0			205.0
Certificates of Deposit	1,667.6	0.2	0.6	1,667.2
Other	67.2	0.3	8.1	59.4
Total	\$ 2,382.0	\$ 21.5	\$ 8.7	\$ 2,394.8

Securities held to maturity consist of debt securities that management intends to, and Northern Trust has the ability to, hold until maturity.

Notes to Consolidated Financial Statements (continued)

The following table provides the remaining maturity of securities as of March 31, 2013.

(In Millions)	Amortized Cost	Fair Value
Available for Sale		
Due in One Year or Less	\$ 6,818.3	\$ 6,839.7
Due After One Year Through Five Years	17,678.8	17,850.1
Due After Five Years Through Ten Years	1,748.5	1,762.7
Due After Ten Years	713.4	719.4
Total	26,959.0	27,171.9
Held to Maturity		
Due in One Year or Less	2,430.0	2,431.9
Due After One Year Through Five Years	429.3	440.4
Due After Five Years Through Ten Years	37.9	41.9
Due After Ten Years	34.5	29.1
Total	\$ 2,931.7	\$ 2,943.3

Note: Mortgage-backed and asset-backed securities are included in the above table taking into account anticipated future prepayments.

Investment Security Gains and Losses. Net investment security gains of \$0.2 million were recognized for the three months ended March 31, 2013, representing net realized gains from the sale of securities. Gross proceeds from the sale of securities during the three months ended March 31, 2013 of \$55.7 million resulted in gross realized gains of \$0.2 million. Net investment security losses of \$2.4 million were recognized for the three months ended March 31, 2012 and included OTTI losses of \$3.1 million and net realized gains of \$0.7 million from the sale of securities. Gross proceeds from the sale of securities during the three months ended March 31, 2012 of \$1.3 billion resulted in gross realized gains of \$1.6 million and gross realized losses of \$0.9 million.

Securities with Unrealized Losses. The following tables provide information regarding securities that had been in a continuous unrealized loss position for less than 12 months and for 12 months or longer as of March 31, 2013 and December 31, 2012.

Securities with Unrealized Losses as of March 31, 2013 (In Millions)	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Government Sponsored Agency	\$ 980.1	\$ 2.2	\$ 278.2	\$ 2.4	\$ 1,258.3	\$ 4.6
Corporate Debt	760.2	3.2	25.0	0.1	785.2	3.3
Residential Mortgage-Backed			68.1	7.9	68.1	7.9
Other Asset-Backed	624.3	0.3	25.5	0.1	649.8	0.4
Certificates of Deposit	1,081.9	0.9			1,081.9	0.9
Auction Rate	1.0	0.1	15.5	1.3	16.5	1.4
Other	10.5	2.5	40.2	4.5	50.7	7.0
Total	\$ 3,458.0	\$ 9.2	\$ 452.5	\$ 16.3	\$ 3,910.5	\$ 25.5

Notes to Consolidated Financial Statements (continued)

Securities with Unrealized Losses as of December 31, 2012 (In Millions)	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Government Sponsored Agency	\$ 482.2	\$ 1.0	\$ 1,171.8	\$ 3.0	\$ 1,654.0	\$ 4.0
Corporate Debt	441.5	2.0	50.0	0.1	491.5	2.1
Covered Bonds	20.1	0.1			20.1	0.1
Supranational Bonds	113.8	0.2			113.8	0.2
Residential Mortgage-Backed			84.7	10.8	84.7	10.8
Other Asset-Backed	146.1	0.1	40.0	0.3	186.1	0.4
Certificates of Deposit	1,178.8	0.6			1,178.8	0.6
Auction Rate	2.7	0.3	41.0	3.6	43.7	3.9
Other	9.3	1.9	43.8	6.2	53.1	8.1
Total	\$ 2,394.5	\$ 6.2	\$ 1,431.3	\$ 24.0	\$ 3,825.8	\$ 30.2

As of March 31, 2013, 245 securities with a combined fair value of \$3.9 billion were in an unrealized loss position, with their unrealized losses totaling \$25.5 million. Unrealized losses on residential mortgage-backed securities totaling \$7.9 million reflect the impact of wider credit and liquidity spreads on the valuations of 9 residential mortgage-backed securities since purchase, with \$68.1 million having been in an unrealized loss position for more than 12 months. Residential mortgage-backed securities at March 31, 2013 had a total amortized cost and fair value of \$78.7 million and \$70.9 million, respectively. Securities classified as other asset-backed had average lives less than 5 years, and 99% were rated triple-A.

Unrealized losses of \$4.6 million related to government sponsored agency securities are primarily attributable to changes in market rates since their purchase. The majority of the \$7.0 million of unrealized losses in securities classified as other at March 31, 2013 relate to securities which Northern Trust purchases for compliance with the Community Reinvestment Act (CRA). Unrealized losses on these CRA related other securities are attributable to their purchase at below market rates for the purpose of supporting institutions and programs that benefit low to moderate income communities within Northern Trust's market area. Unrealized losses of \$1.4 million related to auction rate securities primarily reflect reduced market liquidity as a majority of auctions continue to fail preventing holders from liquidating their investments at par. Unrealized losses of \$3.3 million within corporate debt securities primarily reflect widened credit spreads; 47% of the corporate debt portfolio is backed by guarantees provided by U.S. and non-U.S. governmental entities. The remaining unrealized losses on Northern Trust's securities portfolio as of March 31, 2013 are attributable to changes in overall market interest rates, increased credit spreads, or reduced market liquidity.

Security impairment reviews are conducted quarterly to identify and evaluate securities that have indications of possible OTTI. A determination as to whether a security's decline in market value is other-than-temporary takes into consideration numerous factors and the relative significance of any single factor can vary by security. Factors Northern Trust considers in determining whether impairment is other-than-temporary include, but are not

Notes to Consolidated Financial Statements (continued)

limited to, the length of time the security has been impaired; the severity of the impairment; the cause of the impairment and the financial condition and near-term prospects of the issuer; activity in the market of the issuer which may indicate adverse credit conditions; Northern Trust's intent regarding the sale of the security as of the balance sheet date; and the likelihood that it will not be required to sell the security for a period of time sufficient to allow for the recovery of the security's amortized cost basis. For each security meeting the requirements of Northern Trust's internal screening process, an extensive review is conducted to determine if OTTI has occurred.

While all securities are considered, the following describes Northern Trust's process for identifying credit impairment within non-agency residential mortgage-backed securities, the security type for which Northern Trust has previously recognized the majority of its OTTI. To determine if an unrealized loss on a non-agency residential mortgage-backed security is other-than-temporary, economic models are used to perform cash flow analyses by developing multiple scenarios in order to create reasonable forecasts of the security's future performance using available data including servicers' loan charge off patterns, prepayment speeds, annualized default rates, each security's current delinquency pipeline, the delinquency pipeline's growth rate, the roll rate from delinquency to default, loan loss severities and historical performance of like collateral, along with Northern Trust's outlook for the housing market and the overall economy. If the present value of future cash flows projected as a result of this analysis is less than the current amortized cost of the security, a credit related OTTI loss is recorded to earnings equal to the difference between the two amounts.

Impairments of non-agency residential mortgage-backed securities are influenced by a number of factors, including but not limited to, U.S. economic and housing market performance, security credit enhancement level, insurance coverage, year of origination, and type of collateral. The factors used in estimating losses on non-agency residential mortgage-backed securities vary by year of origination and type of collateral. As of March 31, 2013, loss estimates for subprime, Alt-A, prime and 2nd lien collateral portfolios were developed using default roll rates, determined primarily by the stage of delinquency of the underlying instrument, that generally assumed ultimate default rates approximating 5% to 30% for current loans; 30% for loans 30 to 60 days delinquent; 80% for loans 60 to 90 days delinquent; 90% for loans delinquent greater than 90 days; and 100% for OREO properties and loans that are in foreclosure. March 31, 2013 amortized cost, weighted average ultimate default rates, and impairment severity rates for the non-agency residential mortgage-backed securities portfolio, by security type, are provided in the following table.

Notes to Consolidated Financial Statements (continued)

Security Type	Amortized Cost	Weighted Average Ultimate Default Rates	Loss Severity Rates		
			Low	High	Weighted Average
Prime	\$ 8.2	18.2%	34.4%	45.0%	41.5%
Alt-A	12.7	41.3	67.7	67.7	67.7
Subprime	41.7	48.7	57.0	85.6	79.7
2nd Lien	16.1	33.3	98.9	99.0	99.0
Total Non-Agency Residential Mortgage-Backed Securities	\$ 78.7	40.8%	34.4%	99.0%	77.7%

Northern Trust's processes for identifying credit impairment within auction rate securities are largely consistent with the processes utilized for non-agency residential mortgage-backed securities and include analyses of expected loss severities and default rates adjusted for the type of underlying loan and the presence of government guarantees, as applicable. There were no OTTI losses recognized during the three months ended March 31, 2013. OTTI losses of \$3.1 million were recorded for the three months ended March 31, 2012, of which \$1.5 million related to non-agency residential mortgage-backed securities and \$1.6 million related to auction rate securities.

Credit Losses on Debt Securities. The table below provides information regarding total other-than-temporarily impaired securities, including noncredit-related amounts recognized in other comprehensive income and net impairment losses recognized in earnings, for the three months ended March 31, 2013 and 2012.

(In Millions)	Three Months Ended March 31,	
	2013	2012
Changes in OTTI Losses (1)	\$	\$ (3.1)
Noncredit-related Losses Recorded in / (Reclassified from) OCI (2)		
Net Impairment Losses Recognized in Earnings	\$	\$ (3.1)

- (1) For initial other-than-temporary impairments in the respective period, the balance includes the excess of the amortized cost over the fair value of the impaired securities. For subsequent impairments of the same security, the balance includes any additional changes in fair value of the security subsequent to its most recently recorded OTTI.
- (2) For initial other-than-temporary impairments in the respective period, the balance includes the portion of the excess of amortized cost over the fair value of the impaired securities that was recorded in OCI. For subsequent impairments of the same security, the balance includes additional changes in OCI for that security subsequent to its most recently recorded OTTI.

Notes to Consolidated Financial Statements (continued)

Provided in the table below are the cumulative credit-related losses recognized in earnings on debt securities other-than-temporarily impaired.

(In Millions)	Three Months Ended	
	March 31,	
	2013	2012
Cumulative Credit-Related Losses on Securities Held		
Beginning of Period	\$ 42.3	\$ 68.2
Plus: Losses on Newly Identified Impairments		1.6
Additional Losses on Previously Identified Impairments		1.5
Less: Current and Prior Period Losses on Securities Sold During the Period	(33.5)	(26.5)
Cumulative Credit-Related Losses on Securities Held End of Period	\$ 8.8	\$ 44.8

The table below provides information regarding debt securities held as of March 31, 2013 and December 31, 2012, for which an OTTI loss has been recognized in the current period or previously.

(In Millions)	March 31,	December 31,
	2013	2012
Fair Value	\$ 42.2	\$ 51.5
Amortized Cost Basis	47.6	59.0
Noncredit-related Losses Recognized in OCI	(5.4)	(7.5)
Tax Effect	2.0	2.8
Amount Recorded in OCI	\$ (3.4)	\$ (4.7)

5. Loans and Leases Amounts outstanding for loans and leases, by segment and class, are shown below.

(In Millions)	March 31,	December 31,
	2013	2012
Commercial		
Commercial and Institutional	\$ 7,255.6	\$ 7,468.5
Commercial Real Estate	2,822.9	2,859.8
Lease Financing, net	1,005.6	1,035.0
Non-U.S.	1,152.7	1,192.3
Other	445.2	341.6
Total Commercial	12,682.0	12,897.2
Personal		
Residential Real Estate	10,147.9	10,375.2
Private Client	5,900.0	6,130.1
Other	133.0	102.0

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Total Personal	16,180.9	16,607.3
Total Loans and Leases	28,862.9	29,504.5
Allowance for Credit Losses Assigned to Loans and Leases	(294.1)	(297.9)
Net Loans and Leases	\$ 28,568.8	\$ 29,206.6

Residential real estate loans consist of conventional home mortgages and equity credit lines that generally require a loan to collateral value of no more than 65% to 80% at inception. Northern Trust's equity credit line products have draw periods of up to 10 years

Notes to Consolidated Financial Statements (continued)

and a balloon payment of any outstanding balance is due at maturity. Payments are interest only with variable interest rates. Northern Trust does not offer equity credit lines that include an option to convert the outstanding balance to an amortizing payment loan. As of March 31, 2013 and December 31, 2012, equity credit lines totaled \$2.2 billion and \$2.3 billion, respectively, and equity credit lines for which the first liens were held by Northern Trust at those dates represented 86% of the respective totals.

Included within the non-U.S., commercial-other, and personal-other classes are short duration advances primarily related to the processing of custodied client investments that totaled \$1.6 billion and \$1.5 billion at March 31, 2013 and December 31, 2012, respectively. Demand deposits reclassified as loan balances totaled \$234.3 million and \$224.7 million at March 31, 2013 and December 31, 2012, respectively. Loans classified as held for sale totaled \$1.1 million and \$11.7 million at March 31, 2013 and December 31, 2012, respectively.

Credit Quality Indicators. Credit quality indicators are statistics, measurements or other metrics that provide information regarding the relative credit risk of loans and leases. Northern Trust utilizes a variety of credit quality indicators to assess the credit risk of loans and leases at the segment, class, and individual credit exposure levels.

As part of its credit process, Northern Trust utilizes an internal borrower risk rating system to support identification, approval, and monitoring of credit risk. Borrower risk ratings are used in credit underwriting, management reporting, and the calculation of credit loss allowances and economic capital.

Risk ratings are used for ranking the credit risk of borrowers and the probability of their default. Each borrower is rated using one of a number of ratings models, which consider both quantitative and qualitative factors. The ratings models vary among classes of loans and leases in order to capture the unique risk characteristics inherent within each particular type of credit exposure. Provided below are the more significant performance indicator attributes considered within Northern Trust's borrower rating models, by loan and lease class.

Commercial and Institutional: leverage, profit margin, liquidity, return on assets, asset size, and capital levels;

Commercial Real Estate: debt service coverage and leasing status for income-producing properties; loan-to-value and loan-to-cost ratios, leasing status, and guarantor support for loans associated with construction and development properties;

Lease Financing and Commercial-Other: leverage and profit margin levels;

Non-U.S.: entity type, liquidity, size, and leverage;

Residential Real Estate: payment history, credit bureau scores, and cash flow-to-debt and net worth ratios;

Private Client: cash flow-to-debt and net worth ratios, leverage, and profit margin levels; and

Personal-Other: cash flow-to-debt and net worth ratios.

Notes to Consolidated Financial Statements (continued)

While the criteria vary by model, the objective is for the borrower ratings to be consistent in both the measurement and ranking of risk. Each model is calibrated to a master rating scale to support this consistency. Ratings for borrowers not in default range from 1 for the strongest credits to 7 for the weakest non-defaulted credits. Ratings of 8 or 9 are used for defaulted borrowers. Borrower risk ratings are monitored and are revised when events or circumstances indicate a change is required. Risk ratings are validated at least annually.

Loan and lease segment and class balances as of March 31, 2013 and December 31, 2012 are provided below, segregated by borrower ratings into 1 to 3, 4 to 5 and 6 to 9 (watch list), categories.

(In Millions)	March 31, 2013				December 31, 2012			
	1 to 3 Category	4 to 5 Category	6 to 9 Category (Watch List)	Total	1 to 3 Category	4 to 5 Category	6 to 9 Category (Watch List)	Total
Commercial								
Commercial and Institutional	\$ 4,216.7	\$ 2,902.3	\$ 136.6	\$ 7,255.6	\$ 4,291.8	\$ 3,040.6	\$ 136.1	\$ 7,468.5
Commercial Real Estate	918.6	1,663.3	241.0	2,822.9	888.6	1,710.9	260.3	2,859.8
Lease Financing, net	623.1	377.1	5.4	1,005.6	647.1	382.3	5.6	1,035.0
Non-U.S.	443.8	708.9		1,152.7	542.7	646.6	3.0	1,192.3
Other	264.7	180.5		445.2	167.2	174.4		341.6
Total Commercial	6,466.9	5,832.1	383.0	12,682.0	6,537.4	5,954.8	405.0	12,897.2
Personal								
Residential Real Estate	2,936.4	6,641.7	569.8	10,147.9	3,003.3	6,868.2	503.7	10,375.2
Private Client	3,564.4	2,309.1	26.5	5,900.0	3,741.3	2,365.4	23.4	6,130.1
Other	79.1	53.9		133.0	50.0	52.0		102.0
Total Personal	6,579.9	9,004.7	596.3	16,180.9	6,794.6	9,285.6	527.1	16,607.3
Total Loans and Leases	\$ 13,046.8	\$ 14,836.8	\$ 979.3	\$ 28,862.9	\$ 13,332.0	\$ 15,240.4	\$ 932.1	\$ 29,504.5

Loans and leases in the 1 to 3 category are expected to exhibit minimal to modest probabilities of default and are characterized by borrowers having the strongest financial qualities, including above average financial flexibility, cash flows and capital levels. Borrowers assigned these ratings are anticipated to experience very little to moderate financial pressure in adverse down cycle scenarios. As a result of these characteristics, borrowers within this category exhibit a minimal to modest likelihood of loss.

Loans and leases in the 4 to 5 category are expected to exhibit moderate to acceptable probabilities of default and are characterized by borrowers with less financial flexibility than those in the 1 to 3 category. Cash flows and capital levels are generally sufficient to allow for borrowers to meet current requirements, but have reduced cushion in adverse down cycle scenarios. As a result of these characteristics, borrowers within this category exhibit a moderate likelihood of loss.

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Loans and leases in the watch list category have elevated credit risk profiles that are monitored through internal watch lists, and consist of credits with borrower ratings of 6-9. These credits, which include all nonperforming credits, are expected to exhibit minimally acceptable probabilities of default, elevated risk of default, or are currently in default. Borrowers associated with these risk profiles that are not currently in default have limited financial flexibility. Cash flows and capital levels range from acceptable to

Notes to Consolidated Financial Statements (continued)

potentially insufficient to meet current requirements, particularly in adverse down cycle scenarios. As a result of these characteristics, borrowers in this category exhibit an elevated to probable likelihood of loss.

Recognition of Income. Interest income on loans is recorded on an accrual basis unless, in the opinion of management, there is a question as to the ability of the debtor to meet the terms of the loan agreement, or interest or principal is more than 90 days contractually past due and the loan is not well-secured and in the process of collection. At the time a loan is determined to be nonperforming, interest accrued but not collected is reversed against interest income of the current period and the loan is classified as nonperforming. Interest collected on nonperforming loans is applied to principal unless, in the opinion of management, collectability of principal is not in doubt. Management's assessment of the indicators of loan and lease collectability, and its policies relative to the recognition of interest income, including the suspension and subsequent resumption of income recognition, do not meaningfully vary between loan and lease classes. Nonperforming loans are returned to performing status when factors indicating doubtful collectability no longer exist. Factors considered in returning a loan to performing status are consistent across all classes of loans and leases and, in accordance with regulatory guidance, relate primarily to expected payment performance. Loans are eligible to be returned to performing status when: (i) no principal or interest that is due is unpaid and repayment of the remaining contractual principal and interest is expected or (ii) the loan has otherwise become well-secured (possessing realizable value sufficient to discharge the debt, including accrued interest, in full) and is in the process of collection (through action reasonably expected to result in debt repayment or restoration to a current status in the near future). A loan that has not been brought fully current may be restored to performing status provided there has been a sustained period of repayment performance (generally a minimum of six months) by the borrower in accordance with the contractual terms, and Northern Trust is reasonably assured of repayment within a reasonable period of time.

Additionally, a loan that has been formally restructured so as to be reasonably assured of repayment and performance according to its modified terms may be returned to accrual status, provided there was a well-documented credit evaluation of the borrower's financial condition and prospects of repayment under the revised terms and there has been a sustained period of repayment performance (generally a minimum of six months) under the revised terms.

Notes to Consolidated Financial Statements (continued)

Past due status is based on how long since the contractual due date a principal or interest payment has been past due. For disclosure purposes, loans that are 29 days past due or less are reported as current. The following tables provide balances and delinquency status of performing and nonperforming loans and leases by segment and class, as well as the total other real estate owned and nonperforming asset balances, as of March 31, 2013 and December 31, 2012.

March 31, 2013

(In Millions)	Current	60-89 Days			Total Performing	Nonperforming	Total Loans and Leases
		30-59 Days Past Due	Past Due	90 Days or More Past Due			
Commercial							
Commercial and Institutional	\$ 7,219.3	\$ 9.2	\$ 3.0	\$ 3.0	\$ 7,234.5	\$ 21.1	\$ 7,255.6
Commercial Real Estate							
Estate	2,739.9	19.4	7.9	2.0	2,769.2	53.7	2,822.9
Lease Financing, net	1,005.6				1,005.6		1,005.6
Non-U.S.	1,152.7				1,152.7		1,152.7
Other	445.2				445.2		445.2
Total Commercial	12,562.7	28.6	10.9	5.0	12,607.2	74.8	12,682.0
Personal Residential Real Estate							
Estate	9,873.4	84.8	11.8	4.3	9,974.3	173.6	10,147.9
Private Client	5,849.9	38.0	7.0	1.8	5,896.7	3.3	5,900.0
Other	133.0				133.0		133.0
Total Personal	15,856.3	122.8	18.8	6.1	16,004.0	176.9	16,180.9
Total Loans and Leases	\$ 28,419.0	\$ 151.4	\$ 29.7	\$ 11.1	\$ 28,611.2	\$ 251.7	\$ 28,862.9
Other Real Estate Owned						10.5	
Total Nonperforming Assets						\$ 262.2	

December 31, 2012

(In Millions)	Current	60-89 Days			Total Performing	Nonperforming	Total Loans and Leases
		30-59 Days Past Due	Past Due	90 Days or More Past Due			
Commercial							
Commercial and Institutional	\$ 7,433.4	\$ 6.4	\$ 5.5	\$ 1.6	\$ 7,446.9	\$ 21.6	\$ 7,468.5
Commercial Real Estate							
Estate	2,782.0	6.9	13.1	1.4	2,803.4	56.4	2,859.8
Lease Financing, net	1,035.0				1,035.0		1,035.0
Non-U.S.	1,192.3				1,192.3		1,192.3
Other	341.6				341.6		341.6

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Total Commercial	12,784.3	13.3	18.6	3.0	12,819.2	78.0	12,897.2
Personal							
Residential Real Estate	10,096.3	68.1	25.7	10.5	10,200.6	174.6	10,375.2
Private Client	6,091.3	14.8	16.3	5.5	6,127.9	2.2	6,130.1
Other	102.0				102.0		102.0
Total Personal	16,289.6	82.9	42.0	16.0	16,430.5	176.8	16,607.3
Total Loans and Leases	\$ 29,073.9	\$ 96.2	\$ 60.6	\$ 19.0	\$ 29,249.7	\$ 254.8	\$ 29,504.5
Other Real Estate Owned						20.3	
Total Nonperforming Assets						\$ 275.1	

Impaired Loans. A loan is considered to be impaired when, based on current information and events, management determines that it is probable that Northern Trust will be unable to collect all amounts due according to the contractual terms of the loan agreement. A loan is also considered to be impaired if its terms have been modified as a concession resulting from the debtor's financial difficulties, referred to as a troubled debt restructuring (TDR) and discussed in further detail below. Impairment is measured based upon the loan's market price, the present value of expected future cash flows, discounted at the loan's effective interest rate, or the fair value of the collateral if the loan is collateral

Notes to Consolidated Financial Statements (continued)

dependent. If the loan valuation is less than the recorded value of the loan, based on the certainty of loss, either a specific allowance is established or a charge-off is recorded for the difference. Smaller balance (individually less than \$250,000) homogeneous loans are collectively evaluated for impairment and excluded from impaired loan disclosures as allowed under applicable accounting standards. Northern Trust's accounting policies for impaired loans is consistent across all classes of loans and leases.

Impaired loans are identified through ongoing credit management and risk rating processes, including the formal review of past due and watch list credits. Payment performance and delinquency status are critical factors in identifying impairment for all loans and leases, particularly those within the residential real estate, private client and personal-other classes. Other key factors considered in identifying impairment of loans and leases within the commercial and institutional, non-U.S., lease financing, and commercial-other classes relate to the borrower's ability to perform under the terms of the obligation as measured through the assessment of future cash flows, including consideration of collateral value, market value, and other factors.

The following tables provide information related to impaired loans by segment and class.

(In Millions)	As of March 31, 2013			As of December 31, 2012		
	Recorded Investment	Unpaid Principal Balance	Specific Allowance	Recorded Investment	Unpaid Principal Balance	Specific Allowance
With No Related Specific Allowance						
Commercial and Institutional	\$ 13.8	\$ 17.9	\$	\$ 15.1	\$ 19.3	\$
Commercial Real Estate	44.0	53.6		64.9	76.9	
Lease Financing, net	4.6	4.6		4.6	4.6	
Residential Real Estate	165.3	201.9		131.3	165.7	
Private Client	13.7	13.8		0.8	1.0	
With a Related Specific Allowance						
Commercial and Institutional	11.0	13.1	4.7	8.1	10.2	2.8
Commercial Real Estate	30.5	32.6	8.8	32.3	33.8	8.2
Residential Real Estate	9.8	11.1	5.2	11.8	13.0	6.1
Private Client	1.6	1.7	1.6	0.9	0.9	0.9
Total						
Commercial	103.9	121.8	13.5	125.0	144.8	11.0
Personal	190.4	228.5	6.8	144.8	180.6	7.0
Total	\$ 294.3	\$ 350.3	\$ 20.3	\$ 269.8	\$ 325.4	\$ 18.0

Notes to Consolidated Financial Statements (continued)

(In Millions)	Three Months Ended March 31,			
	2013		2012	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With No Related Specific Allowance				
Commercial and Institutional	\$ 12.2	\$	\$ 18.9	\$
Commercial Real Estate	39.6	0.2	57.3	0.1
Lease Financing, net	4.6			
Residential Real Estate	141.0	0.5	108.1	0.3
Private Client	9.4	0.1	1.3	
With a Related Specific Allowance				
Commercial and Institutional	11.0		10.5	
Commercial Real Estate	30.4		20.7	
Residential Real Estate	9.8		15.6	
Private Client	1.1		1.7	
Total				
Commercial	97.8	0.2	107.4	0.1
Personal	161.3	0.6	126.7	0.3
Total	\$ 259.1	\$ 0.8	\$ 234.1	\$ 0.4

Note: Average recorded investment in impaired loans is calculated as the average of the month-end impaired loan balances for the period.

Interest income that would have been recorded for nonperforming loans in accordance with their original terms for the three months ended March 31, 2013 and 2012 was \$2.6 million and \$3.1 million, respectively.

There were \$3.0 million and \$2.1 million of aggregate unfunded loan commitments and standby letters of credit at March 31, 2013 and December 31, 2012, respectively, issued to borrowers whose loans were classified as nonperforming or impaired.

Troubled Debt Restructurings. Included within impaired loans, there were \$48.6 million and \$49.8 million of nonperforming TDRs, and \$100.1 million and \$74.7 million of performing TDRs as of March 31, 2013 and December 31, 2012, respectively. All TDRs are reported as impaired loans in the calendar year of their restructuring. In subsequent years, a TDR may cease being reported as impaired if the loan was modified at a market rate and has performed according to the modified terms for at least six months. A loan that has been modified at a below market rate will return to performing status if it satisfies the six month performance requirement; however, it will remain reported as impaired.

Notes to Consolidated Financial Statements (continued)

The following tables provide, by segment and class, the number of loans and leases modified in TDRs during the three month periods ended March 31, 2013 and 2012, and the recorded investments and unpaid principal balances as of March 31, 2013 and 2012.

(\$ In Millions)	Number of Loans and Leases	Three Months Ended March 31, 2013	
		Recorded Investment	Unpaid Principal Balance
Commercial			
Commercial and Institutional	7	\$ 2.5	\$ 3.1
Commercial Real Estate	1	0.1	0.1
Total Commercial	8	2.6	3.2
Personal			
Residential Real Estate	48	41.7	43.1
Private Client	5	12.8	12.8
Total Personal	53	54.5	55.9
Total Loans and Leases	61	\$ 57.1	\$ 59.1

Note: Period end balances reflect all paydowns and charge-offs during the period.

(\$ In Millions)	Number of Loans and Leases	Three Months Ended March 31, 2012	
		Recorded Investment	Unpaid Principal Balance
Commercial			
Commercial and Institutional	2	\$ 0.7	\$ 1.2
Commercial Real Estate	4	3.8	3.8
Total Commercial	6	4.5	5.0
Personal			
Residential Real Estate	32	5.6	6.9
Total Personal	32	5.6	6.9
Total Loans and Leases	38	\$ 10.1	\$ 11.9

Note: Period end balances reflect all paydowns and charge-offs during the period.

TDR modifications primarily involve interest rate concessions, extensions of term, deferrals of principal, and other modifications. Other modifications typically reflect other nonstandard terms which Northern Trust would not offer in non-troubled situations. During the three month period ended March 31, 2013, TDR modifications of loans within the commercial and institutional, commercial real estate, and private client classes were primarily deferrals of principal, extensions of term, and other modifications. During the three months ended March 31, 2013, TDR modifications of loans within the residential real estate class were primarily deferrals of

principal, interest rate concessions, extension of term, and other modifications.

During the three month period ended March 31, 2012, TDR modifications of loans within the commercial and institutional and commercial real estate classes were primarily deferrals of principal, extensions of term and other modifications. During the three months ended March 31, 2012, TDR modifications of loans within the residential real estate class were primarily interest rate concessions, deferrals of principal and extensions of term.

Notes to Consolidated Financial Statements (continued)

There were no loans or leases modified as TDRs in the 12 months ended December 31, 2012 or 2011 which subsequently became nonperforming during the three months ended March 31, 2013 or 2012, respectively.

All loans and leases modified in troubled debt restructurings are evaluated for impairment. The nature and extent of impairment of TDRs, including those which have experienced a subsequent default, is considered in the determination of an appropriate level of allowance for credit losses.

6. Allowance for Credit Losses The allowance for credit losses, which represents management's estimate of probable losses related to specific borrower relationships and inherent in the various loan and lease portfolios, unfunded commitments, and standby letters of credit, is determined by management through a disciplined credit review process. Northern Trust's accounting policies related to the estimation of the allowance for credit losses and the charging off of loans, leases and other extensions of credit deemed uncollectible are consistent across both loan and lease segments.

In establishing the inherent portion of the allowance for credit losses, Northern Trust's Loan Loss Allowance Committee assesses a common set of qualitative factors applicable to both the commercial and personal loan segments. The risk characteristics underlying these qualitative factors, and management's assessments as to the relative importance of a qualitative factor, can vary between loan segments and between classes within loan segments. Factors evaluated include those related to external matters, such as economic conditions and changes in collateral value, and those related to internal matters, such as changes in asset quality metrics and loan review activities. In addition to the factors noted above, risk characteristics such as portfolio delinquencies, percentage of portfolio on the watch list and on nonperforming status, and average borrower ratings are assessed in the determination of the inherent allowance. Loan-to-value levels are considered for collateral-secured loans and leases in both the personal and commercial segments. Borrower debt service coverage is evaluated in the personal segment, and cash flow coverage is analyzed in the commercial segment. Similar risk characteristics by type of exposure are analyzed when determining the allowance for unfunded commitments and standby letters of credit. These qualitative factors, together with historical loss rates, serve as the basis for the allowance for credit losses.

Loans, leases and other extensions of credit deemed uncollectible are charged to the allowance for credit losses. Subsequent recoveries, if any, are credited to the allowance. Determinations as to whether an uncollectible loan is charged-off or a specific allowance is established are based on management's assessment as to the level of certainty regarding the amount of loss.

Notes to Consolidated Financial Statements (continued)

The following table provides information regarding changes in the allowance for credit losses by segment during the three month periods ended March 31, 2013 and 2012.

(In Millions)	Three Months Ended March 31,					
	2013			2012		
	Commercial	Personal	Total	Commercial	Personal	Total
Balance at Beginning of Period	\$ 194.2	\$ 133.4	\$ 327.6	\$ 211.0	\$ 117.9	\$ 328.9
Charge-Offs	(0.9)	(11.7)	(12.6)	(3.2)	(11.2)	(14.4)
Recoveries	1.8	2.1	3.9	3.7	4.9	8.6
Net (Charge-Offs) Recoveries	0.9	(9.6)	(8.7)	0.5	(6.3)	(5.8)
Provision for Credit Losses	(7.9)	12.9	5.0	(9.5)	14.5	5.0
Effect of Foreign Exchange Rates	(0.1)		(0.1)			
Balance at End of Period	\$ 187.1	\$ 136.7	\$ 323.8	\$ 202.0	\$ 126.1	\$ 328.1

The following table provides information regarding the balances of the recorded investments in loans and leases and the allowance for credit losses by segment as of March 31, 2013 and December 31, 2012.

(In Millions)	March 31, 2013			December 31, 2012		
	Commercial	Personal	Total	Commercial	Personal	Total
Loans and Leases						
Specifically Evaluated for Impairment	\$ 103.9	\$ 190.4	\$ 294.3	\$ 125.0	\$ 144.8	\$ 269.8
Evaluated for Inherent Impairment	12,578.1	15,990.5	28,568.6	12,772.2	16,462.5	29,234.7
Total Loans and Leases	12,682.0	16,180.9	28,862.9	12,897.2	16,607.3	29,504.5
Allowance for Loans and Leases						
Specifically Evaluated for Impairment	13.5	6.8	20.3	11.0	7.0	18.0
Evaluated for Inherent Impairment	146.1	127.7	273.8	155.1	124.8	279.9
Allowance Assigned to Loans and Leases	159.6	134.5	294.1	166.1	131.8	297.9
Allowance for Unfunded Exposures						
Commitments and Standby Letters of Credit	27.5	2.2	29.7	28.1	1.6	29.7
Total Allowance for Credit Losses	\$ 187.1	\$ 136.7	\$ 323.8	\$ 194.2	\$ 133.4	\$ 327.6

7. Pledged Assets Certain of Northern Trust's subsidiaries, as required or permitted by law, pledge assets to secure public and trust deposits, repurchase agreements, Federal Home Loan Bank borrowings, and for other purposes, including support for securities settlement, primarily related to client activities, and for potential

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Federal Reserve Bank discount window borrowings. At March 31, 2013, securities and loans totaling \$26.7 billion (\$18.6 billion of government sponsored agency and other securities, \$296.3 million of obligations of states and political subdivisions, and \$7.8 billion of loans) were pledged. This compares to \$27.2 billion (\$19.0 billion of government sponsored agency and other securities, \$334.0 million of obligations of states and political subdivisions, and \$7.9 billion of loans) at December 31, 2012. Collateral required for these purposes totaled \$4.8 billion and \$3.4 billion at March 31, 2013 and December 31, 2012, respectively. Included in the total pledged assets at March 31, 2013 and December 31, 2012 were available for sale securities with a total fair value of \$480.1 million and \$690.1 million, respectively, which were pledged as collateral for agreements to repurchase securities sold transactions. The secured parties to these transactions have the right to repledge or sell these securities.

Notes to Consolidated Financial Statements (continued)

Northern Trust is permitted to repledge or sell collateral from agreements to resell securities purchased transactions. The total fair value of accepted collateral as of March 31, 2013 and December 31, 2012 was \$250.0 million and \$35.4 million, respectively. There was no repledged or sold collateral at March 31, 2013 or December 31, 2012. Deposits maintained to meet Federal Reserve Bank reserve requirements averaged \$0.9 billion and \$1.1 billion for the three months ended March 31, 2013 and 2012, respectively.

8. Goodwill and Other Intangibles The carrying amounts of goodwill at March 31, 2013 and December 31, 2012 were as follows:

(In Millions)	March 31, 2013	December 31, 2012
Corporate and Institutional Services	\$ 458.2	\$ 466.3
Personal Financial Services	71.3	71.5
Total Goodwill	\$ 529.5	\$ 537.8

Note: Amounts include the effect of foreign exchange rates on non-U.S. dollar denominated goodwill.

Other intangible assets are included within other assets in the consolidated balance sheet. The gross carrying amount and accumulated amortization of other intangible assets subject to amortization at March 31, 2013 and December 31, 2012 were as follows:

(In Millions)	March 31, 2013	December 31, 2012
Gross Carrying Amount	\$ 250.3	\$ 252.1
Less: Accumulated Amortization	153.3	148.1
Net Book Value	\$ 97.0	\$ 104.0

Note: Amounts include the effect of foreign exchange rates on non-U.S. dollar denominated intangible assets.

Other intangible assets consist primarily of the value of acquired client relationships. Amortization expense related to other intangible assets totaled \$5.2 million and \$4.6 million for the three months ended March 31, 2013 and 2012, respectively. Amortization for the remainder of 2013 and for the years 2014, 2015, 2016, and 2017 is estimated to be \$15.2 million, \$20.3 million, \$11.6 million, \$9.0 million and \$9.0 million, respectively.

Notes to Consolidated Financial Statements (continued)

9. Business Units The following table shows the earnings contributions of Northern Trust's business units for the three month periods ended March 31, 2013 and 2012.

Three Months Ended March 31, (\$ In Millions)	Corporate and Institutional Services		Personal Financial Services		Treasury and Other		Total Consolidated	
	2013	2012	2013	2012	2013	2012	2013	2012
Noninterest Income								
Trust, Investment and Other Servicing Fees	\$ 348.7	\$ 317.0	\$ 282.0	\$ 258.2	\$	\$	\$ 630.7	\$ 575.2
Foreign Exchange Trading Income	58.2	57.5	1.3	4.4			59.5	61.9
Other Noninterest Income	40.2	48.6	17.2	22.7	2.7	0.6	60.1	71.9
Net Interest Income (FTE)*	64.1	77.0	147.8	161.1	21.8	28.2	233.7	266.3
Revenue*	511.2	500.1	448.3	446.4	24.5	28.8	984.0	975.3
Provision for Credit Losses	(2.7)	0.5	7.7	4.5			5.0	5.0
Noninterest Expense	398.7	398.0	301.8	303.7	28.4	21.9	728.9	723.6
Income before Income Taxes*	115.2	101.6	138.8	138.2	(3.9)	6.9	250.1	246.7
Provision for Income Taxes*	35.9	33.6	52.8	52.3	(2.6)	(0.4)	86.1	85.5
Net Income	\$ 79.3	\$ 68.0	\$ 86.0	\$ 85.9	\$ (1.3)	\$ 7.3	\$ 164.0	\$ 161.2
Percentage of Consolidated								
Net Income	48%	42%	52%	53%	N/M	5%	100%	100%
Average Assets	\$ 51,316.8	\$ 49,662.2	\$ 22,861.4	\$ 23,563.9	\$ 17,391.1	\$ 21,902.0	\$ 91,569.3	\$ 95,128.1

* Stated on a fully taxable equivalent basis (FTE). Total consolidated includes FTE adjustments of \$7.6 million for 2013 and \$9.9 million for 2012.

Further discussion of business unit results is provided within the Business Unit Reporting section of Management's Discussion and Analysis of Financial Condition and Results of Operations.

Notes to Consolidated Financial Statements (continued)

10. Accumulated Other Comprehensive Income (Loss) The following tables summarize the changes in the components of accumulated other comprehensive income (loss) during the three months ended March 31, 2013 and 2012.

(In Millions)	Balance at December 31, 2012	Net Change	Balance at March 31, 2013
Net Unrealized Gains (Losses) on Securities Available for Sale	\$ 101.0	\$ 1.3	\$ 102.3
Net Unrealized Gains (Losses) on Cash Flow Hedges	(1.4)	(5.2)	(6.6)
Net Foreign Currency Adjustments	10.5	(4.2)	6.3
Net Pension and Other Postretirement Benefit Adjustments	(393.1)	7.0	(386.1)
Total	\$ (283.0)	\$ (1.1)	\$ (284.1)

(In Millions)	Balance at December 31, 2011	Net Change	Balance at March 31, 2012
Net Unrealized Gains (Losses) on Securities Available for Sale	\$ 39.8	\$ 20.0	\$ 59.8
Net Unrealized Gains (Losses) on Cash Flow Hedges	(7.0)	11.3	4.3
Net Foreign Currency Adjustments	(9.5)	15.8	6.3
Net Pension and Other Postretirement Benefit Adjustments	(368.9)	22.2	(346.7)
Total	\$ (345.6)	\$ 69.3	\$ (276.3)

(In Millions)	Three Months Ended March 31,					
	2013			2012		
	Before Tax	Tax Effect	After Tax	Before Tax	Tax Effect	After Tax
Unrealized Gains (Losses) on Securities Available for Sale						
Noncredit-Related Unrealized Losses on Securities OTTI	\$ 2.1	\$ (0.8)	\$ 1.3	\$ 5.8	\$ (2.2)	\$ 3.6
Other Unrealized Gains (Losses) on Securities Available for Sale	0.2	(0.1)	0.1	29.6	(11.1)	18.5
Reclassification Adjustment for (Gains) Losses Included in Net Income	(0.2)	0.1	(0.1)	(3.4)	1.3	(2.1)
Net Change	\$ 2.1	\$ (0.8)	\$ 1.3	\$ 32.0	\$ (12.0)	\$ 20.0

Unrealized Gains (Losses) on Cash Flow Hedges

Unrealized Gains (Losses) on Cash Flow Hedges	\$ (9.2)	\$ 2.9	\$ (6.3)	\$ 18.9	\$ (7.0)	\$ 11.9
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Reclassification Adjustment for (Gains)						
Losses Included in Net Income	1.8	(0.7)	1.1	(1.0)	0.4	(0.6)
Net Change	\$ (7.4)	\$ 2.2	\$ (5.2)	\$ 17.9	\$ (6.6)	\$ 11.3

Foreign Currency Adjustments

Foreign Currency Translation						
Adjustments	\$ (56.4)	\$ 0.5	\$ (55.9)	\$ 34.9	\$	\$ 34.9
Net Investment Hedge Gains (Losses)	82.8	(31.1)	51.7	(45.2)	26.1	(19.1)
Reclassification Adjustment for (Gains)						
Losses Included in Net Income						
Net Change	\$ 26.4	\$ (30.6)	\$ (4.2)	\$ (10.3)	\$ 26.1	\$ 15.8

Pension and Other Postretirement

Benefit Adjustments						
Net Actuarial Gain (Loss)	\$	\$	\$	\$ 26.7	\$ (10.1)	\$ 16.6
Reclassification Adjustment for (Gains)						
Losses Included in Net Income	\$ 11.2	\$ (4.2)	\$ 7.0	\$ 8.7	\$ (3.1)	\$ 5.6
Net Change	\$ 11.2	\$ (4.2)	\$ 7.0	\$ 35.4	\$ (13.2)	\$ 22.2

Notes to Consolidated Financial Statements (continued)

The following table provides the location and before-tax amounts of reclassifications out of accumulated other comprehensive income (loss) during the three month period ended March 31, 2013.

(In Millions)	Location of Reclassification Adjustments Recognized in Income	Amount of Reclassification Adjustments Recognized in Income for the Three Months Ended March 31, 2013
Securities Available for Sale		
Realized (Gains) Losses on Securities Available for Sale	Investment Security Gains (Losses), net	\$ (0.2)
Realized (Gains) Losses on Cash Flow Hedges		
Foreign Exchange Contracts	Other Operating Income/ Expense	\$ 1.8
Pension and Other Postretirement Benefit Adjustments		
Amortization of Net Actuarial (Gain) Loss	Employee Benefits	\$ 11.9
Amortization of Prior Service Cost	Employee Benefits	(0.7)
Gross Reclassification Adjustment		\$ 11.2

11. Net Income Per Common Share Computations The computations of net income per common share are presented in the following table.

(\$ In Millions Except Per Common Share Information)	2013	2012
Basic Net Income Per Common Share		
Average Number of Common Shares Outstanding	239,167,559	241,090,093
Net Income Applicable to Common Stock	\$ 164.0	\$ 161.2
Less: Earnings Allocated to Participating Securities	2.5	2.1
Earnings Allocated to Common Shares Outstanding	\$ 161.5	\$ 159.1
Basic Net Income Per Common Share	0.68	0.66
Diluted Net Income Per Common Share		
Average Number of Common Shares Outstanding	239,167,559	241,090,093
	1,021,656	466,003

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Plus: Dilutive Effect of Share-based
Compensation

Average Common and Potential Common Shares	240,189,215	241,556,096
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Earnings Allocated to Common and Potential
Common Shares

	\$ 161.5	\$ 160.0
Diluted Net Income Per Common Share	0.67	0.66

Note: Common stock equivalents totaling 4,603,526 and 15,013,663 for the three months ended March 31, 2013 and 2012, respectively, were not included in the computation of diluted net income per common share because their inclusion would have been antidilutive.

Notes to Consolidated Financial Statements (continued)

12. Net Interest Income The components of net interest income were as follows:

(In Millions)	Three Months Ended March 31,	
	2013	2012
Interest Income		
Loans and Leases	\$ 187.6	\$ 217.6
Securities Taxable	58.2	62.4
Non-Taxable	3.3	5.2
Interest-Bearing Deposits with Banks	35.0	50.6
Federal Reserve Deposits and Other	2.6	5.2
Total Interest Income	286.7	341.0
Interest Expense		
Deposits	29.1	46.3
Federal Funds Purchased	0.3	0.4
Securities Sold Under Agreements to Repurchase	0.1	0.1
Other Borrowings	0.7	1.0
Senior Notes	19.2	16.9
Long-Term Debt	10.6	19.1
Floating Rate Capital Debt	0.6	0.8
Total Interest Expense	60.6	84.6
Net Interest Income	\$ 226.1	\$ 256.4

13. Income Taxes Income tax expense of \$78.5 million was recorded in the current quarter, representing an effective tax rate of 32.4%. The prior year quarter provision for income taxes was \$75.6 million, representing an effective tax rate of 31.9%.

Notes to Consolidated Financial Statements (continued)

14. Pension and Other Postretirement Plans The following tables set forth the net periodic pension and postretirement benefit expense for Northern Trust's U.S. and non-U.S. pension plans, supplemental pension plan, and other postretirement plan for the three months ended March 31, 2013 and 2012.

Net Periodic Pension Expense

U.S. Plan (In Millions)	Three Months Ended March 31,	
	2013	2012
Service Cost	\$ 7.6	\$ 8.8
Interest Cost	10.5	10.4
Expected Return on Plan Assets	(23.1)	(21.8)
Amortization		
Net Actuarial Loss	10.4	8.6
Prior Service Cost	(0.1)	(0.1)
Net Periodic Pension Expense	\$ 5.3	\$ 5.9

Net Periodic Pension Expense

Non U.S. Plans (In Millions)	Three Months Ended March 31,	
	2013	2012
Interest Cost	\$ 1.7	\$ 1.6
Expected Return on Plan Assets	(1.5)	(1.6)
Net Actuarial Loss Amortization	0.1	0.2
Net Periodic Pension Expense	\$ 0.3	\$ 0.2

Net Periodic Pension Expense

Supplemental Plan (In Millions)	Three Months Ended March 31,	
	2013	2012
Service Cost	\$ 0.4	\$ 0.7
Interest Cost	1.1	1.1
Amortization		
Net Actuarial Loss	1.7	1.5
Prior Service Cost	0.1	0.1
Net Periodic Pension Expense	\$ 3.3	\$ 3.4

Net Periodic Postretirement Benefit

Other Postretirement Plan (In Millions)	Three Months Ended March 31,	
	2013	2012
Service Cost	\$ 0.1	\$ 0.1
Interest Cost	0.3	0.4

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Amortization		
Net Actuarial Gain	(0.3)	(0.3)
Prior Service Cost	(0.7)	(1.3)
Net Periodic Postretirement Benefit	\$ (0.7)	\$ (1.1)

Notes to Consolidated Financial Statements (continued)

15. Share-Based Compensation Plans The Amended and Restated Northern Trust Corporation 2012 Stock Plan provides for the grant of nonqualified stock options, incentive stock options, stock appreciation rights, stock awards, stock units, and performance stock units.

In the first quarter of 2013, the Corporation granted 446,868 nonqualified stock options with a total grant-date fair value of \$5.5 million, 1,149,213 stock unit awards with a total grant-date fair value of \$60.6 million, and 296,650 performance stock units with a total grant-date fair value of \$15.6 million. Stock and stock unit award compensation expense for the three months ended March 31, 2013 and 2012 include \$1.5 million and \$2.3 million, respectively, attributable to restricted stock units which vested in full and were expensed in their entirety on their date of grant. Compensation expense for the three months ended March 31, 2013 and 2012 include \$2.1 million and \$5.3 million, respectively, attributable to stock options granted to retirement-eligible employees that were expensed in their entirety on the grant date. Total compensation expense for share-based payment arrangements and the associated tax impacts were as follows for the three months ended March 31, 2013 and 2012.

(In Millions)	Three Months Ended March 31,	
	2013	2012
Stock and Stock Unit Awards	\$ 12.4	\$ 12.7
Stock Options	6.9	11.2
Performance Stock Units	1.2	0.3
Total Share-Based Compensation Expense	20.5	24.2
Tax Benefits Recognized	\$ 7.7	\$ 9.1

16. Variable Interest Entities Variable Interest Entities (VIEs) are defined within GAAP as entities which either have a total equity investment that is insufficient to permit the entity to finance its activities without additional subordinated financial support or whose equity investors lack the characteristics of a controlling financial interest. Investors that finance a VIE through debt or equity interests, or other counterparties that provide other forms of support, such as guarantees, subordinated fee arrangements, or certain types of derivative contracts, are variable interest holders in the entity and the variable interest holder, if any, that has both the power to direct the activities that most significantly impact the entity and a variable interest that could potentially be significant to the entity is deemed to be the VIE's primary beneficiary and is required to consolidate the VIE.

Leveraged Leases. In leveraged leasing transactions, Northern Trust acts as lessor of the underlying asset subject to the lease and typically funds 20% of the asset's cost via an equity ownership in a trust with the remaining 80% provided by third party non-recourse debt holders. In such transactions, the trusts, which are VIEs, are created to provide the lessee use of the property with substantially all of the rights and obligations of ownership. The lessee's maintenance and operation of the leased property has a direct effect on the fair value of the underlying property, and the lessee also has the ability to increase the benefits it can receive and limit the losses it can suffer by the manner in which it uses the property. As a result, Northern Trust has determined that it is not the primary beneficiary of these VIEs given it lacks the power to direct the activities that most significantly impact the economic performance of the VIEs.

Notes to Consolidated Financial Statements (continued)

Northern Trust's maximum exposure to loss as a result of its involvement with the leveraged lease trust VIEs is limited to the carrying amounts of its leveraged lease investments. As of March 31, 2013 and December 31, 2012, the carrying amounts of these investments, which are included in loans and leases in the consolidated balance sheet, were \$666.8 million and \$673.6 million, respectively. Northern Trust's funding requirements relative to the VIEs are limited to its invested capital. Northern Trust has no other liquidity arrangements or obligations to purchase assets of the VIEs that would expose Northern Trust to a loss.

Tax Credit Structures. Northern Trust invests in community development projects that are designed to generate a return primarily through the realization of tax credits. The community development projects are formed as limited partnerships and LLCs, and Northern Trust typically invests as a limited partner/investor member in the form of equity contributions. The economic performance of the community development projects, which are deemed to be VIEs, is driven by the performance of their underlying investment projects as well as the VIEs' ability to operate in compliance with the rules and regulations necessary for the qualification of tax credits generated by equity investments. Northern Trust has determined that it is not the primary beneficiary of any community development projects as it lacks the power to direct the activities that most significantly impact the economic performance of the underlying project or to affect the VIEs' ability to operate in compliance with the rules and regulations necessary for the qualification of tax credits generated by equity investments. This power is held by the general partners and managing members who exercise full and exclusive control of the operations of the VIEs.

Northern Trust's maximum exposure to loss as a result of its involvement with community development projects is limited to the carrying amounts of its investments, including any unfunded commitments. As of March 31, 2013 and December 31, 2012, the carrying amounts of these investments in community development projects deemed to be VIEs, which are included in other assets in the consolidated balance sheet, were \$236.7 million and \$248.2 million, respectively. As of March 31, 2013 and December 31, 2012, liabilities related to unfunded commitments on investments in community development projects, which are included in other liabilities in the consolidated balance sheet, were \$30.3 million and \$33.1 million, respectively. Northern Trust's funding requirements are limited to its invested capital and any additional unfunded commitments for future equity contributions. Northern Trust has no other liquidity arrangements or obligations to purchase assets of the community development projects that would expose it to a loss.

Trust Preferred Securities. In 1997, Northern Trust issued Floating Rate Capital Securities, Series A and Series B, through NTC Capital I and NTC Capital II, respectively, statutory business trusts wholly-owned by the Corporation. The sole assets of the trusts are Subordinated Debentures of the Corporation that have the same interest rates and maturity dates as the corresponding distribution rates and redemption dates of the Floating Rate Capital Securities. NTC Capital I and NTC Capital II are considered VIEs; however, as the sole asset of each trust is a receivable from the Corporation and the proceeds to the Corporation from the receivable exceed the Corporation's investment in the VIEs' equity shares, the Corporation is not permitted to consolidate the trusts, even

Notes to Consolidated Financial Statements (continued)

though the Corporation owns all of the voting equity shares of the trusts, has fully guaranteed the trusts obligations, and has the right to redeem the preferred securities in certain circumstances. Northern Trust recognizes the subordinated debentures on its consolidated balance sheet as long-term liabilities.

Investment Funds. Northern Trust acts as asset manager for various funds in which clients of Northern Trust are investors. As an asset manager of funds, the Corporation earns a competitively priced fee that is based on assets managed and varies with each fund's investment objective. Based on its analysis, Northern Trust has determined that it is not the primary beneficiary of these VIEs under GAAP.

17. Contingent Liabilities – Standby Letters of Credit and Indemnifications. Standby letters of credit obligate Northern Trust to meet certain financial obligations of its clients, if, under the contractual terms of the agreement, the clients are unable to do so. These instruments are primarily issued to support public and private financial commitments, including commercial paper, bond financing, initial margin requirements on futures exchanges, and similar transactions. Certain standby letters of credit have been secured with cash deposits or participated to others and in certain cases Northern Trust is able to recover the amounts paid through recourse against these cash deposits or other participants. Standby letters of credit outstanding were \$4.5 billion at March 31, 2013 and \$4.6 billion at December 31, 2012.

As part of its securities custody activities and at the direction of its clients, Northern Trust lends securities owned by clients to borrowers who are reviewed by the Northern Trust Senior Credit Committee. In connection with these activities, Northern Trust has issued indemnifications against certain losses resulting from the bankruptcy of borrowers of securities. Borrowers are required to fully collateralize securities received with cash or marketable securities. As securities are loaned, collateral is maintained at a minimum of 100% of the fair value of the securities plus accrued interest. The collateral is revalued on a daily basis. The amount of securities loaned subject to indemnification was \$79.3 billion at March 31, 2013 and \$69.7 billion at December 31, 2012. Because of the credit quality of the borrowers and the requirement to fully collateralize securities borrowed, management believes that the exposure to credit loss from this activity is not significant and no liability was recorded at March 31, 2013 or December 31, 2012 related to these indemnifications.

Legal Proceedings. In the normal course of business, the Corporation and its subsidiaries are routinely defendants in or parties to a number of pending and threatened legal actions, including, but not limited to, actions brought on behalf of various claimants or classes of claimants, regulatory matters, employment matters, and challenges from tax authorities regarding the amount of taxes due. In certain of these actions and proceedings, claims for substantial monetary damages or adjustments to recorded tax liabilities are asserted.

Based on current knowledge, after consultation with legal counsel and after taking into account current accruals, management does not believe that losses, if any, arising from

Notes to Consolidated Financial Statements (continued)

pending litigation or threatened legal actions or regulatory matters will have a material adverse effect on the consolidated financial position or liquidity of the Corporation, although such matters could have a material adverse effect on the Corporation's operating results for a particular period.

Under GAAP, (i) an event is *probable* if the future event or events are likely to occur; (ii) an event is *reasonably possible* if the chance of the future event or events occurring is more than remote but less than likely; and (iii) an event is *remote* if the chance of the future event or events occurring is slight. Thus, references to the upper end of the range of reasonably possible loss for cases in which the Corporation is able to estimate a range of reasonably possible loss mean the upper end of the range of loss for cases for which the Corporation believes the risk of loss is more than remote.

For the reasons set out in this paragraph, the outcome of some matters is inherently difficult to predict and/or the range of loss cannot be reasonably estimated. This may be the case in matters that (i) will be decided by a jury, (ii) are in early stages, (iii) involve uncertainty as to the likelihood of a class being certified or the ultimate size of the class, (iv) are subject to appeals or motions, (v) involve significant factual issues to be resolved, including with respect to the amount of damages, or (vi) seek very large damages based on novel and complex damage and liability legal theories. Accordingly, the Corporation cannot reasonably estimate the eventual outcome of these pending matters, the timing of their ultimate resolution, or what the eventual loss, fines or penalties, if any, related to each pending matter will be.

In accordance with applicable accounting guidance, the Corporation records accruals for litigation and regulatory matters when those matters present loss contingencies that are both probable and reasonably estimable. When loss contingencies are not both probable and reasonably estimable, the Corporation does not record accruals. No material accruals have been recorded for pending litigation or threatened legal actions or regulatory matters.

For a limited number of the matters for which a loss is reasonably possible in future periods, whether in excess of an accrued liability or where there is no accrued liability, the Corporation is able to estimate a range of possible loss. As of March 31, 2013, the Corporation has estimated the upper end of the range of reasonably possible losses for these matters to be approximately \$126 million in the aggregate. This aggregate amount of reasonably possible loss is based upon currently available information and is subject to significant judgment and a variety of assumptions, and known and unknown uncertainties. The matters underlying the estimated range will change from time to time, and actual results will vary significantly from the current estimate.

In certain other pending matters, there may be a range of reasonably possible losses (including reasonably possible losses in excess of amounts accrued) that cannot be reasonably estimated for the reasons described above. The following is a description of the nature of certain of these matters.

Notes to Consolidated Financial Statements (continued)

As previously disclosed, a number of participants in our securities lending program, which is associated with the Corporation's asset servicing business, have commenced putative class actions in which they claim, among other things, that we failed to exercise prudence in the investment management of the collateral received from the borrowers of the securities, resulting in losses that they seek to recover. The cases assert various contractual, statutory and common law claims, including claims for breach of fiduciary duty under common law and under the Employee Retirement Income Security Act (ERISA). Based on our review of these matters, we believe we operated our securities lending program prudently and appropriately. At this stage of these proceedings, however, it is not possible for management to assess the probability of a material adverse outcome or reasonably estimate the amount of any potential loss.

On August 24, 2010, a lawsuit (hereinafter referred to as the Securities Class Action) was filed in federal court in the Northern District of Illinois against the Corporation and three of its present or former officers, including the present and former Chief Executive Officers of the Corporation, on behalf of a purported class of purchasers of Corporation stock during the period from October 17, 2007 to October 20, 2009. The amended complaint alleges that during the purported class period the defendants violated Sections 10(b) and 20(a) of the Exchange Act by allegedly taking insufficient provisions for credit losses with respect to the Corporation's real estate loan portfolio and failing to make sufficient disclosures regarding its securities lending business. Plaintiff seeks compensatory damages in an unspecified amount. In March 2013, the court dismissed the Securities Class Action with leave to amend. At this stage of the suit, it is not possible for management to assess the probability of a material adverse outcome or reasonably estimate the amount of any potential loss.

On September 7, 2010, a shareholder derivative lawsuit, purportedly brought on behalf of the Corporation, was filed in the Circuit Court of Cook County, Illinois against a number of the Corporation's current and former officers and directors. The Corporation is named as a nominal defendant. The complaint asserts that the individual defendants violated their fiduciary duties to the Corporation based upon substantially the same allegations made in the Securities Class Action complaint. Certain individual defendants are also alleged to have sold some of their holdings of Northern Trust Corporation stock while in possession of material nonpublic information. Plaintiff seeks compensatory damages in an unspecified amount from the individual defendants on behalf of the Corporation. The only relief sought against the Corporation is an order requiring the implementation of certain corporate governance procedures. On December 20, 2011, the court granted the Corporation's motion to dismiss the derivative lawsuit but gave plaintiff leave to file an amended complaint. Plaintiff elected, instead, to enter into an agreed order staying the derivative suit until the judge in the Securities Class Action rules on the Corporation's motion to dismiss that complaint.

Visa Membership. Northern Trust, as a member of Visa U.S.A. Inc. (Visa U.S.A.) and in connection with the 2007 initial public offering of Visa, Inc. (Visa), received shares of restricted stock in Visa, a portion of which was redeemed pursuant to a mandatory redemption. The proceeds of the redemption totaled \$167.9 million and were recorded as

Notes to Consolidated Financial Statements (continued)

a gain in 2008. The remaining Visa shares held by Northern Trust are recorded at their original cost basis of zero and as of March 31, 2013 had restrictions as to their sale or transfer.

Northern Trust is obligated to indemnify Visa for losses resulting from certain indemnified litigation involving Visa and has been required to recognize, at its estimated fair value in accordance with GAAP, a guarantee liability arising from such litigation that has not yet settled.

During 2007, Northern Trust recorded charges and corresponding liabilities of \$150 million relating to Visa indemnified litigation. Subsequently, Visa established an escrow account to cover the settlements of, or judgments in, indemnified litigation. The fundings by Visa of its escrow account have resulted in reductions of Northern Trust's Visa related indemnification liability and of the future realization of the value of outstanding shares of Visa common stock held by Northern Trust as a member bank of Visa U.S.A. Reductions of Northern Trust's indemnification liability totaling \$23.1 million, \$33.0 million, and \$17.8 million were recorded in 2011, 2010, and 2009, respectively, which combined with a \$76.1 million reduction recorded in 2008, fully eliminated the recorded indemnification liability as of December 31, 2011.

On October 19, 2012, Visa signed a settlement agreement with plaintiff representatives for binding settlement of the indemnified litigation relating to interchange fees. While the final settlement and ultimate resolution of outstanding Visa related litigation and the timing for removal of selling restrictions on shares owned by Northern Trust are highly uncertain, based upon the settlement terms announced by Visa, Northern Trust anticipates that the value of its remaining shares of Visa stock will be adequate to offset any remaining indemnification obligations related to Visa litigation.

Contingent Purchase Consideration. In connection with acquisitions consummated in 2011, contingent consideration was recorded relating to certain performance-related purchase price adjustments. The fair value of the contingent consideration at March 31, 2013 and December 31, 2012 was \$51.4 million and \$50.1 million, respectively.

18. Derivative Financial Instruments Northern Trust is a party to various derivative financial instruments that are used in the normal course of business to meet the needs of its clients; as part of its trading activity for its own account; and as part of its risk management activities. These instruments include foreign exchange contracts, interest rate contracts, and credit default swap contracts.

Northern Trust's primary risks associated with these instruments is the possibility that interest rates, foreign exchange rates, or credit spreads could change in an unanticipated manner, resulting in higher costs or a loss in the underlying value of the instrument. These risks are mitigated by establishing limits, monitoring the level of actual positions taken against such established limits, and monitoring the level of any interest rate sensitivity gaps created by such positions. When establishing position limits, market liquidity and volatility, as well as experience in each market, are taken into account.

Notes to Consolidated Financial Statements (continued)

The estimated credit risk associated with derivative instruments relates to the failure of the counterparty and the failure of Northern Trust to pay based on the contractual terms of the agreement, and is generally limited to the unrealized fair value gains and losses on these instruments, respectively. The amount of credit risk will increase or decrease during the lives of the instruments as interest rates, foreign exchange rates, or credit spreads fluctuate. This risk is controlled by limiting such activity to an approved list of counterparties and by subjecting such activity to the same credit and quality controls as are followed in lending and investment activities. Credit Support Annex agreements are currently in place with a number of counterparties which mitigate the aforementioned credit risk associated with derivative activity conducted with those counterparties by requiring that significant net unrealized fair value gains be supported by collateral placed with Northern Trust.

All derivative financial instruments, whether designated as hedges or not, are recorded in the consolidated balance sheet at fair value within other assets or other liabilities. As noted in the discussions below, the manner in which changes in the fair value of a derivative is accounted for in the consolidated statement of income depends on whether the contract has been designated as a hedge and qualifies for hedge accounting under GAAP. Northern Trust has elected to net derivative assets and liabilities when legally enforceable master netting agreements exist between Northern Trust and the counterparty. Derivative assets and liabilities recorded in the consolidated balance sheet were each reduced by \$1,507.7 million as of March 31, 2013 and by \$982.5 million as of December 31, 2012, as a result of master netting agreements in place. Derivative assets and liabilities recorded at March 31, 2013, also reflect reductions of \$218.1 million and \$472.2 million, respectively, as a result of cash collateral received from and deposited with derivative counterparties. This compares with reductions of derivative assets and liabilities of \$118.6 million and \$425.0 million, respectively, at December 31, 2012. Additional cash collateral received from and deposited with derivative counterparties totaling \$64.8 million and \$67.8 million, respectively, as of March 31, 2013, and \$1.6 million and \$73.3 million, respectively, as of December 31, 2012, were not offset against derivative assets and liabilities on the consolidated balance sheet as the amounts exceeded the net derivative positions with those counterparties.

Certain master netting agreements Northern Trust enters into with derivative counterparties contain credit risk-related contingent features in which the counterparty has the option to declare Northern Trust in default and accelerate cash settlement of the net derivative liabilities with the counterparty in the event Northern Trust's credit rating falls below specified levels. The aggregate fair value of all derivative instruments with credit risk-related contingent features that were in a liability position was \$168.6 million and \$178.9 million at March 31, 2013 and December 31, 2012, respectively. Cash collateral amounts deposited with derivative counterparties on those dates included \$150.7 million and \$155.4 million, respectively, posted against these liabilities, resulting in a net maximum amount of termination payments that could have been required at March 31, 2013 and December 31, 2012 of \$17.9 million and \$23.5 million, respectively. Accelerated settlement of these liabilities would not have a material effect on the consolidated financial position or liquidity of Northern Trust.

Notes to Consolidated Financial Statements (continued)

Foreign exchange contracts are agreements to exchange specific amounts of currencies at a future date, at a specified rate of exchange. Foreign exchange contracts are entered into primarily to meet the foreign exchange needs of clients. Foreign exchange contracts are also used for trading purposes and risk management. For risk management purposes, Northern Trust uses foreign exchange contracts to reduce its exposure to changes in foreign exchange rates relating to certain forecasted non-functional currency denominated revenue and expenditure transactions, foreign currency denominated assets and liabilities, and net investments in non-U.S. affiliates.

Interest rate contracts include swap and option contracts. Interest rate swap contracts involve the exchange of fixed and floating rate interest payment obligations without the exchange of the underlying principal amounts. Northern Trust enters into interest rate swap contracts on behalf of its clients and also utilizes such contracts to reduce or eliminate the exposure to changes in the cash flows or fair value of hedged assets or liabilities due to changes in interest rates. Interest rate option contracts consist of caps, floors, and swaptions, and provide for the transfer or reduction of interest rate risk in exchange for a fee. Northern Trust enters into option contracts primarily as a seller of interest rate protection to clients. Northern Trust receives a fee at the outset of the agreement for the assumption of the risk of an unfavorable change in interest rates. This assumed interest rate risk is then mitigated by entering into an offsetting position with an outside counterparty. Northern Trust may also purchase option contracts for risk management purposes.

Credit default swap contracts are agreements to transfer credit default risk from one party to another in exchange for a fee. Northern Trust enters into credit default swaps with outside counterparties where the counterparty agrees to assume the underlying credit exposure of a specific Northern Trust commercial loan or loan commitment.

Client-Related and Trading Derivative Instruments. In excess of 96% of Northern Trust's derivatives outstanding at March 31, 2013 and December 31, 2012, measured on a notional value basis, relate to client-related and trading activities. These activities consist principally of providing foreign exchange services to clients in connection with Northern Trust's global custody business. However, in the normal course of business, Northern Trust also engages in trading of currencies for its own account.

Notes to Consolidated Financial Statements (continued)

The following table shows the notional and fair values of client-related and trading derivative financial instruments. Notional amounts of derivative financial instruments do not represent credit risk, and are not recorded in the consolidated balance sheet. They are used merely to express the volume of this activity. Northern Trust's credit related risk of loss is limited to the positive fair value of the derivative instrument, which is significantly less than the notional amount.

(In Millions)	March 31, 2013			December 31, 2012		
	Notional Value	Fair Value		Notional Value	Fair Value	
		Asset	Liability		Asset	Liability
Foreign Exchange Contracts	\$ 234,808.9	\$ 2,337.1	\$ 2,280.2	\$ 213,246.7	\$ 1,735.3	\$ 1,730.4
Interest Rate Option Contracts	23.9			31.4		
Interest Rate Swap Contracts	4,882.7	166.9	159.8	4,915.2	180.6	174.0
Total	\$ 239,715.5	\$ 2,504.0	\$ 2,440.0	\$ 218,193.3	\$ 1,915.9	\$ 1,904.4

Changes in the fair value of client-related and trading derivative instruments are recognized currently in income. The following table shows the location and amount of gains and losses recorded in the consolidated statement of income for the three months ended March 31, 2013 and 2012.

(In Millions)	Location of Derivative	Amount of Derivative Gain/(Loss) Recognized in Income	
	Gain/(Loss) Recognized in	Three Months Ended March 31,	
	Income	2013	2012
Foreign Exchange Contracts	Foreign Exchange Trading Income	\$ 59.5	\$ 61.9
Interest Rate Swap and Option Contracts	Security Commissions and Trading Income	3.3	2.5
Total		\$ 62.8	\$ 64.4

Risk Management Instruments. Northern Trust uses derivative instruments to hedge its exposure to foreign currency, interest rate, and credit risk. Certain hedging relationships are formally designated and qualify for hedge accounting under GAAP as fair value, cash flow, or net investment hedges. Other derivatives that are entered into for risk management purposes as economic hedges are not formally designated as hedges and changes in fair value are recognized currently in other operating income.

In order to qualify for hedge accounting, a formal assessment is performed on a calendar quarter basis to verify that derivatives used in designated hedging transactions continue to be highly effective in offsetting the changes in fair value or cash flows of the hedged item. If a derivative ceases to be highly effective, matures, is sold, or is terminated, or if a hedged forecasted transaction is no longer probable of occurring, hedge accounting is terminated and the derivative is treated as if it were a trading instrument.

Notes to Consolidated Financial Statements (continued)

The following table identifies the types and classifications of derivative instruments designated as hedges and used by Northern Trust to manage risk, their notional and fair values, and the respective risks addressed.

(In Millions)	Derivative Instrument	Risk Classification	March 31, 2013			December 31, 2012		
			Notional Value	Fair Value		Notional Value	Fair Value	
				Asset	Liability		Asset	Liability
Fair Value								
Hedges								
Available for Sale								
Investment Securities	Interest Rate Swap Contracts	Interest Rate	\$ 3,495.7	\$ 5.7	\$ 60.9	\$ 3,617.0	\$ 3.4	\$ 75.1
Senior Notes and Long-Term Subordinated								
	Interest Rate Swap Contracts	Interest Rate	900.0	110.9	0.1	900.0	126.3	0.2
Cash Flow								
Hedges								
Forecasted Foreign Currency Denominated Transactions								
	Foreign Contracts	Foreign Currency	531.7	5.9	15.4	669.0	8.7	11.5
Net Investment Hedges								
Net Investments in Non-U.S. Affiliates								
	Foreign Contracts	Foreign Currency	1,551.0	46.5	0.7	1,451.4	2.3	27.8
Total			\$ 6,478.4	\$ 169.0	\$ 77.1	\$ 6,637.4	\$ 140.7	\$ 114.6

In addition to the above, Sterling denominated debt, totaling \$227.3 million and \$242.3 million at March 31, 2013 and December 31, 2012, respectively, was designated as a hedge of the foreign exchange risk associated with the net investment in certain non-U.S. affiliates.

Derivatives are designated as fair value hedges to limit Northern Trust's exposure to changes in the fair value of assets and liabilities due to movements in interest rates. For a fair value hedge, changes in the fair value of the derivative instrument and changes in the fair value of the hedged asset or liability attributable to the hedged risk are recorded currently in income. The following table shows the location and amount of derivative gains and losses recorded in the consolidated statement of income related to fair value hedges for the three months ended March 31, 2013 and 2012.

(In Millions)	Derivative Instrument	Location of Derivative Gain/(Loss) Recognized in Income	Amount of Derivative Gain/(Loss) Recognized in Income	
			Three Months Ended March 31, 2013	Three Months Ended March 31, 2012

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Available for Sale Investment Securities	Interest Rate Swap Contracts	Interest Income	\$ 3.4	\$ (3.9)
Senior Notes and Long-Term Subordinated Debt	Interest Rate Swap Contracts	Interest Expense	(0.7)	35.4
Total			\$ 2.7	\$ 31.5

Northern Trust applies the shortcut method of accounting, available under GAAP, to substantially all of its fair value hedges, which assumes there is no ineffectiveness in a hedge. As a result, changes recorded in the fair value of the hedged item are equal to the offsetting gain or loss on the derivative and are reflected in the same line item as the gain or loss. For fair value hedges that do not qualify for the shortcut method of accounting, Northern Trust utilizes regression analysis, a long-haul method of accounting, in

Notes to Consolidated Financial Statements (continued)

assessing whether the hedging relationships are highly effective at inception and on an ongoing basis. There were losses of \$0.3 million and gains of \$0.3 million recorded as changes within the fair values of hedged items for such long-haul hedges for the three months ended March 31, 2013 and 2012, respectively. Losses of \$0.2 million and gains of \$0.6 million related to hedge ineffectiveness were recorded during the three months ended March 31, 2013 and 2012, respectively, in connection with the hedging of available for sale investment securities, senior notes, and subordinated debt. Ineffectiveness resulting from fair value hedges is recorded in either interest income or interest expense.

Derivatives are also designated as cash flow hedges in order to minimize the variability in cash flows of earning assets or forecasted transactions caused by movements in interest or foreign exchange rates. The effective portion of changes in the fair value of such derivatives is recognized in AOCI, a component of stockholders equity, and there is no change to the accounting for the hedged item. When the hedged forecasted transaction impacts earnings, balances in AOCI are also reclassified to earnings. Northern Trust assesses effectiveness using regression analysis for cash flow hedges of available for sale securities. Ineffectiveness is measured using the hypothetical derivative method. For cash flow hedges of forecasted foreign currency denominated revenue and expenditure transactions, Northern Trust closely matches all terms of the hedged item and the hedging derivative at inception and on an ongoing basis which limits hedge ineffectiveness. To the extent all terms are not perfectly matched, effectiveness is assessed using the dollar-offset method and any ineffectiveness is measured using the hypothetical derivative method. There was no ineffectiveness recognized in earnings for cash flow hedges during the three months ended March 31, 2013 and 2012, respectively. As of March 31, 2013, twenty-three months is the maximum length of time over which the exposure to variability in future cash flows of forecasted foreign currency denominated transactions is being hedged.

The following table provides cash flow hedge derivative gains and losses recognized in AOCI and the amounts reclassified to earnings during the three months ended March 31, 2013 and 2012.

(In Millions)	Foreign Exchange Contracts (Before Tax)		Interest Rate Swap Contracts (Before Tax)	
	2013	2012	2013	2012
Three Months Ended March 31,				
Net Gain/(Loss) Recognized in AOCI	\$ (9.2)	\$ 18.9	\$	\$
Net Gain/(Loss) Reclassified from AOCI to Earnings				
Other Operating Income	(0.7)	(1.5)		
Interest Income				0.2
Other Operating Expense	(1.1)	2.3		
Total	\$ (1.8)	\$ 0.8	\$	\$ 0.2

During the three months ended March 31, 2013 and 2012, there were no transactions discontinued due to the original forecasted transactions no longer being probable of occurring. It is estimated that a net loss of \$6.1 million will be reclassified into earnings within the next twelve months relating to cash flow hedges.

Notes to Consolidated Financial Statements (continued)

Certain foreign exchange contracts and qualifying nonderivative instruments are designated as net investment hedges to minimize Northern Trust's exposure to variability in the foreign currency translation of net investments in non-U.S. branches and subsidiaries. The effective portion of changes in the fair value of the hedging instrument is recognized in AOCI consistent with the related translation gains and losses of the hedged net investment. For net investment hedges, all critical terms of the hedged item and the hedging instrument are matched at inception and on an ongoing basis to minimize the risk of hedge ineffectiveness. To the extent all terms are not perfectly matched, any ineffectiveness is measured using the hypothetical derivative method. Ineffectiveness resulting from net investment hedges is recorded in other operating income. There was no ineffectiveness recorded during the three months ended March 31, 2013 and 2012. Amounts recorded in AOCI are reclassified to earnings only upon the sale or liquidation of an investment in a non-U.S. branch or subsidiary.

The following table provides net investment hedge gains and losses recognized in AOCI during the three months ended March 31, 2013 and 2012.

(In Millions)	Hedging Gain/(Loss) Recognized in OCI (Before Tax)	
	Three Months Ended March 31,	
	2013	2012
Foreign Exchange Contracts	\$ 66.3	\$ (36.3)
Sterling Denominated Subordinated Debt	16.5	(8.9)
Total	\$ 82.8	\$ (45.2)

Derivatives not formally designated as hedges under GAAP are entered into to manage the foreign currency risk of non-U.S. dollar denominated assets and liabilities, the net investment in certain non-U.S. affiliates, forecasted foreign currency denominated transactions, and the credit risk and interest rate risk of loans and loan commitments. The following table identifies the types and classifications of risk management derivative instruments not formally designated as hedges, their notional and fair values, and the respective risks addressed.

(In Millions)	Derivative Instrument	Risk Classification	March 31, 2013 Fair Value			December 31, 2012 Fair Value		
			Notional Value	Fair Value		Notional Value	Fair Value	
				Asset	Liability		Asset	Liability
Commercial Loans and Loan Commitments	Credit Default Swap Contracts	Credit	\$ 25.0	\$	\$ 0.1	\$ 42.5	\$	\$ 1.0
Forecasted Foreign Currency Denominated Transactions	Foreign Exchange Contracts	Foreign Currency	7.1		0.2	2.2	0.1	
Commercial Loans	Foreign Exchange Contracts	Foreign Currency	134.6	0.7	1.6	135.8	1.3	0.7
Net Investments in Non-U.S. Affiliates	Foreign Exchange Contracts	Foreign Currency	54.3	0.3	0.3	1,051.8	8.9	2.3
Total			\$ 221.0	\$ 1.0	\$ 2.2	\$ 1,232.3	\$ 10.3	\$ 4.0

Notes to Consolidated Financial Statements (continued)

Changes in the fair value of derivative instruments not formally designated as hedges are recognized currently in income. The following table provides the location and amount of gains and losses recorded in the consolidated statement of income for the three months ended March 31, 2013 and 2012.

(In Millions)	Location of Derivative Gain/ (Loss) Recognized in Income	Amount of Derivative Gain/(Loss) Recognized in Income	
		Three Months Ended March 31,	
		2013	2012
Credit Default Swap Contracts	Other Operating Income	\$ (0.1)	\$ (1.1)
Foreign Exchange Contracts	Other Operating Income	(2.9)	(0.3)
Total		\$ (3.0)	\$ (1.4)

19. Offsetting of Assets and Liabilities

The following tables provide information regarding the offsetting of derivative assets and securities purchased under agreements to resell within the consolidated balance sheet as of March 31, 2013 and December 31, 2012.

March 31, 2013

(In Millions)	Gross Recognized Assets	Gross Amounts Offset	Net Amounts Presented	Gross Amounts Not Offset	Net Amount ****
Derivative Assets *					
Foreign Exchange Contracts Over the Counter (OTC)	\$ 2,390.5	\$ 1,411.5	\$ 979.0	\$	\$ 979.0
Interest Rate Swaps OTC	283.5	60.2	223.3		223.3
Cross Product Netting Adjustment		36.0			
Cross Product Collateral Adjustment		218.1			
Total **	\$ 2,674.0	\$ 1,725.8	\$ 948.2	\$	\$ 948.2

Securities Purchased under Agreements to Resell ***	\$ 250.0	\$	\$ 250.0	\$ 250.0	\$
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* Derivative assets are reported in other assets in the consolidated balance sheet. Other assets (excluding derivative assets) totaled \$3,177.7 million as of March 31, 2013.

** All derivative assets are subject to a master netting or similar arrangement.

*** Securities purchased under agreements to resell are reported in federal funds sold and securities purchased under agreements to resell in the consolidated balance sheet. Federal funds sold totaled \$1.5 million as of March 31, 2013.

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Northern Trust did not possess any cash collateral that was not offset in the consolidated balance sheet that could have been used to offset the net amounts presented in the consolidated balance sheet as of March 31, 2013.

Notes to Consolidated Financial Statements (continued)

December 31, 2012

(In Millions)	Gross Recognized Assets	Gross Amounts Offset	Net Amounts Presented	Gross Amounts Not Offset	Net Amount ****
Derivative Assets *					
Foreign Exchange Contracts OTC	\$ 1,756.6	\$ 877.1	\$ 879.5	\$	\$ 879.5
Interest Rate Swaps OTC	310.3	68.3	242.0		242.0
Cross Product Netting Adjustment		37.1			
Cross Product Collateral Adjustment		118.6			
Total **	\$ 2,066.9	\$ 1,101.1	\$ 965.8	\$	\$ 965.8

Securities Purchased under Agreements to Resell ***	\$ 35.4	\$	\$ 35.4	\$ 35.4	\$
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* Derivative assets are reported in other assets in the consolidated balance sheet. Other assets (excluding derivative assets) totaled \$2,964.4 million as of December 31, 2012.

** All derivative assets are subject to a master netting or similar arrangement.

*** Securities purchased under agreements to resell are reported in federal funds sold and securities purchased under agreements to resell in the consolidated balance sheet. Federal funds sold totaled \$25.4 million as of December 31, 2012.

**** Northern Trust did not possess any cash collateral that was not offset in the consolidated balance sheet that could have been used to offset the net amounts presented in the consolidated balance sheet as of December 31, 2012.

The following tables provide information regarding the offsetting of derivative liabilities and securities sold under agreements to repurchase within the consolidated balance sheet as of March 31, 2013 and December 31, 2012.

March 31, 2013

(In Millions)	Gross Recognized Liabilities	Gross Amounts Offset	Net Amounts Presented	Gross Amounts Not Offset	Net Amount ***
Derivative Liabilities *					
Foreign Exchange Contracts OTC	\$ 2,298.4	\$ 1,411.5	\$ 886.9	\$	\$ 886.9
Interest Rate Swaps OTC	220.8	60.2	160.6		160.6
Credit Default Swaps OTC	0.1		0.1		0.1
Cross Product Netting Adjustment		36.0			
Cross Product Collateral Adjustment		472.2			
Total **	\$ 2,519.3	\$ 1,979.9	\$ 539.4	\$	\$ 539.4
Securities Purchased under Agreements to Resell	\$ 490.2	\$	\$ 490.2	\$ 490.2	\$

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- * *Derivative liabilities are reported in other liabilities in the consolidated balance sheet. Other liabilities (excluding derivative liabilities) totaled \$2,059.7 million as of March 31, 2013.*
- ** *All derivative liabilities are subject to a master netting or similar arrangement.*
- *** *Northern Trust did not place any cash collateral with counterparties that was not offset in the consolidated balance sheet that could have been used to offset the net amounts presented in the consolidated balance sheet as of March 31, 2013.*

Notes to Consolidated Financial Statements (continued)

December 31, 2012

(In Millions)	Gross Recognized Liabilities	Gross Amounts Offset	Net Amounts Presented	Gross Amounts Not Offset	Net Amount ***
Derivative Liabilities *					
Foreign Exchange Contracts OTC	\$ 1,772.7	\$ 877.1	\$ 895.6	\$	\$ 895.6
Interest Rate Swaps OTC	249.3	68.3	181.0		181.0
Credit Default Swaps OTC	1.0		1.0		1.0
Cross Product Netting Adjustment		37.1			
Cross Product Collateral Adjustment		425.0			
Total **	\$ 2,023.0	\$ 1,407.5	\$ 615.5	\$	\$ 615.5

Securities Purchased under Agreements to Resell	\$ 699.8	\$	\$ 699.8	\$ 699.8	\$
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* *Derivative liabilities are reported in other liabilities in the consolidated balance sheet. Other liabilities (excluding derivative liabilities) totaled \$1,961.7 million as of December 31, 2012.*

** *All derivative liabilities are subject to a master netting or similar arrangement.*

*** *Northern Trust did not place any cash collateral with counterparties that was not offset in the consolidated balance sheet that could have been used to offset the net amounts presented in the consolidated balance sheet as of December 31, 2012.*

All of Northern Trust's securities sold under agreements to repurchase (repurchase agreements) and securities purchased under agreements to resell (reverse repurchase agreements) involve the transfer of financial assets in exchange for cash subject to a right and obligation to repurchase those assets for an agreed upon amount. In the event of a repurchase failure, the cash or financial assets are available for offset. All of Northern Trust's repurchase agreements and reverse repurchase agreements are subject to a master netting agreement, which sets forth the rights and obligations for repurchase and offset. Under the master netting agreement, Northern Trust is entitled to set off receivables from and collateral placed with a single counterparty against obligations owed to that counterparty. In addition, collateral held by Northern Trust can be offset against receivables from that counterparty.

Derivative asset and liability positions with a single counterparty can be offset against each other in cases where legally enforceable master netting agreements exist. Derivative assets and liabilities can be further offset by cash collateral received from, and deposited with, the transacting counterparty. The basis for this view is that, upon termination of transactions subject to a master netting arrangement, the individual derivative receivables do not represent resources to which general creditors have rights and individual derivative payables do not represent claims that are equivalent to the claims of general creditors.

Item 1. Financial Statements

The information called for by this item is incorporated herein by reference to the Financial Statements section within this Form 10-Q.

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

The information called for by this item is incorporated herein by reference to the Management's Discussion and Analysis of Financial Condition and Results of Operations section within this Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The information called for by this item is incorporated herein by reference to the Management's Discussion and Analysis of Financial Condition and Results of Operations-Market Risk Management section within this Form 10-Q.

Item 4. Controls and Procedures

The Corporation's management, with the participation of the Corporation's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of Northern Trust's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. Based on such evaluation, such officers have concluded that, as of the end of the period covered by this report, the Corporation's disclosure controls and procedures are effective in bringing to their attention on a timely basis material information relating to the Corporation (including its consolidated subsidiaries) required to be included in the Corporation's periodic filings under the Exchange Act.

There have been no changes in the Corporation's internal control over financial reporting during the last fiscal quarter that have materially affected, or that are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

The information presented in Note 17 titled Contingent Liabilities within this Form 10-Q is incorporated herein by reference.

Item 1A. Risk Factors

Except as set forth below, there are no material changes to the risk factors set forth in Part I, Item 1A in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2012.

Item 1A. Risk Factors (continued)

Changes in regulatory capital requirements, and the application of those capital requirements to our business activities, could materially change the calculation of our risk-weighted assets, the capital required to operate our businesses, and our capital ratios over time. The Dodd-Frank Act, and the implementation of the Basel II and Basel III capital standards, could lead to higher capital requirements, higher capital charges and more restrictive leverage and liquidity ratios. We use the advanced measurement approach to calculate capital under Basel II and Basel III, and that requires us to calculate our credit, market and operational risk exposures using current and historical data, including our own loss data as well as industry data. These calculations are largely quantitative, but they involve various assumptions and judgments as to credit and operational loss data, volatility measures, correlations and statistical models, that may vary from our actual experience. Our calculations are subject to periodic update and revalidation depending upon changes in our business activities, our actual experiences, market forces and events, regulatory rules and interpretations, and other factors. These changes could impact, and lead to greater volatility in, our Basel II and Basel III Advanced capital ratios that could be material over time.

In addition, the risk factor relating to attracting and retaining personnel is revised as follows:

Failure to attract and retain skilled people could negatively affect our prospects. Our success depends, in large part, on our ability to attract and retain key talent. Competition for the best people in most of our activities can be intense and we may not be able to hire and retain key personnel, including as a result of any restrictions on our compensation practices that may be imposed by governments or regulators. The unexpected loss of services of one or more of our key personnel could have a material adverse impact on our business because of their skills, knowledge of our market, years of industry experience and the difficulty of promptly finding qualified replacement personnel. In addition, significant aspects of our compensation programs are performance-based. If we do not achieve applicable performance thresholds for a relevant period, employee compensation may be adversely affected, which could negatively affect our ability to attract and retain key personnel.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(c) The following table shows certain information relating to the Corporation's purchases of common stock for the three months ended March 31, 2013.

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of a Publicly Announced Plan (2)	Maximum Number of Shares that May Yet be Purchased Under the Plan (3)
January 1-31, 2013	169,549	\$ 51.05	169,549	6,640,623
February 1-28, 2013	728,343	52.81	728,343	5,912,280
March 1-31, 2013	505,474	54.15	505,474	5,406,806
Total (First Quarter)	1,403,366	\$ 53.08	1,403,366	5,406,806

- (1) Includes shares purchased from employees in connection with equity plan transactions such as the surrender of shares to pay an option exercise price or tax withholding.
- (2) These shares were purchased under the Corporation's previous stock buyback program, announced March 14, 2012, which authorized the purchase of up to 10.0 million shares of the Corporation's common stock.
- (3) The maximum does not include shares authorized for purchase under the Corporation's current stock buyback program announced April 16, 2013, which authorizes the purchase of up to 12.0 million shares of the Corporation's common stock. The Corporation's current stock buyback program has no fixed expiration date.

Item 6. Exhibits

A list of exhibits to this Form 10-Q is set forth on the Exhibit Index immediately preceding such exhibits and is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NORTHERN TRUST CORPORATION

(Registrant)

Date: April 30, 2013

By: /s/ Michael G. O Grady
Michael G. O Grady
Executive Vice President and
Chief Financial Officer

Date: April 30, 2013

By: /s/ Richard D. Kukla
Richard D. Kukla
Senior Vice President and Controller
(Chief Accounting Officer)

EXHIBIT INDEX

The following exhibits have been filed with the Securities and Exchange Commission with Northern Trust Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013. You may obtain copies of these exhibits from the SEC's Internet site at <http://www.sec.gov>. Stockholders may also obtain copies of such exhibits by writing Rose A. Ellis, Secretary, Northern Trust Corporation, 50 South LaSalle Street, Chicago, Illinois 60603.

Exhibit Number	Description
(31)	Rule 13a-14(a)/15d-14(a) Certifications <ul style="list-style-type: none"> (i) Certification of CEO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (ii) Certification of CFO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
(32)	Section 1350 Certifications <ul style="list-style-type: none"> (i) Certifications of CEO and CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
(101)	Interactive Data File <ul style="list-style-type: none"> (i) Includes the following financial and related information from Northern Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 formatted in Extensible Business Reporting Language (XBRL): (1) the Consolidated Balance Sheet (2) the Consolidated Statement of Income, (3) the Consolidated Statement of Comprehensive Income (4) the Consolidated Statement of Changes in Stockholders' Equity, (5) the Consolidated Statement of Cash Flows, and (6) Notes to Consolidated Financial Statements.