SCHWAB CHARLES CORP
Form 10-K
February 23, 2015
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2014	Commission file number 1-9700

THE CHARLES SCHWAB CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	94-3025021
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

211 Main Street, San Francisco, CA 94105

(Address of principal executive offices and zip code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered

Common Stock - $.01 par value per share	New York Stock Exchange
Depository Shares, each representing a 1/40th ownership interest in a share of 6.0% Non-Cumulative Preferred Stock, Series B	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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

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

As of June 30, 2014, the aggregate market value of the voting stock held by non-affiliates of the registrant was $30.7 billion. For purposes of this information, the outstanding shares of Common Stock owned by directors and executive officers of the registrant, and certain investment companies managed by Charles Schwab Investment Management, Inc. were deemed to be shares of the voting stock held by affiliates.

The number of shares of Common Stock outstanding as of January 30, 2015, was 1,311,054,124.

DOCUMENTS INCORPORATED BY REFERENCE

Part III of this Form 10-K incorporates certain information contained in the registrant's definitive proxy statement for its annual meeting of stockholders, to be held May 13, 2015, by reference to that document.

THE CHARLES SCHWAB CORPORATION

Annual Report On Form 10-K

For Fiscal Year Ended December 31, 2014

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PART I

Item 1. Business

General Corporate Overview

The Charles Schwab Corporation (CSC), headquartered in San Francisco, California, was incorporated in 1986 and engages, through its subsidiaries (together referred to as the Company, and located in San Francisco except as indicated), in wealth management, securities brokerage, banking, money management, and financial advisory services. At December 31, 2014, the Company had $2.46 trillion in client assets, 9.4 million active brokerage accounts(a), 1.4 million corporate retirement plan participants, and 985,000 banking accounts.

Significant business subsidiaries of CSC include:

- Charles Schwab & Co., Inc. (Schwab), which was incorporated in 1971, is a securities broker-dealer with over 325 domestic branch offices in 45 states, as well as a branch in each of the Commonwealth of Puerto Rico and London, England, and serves clients in Hong Kong through one of CSC's subsidiaries;
- Charles Schwab Bank (Schwab Bank), which commenced operations in 2003, is a federal savings bank located in Reno, Nevada; and
- Charles Schwab Investment Management, Inc. (CSIM), which is the investment advisor for Schwab's proprietary mutual funds, referred to as the Schwab Funds®, and Schwab's exchange-traded funds, referred to as the Schwab ETFs™.

The Company provides financial services to individuals and institutional clients through two segments – Investor Services and Advisor Services. The Investor Services segment provides retail brokerage and banking services to individual investors, retirement plan services, and corporate brokerage services. The Advisor Services segment provides custodial, trading, and support services to independent investment advisors (IAs), and retirement business services to independent retirement plan advisors and recordkeepers whose plan assets are held at Schwab Bank. These services are further described in the segment discussion below. For financial information by segment for the three years ended December 31, 2014, see "Item 8 – Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – 23. Segment Information."

As of December 31, 2014, the Company had full-time, part-time and temporary employees, and persons employed on a contract basis that represented the equivalent of about 14,600 full-time employees.

Business Acquisitions

In December 2012, the Company acquired ThomasPartners, Inc., a growth and dividend income-focused asset management firm. For additional information pertaining to the Company's acquisition of ThomasPartners, Inc., see "Item 8 – Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – 24. Business Acquisition."

In September 2011, the Company acquired optionsXpress Holdings, Inc. (optionsXpress), an online brokerage firm primarily focused on equity options and futures. The optionsXpress® brokerage platform provides active investors and traders trading tools, analytics and education to execute a variety of investment strategies. optionsXpress, Inc., a wholly-owned subsidiary of optionsXpress, is a securities broker-dealer.

In November 2010, the Company acquired substantially all of the assets of Windward Investment Management, Inc., an investment advisory firm that managed diversified investment portfolios comprised primarily of exchange-traded fund securities. As a result of the acquisition, Windhaven Investment Management, Inc. (Windhaven®) was formed as a wholly-owned subsidiary of Schwab Holdings, Inc.

(a) Accounts with balances or activity within the preceding eight months.

Business Strategy and Competitive Environment

The Company’s stated purpose is to champion every client’s goals with passion and integrity, believing the best long-term strategy is one that puts clients first. Because investing plays a fundamental role in building financial security, the Company strives to deliver a better investing experience for its clients – individual investors and the people and institutions who serve them – by disrupting longstanding industry practices on their behalf and providing superior service. The Company aims to offer a broad range of products and solutions to choose from, including relevant and actionable advice, with a focus on transparency and convenience. In addition, management works to leverage Company scale and resources, as well as expense discipline, to help keep costs low and ensure that client solutions are both affordable and responsive to needs.

The Company’s competition in serving individual investors includes a wide range of brokerage, wealth management, and asset management firms, as well as banks and trust companies. In serving these investors and competing for a growing percentage of the investable wealth in the U.S., the Company offers a multi-channel service delivery model, which includes online, mobile, telephonic, and branch capabilities. Under this model, the Company can offer personalized service at competitive prices while giving clients the choice of where, when, and how they do business with the Company. Schwab’s branches and regional telephone service centers are staffed with trained and experienced financial consultants (FCs) focused on building and sustaining client relationships. The Company offers the ability to meet client investing needs through a single ongoing point of contact, even as those needs change over time. In particular, management believes that the Company’s ability to provide those clients seeking help, guidance, or advice with an integrated, individually tailored solution – ranging from occasional consultations to an ongoing relationship with a Schwab FC or an IA – is a competitive strength compared to the more fragmented or limited offerings of other firms.

The Company’s online, mobile, and telephonic channels provide quick and efficient access to an extensive array of information, research, tools, trade execution, and administrative services, which clients can access according to their needs. For example, clients that trade more actively can use these channels to access highly competitive pricing, expert tools, and extensive service capabilities – including experienced, knowledgeable teams of trading specialists and integrated product offerings. Individuals investing for retirement through 401(k) plans can take advantage of the Company’s bundled offering of multiple investment choices, education, and third-party advice. Management also believes the Company is able to compete with the wide variety of financial services firms striving to attract individual client relationships by complementing these capabilities with the extensive array of investment, banking, and lending products and services described in the following section.

In the IA arena, the Company competes with institutional custodians, traditional and discount brokers, banks, investment advisory firms, and trust companies. Management believes that its Advisor Services segment can maintain its market leadership position primarily through the efforts of its expanded sales and support teams, which are dedicated to helping IAs grow, compete, and succeed in serving their clients. In addition to focusing on superior service, Advisor Services competes by utilizing technology to provide IAs with a highly-developed, scalable platform for administering their clients' assets easily and efficiently. Advisor Services sponsors a variety of national, regional, and local events designed to help IAs identify and implement better ways to grow and manage their practices efficiently.

Another important aspect of the Company's ability to compete is its ongoing focus on efficiency and productivity, as lower costs give the Company greater flexibility in its approach to pricing and investing for growth. Management believes that this flexibility remains important in light of the competitive environment, in which a number of competitors offer reduced online trading commission rates and low expense ratios on certain classes of mutual funds and exchange-traded funds. Additionally, the Company's nationwide marketing effort is an important competitive tool because it reinforces the attributes of the Schwab® brand.

Products and Services

The Company offers a broad range of products to address individuals' varying investment and financial needs. Examples of these product offerings include:

· Brokerage – an array of full-feature brokerage accounts; individual retirement accounts; retirement plans for small to large businesses; 529 college savings accounts; designated brokerage accounts; equity incentive plan accounts; and margin loans, as well as access to fixed income securities, equity and debt offerings, options, and futures;

- Mutual funds – third-party mutual funds through Mutual Fund Marketplace®, including no-load mutual funds through the Mutual Fund OneSource® service, proprietary mutual funds from two fund families – Schwab Funds® and Laudus Funds®, other third-party mutual funds, and mutual fund trading and clearing services to broker-dealers;
- Exchange-traded funds (ETFs) – third-party and proprietary ETFs, including Schwab ETFs, Schwab ETF OneSource™, and separately managed portfolios of ETFs;
- Advice solutions – separately managed accounts, customized personal advice for tailored portfolios, and specialized planning and full-time portfolio management;
- Banking – checking accounts linked to brokerage accounts, savings accounts, certificates of deposit, demand deposit accounts, first lien residential real estate mortgage loans (First Mortgages), home equity loans and lines of credit (HELOCs), personal loans and entity lending collateralized by securities; and
- Trust – trust custody services, personal trust reporting services, and administrative trustee services.

These products, and the Company's full array of investing services, are made available through its two segments – Investor Services and Advisor Services. The Company's major sources of revenues are generated by both of the Company's reportable segments. Revenue is attributable to a reportable segment based on which segment has the primary responsibility for serving the client. The accounting policies of the Company's reportable segments are the same as those described in "Item 8 – Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – 2. Summary of Significant Accounting Policies." For financial information related to the Company's reportable segments, see "Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Segment Information," and "Item 8 – Financial Statements and Supplementary Data – Notes to the Consolidated Financial Statements – 23. Segment Information."

Investor Services

Through the Investor Services segment, the Company provides retail brokerage and banking services to individual investors. The Company offers research, analysis tools, performance reports, market analysis, and educational material to all clients. Clients looking for more guidance have access to online portfolio planning tools, professional advice from Schwab's portfolio consultants who can help develop an investment strategy and carry out investment and portfolio management decisions, as well as a range of fully delegated managed solutions that provide ongoing portfolio management.

Schwab strives to educate and assist clients in the development of investment plans. Educational tools include workshops, interactive courses, and online information about investing, from which Schwab does not earn revenue. Additionally, Schwab provides various internet-based research and analysis tools that are designed to help clients achieve better investment outcomes. As an example of such tools, Schwab Equity Ratings® is a quantitative model-based stock rating system that provides all clients with ratings on approximately 3,000 stocks, assigning each equity a single grade: A, B, C, D, or F. Schwab Equity Ratings International®, an international ranking methodology, covers approximately 4,000 stocks in 27 foreign equity markets.

Clients may need specific investment recommendations, either from time to time or on an ongoing basis. The Company provides clients seeking advice with customized solutions. The Company’s approach to advice is based on long-term investment strategies and guidance on portfolio diversification and asset allocation. This approach is designed to be offered consistently across all of Schwab’s delivery channels.

Schwab Private ClientTM features a personal advice relationship with a designated portfolio consultant, supported by a team of investment professionals who provide individualized service, a customized investment strategy developed in collaboration with the client, and ongoing guidance and execution.

For clients seeking a relationship in which investment decisions are fully delegated to a financial professional, the Company offers several alternatives. The Company provides investors access to professional investment management in a diversified account that is invested exclusively in either mutual funds or ETFs through the Schwab Managed PortfoliosTM and Windhaven, or equity securities through ThomasPartners® programs. The Company also refers investors who want to utilize a specific third-party money manager to direct a portion of their investment assets to the Schwab Managed Account program. In addition, clients who want the assistance of an independent professional in managing their financial affairs may be referred to IAs in the Schwab Advisor Network®. These IAs provide personalized portfolio management, financial planning, and wealth management solutions.

To meet the specific needs of clients who trade actively, Schwab and optionsXpress, Inc. both offer integrated Web- and software-based trading platforms, which incorporate intelligent order routing technology, real-time market data, options trading, premium stock or futures research, and multi-channel access, as well as sophisticated account and trade management features, risk management tools, decision support tools, and dedicated personal support.

For clients wishing to invest in foreign equities, the Company offers a suite of global investing capabilities, including online access to certain foreign equity markets with the ability to trade in their local currencies. In addition, the Company serves both foreign investors and non-English-speaking U.S. clients who wish to trade or invest in U.S. dollar-based securities. In the U.S., the Company serves Chinese-, Spanish-, and Vietnamese-speaking clients through a combination of its branch offices and Web-based and telephonic services.

The Investor Services segment also includes the Retirement Plan Services, Corporate Brokerage Services, Stock Plan Services, and Compliance Solutions business units. Retirement Plan Services offers a bundled 401(k) retirement plan product that provides plan sponsors a wide array of investment options, trustee or custodial services, and participant-level recordkeeping. Plan design features, which increase plan efficiency and achieve employer goals, are also offered, such as automatic enrollment, automatic fund mapping at conversion, and automatic contribution increases. In 2012, the Company launched Schwab Index Advantage®, a unique 401(k) plan offer designed to lower costs, simplify investing and help workers better prepare for retirement. Services also include support for Roth 401(k) accounts and profit sharing and defined benefit plans. The Company provides a robust suite of tools to plan sponsors to manage their plans, including plan-specific reports, studies and research, access to legislative updates and benchmarking reports that provide perspective on their plan’s features compared with overall industry and segment-specific plans. Participants in bundled plans serviced by the Company receive targeted education materials, have access to electronic tools and resources, may attend onsite and virtual seminars, and can receive third-party advice delivered by Schwab. This third-party advice service is delivered online, by phone, or in person, including recommendations based on the core investment fund choices in their retirement plan and specific recommended savings rates.

Corporate Brokerage Services provides specialty brokerage-related services to corporate clients through its Corporate Brokerage Retirement Services business and mutual fund clearing services to banks, brokerage firms and trust companies, and also offers proprietary mutual funds, ETFs, collective trust funds, and investment management outside the Company to institutional channels. Corporate Brokerage Retirement Services serves independent recordkeepers seeking a custodian for retirement plan assets. Schwab provides custody services tailored for retirement plans seeking a low-cost solution. Plans held at Schwab are either self-trusteed or trusteed by a separate, independent trustee. Corporate Brokerage Retirement Services also offers the Schwab Personal Choice Retirement Account®, a self-directed brokerage offering for retirement plans and the Company Retirement Account, a brokerage account designed to hold the assets of an individually designed business retirement plan.

Stock Plan Services offers equity compensation plan sponsors full-service recordkeeping for stock plans: stock options, restricted stock, performance shares and stock appreciation rights. Specialized services for executive transactions and reporting, grant acceptance tracking and other services are offered to employers to meet the needs of administering the reporting and compliance aspects of an equity compensation plan.

Compliance Solutions provides solutions for compliance departments of regulated companies and firms with special requirements to monitor employee personal trading, including trade surveillance technology.

Advisor Services

Through the Advisor Services segment, the Company provides custodial, trading, and support services to IAs.

To attract and serve IAs, the Company has a dedicated sales force and service teams assigned to meet their needs. IAs who custody client accounts at Schwab may use proprietary software that provides them with up-to-date client account information, as well as trading capabilities. The Advisor Services website is the core platform for IAs to conduct daily business activities online with Schwab, including submitting and retrieving client account information and viewing news and market information. This platform provides IAs with a comprehensive suite of electronic and paper-based reporting capabilities. The Company offers online cashiering services, as well as internet-based eDocuments sites for both IAs and their clients that provide multi-year archiving of online statements, trade confirms and tax reports, along with document search capabilities.

To help IAs grow and manage their practices, the Company offers a variety of services, including access to insights on practice marketing and business development, business strategy and planning, and transition support. The Company maintains a website that provides interactive tools, educational content, and research reports to assist advisors thinking about establishing and managing their own independent practices.

The Company offers an array of services to help advisors establish their own independent practices through the Business Start-up Solutions package. For some IAs this includes access to dedicated service teams and outsourcing of back-office operations, as well as third-party firms who provide assistance with real estate, errors and omissions insurance, and company benefits.

The Company offers a variety of educational materials, programs, and events to IAs seeking to expand their knowledge of industry issues and trends, as well as sharpen their individual expertise and practice management skills. The Company updates and shares market research on an ongoing basis, and it holds a series of events and conferences every year to discuss topics of interest to IAs, including business strategies and best practices. The Company sponsors the annual IMPACT® conference, which provides a national forum for the Company, IAs, and other industry participants to gather and share information and insights.

IAs and their clients have access to a broad range of the Company’s products and services, including individual securities, mutual funds, ETFs, managed accounts, and cash products.

The Advisor Services segment also includes the Retirement Business Services business unit. Retirement Business Services provides trust, custody, and retirement business services to independent retirement plan advisors and independent recordkeepers. Plan assets are held at the Business Trust division of Schwab Bank. The Company and independent retirement plan providers work together to serve plan sponsors, combining the consulting and administrative expertise of the administrator with the Company’s investment, technology, trust, and custodial services. Retirement Business Services also offers the Schwab Personal Choice Retirement Account® for retirement plans.

Regulation

CSC is a savings and loan holding company and Schwab Bank, CSC's depository institution subsidiary, is a federal savings bank. CSC is subject to supervision and regulation by the Board of Governors of the Federal Reserve System (the Federal Reserve). Schwab Bank is subject to supervision and regulation by the Office of the Comptroller of the Currency (the OCC), as its primary regulator, the Federal Deposit Insurance Corporation (FDIC), as its deposit insurer, and the Consumer Financial Protection Bureau (CFPB). Collectively, the rules and regulations of these regulators cover safety and soundness and consumer protection. CSC and Schwab Bank are also subject to regulation and to various requirements and restrictions under state and other federal laws. For additional information on the regulations applicable to CSC, Schwab, Schwab Bank, and optionsXpress, Inc., see "Item 8 – Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – 22. Regulatory Requirements."

CSC is required to serve as a source of strength for Schwab Bank. Prior to January 1, 2015, CSC, as a savings and loan holding company, was not subject to specific statutory capital requirements. Beginning on January 1, 2015, CSC is subject to new capital requirements set by the Federal Reserve. For further information, see "Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations – Current Market and Regulatory Environment and Other Developments."

The securities industry in the United States is subject to extensive regulation under both federal and state laws. CSC's principal U.S. broker-dealers are Schwab and optionsXpress, Inc. Schwab is registered as a broker-dealer with the United States Securities and Exchange Commission (SEC), the fifty states, and the District of Columbia and Puerto Rico. optionsXpress, Inc. is registered as a broker-dealer with the SEC, the fifty states, the District of Columbia, Puerto Rico, and the Virgin Islands. Schwab and CSIM are registered as investment advisors with the SEC. Additionally, Schwab and optionsXpress, Inc. are regulated by the Commodities Futures Trading Commission (CFTC) with respect to the commodity futures and commodities trading activities they conduct as an introducing broker and futures commission merchant, respectively.

Much of the regulation of broker-dealers has been delegated to self-regulatory organizations (SROs). Schwab is a member of the Financial Industry Regulatory Authority, Inc. (FINRA), the Municipal Securities Rulemaking Board (MSRB), NYSE Arca, and the Chicago Board Options Exchange (CBOE). optionsXpress, Inc. is also a member of FINRA and the MSRB. The primary regulators of Schwab and optionsXpress, Inc. are FINRA and, for municipal securities, the MSRB. The National Futures Association (NFA) is Schwab and optionsXpress, Inc.'s primary regulator for futures and commodities trading activities. The Company's business is also subject to oversight by regulatory bodies in other countries in which the Company operates.

The principal purpose of regulating broker-dealers and investment advisors is the protection of clients and the securities markets. The regulations, to which broker-dealers and investment advisors are subject, cover all aspects of the securities business, including, among other things, sales and trading practices, publication of research, margin lending, uses and safekeeping of clients' funds and securities, capital adequacy, recordkeeping and reporting, fee arrangements, disclosure to clients, fiduciary duties owed to advisory clients, and the conduct of directors, officers and employees.

Schwab and optionsXpress, Inc. are both subject to Rule 15c3-1 under the Securities Exchange Act of 1934 (the Uniform Net Capital Rule) and related SRO requirements. The CFTC and NFA also impose net capital requirements. The Uniform Net Capital Rule specifies minimum capital requirements that are intended to ensure the general financial soundness and liquidity of broker-dealers. Because CSC itself is not a registered broker-dealer, it is not subject to the Uniform Net Capital Rule. However, if Schwab fails to maintain specified levels of net capital, such failure could constitute a default by CSC under debt covenants under CSC's credit agreement.

The Uniform Net Capital Rule limits broker-dealers' ability to transfer capital to parent companies and other affiliates. Compliance with the Uniform Net Capital Rule could limit Schwab's operations and its ability to repay subordinated debt to CSC, which in turn could limit CSC's ability to repay debt, pay cash dividends, and purchase shares of its outstanding stock.

In addition to net capital requirements, as self-clearing broker-dealers, Schwab and optionsXpress, Inc. are subject to cash deposit and collateral requirements with clearing houses, such as the Depository Trust & Clearing Corporation (DTCC) and Options Clearing Corporation, which may fluctuate significantly from time to time based upon the nature and size of clients' trading activity.

Various activities of the Company are subject to the Bank Secrecy Act (BSA), as amended by the USA Patriot Act of 2001, which requires financial institutions to develop programs reasonably designed to prevent money laundering and the financing of terrorism. The BSA includes a variety of record-keeping and reporting requirements (such as cash and suspicious activity reporting), as well as due diligence/ know-your-customer documentation requirements. Various activities of the Company are also subject to U.S. sanctions programs administered by the Office of Foreign Assets Control.

Sources of Net Revenues

The Company's major sources of net revenues are asset management and administration fees, net interest revenue, and trading revenue. The Company generates asset management and administration fees through its proprietary and third-party mutual fund offerings, as well as fee-based advisory solutions. Net interest revenue is the difference between interest earned on interest-earning assets and interest paid on funding sources, the majority of which is derived from client cash balances. The Company generates trading revenue through commissions earned for executing trades for clients and principal transaction revenue primarily from trading activity in client fixed income securities.

For revenue information by source for the three years ended December 31, 2014, see "Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Net Revenues."

Available Information

The Company files annual, quarterly, and current reports, proxy statements, and other information with the SEC. The Company's SEC filings are available to the public over the Internet on the SEC's website at http://www.sec.gov. You may

read and copy any document that the Company files with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at
1-800-SEC-0330.

On the Company's website, http://www.aboutschwab.com, the Company posts the following recent filings as soon as reasonably practicable after they are electronically filed with or furnished to the SEC: the Company's annual reports on Form 10-K, the Company's quarterly reports on Form 10-Q, the Company's current reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934. All such filings are available free of charge either on the Company's website or by request via email (investor.relations@schwab.com), telephone (415-667-1959), or mail (Charles Schwab Investor Relations at 211 Main Street, San Francisco, CA 94105).

Item 1A. Risk Factors

The Company faces a variety of risks that may affect its operations or financial results, and many of those risks are driven by factors that the Company cannot control or predict. The following discussion addresses those risks that management believes are the most significant, although there may be other risks that could arise, or may prove to be more significant than expected, that may affect the Company's operations or financial results.

For a discussion of the Company's risk management, including operational risk, credit risk, market risk, liquidity risk, compliance risk, and legal risk, see "Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations – Risk Management."

Developments in the business, economic, and geopolitical environment could negatively impact the Company's business.

The Company's business can be adversely affected by the general environment – economic, corporate, securities market, regulatory, and geopolitical developments all play a role in client asset valuations, trading activity, interest rates and overall investor engagement, and are outside of the Company's control. Deterioration in the housing and credit markets, reductions in short-term interest rates, and decreases in securities valuations negatively impact the Company's results of operations and capital resources.

Extensive regulation of the Company’s businesses limits the Company’s activities and may subject it to significant penalties.

As a participant in the securities, banking and financial services industries, the Company is subject to extensive regulation under both federal and state laws by governmental agencies, supervisory authorities, and SROs. Such regulation continues to grow more extensive and complex, and regulatory proceedings continue to become more frequent and sanctions more severe. The requirements imposed by the Company’s regulators are designed to ensure the integrity of the financial markets, the safety and soundness of financial institutions, and the protection of clients. These regulations often serve to limit the Company’s activities by way of capital, customer protection and market conduct requirements, and restrictions on the business activities that the Company may conduct.

In addition to specific banking laws and regulations, the Company’s banking regulators have broad discretion in connection with their supervisory and enforcement activities and examination policies and could require CSC and/or Schwab Bank to hold more capital, increase liquidity, or limit their ability to pay dividends or CSC’s ability to repurchase shares. The banking regulators could also limit the Company’s ability to grow, including adding assets, launching new products, and undertaking strategic investments.

Despite the Company’s efforts to comply with applicable regulations, there are a number of risks, particularly in areas where applicable regulations may be unclear or where regulators revise their previous guidance. Any enforcement actions or other proceedings brought by the Company’s regulators against the Company or its affiliates, officers or employees could result in fines, penalties, cease and desist orders, enforcement actions, suspension or expulsion, or other disciplinary sanctions, including limitations on the Company's business activities, any of which could harm the Company's reputation and adversely affect the Company's results of operations and financial condition.

While the Company maintains systems and procedures designed to ensure that it complies with applicable laws and regulations, violations could occur. In addition, some legal/regulatory frameworks provide for the imposition of fines or penalties for noncompliance even though the noncompliance was inadvertent or unintentional and even though systems and procedures reasonably designed to prevent violations were in place at the time. There may be other negative consequences resulting from a finding of noncompliance, including restrictions on certain activities. Such a finding may also damage the Company's reputation and could restrict the ability of institutional investment managers to invest in the Company's securities.

Legislation or changes in rules and regulations could negatively impact the Company's business and financial results.

New legislation, rule changes, or changes in the interpretation or enforcement of existing federal, state and SRO rules and regulations, including changes relating to money market mutual funds and broker-dealer fiduciary duties, may directly affect the operation and profitability of the Company or its specific business lines. The profitability of the Company could also be affected by rules and regulations which impact the business and financial communities generally, including changes to the laws governing taxation, electronic commerce, client privacy and security of client data. In addition, the rules and regulations could result in limitations on the lines of business the Company conducts, modifications to the Company's business practices, increased capital requirements, or additional costs.

Financial reforms and related regulations may affect the Company's business activities, financial position and profitability.

There have been extensive changes to the laws regulating financial services firms as a result of the enactment of the "Dodd-Frank Wall Street Reform and Consumer Protection Act" (the Dodd-Frank Act). Among other changes:

- New regulatory capital rules were implemented. The rules, which apply to CSC and Schwab Bank, became effective on January 1, 2015, with certain provisions subject to phase-in periods. The rules establish more restrictive capital definitions, higher risk-weightings for certain asset classes, higher minimum capital ratios and capital buffers. Failure to meet the minimum capital requirements could result in certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a negative impact on the Company. In addition, failure to meet the capital buffer (when phased in) will result in restrictions on capital distributions and discretionary cash bonus payments to executive officers.
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The Federal Reserve issued a modified liquidity coverage ratio (LCR) that applies to CSC. Under the modified LCR, a depository institution holding company is required to maintain high-quality liquid assets in an amount related to its total estimated net cash outflows over a prospective period. The transition period for the modified LCR begins on January 1, 2016 and CSC is required to be fully compliant by January 1, 2017.

- Schwab Bank is required to conduct annual capital adequacy stress tests on its operations and beginning in 2015, publicly disclose a summary of the results. CSC expects to become subject to a similar rule in the future.

- The CFPB was established, which has broad rulemaking, supervisory and enforcement authority over consumer products, including deposit products, mortgages and home-equity loans. States are permitted to adopt stricter consumer protection laws and state attorney generals can enforce consumer protection rules issued by the CFPB.

Implementation of the legislation is ongoing and significant rule-making and interpretations remain to be completed. For example, rules relating to a minimum net stable funding ratio which will require financial institutions to have a stable funding structure over a one-year horizon have not yet been proposed. In addition, the legislation mandates multiple studies, which could result in additional legislative or regulatory action. CSC will continue to review the impact that proposed rule-making will have on the Company's business, financial condition, and results of operations, as such rule-making is issued.

The legislation gives the SEC discretion to adopt rules regarding standards of conduct for broker-dealers providing investment advice to retail customers. The various studies required by the legislation could result in additional rulemaking or legislative action, which could impact the Company's business and financial results.

The changes resulting from the legislation may impact the profitability of the Company's business activities, require changes to certain of its business practices, impose upon the Company more stringent capital, liquidity and leverage ratio requirements or otherwise adversely affect the Company's business. These changes may also require the Company to invest significant management attention and resources to evaluate and make necessary changes.

Technology and operational failures or errors could subject the Company to losses, litigation, and regulatory actions.

The Company faces operational risk, which is the potential for loss due to inadequate or failed internal processes, systems, and firms or exchanges handling client orders, or from external events and relationships impacting the Company and/or any of its key business partners and vendors. This risk also includes the risk of human error, execution errors, errors in models such as those used for asset management, capital management, risk management and compliance, employee misconduct, unauthorized trading, external fraud, computer viruses, distributed denial of service attacks, terrorist attacks, natural disaster, power outage, capacity constraints, software flaws and similar events. For example, the Company and other financial institutions have been the target of various denial of service attacks that have, in certain circumstances, made websites, mobile applications and email unavailable for periods of time. It could take several hours or more to restore full functionality to the Company's technology or other operating systems in the event of an unforeseen event which could affect the Company's ability to process and settle client transactions. Moreover, instances of fraud or other misconduct, including improper use or disclosure of confidential client, employee, or company information, might also negatively impact the Company's reputation and client confidence in the Company, in addition to any direct losses that might result from such instances. Despite the Company's efforts to identify areas of risk, oversee operational areas involving risk, and implement policies and procedures designed to manage these risks, there can be no assurance that the Company will not suffer unexpected losses, reputational damage or regulatory action due to technology or other operational failures or errors, including those of its vendors or other third parties.

While the Company devotes substantial attention and resources to the reliability, capacity and scalability of its systems, extraordinary trading volumes could cause the Company's computer systems to operate at unacceptably slow speeds or even fail, affecting the Company's ability to process client transactions and potentially resulting in some clients' orders being executed at prices they did not anticipate. Disruptions in service and slower system response times could result in substantial losses and decreased client satisfaction. The Company is also dependent on the integrity and performance of securities exchanges, clearing houses and other intermediaries to which client orders are routed for execution and settlement. Systems failures and constraints and transaction error at such intermediaries could result in delays and erroneous or unanticipated execution prices, cause substantial losses for the Company and for its clients, and subject the Company to claims from its clients for damages.

A significant decrease in the Company's liquidity could negatively affect the Company's business and financial management as well as reduce client confidence in the Company.

Maintaining adequate liquidity is crucial to the business operations of the Company, including margin lending, mortgage lending, and transaction settlement, among other liquidity needs. The Company meets its liquidity needs primarily through cash generated by client activity and operating earnings, as well as cash provided by external financing. Fluctuations in client cash or deposit balances, as well as changes in market conditions, may affect the Company’s ability to meet its liquidity needs. A reduction in the Company’s liquidity position could reduce client confidence in the Company, which could result in the loss of client accounts. In addition, if the Company’s broker-dealer or depository institution subsidiaries fail to meet regulatory capital guidelines, regulators could limit the subsidiaries’ operations or their ability to upstream funds to CSC, which could reduce CSC’s liquidity and adversely affect its ability to repay debt and pay cash dividends. In addition, CSC may need to provide additional funding to such subsidiaries.

Factors which may adversely affect the Company’s liquidity position include a reduction in cash held in banking or brokerage client accounts, a dramatic increase in the Company’s client lending activities (including margin, mortgage-related, and personal lending), unanticipated outflows of company cash, increased capital requirements, other regulatory changes or a loss of market or customer confidence in the Company. Schwab may also experience temporary liquidity demands due to timing differences between clients’ transaction settlements and the availability of segregated cash balances.

When cash generated by client activity and operating earnings is not sufficient for the Company’s liquidity needs, the Company must seek external financing. During periods of disruptions in the credit and capital markets, potential sources of external financing could be reduced, and borrowing costs could increase. Although CSC and Schwab maintain committed and uncommitted, unsecured bank credit lines and CSC has a commercial paper issuance program, as well as a universal shelf registration statement filed with the SEC, financing may not be available on acceptable terms or at all due to market conditions or disruptions in the credit markets. In addition, a significant downgrade in the Company's credit ratings could increase its borrowing costs and limit its access to the capital markets.

The Company may suffer significant losses from its credit exposures.

The Company's businesses are subject to the risk that a client, counterparty or issuer will fail to perform its contractual obligations, or that the value of collateral held to secure obligations will prove to be inadequate. While the Company has policies and procedures designed to manage this risk, the policies and procedures may not be fully effective. The Company's exposure mainly results from margin lending, clients' options trading, securities lending, mortgage lending, its role as a counterparty in financial contracts and investing activities, and indirectly from the investing activities of certain of the proprietary funds that the Company sponsors.

When clients purchase securities on margin or trade options or futures, the Company is subject to the risk that clients may default on their obligations when the value of the securities and cash in their accounts falls below the amount of clients' indebtedness. Abrupt changes in securities valuations and the failure of clients to meet margin calls could result in substantial losses.

The Company has exposure to credit risk associated with its securities available for sale and securities held to maturity portfolios, which include U.S. agency and non-agency mortgage-backed securities, asset-backed securities, corporate debt securities, U.S. agency notes, certificates of deposit, and commercial paper among other investments. These instruments are also subject to price fluctuations as a result of changes in the financial market's assessment of issuer credit quality, increases in the unemployment rate, delinquency and default rates, housing price declines, changes in prevailing interest rates and other economic factors. A failure to raise the U.S. debt limit and/or a downgrade of the U.S. government's credit rating could decrease the value of the Company's securities in both the available for sale and held to maturity portfolios.

Loss of value of securities available for sale and securities held to maturity can negatively affect earnings if management determines that such securities are other than temporarily impaired. The evaluation of whether other-than-temporary impairment exists is a matter of judgment, which includes the assessment of several factors. See "Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Estimates." If management determines that a security is other-than-temporarily impaired, the cost basis of the security may be adjusted and a corresponding loss may be recognized in current earnings. Certain securities available for sale experienced continued credit deterioration in 2014, which resulted in impairment charges. Deterioration in the performance of securities available for sale and securities held to maturity could result in the recognition of future impairment charges.

The Company's loans to banking clients primarily consist of First Mortgages and HELOCs. Increases in delinquency and default rates, housing price declines, increases in the unemployment rate, and other economic factors can result in charges for loan loss reserves and write downs on such loans.

Heightened credit exposures to specific counterparties or instruments (concentration risk) can increase the Company's risk of loss. Examples of the Company's credit concentration risk include:

- large positions in financial instruments collateralized by assets with similar economic characteristics or in securities of a single issuer or industry;
- mortgage loans and HELOCs to banking clients which are secured by properties in the same geographic region; and
- margin and securities lending activities collateralized by securities of a single issuer or industry.

The Company may also be subject to concentration risk when lending to a particular counterparty, borrower or issuer.

The Company sponsors a number of proprietary money market mutual funds and other proprietary funds. Although the Company has no obligation to do so, the Company may decide for competitive or other reasons to provide credit, liquidity or other support to its funds in the event of significant declines in valuation of fund holdings or significant redemption activity that exceeds available liquidity. Such support could cause the Company to take significant charges, could reduce the Company's liquidity and, in certain situations, could, with respect to proprietary funds other than money market mutual funds, result in the Company having to consolidate a supported fund in its financial statements. If the Company chose not to provide credit, liquidity or other support in such a situation, the Company could suffer reputational damage and its business could be adversely affected.

Significant interest rate changes could affect the Company’s profitability and financial condition.

The Company is exposed to interest rate risk primarily from changes in the interest rates on its interest-earning assets (such as cash equivalents, short- and long-term investments, and mortgage and margin loans) relative to changes in the costs of its funding sources (including deposits in banking and uninvested cash in brokerage accounts, short-term borrowings, and long-term debt). Changes in interest rates generally affect the interest earned on interest-earning assets differently than the interest the Company pays on its interest-bearing liabilities. In addition, certain funding sources do not bear interest and their cost therefore does not vary. Overall, the Company is positioned to benefit from a rising interest rate environment; the Company could be adversely affected by a decline in interest rates if the rates that the Company earns on interest-earning assets decline more than the rates that the Company pays on its funding sources, or if prepayment rates increase on the mortgages and mortgage-backed securities that the Company holds. The Company may also be limited in the amount it can reduce interest rates on funding sources, such as deposit accounts, and still offer a competitive return.

As a result of the low interest rate environment, the Company has been waiving and may continue to waive a portion of its management fees for certain Schwab-sponsored money market mutual funds. To the extent the overall yield on certain Schwab-sponsored money market mutual funds falls to a level at or below the management fees on those funds, the Company may waive a portion of its fee in order to continue providing some return to clients. Such fee waivers negatively impact the Company’s asset management and administration fees.

The Company is subject to litigation and regulatory investigations and proceedings and may not be successful in defending itself against claims or proceedings.

The financial services industry faces substantial litigation and regulatory risks. The Company is subject to claims and lawsuits in the ordinary course of business, including arbitrations, class actions and other litigation, some of which include claims for substantial or unspecified damages. The Company is also the subject of inquiries, investigations, and proceedings by regulatory and other governmental agencies.

Litigation and arbitration claims include those brought by the Company’s clients and the clients of third party advisors whose assets are custodied at the Company. Claims from clients of third party advisors may allege losses due to investment decisions made by the third party advisors or the advisors' misconduct. Litigation claims also include claims from third parties alleging infringement of their intellectual property rights (e.g., patents). Such litigation can require the expenditure of significant Company resources. If the Company were found to have infringed a third-party patent, or other intellectual property rights, it could incur substantial damages, and in some circumstances could be enjoined from using certain technology, or providing certain products or services.

Actions brought against the Company may result in settlements, awards, injunctions, fines, penalties or other results adverse to the Company including reputational harm. Even if the Company is successful in defending against these actions, the defense of such matters may result in the Company incurring significant expenses. Predicting the outcome of matters is inherently difficult, particularly where claims are brought on behalf of various classes of claimants, claimants seek substantial or unspecified damages, or when investigations or legal proceedings are at an early stage. A substantial judgment, settlement, fine, or penalty could be material to the Company's operating results or cash flows for a particular future period, depending on the Company's results for that period. In market downturns, the volume of legal claims and amount of damages sought in litigation and regulatory proceedings against financial services companies have historically increased. See "Item 8 – Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – 14. Commitments and Contingencies."

Security breaches of the Company's systems, or those of its clients or third parties, may subject the Company to significant liability and damage the Company's reputation.

The Company's business involves the secure processing, storage and transmission of confidential information about the Company and its clients. Information security risks for financial institutions are increasing, in part because of the use of the internet and mobile technologies to conduct financial transactions, and the increased sophistication and activities of organized crime, activists, hackers and other external parties. The Company’s systems and those of other financial institutions have been and are likely to continue to be the target of cyber attacks, malicious code, computer viruses and denial of service attacks that could result in unauthorized access, misuse, loss or destruction of data (including confidential customer information), account takeovers, unavailability of service or other events. Despite the Company’s efforts to ensure the integrity of its systems, the Company may not be able to anticipate or to implement effective preventive measures against all security breaches of these types, especially because the techniques used change frequently or are not recognized until launched, and because security attacks can originate from a wide variety of sources. Data security breaches may also result from non-technical means, for example, actions by a suborned employee.

Security breaches, including breaches of the Company’s security measures or those of the Company’s third-party service providers or clients, could result in a violation of applicable privacy and other laws and could subject the Company to significant liability or loss that may not be covered by insurance, actions by the Company’s regulators, damage to the Company’s reputation, or a loss of confidence in the Company’s security measures which could harm the Company’s business. The Company may be required to expend significant additional resources to modify its protective measures or to investigate and remediate vulnerabilities or other exposures.

The Company also faces risk related to external fraud involving the compromise of clients’ personal electronic devices that can facilitate the unauthorized access to login and password information for their various online financial accounts, including those at the Company. Such risk has grown in recent years due to the increased sophistication and activities of organized crime and other external parties, including foreign state-sponsored parties. For example, these parties send fraudulent “phishing” emails to the Company’s clients in order to misappropriate user names, passwords or other personal information. Losses reimbursed to clients under the Company’s guarantee against unauthorized account activity could have a negative impact on the Company’s business, financial condition and results of operations.

The Company relies on outsourced service providers to perform key functions.

The Company relies on external service providers to perform certain key technology, processing, servicing, and support functions. These service providers face technology, operating, business, and economic risks, and any significant failures by them, including the improper use or disclosure of the Company’s confidential client, employee, or company information, could cause the Company to incur losses and could harm the Company’s reputation. An interruption in or the cessation of service by any external service provider as a result of systems failures, capacity constraints, financial difficulties or for any other reason, and the Company’s inability to make alternative arrangements in a timely manner could disrupt the Company’s operations, impact the Company’s ability to offer certain products and services, and result in financial losses to the Company. Switching to an alternative service provider may require a transition period and result in less efficient operations.

Potential strategic transactions could have a negative impact on the Company’s financial position.

The Company evaluates potential strategic transactions, including business combinations, acquisitions, and dispositions. Any such transaction could have a material impact on the Company’s financial position, results of operations, or cash flows. The process of evaluating, negotiating, and effecting any such strategic transaction may divert management’s attention from other business concerns, and might cause the loss of key clients, employees, and business partners. Moreover, integrating businesses and systems may result in unforeseen expenditures as well as numerous risks and uncertainties, including the need to integrate operational, financial, and management information systems and management controls, integrate relationships with clients and business partners, and manage facilities and employees in different geographic areas. In addition, an acquisition may cause the Company to assume liabilities or become subject to litigation or regulatory proceedings. Further, the Company may not realize the anticipated benefits from an acquisition, and any future acquisition could be dilutive to the Company’s current stockholders’ percentage ownership or to earnings per common share.

The Company’s acquisitions and dispositions are typically subject to closing conditions, including regulatory approvals and the absence of material adverse changes in the business, operations or financial condition of the entity being acquired or sold. To the extent the Company enters into an agreement to buy or sell an entity, there can be no guarantee that the transaction will close when expected, or at all. If a material transaction does not close, the Company’s stock price could decline.

The Company’s industry is characterized by aggressive price competition.

The Company continually monitors its pricing in relation to competitors and periodically adjusts trade commission rates, interest rates on deposits and loans, fees for advisory services, and other fee structures to enhance its competitive position. Increased price competition from other financial services firms, such as reduced commissions to attract trading volume or higher deposit rates to attract client cash balances, could impact the Company’s results of operations and financial condition. To the extent that any of our competitors acquires or is acquired by another institution, that firm may be able to offer products and services at lower prices and/or promote those products and services more aggressively.

The Company faces competition in hiring and retaining qualified employees, especially for employees who are key to the Company’s ability to build and enhance client relationships.

The market for quality professionals and other personnel in the Company’s business is highly competitive. Competition is particularly strong for financial consultants who build and sustain the Company’s client relationships. The Company’s ability to continue to compete effectively will depend upon its ability to attract new employees and retain existing employees while managing compensation costs.

The Company’s stock price has fluctuated historically, and may continue to fluctuate.

The Company’s stock price can be volatile. Among the factors that may affect the volatility of the Company’s stock price are the following:

- speculation in the investment community or the press about, or actual changes in, the Company’s competitive position, organizational structure, executive team, operations, financial condition, financial reporting and results, expense discipline, or strategic transactions;
- the announcement of new products, services, acquisitions, or dispositions by the Company or its competitors;
- increases or decreases in revenue or earnings, changes in earnings estimates by the investment community, and variations between estimated financial results and actual financial results.

Changes in the stock market generally or as it concerns the Company’s industry, as well as geopolitical, economic, and business factors unrelated to the Company, may also affect the Company’s stock price.

Future sales of CSC's equity securities may adversely affect the market price of CSC's common stock and result in dilution.

CSC's certificate of incorporation authorizes CSC's Board of Directors to, among other things, issue additional shares of common or preferred stock or securities convertible or exchangeable into equity securities, without stockholder approval. CSC may issue additional equity or convertible securities to raise additional capital or for other purposes. The issuance of any additional equity or convertible securities could be substantially dilutive to holders of CSC's common stock and may adversely affect the market price of CSC's common stock.

Item 1B. Unresolved Securities and Exchange Commission Staff Comments

None.

Item 2. Properties

A summary of the Company's significant locations at December 31, 2014, is presented in the following table. Locations are leased or owned as noted below. The square footage amounts are presented net of space that has been subleased to third parties.

	Square Footage	
(amounts in thousands)	Leased	Owned
Location		
Corporate office space:		
San Francisco, CA (1)	772	-
Service and other office space:		
Denver, CO (2)	247	527
Phoenix, AZ (2)	37	669
Indianapolis, IN	-	274
Austin, TX	258	-
Orlando, FL	148	-
Richfield, OH	-	117
El Paso, TX	-	105

(1) Includes the Company's headquarters.
(2) Includes two data centers.

Substantially all of the Company's branch offices are located in leased premises. The corporate headquarters, data centers, offices, and service centers support both of the Company's segments.

Item 3. Legal Proceedings

For a discussion of legal proceedings, see "Item 8 – Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – 14. Commitments and Contingencies."

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

CSC's common stock is listed on The New York Stock Exchange under the ticker symbol SCHW. The number of common stockholders of record as of January 30, 2015, was 6,869. The closing market price per share on that date was $25.98.

The quarterly high and low sales prices for CSC's common stock and the other information required to be furnished pursuant to this item are included in "Item 8 – Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – 27. Quarterly Financial Information (Unaudited) and 19. Employee Incentive, Retirement, and Deferred Compensation Plans."

The following graph shows a five-year comparison of cumulative total returns for CSC's common stock, the Dow Jones U.S. Investment Services Index, and the Standard & Poor's 500 Index, each of which assumes an initial investment of $100 and reinvestment of dividends.

December 31,	2009	2010	2011	2012	2013	2014
The Charles Schwab Corporation	$ 100	$ 92	$ 62	$ 80	$ 147	$ 172
Dow Jones U.S. Investment Services Index	$ 100	$ 103	$ 67	$ 86	$ 138	$ 158
Standard & Poor's 500 Index	$ 100	$ 115	$ 117	$ 136	$ 180	$ 205

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Issuer Purchases of Equity Securities

The following table summarizes purchases made by or on behalf of CSC of its common stock for each calendar month in the fourth quarter of 2014:

Month	Total Number of Shares Purchased (in thousands)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program (1) (in thousands)	Approximate Dollar Value of Shares that May Yet be Purchased under the Program (in millions)
October:				
Share Repurchase Program (1)	-	$ -	-	$ 596
Employee transactions (2)	21	$ 29.21	N/A	N/A
November:				
Share Repurchase Program (1)	-	$ -	-	$ 596
Employee transactions (2)	1,132	$ 28.59	N/A	N/A
December:				
Share Repurchase Program (1)	-	$ -	-	$ 596
Employee transactions (2)	5	$ 28.00	N/A	N/A
Total:				
Share Repurchase Program (1)	-	$ -	-	$ 596
Employee transactions (2)	1,158	$ 28.60	N/A	N/A

N/A Not applicable.

(1) There were no share repurchases under the Share Repurchase Program during the fourth quarter. There were two authorizations under this program by CSC's Board of Directors, each covering up to $500 million of common stock that were publicly announced by the Company on April 25, 2007, and March 13, 2008. The remaining authorizations do not have an expiration date.

(2) Includes restricted shares withheld (under the terms of grants under employee stock incentive plans) to offset tax withholding obligations that occur upon vesting and release of restricted shares. The Company may receive shares delivered or attested to pay the exercise price and/or to satisfy tax withholding obligations by employees who exercise stock options (granted under employee stock incentive plans), which are commonly referred to as stock

swap exercises.

Item 6. Selected Financial Data

Selected Financial and Operating Data
(In Millions, Except Per Share Amounts, Ratios, or as Noted)

	Growth Rates Compounded 4-Year (1) 2010-2014	Annual 1-Year 2013-2014	2014	2013	2012	2011	2010
Results of Operations							
Net revenues	9 %	11 %	$ 6,058	$ 5,435	$ 4,883	$ 4,691	$ 4,248
Expenses excluding interest	3 %	6 %	$ 3,943	$ 3,730	$ 3,433	$ 3,299	$ 3,469
Net income	31 %	23 %	$ 1,321	$ 1,071	$ 928	$ 864	$ 454
Net income available to common stockholders	29 %	25 %	$ 1,261	$ 1,010	$ 883	$ 864	$ 454
Basic earnings per common share	26 %	23 %	$ .96	$ .78	$ .69	$ .70	$ .38
Diluted earnings per common share	26 %	22 %	$ .95	$ .78	$ .69	$ .70	$ .38
Dividends declared per common share	-	-	$ .24	$ .24	$ .24	$ .24	$ .24
Weighted-average common shares outstanding — diluted	2 %	2 %	1,315	1,293	1,275	1,229	1,194
Asset management and administration fees as a percentage of net revenues			42 %	43 %	42 %	41 %	43 %
Net interest revenue as a percentage of net revenues			38 %	36 %	36 %	37 %	36 %
			15 %	17 %	18 %	20 %	20 %

Trading revenue as a percentage of net revenues (2)							
Effective income tax rate			37.5 %	37.2 %	36.0 %	37.9 %	41.7 %
Capital expenditures — purchases of equipment, office facilities, and property, net	34 %	50 %	$ 404	$ 269	$ 138	$ 190	$ 127
Capital expenditures, net of disposals, as a percentage of net revenues			7 %	5 %	3 %	4 %	3 %
Performance Measures							
Net revenue growth			11 %	11 %	4 %	10 %	1 %
Pre-tax profit margin			34.9 %	31.4 %	29.7 %	29.7 %	18.3 %
Return on average common stockholders' equity (3)			12 %	11 %	11 %	12 %	8 %
Financial Condition (at year end)							
Total assets	14 %	8 %	$ 154,642	$ 143,642	$ 133,617	$ 108,553	$ 92,568
Long-term debt	(1) %	-	$ 1,899	$ 1,903	$ 1,632	$ 2,001	$ 2,006
Stockholders' equity (4)	17 %	14 %	$ 11,803	$ 10,381	$ 9,589	$ 7,714	$ 6,226
Assets to stockholders' equity ratio			13	14	14	14	15
Long-term debt to total financial capital (long-term debt plus stockholders' equity)			14 %	15 %	15 %	21 %	24 %
Employee Information							
Full-time equivalent employees (in thousands, at year end)	3 %	6 %	14.6	13.8	13.8	14.1	12.8

(1) The compounded 4-year growth rate is computed using the following formula: Compound annual growth rate = (Ending Value / Beginning Value) .25 - 1.
(2) Trading revenue includes commission and principal transaction revenues.
(3) Return on average common stockholders' equity is calculated using net income available to common stockholders divided by average common stockholders' equity.
(4) In 2012, the Company issued non-cumulative perpetual preferred stock, Series B, for a total liquidation preference of $485 million and non-cumulative perpetual preferred stock, Series A, with a total liquidation preference of $400 million.

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Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

FORWARD-LOOKING STATEMENTS

In addition to historical information, this Annual Report on Form 10-K contains “forward-looking statements” within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are identified by words such as “believe,” “anticipate,” “expect,” “intend,” “plan,” “will,” “may,” “estimate,” “appear,” “aim,” “target,” “could,” and other similar expressions. In addition, any statements that refer to expectations, projections, or other characterizations of future events or circumstances are forward-looking statements.

These forward-looking statements, which reflect management’s beliefs, objectives, and expectations as of the date hereof, are necessarily estimates based on the best judgment of the Company’s senior management. These statements relate to, among other things:

- the Company’s ability to pursue its business strategy and maintain its market leadership position (see “Part I – Item 1. – Business – Business Strategy and Competitive Environment”);
- the expected impact of the new regulatory capital and LCR rules (see “Part I – Item 1A. – Risk Factors” and “Current Market and Regulatory Environment and Other Developments”);
- the impact of legal proceedings and regulatory matters (see “Part I – Item 3. – Legal Proceedings” and “Item 8 – Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements –14. Commitments and Contingencies – Legal contingencies”);
- the impact of current market conditions on the Company’s results of operations (see “Current Market and Regulatory Environment and Other Developments,” “Results of Operations – Net Interest Revenue,” and “Item 8 – Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – 5. Securities Available for Sale and Securities Held to Maturity”);
- sources of liquidity, capital, and level of dividends (see “Part I – Item 1. – Business – Regulation,” “Liquidity and Capital Resources,” “Contractual Obligations,” and “Item 8 – Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – 22. Regulatory Requirements”);
- target capital and debt ratios (see “Liquidity and Capital Resources” and “Item 8 – Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – 22. Regulatory Requirements”);
- capital expenditures (see “Liquidity and Capital Resources – Capital Resources – Capital Expenditures”);
-

the impact of the revised underwriting criteria on the credit quality of the Company’s mortgage portfolio (see “Risk Management – Credit Risk”);
- the impact of changes in management’s estimates on the Company’s results of operations (see “Critical Accounting Estimates”);
- the impact of changes in the likelihood of indemnification and guarantee payment obligations on the Company’s results of operations (see “Item 8 – Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – 14. Commitments and Contingencies”); and
- the impact on the Company’s results of operations of recording stock option expense (see “Item 8 – Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – 19. Employee Incentive, Retirement, and Deferred Compensation Plans”).

Achievement of the expressed beliefs, objectives and expectations described in these statements is subject to certain risks and uncertainties that could cause actual results to differ materially from the expressed beliefs, objectives, and expectations. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Annual Report on Form 10-K or, in the case of documents incorporated by reference, as of the date of those documents.

Important factors that may cause actual results to differ include, but are not limited to:

- changes in general economic and financial market conditions;
- changes in revenues and profit margin due to changes in interest rates;
- adverse developments in litigation or regulatory matters;
- the extent of any charges associated with litigation and regulatory matters;

- amounts recovered on insurance policies;
- the Company's ability to attract and retain clients and grow client assets and relationships;
- the Company's ability to develop and launch new products, services and capabilities in a timely and successful manner, including Schwab Intelligent Portfolios™;
- fluctuations in client asset values due to changes in equity valuations;
- the Company's ability to monetize client assets;
- the performance or valuation of securities available for sale and securities held to maturity;
- trading activity;
- the level of interest rates, including yields available on money market mutual fund eligible instruments;
- the adverse impact of financial reform legislation and related regulations;
- investment, structural and capital adjustments made by the Company in connection with the new LCR rule;
- the amount of loans to the Company's brokerage and banking clients;
- the extent to which past performance of the Company's mortgage portfolio is indicative of future performance;
- the level of the Company's stock repurchase activity;
- the level of brokerage client cash balances and deposits from banking clients;
- the availability and terms of external financing;
- capital needs and management;
- timing and amount of severance and other costs related to reducing the Company's San Francisco footprint;
- the Company's ability to manage expenses;
- regulatory guidance;
- the level of client assets, including cash balances;
- competitive pressures on rates and fees;
- acquisition integration costs;
- the timing and impact of changes in the Company's level of investments in buildings, land, and leasehold improvements;
- potential breaches of contractual terms for which the Company has indemnification and guarantee obligations; and
- client use of the Company's investment advisory services and other products and services.

Certain of these factors, as well as general risk factors affecting the Company, are discussed in greater detail in this Annual Report on Form 10-K, including "Item 1A – Risk Factors."

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Management's Discussion and Analysis of Financial Condition and Results of Operations

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

OVERVIEW

Management of the Company focuses on several key client activity and financial metrics in evaluating the Company's financial position and operating performance. Management believes that net revenue growth, pre-tax profit margin, earnings per common share, and return on common stockholders' equity provide broad indicators of the Company's overall financial health, operating efficiency, and ability to generate acceptable returns within the context of a given operating environment. Expenses excluding interest as a percentage of average client assets is considered by management to be a measure of operating efficiency. Results for the years ended December 31, 2014, 2013, and 2012 are:

Year Ended December 31,	Growth Rate 1-Year 2013-2014	2014	2013	2012
Client Metrics:				
Net new client assets (1) (in billions)	N/M	$ 124.8	$ 41.6	$ 139.7
Client assets (2) (in billions, at year end)	10 %	$ 2,463.6	$ 2,249.4	$ 1,951.6
New brokerage accounts (3) (in thousands)	1 %	972	960	900
Active brokerage accounts (4) (in thousands, at year end)	3 %	9,386	9,093	8,787
Assets receiving ongoing advisory services (5) (in billions, at year end)	12 %	$ 1,228.1	$ 1,101.4	$ 915.2
Client cash as a percentage of client assets (6) (at year end)		12.3 %	13.1 %	14.7 %
Company Financial Metrics:				
Net revenues	11 %	$ 6,058	$ 5,435	$ 4,883
Expenses excluding interest	6 %	3,943	3,730	3,433
Income before taxes on income	24 %	2,115	1,705	1,450
Taxes on income	25 %	794	634	522
Net income	23 %	$ 1,321	$ 1,071	$ 928
Preferred stock dividends	(2) %	60	61	45
Net income available to common stockholders	25 %	$ 1,261	$ 1,010	$ 883
Earnings per common share – diluted	22 %	$ .95	$ .78	$ .69
Net revenue growth from prior year		11 %	11 %	4 %
Pre-tax profit margin		34.9 %	31.4 %	29.7 %
Return on average common stockholders' equity (7)		12 %	11 %	11 %
Expenses excluding interest as a percentage of				

average client assets	0.17 %	0.18 %	0.19 %

(1) Net new client assets is defined as the total inflows of client cash and securities to the firm less client outflows. Management believes that this metric, along with core net new assets, depicts how well the Company's products and services appeal to new and existing clients. Core net new assets totaled \$124.8 billion, \$140.8 billion, and \$112.4 billion in 2014, 2013, and 2012, respectively. See below for items excluded from core net new assets.
(2) Client assets represent the market value of all client assets custodied at the Company. Management considers client assets to be indicative of the Company's appeal in the marketplace. Additionally, fluctuations in certain components of client assets (e.g., Mutual Fund OneSource® funds) directly impact asset management and administration fees.
(3) New brokerage accounts include all brokerage accounts opened during the period, as well as any accounts added via acquisition. This metric measures the Company's effectiveness in attracting new clients and building stronger relationships with existing clients.
(4) Active brokerage accounts include accounts with balances or activity within the preceding eight months. This metric is an indicator of the Company's success in both attracting and retaining clients.
(5) Assets receiving ongoing advisory services include relationships under the guidance of independent advisors and assets enrolled in one of the Company's retail or other advisory solutions. This metric depicts how well the Company's advisory products and services appeal to new and existing clients.
(6) Client cash as a percentage of client assets includes Schwab One®, certain cash equivalents, deposits from banking clients and money market fund balances, as a percentage of client assets. This measure is an indicator of clients' engagement in the fixed income and equity markets.
(7) Calculated as net income available to common stockholders divided by average common stockholders' equity.
N/M Not meaningful.

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Core net new client assets is defined as net new client assets before significant one-time flows. Management considers this to be a useful metric when comparing period-to-period client asset flows. The following one-time flows were excluded from core net new assets.

- 2013 excludes outflows of $74.5 billion relating to the planned transfer of a mutual fund clearing services client. The Company also reduced its reported total for overall client assets by $24.7 billion in 2013 to reflect the estimated impact of the consolidation of its retirement plan recordkeeping technology platforms and subsequent resignation from certain retirement plan clients.
- 2012 excludes inflows of $27.7 billion from mutual fund clearing services clients and $900 million from the acquisition of ThomasPartners, Inc., and outflows of $1.3 billion from the closure and/or sale of certain subsidiaries of optionsXpress.

The Company's major sources of net revenues are asset management and administration fees, net interest revenue, and trading revenue. The Company generates asset management and administration fees through its proprietary and third-party mutual fund offerings, as well as fee-based advisory solutions. Net interest revenue is the difference between interest earned on interest-earning assets and interest paid on funding sources, the majority of which is derived from client cash balances. Asset management and administration fees and net interest revenue are impacted by securities valuations, interest rates, the amount and mix of interest-earning assets and interest-bearing funding sources, the Company's ability to attract new clients, and client activity levels. The Company generates trading revenue through commissions earned for executing trades for clients and principal transaction revenue primarily from trading activity in client fixed income securities. Trading revenue is impacted by trading volumes, the volatility of prices in the equity and fixed income markets, and commission rates.

2014 Compared to 2013

The Company operated in an environment of mixed market conditions during 2014 compared to 2013, as the Nasdaq Composite Index, Standard & Poor's 500 Index, and Dow Jones Industrial Average showed periods of volatility before ending the year up 13%, 11%, and 8%, respectively. The federal funds target rate remained unchanged at a range of zero to 0.25% during 2014. The average 10-year Treasury yield increased by 20 basis points to 2.53% during 2014 compared to 2013, while the yield ended the year down 86 basis points to 2.17%. In the same period, the average three-month Treasury Bill yield decreased by 3 basis points to 0.02%.

The Company's steady focus on serving investor needs through its full-service investing model continued to drive growth during 2014. Total client assets ended the year at $2.46 trillion, up 10% from 2013, reflecting net new client assets of $124.8 billion and a rising equity market environment. In addition, the Company added almost 1 million new brokerage accounts to its client base during 2014. Active brokerage accounts reached 9.4 million in 2014, up 3% from 2013.

As a result of the Company's strong key client activity metrics, the Company achieved a pre-tax profit margin of 34.9% in 2014. Overall, net income increased by 23% in 2014 from 2013 and the return on average common stockholders' equity was 12% in 2014.

Overall, net revenues increased by 11% in 2014 from 2013, primarily due to increases in net interest revenue, asset management and administration fees, and other revenue – net. Net interest revenue increased primarily due to higher balances of interest-earning assets, including margin loans and the Company's investment portfolio (securities available for sale and securities held to maturity), and the effect higher average interest rates on securities held to maturity had on the Company's average net interest margin. Asset management and administration fees increased due to fees from mutual fund services, advice solutions, and other asset management and administration services. Other revenue – net increased primarily due to a net insurance settlement of $45 million, net litigation proceeds of $28 million related to the Company's non-agency residential mortgage-backed securities portfolio, and increases in order flow revenue.

Expenses excluding interest increased by 6% in 2014 from 2013 primarily due to an increase in compensation and benefits expense as a result of a charge of $68 million for estimated future severance benefits resulting from changes in the Company's geographic footprint and an increase in professional services expense.

2013 Compared to 2012

Valuations in the broad equity markets improved during 2013 compared to 2012, as the Nasdaq Composite Index, Standard & Poor's 500 Index, and Dow Jones Industrial Average increased 38%, 30%, and 26%, respectively. While the federal funds target rate remained unchanged at a range of zero to 0.25%, the average 10-year Treasury yield increased by 55 basis points to 2.33% during 2013 compared to 2012. In the same period however, the average three-month Treasury Bill yield decreased by 3 basis points to 0.05%.

The Company continued to experience growth in its client base during 2013 – core net new client assets totaled $140.8 billion, up 25% from $112.4 billion in 2012. Total client assets ended the year at a record $2.25 trillion, up 15% from 2012. In addition, the Company added almost 1 million new brokerage accounts during 2013, and active brokerage accounts reached 9.1 million, up 3% from 2012.

As a result of the Company's strong key client activity metrics, the Company achieved a pre-tax profit margin of 31.4% in 2013. Overall, net income increased by 15% in 2013 from 2012 and the return on average common stockholders' equity was 11% in 2013.

Along with the growth in its client base, enrollments in client advisory solutions and stability in the economic environment helped the Company achieve increases in all three major revenue lines in 2013 compared to 2012. Overall, net revenues increased by 11% in 2013 from 2012, primarily due to increases in asset management and administration fees, net interest revenue, and trading revenue, partially offset by a decrease in other revenue – net. Asset management and administration fees increased primarily due to increases in mutual fund service fees and advice solutions fees. Net interest revenue increased primarily due to higher balances of interest-earning assets and higher interest rates on new fixed-rate investments. This increase was partially offset by the effect lower average short-term interest rates and the maturity of short-term interest-earning assets had on the Company's average net interest margin. Trading revenue increased primarily due to higher daily average revenue trades and two additional trading days during the year. Other revenue – net decreased primarily due to a non-recurring gain of $70 million relating to a confidential resolution of a vendor dispute in 2012.

Expenses excluding interest increased by 9% in 2013 from 2012 primarily due to increases in compensation and benefits, professional services, advertising and market development, and other expense. Compensation and benefits expense increased in 2013 from 2012 primarily due to higher incentive compensation relating to the transition to a new payout schedule for field incentive plans, increased individual sales performance compensation as a result of field sales volume, increased and accelerated health savings account (HSA) contributions, equity incentive plan changes to vesting for retirement-eligible employees, and increased funding for the corporate bonus plan commensurate with achieving higher earnings per common share. Advertising and market development expense increased primarily due to investment in the Company’s new advertising and branding initiative, Own your tomorrow™.

CURRENT MARKET AND REGULATORY ENVIRONMENT AND OTHER DEVELOPMENTS

To the extent short-term interest rates remain at current low levels, the Company’s net interest revenue will continue to be constrained, even as growth in average balances helps to increase such revenue. The low short-term interest rate environment also affects asset management and administration fees. The Company continues to waive a portion of its management fees, as the overall yields on certain Schwab-sponsored money market mutual funds have remained at levels at or below the management fees on those funds. These and certain other Schwab-sponsored money market mutual funds may not be able to replace maturing securities with securities of equal or higher yields. As a result, the yields on such funds may remain around or decline from their current levels, and therefore below the stated management fees on those funds. To the extent this occurs, asset management and administration fees may continue to be negatively affected.

In July 2013, the U.S. banking agencies issued regulatory capital rules that implemented BASEL III and relevant provisions of the Dodd-Frank Act (Final Regulatory Capital Rules), which are applicable to savings and loan holding companies, such as CSC, and federal savings banks, such as Schwab Bank. The implementation of the rules began on January 1, 2015. The

Company does not expect the Final Regulatory Capital Rules to have a material impact on the Company's business, financial condition, and results of operations.

The Final Regulatory Capital Rules, among other things:

- subject savings and loan holding companies to consolidated capital requirements;
- revise the required minimum risk-based and leverage capital requirements by (1) establishing a new minimum Common Equity Tier 1 Risk-Based Capital Ratio (common equity Tier 1 capital to total risk-weighted assets) of 4.5%; (2) raising the minimum Tier 1 Risk-Based Capital Ratio from 4.0% to 6.0%; (3) maintaining the minimum Total Risk-Based Capital Ratio of 8.0%; and (4) maintaining a minimum Tier 1 Leverage Ratio (Tier 1 capital to adjusted average consolidated assets) of 4.0%;
- add a requirement to maintain a minimum capital conservation buffer, composed of common equity Tier 1 capital, of 2.5% of risk-weighted assets, which means that banking organizations, on a fully phased-in basis no later than January 1, 2019, must maintain a Common Equity Tier 1 Risk-Based Capital Ratio greater than 7.0%; a Tier 1 Risk-Based Capital Ratio greater than 8.5% and a Total Risk-Based Capital Ratio greater than 10.5%; and
- change the definition of capital categories for insured depository: to be considered "well-capitalized", Schwab Bank must have a Common Equity Tier 1 Risk-Based Capital Ratio of at least 6.5%, a Tier 1 Risk-Based Capital Ratio of at least 8%, a Total Risk-Based Capital Ratio of at least 10% and a Tier 1 Leverage Ratio of at least 5%.

The new minimum regulatory capital ratios and changes to the calculation of risk-weighted assets were effective beginning January 1, 2015. The required minimum capital conservation buffer will be phased in incrementally, starting at 0.625% on January 1, 2016 and increasing to 1.25% on January 1, 2017, 1.875% on January 1, 2018 and 2.5% on January 1, 2019.

The Final Regulatory Capital Rules provide that the failure to maintain the minimum capital conservation buffer will result in restrictions on capital distributions and discretionary cash bonus payments to executive officers.

In September 2014, the Federal Reserve, in collaboration with the OCC and the FDIC, issued a rule implementing a quantitative liquidity requirement generally consistent with the LCR standard established by Basel III. The LCR applies to all internationally active banking organizations. The Federal Reserve also issued a modified LCR that applies to the Company. Under the modified LCR, a depository institution holding company is required to maintain high-quality liquid assets in an amount related to its total estimated net cash outflows over a prospective period. The modified LCR will be phased in beginning on January 1, 2016, with a minimum requirement of 90%, increasing to 100% at January 1, 2017. The Company is currently evaluating the impact of the final rule but does not expect a material impact to the Company's business, financial condition, and results of operations.

The Company is pursuing lawsuits in state court in San Francisco for rescission and damages against issuers, underwriters, and dealers of individual non-agency residential mortgage-backed securities on which the Company has experienced realized and unrealized losses. The lawsuits allege that offering documents for the securities contained material untrue and misleading statements about the securities and the underwriting standards and credit quality of the underlying loans. On January 27, 2012, and July 24, 2012, the court denied defendants' motions to dismiss the claims and discovery is proceeding. To date, the Company has realized $28 million in net settlement proceeds on such claims, and an initial trial date relating to certain of the defendants who remain in the case is set for August 2015.

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RESULTS OF OPERATIONS

The following discussion is an analysis of the Company's results of operations for the years ended December 31, 2014, 2013, and 2012.

Net Revenues

The Company's major sources of net revenues are asset management and administration fees, net interest revenue, and trading revenue. Asset management and administration fees and net interest revenue increased, while trading revenue remained relatively flat in 2014 as compared to 2013. Asset management and administration fees, net interest revenue, and trading revenue all increased in 2013 as compared to 2012.

Year Ended December 31,		2014		2013		2012	
	Growth Rate 2013-2014	Amount	% of Total Net Revenues	Amount	% of Total Net Revenues	Amount	% of Total Net Revenues
Asset management and administration fees							
Schwab money market funds before fee waivers	2 %	$ 957		$ 936		$ 891	
Fee waivers	11 %	(751)		(674)		(587)	
Schwab money market funds after fee waivers	(21) %	206	3 %	262	5 %	304	6 %
Equity and bond funds	22 %	192	3 %	157	3 %	125	3 %
Mutual Fund OneSource®	8 %	839	14 %	774	14 %	680	14 %
Total mutual fund service fees	4 %	1,237	20 %	1,193	22 %	1,109	23 %
Advice solutions	17 %	840	14 %	718	13 %	580	12 %
Other	13 %	456	8 %	404	8 %	354	7 %
Asset management and administration fees	9 %	2,533	42 %	2,315	43 %	2,043	42 %
Net interest revenue							
Interest revenue	14 %	2,374	39 %	2,085	38 %	1,914	39 %

Interest expense	(3)	%	(102)	(1)	%	(105)	(2)	%	(150)	(3)	%
Net interest revenue	15	%	2,272	38	%	1,980	36	%	1,764	36	%
Trading revenue											
Commissions	(1)	%	857	14	%	864	16	%	816	17	%
Principal transactions	2	%	50	1	%	49	1	%	52	1	%
Trading revenue	(1)	%	907	15	%	913	17	%	868	18	%
Other – net	45	%	343	5	%	236	4	%	256	5	%
Provision for loan losses	N/M		4	-		1	-		(16)	-	
Net impairment losses on securities	(90)	%	(1)	-		(10)	-		(32)	(1)	%
Total net revenues	11	%	$ 6,058	100	%	$ 5,435	100	%	$ 4,883	100	%

Asset Management and Administration Fees

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

Asset management and administration fees increased by $218 million, or 9%, in 2014 from 2013 due to fees from mutual fund services, advice solutions, and other asset management and administration services. Asset management and administration fees increased by $272 million, or 13%, in 2013 from 2012 primarily due to fees from mutual fund services and advice solutions.

Mutual fund service fees increased by $44 million, or 4%, in 2014 from 2013 and by $84 million, or 8%, in 2013 from 2012, due to growth in client assets invested in the Company's Mutual Fund OneSource funds and equity and bond funds, partially offset by a decrease in net money market mutual fund fees as a result of continued low yields on fund assets.

Advice solutions fees increased by $122 million, or 17%, in 2014 from 2013 due to growth in client assets enrolled in advisory offers, including Schwab Private Client™, ThomasPartners®, and Schwab Managed Portfolios™. Advice solutions fees increased by $138 million, or 24%, in 2013 from 2012 primarily due to growth in client assets enrolled in advisory offers, including Windhaven®, Schwab Private Client™, and ThomasPartners®.

Other asset management and administration fees increased by $52 million, or 13%, in 2014 from 2013 and $50 million, or 14%, in 2013 from 2012 primarily due to third-party mutual fund service fees on higher client asset balances invested in other third-party mutual funds.

Net Interest Revenue

Net interest revenue is the difference between interest earned on interest-earning assets and interest paid on funding sources. Net interest revenue is affected by changes in the volume and mix of these assets and liabilities, as well as by fluctuations in interest rates and portfolio management strategies. The majority of the Company's interest-earnings assets and interest-bearing liabilities are sensitive to changes in short-term interest rates. The Company's investment strategy is structured to produce an increase in net interest revenue when interest rates rise and, conversely, a decrease in net interest revenue when interest rates fall, from current levels. When interest rates fall, the Company may attempt to mitigate some of this negative impact by extending the maturities of assets in investment portfolios to lock in asset yields, and by lowering rates paid to clients on interest-bearing liabilities. Since the Company establishes the rates paid on certain brokerage client cash balances and deposits from banking clients, as well as the rates charged on receivables from brokerage clients, and also controls the composition of its investment securities, it has some ability to manage its net interest spread. However, the spread is influenced by external factors such as the interest rate environment and competition. The current low interest rate environment limits the extent to which the Company can reduce interest expense paid on funding sources. To a lesser degree, the Company is sensitive to changes in long-term interest rates through some of its investment portfolios. To mitigate the related risk, the Company may alter the types of investments purchased. For discussion of the impact of current market conditions on net interest revenue, see “Current Market and Regulatory Environment and Other Developments.”

The Company’s interest-earning assets are financed primarily by brokerage client cash balances and Schwab Bank deposits. Non-interest-bearing funding sources include non-interest-bearing brokerage client cash balances, stockholders’ equity, and proceeds from stock-lending activities. Revenue from stock-lending activities is included in other interest revenue.

Schwab Bank maintains available for sale and held to maturity investment portfolios for liquidity as well as to earn interest by investing funds from deposits that are in excess of loans to banking clients and liquidity requirements. Schwab Bank lends funds to banking clients primarily in the form of mortgage loans, HELOCs, and personal loans secured by securities. These loans are largely funded by interest-bearing deposits from banking clients.

In clearing their clients’ trades, Schwab and optionsXpress, Inc. hold cash balances payable to clients. In most cases, Schwab and optionsXpress, Inc. pay their clients interest on cash balances awaiting investment, and in turn invest these funds and earn interest revenue. Receivables from brokerage clients consist primarily of margin loans to brokerage clients. Margin loans are loans made to clients on a secured basis to purchase securities. Pursuant to applicable regulations, client cash balances that are not used for margin lending are generally segregated into investment accounts that are maintained for the exclusive benefit of clients, which are recorded in cash and investments segregated on the Company’s consolidated balance sheets. When investing segregated client cash balances, Schwab and optionsXpress, Inc. must adhere to applicable regulations that restrict investments to securities guaranteed by the full faith and credit of the U.S. government, participation certificates, mortgage-backed securities guaranteed by the Government National Mortgage Association, deposits held at U.S.

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banks and thrifts, and resale agreements collateralized by qualified securities. Additionally, Schwab and optionsXpress, Inc. have established policies for the minimum credit quality and maximum maturity of these investments.

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

Year Ended December 31,	2014			2013			2012		
	Average Balance	Interest Revenue/ Expense	Average Yield/ Rate	Average Balance	Interest Revenue/ Expense	Average Yield/ Rate	Average Balance	Interest Revenue/ Expense	Average Yield/ Rate
Interest-earning assets:									
Cash and cash equivalents	$ 7,179	$ 16	0.22 %	$ 6,943	$ 16	0.23 %	$ 7,130	$ 18	0.25 %
Cash and investments segregated	20,268	24	0.12 %	25,419	35	0.14 %	25,263	46	0.18 %
Broker-related receivables (1)	325	-	0.09 %	377	-	0.04 %	351	-	0.04 %
Receivables from brokerage clients	13,778	482	3.50 %	11,800	434	3.68 %	10,928	446	4.08 %
Securities available for sale (2)	52,057	546	1.05 %	49,114	557	1.13 %	39,745	583	1.47 %
Securities held to maturity	32,361	828	2.56 %	24,915	610	2.45 %	15,371	397	2.58 %
Loans to banking clients	12,906	355	2.75 %	11,758	329	2.80 %	10,053	309	3.07 %
Loans held for sale	-	-	-	-	-	-	18	1	4.12 %
Total interest-earning assets	138,874	2,251	1.62 %	130,326	1,981	1.52 %	108,859	1,800	1.65 %
Other interest revenue		123			104			114	
	$ 138,874	$ 2,374	1.71 %	$ 130,326	$ 2,085	1.60 %	$ 108,859	$ 1,914	1.76 %

Total interest-earning assets									
Funding sources:									
Deposits from banking clients	$ 95,842	$ 30	0.03 %	$ 85,465	$ 31	0.04 %	$ 65,546	$ 42	0.06 %
Payables to brokerage clients	26,731	2	0.01 %	30,258	3	0.01 %	29,831	3	0.01 %
Long-term debt	1,901	73	3.84 %	1,751	69	3.94 %	1,934	103	5.33 %
Total interest-bearing liabilities	124,474	105	0.08 %	117,474	103	0.09 %	97,311	148	0.15 %
Non-interest-bearing funding sources	14,400			12,852			11,548		
Other interest expense (3)		(3)			2			2	
Total funding sources	$ 138,874	$ 102	0.07 %	$ 130,326	$ 105	0.08 %	$ 108,859	$ 150	0.14 %
Net interest revenue		$ 2,272	1.64 %		$ 1,980	1.52 %		$ 1,764	1.62 %

(1) Interest revenue was less than $500,000 in the periods presented.
(2) Amounts have been calculated based on amortized cost.
(3) Includes the impact of capitalizing interest on building construction and software development.

Net interest revenue increased in 2014 from 2013 primarily due to higher balances of interest-earning assets, including margin loans and the Company's investment portfolio, and the effect higher average interest rates on securities held to maturity had on the Company's average net interest margin. The growth in the average balance of deposits from banking clients funded the increase in the balances of securities held to maturity and securities available for sale.

Net interest revenue increased in 2013 from 2012 primarily due to higher balances of interest-earning assets and higher interest rates on new fixed-rate investments, including securities available for sale and securities held to maturity, partially offset by the effect lower average short-term interest rates and the maturity of short-term interest-earning assets had on the Company's average net interest margin. The growth in the average balance of deposits from banking clients funded the increase in the balance of securities available for sale and securities held to maturity. Net interest revenue also increased due to the redemption of higher rate trust preferred securities and the exchange of higher rate Senior Notes during the third quarter of 2012.

Trading Revenue

Trading revenue includes commission and principal transaction revenues. Commission revenue is affected by the number of revenue trades executed and the average revenue earned per revenue trade. Principal transaction revenue is primarily comprised of revenue from trading activity in client fixed income securities. To accommodate clients' fixed income trading activity, the Company maintains positions in fixed income securities, including state and municipal debt obligations, U.S. Government, corporate debt, and other securities. The difference between the price at which the Company buys and sells securities to and from its clients and other broker-dealers is recognized as principal transaction revenue. Principal transaction revenue also includes adjustments to the fair value of these securities positions. Factors that influence principal transaction revenue include the volume of client trades and market price volatility.

Trading revenue remained relatively flat in 2014 from 2013. Trading revenue increased by $45 million, or 5%, in 2013 from 2012 primarily due to higher daily average revenue trades and two additional trading days in 2013.

Daily average revenue trades were relatively flat in 2014 from 2013 primarily due to a higher volume of equity trades, offset by a lower volume of mutual fund trades. Daily average revenue trades increased by 4% in 2013 from 2012 primarily due to a higher volume of equity and mutual fund trades, partially offset by a lower volume of future and option trades. Average revenue per revenue trade remained relatively flat from 2012 to 2014.

Year Ended December 31,	Growth Rate 2013-2014	2014	2013	2012
Daily average revenue trades (1) (in thousands)	1 %	298.2	295.0	282.7
Clients' daily average trades (2) (in thousands)	5 %	516.8	490.5	440.9
Number of trading days (3)	-	250.5	250.5	248.5
Average revenue per revenue trade	(1) %	$ 12.13	$ 12.31	$ 12.35

(1) Includes all client trades that generate trading revenue (i.e., commission revenue or principal transaction revenue).
(2) Includes daily average revenue trades, trades by clients in asset-based pricing relationships, and all commission-free trades, including the Company's Mutual Fund OneSource funds and ETFs, and other proprietary products. Clients' daily average trades is an indicator of client engagement with securities markets.
(3) October 29 and 30, 2012, were not included as trading days due to weather-related market closures.

Other Revenue – Net

Other revenue – net includes order flow revenue, nonrecurring gains, software fees from the Company's portfolio management services, exchange processing fees, realized gains or losses on sales of securities available for sale, and other service fees.

Other revenue – net increased by $107 million, or 45%, in 2014 compared to 2013 primarily due to a net insurance settlement of $45 million, net litigation proceeds of $28 million related to the Company's non-agency residential mortgage-backed securities portfolio, and increases in order flow revenue.

Other revenue – net decreased by $20 million, or 8%, in 2013 compared to 2012 primarily due to a non-recurring gain of $70 million relating to a confidential resolution of a vendor dispute in the second quarter of 2012 and realized gains of $35 million from the sales of securities available for sale in 2012, partially offset by an increase in order flow revenue that Schwab began receiving in November 2012.

Provision for Loan Losses

The provision for loan losses decreased by $3 million in 2014, from $(1) million to $(4) million in 2013 and 2014, respectively, primarily due to improved residential real estate mortgage and HELOC credit quality in the Company's loan portfolio. Charge-offs were $5 million, $11 million, and $16 million in 2014, 2013, and 2012, respectively. For further discussion on the Company's credit risk and the allowance for loan losses, see "Risk Management – Credit Risk" and "Item 8 – Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – 6. Loans to Banking Clients and Related Allowance for Loan Losses."

Net Impairment Losses on Securities

Net impairment losses on securities were $1 million, $10 million, and $32 million in 2014, 2013, and 2012, respectively. These charges were lower in 2014 compared to 2013, reflecting a stabilization of the credit characteristics of certain non-agency residential mortgage-backed securities' underlying loans. For further discussion, see "Item 8 – Financial Statements

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and Supplementary Data – Notes to Consolidated Financial Statements – 5. Securities Available for Sale and Securities Held to Maturity."

Expenses Excluding Interest

As shown in the table below, expenses excluding interest were higher in 2014 compared to 2013 primarily due to increases in compensation and benefits and professional services expense. Expenses excluding interest were higher in 2013 compared to 2012 primarily due to increases in compensation and benefits, professional services, advertising and market development, and other expense.

Year Ended December 31,	Growth Rate 2013-2014	2014	2013	2012
Compensation and benefits	8 %	$ 2,184	$ 2,027	$ 1,803
Professional services	10 %	457	415	388
Occupancy and equipment	5 %	324	309	311
Advertising and market development	(5) %	245	257	241
Communications	1 %	223	220	220
Depreciation and amortization	(1) %	199	202	196
Other	4 %	311	300	274
Total expenses excluding interest	6 %	$ 3,943	$ 3,730	$ 3,433
Expenses as a percentage of total net revenues:				
Compensation and benefits		36 %	37 %	37 %
Advertising and market development		4 %	5 %	5 %

Compensation and Benefits

Compensation and benefits expense includes salaries and wages, incentive compensation, and related employee benefits and taxes. Incentive compensation includes variable compensation, discretionary bonuses, and stock-based compensation. Variable compensation includes payments to certain individuals based on their sales performance. Discretionary bonuses are based on the Company's overall performance as measured by earnings per common share, and therefore will fluctuate with this measure. Stock-based compensation primarily includes employee and board of director stock options and restricted stock.

The following table shows a comparison of certain compensation and benefits components and employee data:

Year Ended December 31,	Growth Rate 2013-2014	2014	2013	2012
Salaries and wages	12 %	$ 1,245	$ 1,110	$ 1,043
Incentive compensation	1 %	605	599	466
Employee benefits and other	5 %	334	318	294
Total compensation and benefits expense	8 %	$ 2,184	$ 2,027	$ 1,803
Full-time equivalent employees (in thousands) (1)				
At year end	6 %	14.6	13.8	13.8
Average	2 %	14.2	13.9	13.8

(1) Includes full-time, part-time and temporary employees, and persons employed on a contract basis, and excludes employees of outsourced service providers.

Salaries and wages increased in 2014 from 2013 primarily due to a $68 million charge in 2014 for estimated future severance benefits resulting from changes in the Company’s geographic footprint and due to annual salary increases. Incentive compensation was relatively flat in 2014 from 2013 primarily due to an increase in discretionary bonus costs, offset by higher 2013 expense related to a new payout schedule for field incentive plans.

Salaries and wages increased in 2013 from 2012 primarily due to annual salary increases. Incentive compensation increased in 2013 from 2012 primarily due to the transition to a new payout schedule for field incentive plans, increased individual sales performance compensation as a result of higher field sales volume, and increased funding for the corporate bonus plan commensurate with achieving higher earnings per common share. Employee benefits and other expense increased in 2013 from 2012 primarily due to payroll taxes related to the increase in incentive compensation, and increased contributions to new employee HSAs. The Company was converting to HSA-based healthcare and employee enrollment in these plans rose significantly in 2013.

Expenses Excluding Compensation and Benefits

Professional services expense increased in 2014 from 2013 primarily due to higher spending on technology services and an increase in fees paid to outsourced service providers and consultants. Professional services expense increased in 2013 from 2012 primarily due to an increase in fees paid to outsourced service providers and consultants and higher spending on printing and fulfillment services.

Occupancy and equipment expense increased in 2014 from 2013 primarily due to an increase in software maintenance expense relating to the Company's information technology systems. Occupancy and equipment expense was relatively flat in 2013 compared to 2012.

Advertising and market development expense decreased in 2014 from 2013 primarily due to production costs incurred in 2013 relating to the development of the Company's advertising and branding initiative, Own your tomorrowTM, partially offset by higher 2014 spending on customer promotions. Advertising and market development expense increased in 2013 from 2012 primarily due to higher spending on media relating to the launch of the Company's new advertising and branding initiative, Own your tomorrowTM.

Other expense increased in 2014 from 2013 primarily due to an increase in travel costs as a result of increased employee headcount and travel. Other expense increased in 2013 from 2012 primarily due to an increase in regulatory assessments.

Taxes on Income

The Company's effective income tax rate on income before taxes was 37.5% in 2014, 37.2% in 2013, and 36.0% in 2012. The increase in 2014 from 2013 was primarily due to the impact of a non-recurring state tax benefit of $4 million from 2013. The increase in 2013 from 2012 was primarily due to the impact of a non-recurring state tax benefit of $20 million in 2012, partially offset by the recognition of the additional state tax benefit of $4 million in 2013.

Segment Information

The Company provides financial services to individuals and institutional clients through two segments – Investor Services and Advisor Services. The Investor Services segment provides retail brokerage and banking services to individual investors, retirement plan services, and corporate brokerage services. The Advisor Services segment provides custodial, trading, and support services to independent investment advisors, and retirement business services to independent retirement plan advisors and recordkeepers whose plan assets are held at Schwab Bank. Banking revenues and expenses are allocated to the Company's two segments based on which segment services the client. The Company evaluates the performance of its segments on a pre-tax basis, excluding items such as significant nonrecurring gains, impairment charges on non-financial assets, discontinued operations, extraordinary items, and significant restructuring and other charges. Segment assets and liabilities are not used for evaluating segment performance or in deciding how to allocate resources to segments.

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

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

	Investor Services				Advisor Services			
	Growth Rate				Growth Rate			
Year Ended December 31,	2013-2014	2014	2013	2012	2013-2014	2014	2013	2012
Net Revenues								
Asset management and administration fees	9 %	$ 1,775	$ 1,627	$ 1,436	10 %	$ 758	$ 689	$ 607
Net interest revenue	16 %	2,030	1,756	1,559	8 %	242	224	205
Trading revenue	-	618	621	612	(1) %	289	292	255
Other – net	24 %	221	178	123	25 %	71	57	62
Provision for loan losses	N/M	4	1	(15)	-	-	-	(1)
Net impairment losses on securities	(89) %	(1)	(9)	(29)	(100) %	-	(1)	(3)
Total net revenues	11 %	4,647	4,174	3,686	8 %	1,360	1,261	1,125
Expenses Excluding Interest	3 %	2,974	2,899	2,693	8 %	901	831	739
Income before taxes on income	31 %	$ 1,673	$ 1,275	$ 993	7 %	$ 459	$ 430	$ 386

	Unallocated				Total			
	Growth Rate				Growth Rate			
Year Ended December 31,	2013-2014	2014	2013	2012	2013-2014	2014	2013	2012
Net Revenues								
Asset management and administration fees	N/M	$ -	$ (1)	$ -	9 %	$ 2,533	$ 2,315	$ 2,043
Net interest revenue	N/M	-	-	-	15 %	2,272	1,980	1,764
Trading revenue	N/M	-	-	1	(1) %	907	913	868
Other – net	N/M	51	1	71	45 %	343	236	256
Provision for loan losses	N/M	-	-	-	N/M	4	1	(16)
Net impairment losses on securities	N/M	-	-	-	(90) %	(1)	(10)	(32)
Total net revenues	N/M	51	-	72	11 %	6,058	5,435	4,883
Expenses Excluding Interest	N/M	68	-	1	6 %	3,943	3,730	3,433

Income before taxes on income	N/M	$ (17)	$ -	$ 71	24	%	$ 2,115	$ 1,705	$ 1,450

N/M Not meaningful.

Investor Services

Net revenues increased by $473 million, or 11%, in 2014 from 2013 primarily due to increases in net interest revenue, asset management and administration fees, and other revenue – net. Net interest revenue increased primarily due to higher balances of interest-earning assets, including margin loans and the Company's investment portfolio, and the effect higher average interest rates on securities held to maturity had on the Company's average net interest margin. Asset management and administration fees increased due to fees from mutual fund services, advice solutions, and other asset management and administration services. Mutual fund service fees increased due to growth in client assets invested in the Company's Mutual Fund OneSource funds and equity and bond funds, partially offset by a decrease in net money market mutual fund fees as a result of continued low yields on fund assets. Advice solution fees increased due to growth in client assets enrolled in advisory offers. Other asset management and administration fees increased primarily due to third-party mutual fund service fees on higher client asset balances invested in other third-party mutual funds. Other revenue – net increased primarily due to litigation proceeds related to the Company's non-agency residential mortgage-backed securities portfolio and increases in order flow revenue. Expenses excluding interest increased by $75 million, or 3%, in 2014 from 2013 primarily due to increases in compensation and benefits and professional services expense, partially offset by a decrease in advertising and market development expense.

Net revenues increased by $488 million, or 13%, in 2013 from 2012 primarily due to increases in net interest revenue, asset management and administration fees, and other revenue. Net interest revenue increased primarily due to higher balances of interest-earning assets, partially offset by the effect lower average short-term interest rates had on the Company's average net interest margin. Asset management and administration fees increased primarily due to increases in advice solutions fees and mutual fund service fees. Advice solutions fees increased due to growth in client assets enrolled in advisory offers, including Windhaven and Schwab Private Client. Mutual fund service fees increased due to market appreciation and growth in client assets invested in the Company's Mutual Fund OneSource funds, and equity and bond funds, partially offset by a decrease in net money market mutual fund fees as a result of lower yields on fund assets. Other revenue – net increased primarily due to an increase in order flow revenue that Schwab began receiving in November 2012. Expenses excluding interest increased by $206 million, or 8%, in 2013 from 2012 primarily due to increases in compensation and benefits, professional services, advertising and market development, and other expenses.

Advisor Services

Net revenues increased by $99 million, or 8%, in 2014 from 2013 primarily due to an increase in asset management and administration fees, net interest revenue, and other revenue – net. Asset management and administration fees increased due to fees from mutual fund services, advice solutions, and other asset management and administration services. Mutual fund service fees increased due to growth in client assets invested in the Company's Mutual Fund OneSource funds and equity and bond funds, partially offset by a decrease in net money market mutual fund fees as a result of continued low yields on fund assets. Advice solutions fees increased due to growth in client assets enrolled in advisory offers. Other asset management and administration fees increased primarily due to third-party mutual fund service fees on higher client asset balances invested in other third-party mutual funds. Net interest revenue increased primarily due to higher balances of interest-earning assets, including margin loans and the Company's investment portfolio, and the effect higher average interest rates on securities held to maturity had on the Company's average net interest margin. Other revenue – net increased primarily due to increases in order flow revenue. Expenses excluding interest increased by $70 million, or 8%, in 2014 from 2013 primarily due to increases in compensation and benefits and professional services expense.

Net revenues increased by $136 million, or 12%, in 2013 from 2012 primarily due to increases in asset management and administration fees, trading revenue, and net interest revenue. Asset management and administration fees increased primarily due to increases in mutual fund service fees and advice solutions fees. Mutual fund service fees increased due to market appreciation and growth in client assets invested in the Company's Mutual Fund OneSource funds, and equity and bond funds. Advice solutions fees increased due to growth in client assets enrolled in advisory offers. Trading revenue increased primarily due to higher daily average revenue trades and two additional trading days in 2013. Net interest revenue increased primarily due to higher balances of interest-earning assets, partially offset by the effect lower average short-term interest rates had on the Company's average net interest margin. Expenses excluding interest increased by $92 million, or 12%, in 2013 from 2012 primarily due to increases in compensation and benefits, professional services, advertising and market development expenses, and other expenses.

Unallocated

Other revenue – net in 2014 includes a net insurance settlement of $45 million.

Other revenue – net in 2012 includes a non-recurring gain of $70 million relating to a confidential resolution of a vendor dispute.

Expenses excluding interest increased in 2014 from 2013 as a result of a charge of $68 million in the third quarter of 2014 for estimated future severance benefits resulting from changes in the Company's geographic footprint.

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LIQUIDITY AND CAPITAL RESOURCES

CSC conducts substantially all of its business through its wholly-owned subsidiaries. The Company's capital structure is designed to provide each subsidiary with capital and liquidity to meet its operational needs and regulatory requirements.

CSC is a savings and loan holding company and Schwab Bank, CSC's depository institution, is a federal savings bank. CSC is subject to supervision and regulation by the Federal Reserve and Schwab Bank is subject to supervision and regulation by the OCC.

Liquidity

CSC

CSC's liquidity needs arise from funding its subsidiaries' operations, including margin and mortgage lending, and transaction settlement, in addition to funding cash dividends, acquisitions, investments, short- and long-term debt, and managing statutory capital requirements.

CSC's liquidity needs are generally met through cash generated by its subsidiaries, as well as cash provided by external financing. CSC has a universal automatic shelf registration statement (Shelf Registration Statement) on file with the SEC which enables CSC to issue debt, equity, and other securities. CSC maintains excess liquidity in the form of overnight cash deposits and short-term investments to cover daily funding needs and to support growth in the Company's business. Generally, CSC does not hold liquidity at its subsidiaries in excess of amounts deemed sufficient to support the subsidiaries' operations, including any regulatory capital requirements. Schwab, Schwab Bank, and optionsXpress, Inc. are subject to regulatory requirements that may restrict them from certain transactions with CSC, as further discussed below. Management believes that funds generated by the operations of CSC's subsidiaries will continue to be the primary funding source in meeting CSC's liquidity needs, providing adequate liquidity to meet Schwab Bank's capital guidelines, and maintaining Schwab and optionsXpress, Inc.'s net capital.

On July 25, 2013, CSC issued $275 million of Senior Notes that mature in 2018 under its Shelf Registration Statement. The Senior Notes have a fixed interest rate of 2.20% with interest payable semi-annually.

CSC is required to serve as a source of strength for Schwab Bank and must have the ability to provide financial assistance if Schwab Bank experiences financial distress. To manage capital adequacy, the Company currently utilizes a target Tier 1 Leverage Ratio for CSC, as currently defined by the Federal Reserve, of at least 6%. At December 31, 2014, CSC's Tier 1 Leverage Ratio was 6.9%, Tier 1 Capital Ratio was 18.0%, and Total Capital Ratio was 18.1%. Prior to January 1, 2015, CSC, as a savings and loan holding company, was not subject to specific statutory capital requirements. Beginning on January 1, 2015, CSC is subject to new capital requirements set by the Federal Reserve.

The following are details of CSC's long-term debt:

December 31, 2014	Par Outstanding	Maturity	Interest Rate	Moody's	Standard & Poor's	Fitch
Senior Notes	$ 1,581	2015 – 2022	0.850% to 4.45% fixed	A2	A	A
Medium-Term Notes	$ 250	2017	6.375% fixed	A2	A	A

CSC has authorization from its Board of Directors to issue unsecured commercial paper notes (Commercial Paper Notes) not to exceed $1.5 billion. Management has set a current limit for the commercial paper program of $800 million. The maturities of the Commercial Paper Notes may vary, but are not to exceed 270 days from the date of issue. The commercial paper is not redeemable prior to maturity and cannot be voluntarily prepaid. The proceeds of the commercial paper program are to be used for general corporate purposes. There were no borrowings of Commercial Paper Notes outstanding at December 31, 2014. CSC's ratings for these short-term borrowings are P1 by Moody's, A1 by Standard & Poor's, and F1 by Fitch.

CSC maintains an $800 million committed, unsecured credit facility with a group of 12 banks, which is scheduled to expire in June 2015. This facility replaced a similar facility that expired in June 2014 and both facilities were unused during 2014. The funds under this facility are available for general corporate purposes. The financial covenants under this facility require Schwab to maintain a minimum net capital ratio, as defined, Schwab Bank to be well capitalized, as defined, and CSC to maintain a minimum level of stockholders’ equity, excluding accumulated other comprehensive income. At December 31, 2014, the minimum level of stockholders’ equity required under this facility was $7.8 billion (CSC’s stockholders’ equity, excluding accumulated other comprehensive income, at December 31, 2014, was $11.6 billion). Management believes that these restrictions will not have a material effect on CSC’s ability to meet foreseeable dividend or funding requirements.

CSC also has direct access to certain of the uncommitted, unsecured bank credit lines discussed below, that are primarily utilized by Schwab to manage short-term liquidity. These lines were not used by CSC during 2014.

In addition, Schwab provided CSC with a $1.0 billion credit facility, which was scheduled to expire in December 2014. Schwab terminated this credit facility in July 2014.

Schwab

Schwab’s liquidity needs relating to client trading and margin borrowing activities are met primarily through cash balances in brokerage client accounts, which were $32.0 billion and $33.2 billion at December 31, 2014 and 2013, respectively. Management believes that brokerage client cash balances and operating earnings will continue to be the primary sources of liquidity for Schwab.

Schwab is subject to regulatory requirements of Rule 15c3-1 under the Securities Exchange Act of 1934 (the Uniform Net Capital Rule) that are intended to ensure the general financial soundness and liquidity of broker-dealers. These regulations prohibit Schwab from repaying subordinated borrowings from CSC, paying cash dividends, or making unsecured advances or loans to its parent company or employees if such payment would result in a net capital amount of less than 5% of aggregate debit balances or less than 120% of its minimum dollar requirement of $250,000. At December 31, 2014, Schwab’s net capital was $1.6 billion (10% of aggregate debit balances), which was $1.2 billion in excess of its minimum required net capital and $739 million in excess of 5% of aggregate debit balances.

Schwab is also subject to Rule 15c3-3 under the Securities Exchange Act of 1934 and other applicable regulations that require it to maintain cash or qualified securities in a segregated reserve account for the exclusive benefit of clients. These funds are included in cash and investments segregated and on deposit for regulatory purposes in the Company's consolidated balance sheets and are not available as a general source of liquidity.

Most of Schwab's assets are readily convertible to cash, consisting primarily of short-term investment-grade, interest-earning investments (the majority of which are segregated for the exclusive benefit of clients pursuant to regulatory requirements), receivables from brokerage clients, and receivables from brokers, dealers, and clearing organizations. Client margin loans are demand loan obligations secured by readily marketable securities. Receivables from and payables to brokers, dealers, and clearing organizations primarily represent current open transactions, which usually settle, or can be closed out, within a few business days.

Schwab has a finance lease obligation related to an office building and land under a 20-year lease. The remaining finance lease obligation of $83 million at December 31, 2014, is being reduced by a portion of the lease payments over the remaining lease term of ten years.

To manage short-term liquidity, Schwab maintains uncommitted, unsecured bank credit lines with a group of banks. The need for short-term borrowings arises primarily from timing differences between cash flow requirements, scheduled liquidation of interest-earnings investments, and movements of cash to meet regulatory brokerage client cash segregation requirements. Schwab used such borrowings for three days in 2014, with average daily amounts borrowed of $25 million. There were no borrowings outstanding under these lines at December 31, 2014.

To partially satisfy the margin requirement of client option transactions with the Options Clearing Corporation, Schwab has unsecured standby letter of credit agreements (LOCs) with five banks in favor of the Options Clearing Corporation aggregating $225 million at December 31, 2014. There were no funds drawn under any of these LOCs during 2014. In connection with its securities lending activities, Schwab is required to provide collateral to certain brokerage clients. Schwab satisfies the collateral requirements by providing cash as collateral.

To manage Schwab's regulatory capital requirement, CSC provides Schwab with a $1.4 billion subordinated revolving credit facility, which is scheduled to expire in March 2016. The amount outstanding under this facility at December 31, 2014, was $315 million. Borrowings under this subordinated lending arrangement qualify as regulatory capital for Schwab.

In addition, CSC provides Schwab with a $2.5 billion credit facility. In December 2014, CSC and Schwab agreed to extend the expiration date of this facility from December 2014 to December 2017. Borrowings under this facility do not qualify as regulatory capital for Schwab. There were no funds drawn under this facility at December 31, 2014.

Schwab Bank

Schwab Bank's liquidity needs are met through deposits from banking clients and equity capital.

Deposits from banking clients at December 31, 2014 were $102.8 billion, which includes the excess cash held in certain Schwab and optionsXpress, Inc. brokerage accounts that is swept into deposit accounts at Schwab Bank. At December 31, 2014, these balances totaled $82.1 billion.

Schwab Bank is subject to regulatory requirements that restrict and govern the terms of affiliate transactions, such as extensions of credit and repayment of loans between Schwab Bank and CSC or CSC's other subsidiaries. In addition, Schwab Bank is required to provide notice to and may be required to obtain approval of the OCC and the Federal Reserve to declare dividends to CSC.

Schwab Bank is required to maintain capital levels as specified in federal banking laws and regulations. Failure to meet the minimum levels could result in certain mandatory and possibly additional discretionary actions by the regulators that, if undertaken, could have a direct material effect on Schwab Bank. The Company currently utilizes a target Tier 1 Leverage Ratio for Schwab Bank of at least 6.25%. Beginning on January 1, 2015, Schwab Bank is subject to new capital requirements set by the OCC. Based on its regulatory capital ratios at December 31, 2014, Schwab Bank is considered well capitalized. Schwab Bank's regulatory capital and ratios are as follows:

	Actual		Minimum to be Well Capitalized		Minimum Capital Requirement	
December 31, 2014	Amount	Ratio	Amount	Ratio	Amount	Ratio
Tier 1 Risk-Based Capital	$ 7,700	22.1 %	$ 2,095	6.0 %	$ 1,397	4.0 %
Total Risk-Based Capital	$ 7,744	22.2 %	$ 3,492	10.0 %	$ 2,793	8.0 %
Tier 1 Leverage	$ 7,700	6.9 %	$ 5,548	5.0 %	$ 4,438	4.0 %
Tangible Equity	$ 7,700	6.9 %	N/A		$ 2,219	2.0 %

N/A Not applicable.

Schwab Bank has access to traditional funding sources such as deposits, federal funds purchased, and repurchase agreements. Additionally, Schwab Bank has access to short-term funding through the Federal Reserve Bank (FRB) discount window. Amounts available under the FRB discount window are dependent on the fair value of certain of Schwab Bank's securities available for sale and/or securities held to maturity that are pledged as collateral to the FRB. Schwab Bank maintains policies and procedures necessary to access this funding and tests discount window borrowing procedures annually. At December 31, 2014, $2.3 billion was available under this arrangement. There were no funds drawn under this arrangement during 2014.

Schwab Bank maintains a credit facility with the Federal Home Loan Bank System. Amounts available under this facility are dependent on the amount of Schwab Bank's residential real estate mortgages and HELOCs that are pledged as collateral.

Schwab Bank maintains policies and procedures necessary to access this funding and tests borrowing procedures annually. At December 31, 2014, $9.0 billion was available under this facility. There were no funds drawn under this facility during 2014.

optionsXpress, Inc.

optionsXpress, Inc.'s liquidity needs relating to client trading and margin borrowing activities are met primarily through cash balances in brokerage client accounts, which were $942 million at December 31, 2014. Management believes that brokerage client cash balances and operating earnings will continue to be the primary sources of liquidity for optionsXpress, Inc.

optionsXpress, Inc., is subject to regulatory requirements of the Uniform Net Capital Rule that are intended to ensure the general financial soundness and liquidity of broker-dealers. These regulations prohibit optionsXpress, Inc. from paying cash dividends or making unsecured advances or loans to its parent company or employees if such payment would result in a net capital amount of less than 5% of aggregate debit balances or less than 120% of its minimum dollar requirement of $250,000. At December 31, 2014, optionsXpress Inc.'s net capital was $123 million (38% of aggregate debit balances), which was $117 million in excess of its minimum required net capital and $107 million in excess of 5% of aggregate debit balances.

optionsXpress, Inc. is also subject to Commodity Futures Trading Commission Regulation 1.17 (Reg. 1.17) under the Commodity Exchange Act, which also requires the maintenance of minimum net capital. optionsXpress, Inc. as a futures commission merchant, is required to maintain minimum net capital equal to the greater of its net capital requirement under Reg. 1.17 ($1 million), or the sum of 8% of the total risk margin requirements for all positions carried in customer accounts and 8% of the total risk margin requirements for all positions carried in non-customer accounts (as defined in Reg. 1.17). At December 31, 2014, optionsXpress, Inc. met the requirements of Reg. 1.17.

Additionally, optionsXpress, Inc. is subject to Rule 15c3-3 under the Securities Exchange Act of 1934 and other applicable regulations that require it to maintain cash or qualified securities in a segregated reserve account for the exclusive benefit of clients. These funds are included in cash and investments segregated and on deposit for regulatory purposes in the Company's consolidated balance sheets and are not available as a general source of liquidity.

To partially satisfy the margin requirement of client option transactions with the Options Clearing Corporation, optionsXpress, Inc. has an unsecured standby LOC with one bank in favor of the Options Clearing Corporation in the amount of $15 million at December 31, 2014. There were no funds drawn under this LOC during 2014.

CSC provides optionsXpress, Inc. with a $200 million credit facility. In December 2014, CSC and optionsXpress, Inc. agreed to extend the expiration date of this facility from December 2014 to December 2016. Borrowings under this facility do not qualify as regulatory capital for optionsXpress, Inc. There were no borrowings outstanding under this facility at December 31, 2014.

optionsXpress has a term loan with CSC, of which $12 million was outstanding at December 31, 2014, and it matures in December 2017.

Capital Resources

The Company's cash position (reported as cash and cash equivalents on its consolidated balance sheets) and cash flows are affected by changes in brokerage client cash balances and the associated amounts required to be segregated under regulatory guidelines. Timing differences between cash and investments actually segregated on a given date and the amount required to be segregated for that date may arise in the ordinary course of business, and are addressed by the Company in accordance with applicable regulations. Other factors which affect the Company's cash position and cash flows include investment activity in security portfolios, levels of capital expenditures, acquisition and divestiture activity, banking client deposit activity, brokerage and banking client loan activity, financing activity in long-term debt, payments of dividends, and repurchases and issuances of CSC's preferred and common stock. The combination of these factors can cause significant fluctuations in the cash position during specific time periods.

The Company monitors both the relative composition and absolute level of its capital structure. Management is focused on optimizing the Company's use of capital and currently targets a long-term debt to total financial capital ratio not to exceed 30%. The Company's total financial capital (long-term debt plus stockholders' equity) at December 31, 2014 was $13.7 billion, up $1.4 billion, or 12%, from December 31, 2013.

Long-term Debt

At December 31, 2014, the Company had long-term debt of $1.9 billion, or 14% of total financial capital, that bears interest at a weighted-average rate of 3.60%. At December 31, 2013, the Company had long-term debt of $1.9 billion, or 15% of total financial capital. On July 25, 2013, CSC issued $275 million of Senior Notes that mature in 2018 under its Shelf Registration Statement. The Senior Notes have a fixed interest rate of 2.20% with interest payable semi-annually. The Company repaid $6 million of other long-term debt in 2014. For further discussion of the Company's long-term debt, see "Liquidity and Capital Resources – Liquidity" and "Item 8 – Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – 13. Borrowings."

Capital Expenditures

The Company's capital expenditures were $405 million (7% of net revenues) and $270 million (5% of net revenues) in 2014 and 2013, respectively. Capital expenditures in 2014 were primarily for buildings and land relating to changes in the Company's geographic footprint, developing internal-use software, and software and equipment relating to the Company's information technology systems. Capital expenditures in 2013 were primarily for buildings and land, capitalized costs for developing internal-use software, and software and equipment relating to the Company's information technology systems. Capitalized costs for developing internal-use software were $81 million and $74 million in 2014 and 2013, respectively.

Management currently anticipates that 2015 capital expenditures will be approximately 15% lower than 2014 primarily due to decreased spending on buildings and furniture and equipment. A majority of this decrease is due to the construction of the Company's new office campus in Denver, Colorado in 2014. As in recent years, the Company adjusts its capital expenditures periodically as business conditions change. Management believes that funds generated by its operations will continue to be the primary funding source of its capital expenditures.

Dividends

CSC paid common stock cash dividends of $316 million ($0.24 per share) and $311 million ($0.24 per share) in 2014 and 2013, respectively. Since the initial dividend in 1989, CSC has paid 103 consecutive quarterly dividends and has increased the quarterly dividend rate 19 times, resulting in a 21% compounded annual growth rate, excluding the special cash dividend of $1.00 per common share in 2007. While the payment and amount of dividends are at the discretion of the Board of Directors, subject to certain regulatory and other restrictions, the Company currently targets its common stock cash dividend at approximately 20% to 30% of net income.

CSC paid Series A Preferred Stock cash dividends of $28 million ($70.00 per share) in 2014 and 2013, respectively. CSC paid Series B Preferred Stock cash dividends of $29 million ($60.00 per share) in 2014 and 2013, respectively.

Share Repurchases

There were no repurchases of CSC's common stock in 2014 or 2013. As of December 31, 2014, CSC had remaining authority from the Board of Directors to repurchase up to $596 million of its common stock, which is not subject to expiration.

Business Acquisition

On December 14, 2012, the Company acquired ThomasPartners, Inc., a growth and dividend income-focused asset management firm, for $85 million in cash.

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

For more information on this acquisition, see "Item 8 – Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – 24. Business Acquisition."

Off-Balance Sheet Arrangements

The Company enters into various off-balance sheet arrangements in the ordinary course of business, primarily to meet the needs of its clients. These arrangements include firm commitments to extend credit. Additionally, the Company enters into guarantees and other similar arrangements as part of transactions in the ordinary course of business. For information on each of these arrangements, see "Item 8 – Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – 14. Commitments and Contingencies and 15. Financial Instruments Subject to Off-Balance Sheet Credit Risk or Concentration Risk."

Contractual Obligations

The Company's principal contractual obligations as of December 31, 2014, are shown in the following table. Management believes that funds generated by its continuing operations, as well as cash provided by external financing, will continue to be the primary funding sources in meeting these obligations. Excluded from this table are liabilities recorded on the consolidated balance sheet that are generally short-term in nature (e.g., payables to brokers, dealers, and clearing organizations) or without contractual payment terms (e.g., deposits from banking clients, payables to brokerage clients, and deferred compensation).

	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years	Total
Credit-related financial instruments (1)	$ 868	$ 915	$ 3,119	$ 2,063	$ 6,965
Long-term debt (2)	414	373	360	1,013	2,160
Leases (3)	95	162	107	162	526
Purchase obligations (4)	165	210	37	230	642
Total	$ 1,542	$ 1,660	$ 3,623	$ 3,468	$ 10,293

Represents Schwab Bank's commitments to extend credit to banking clients and purchase mortgage loans.

(1)
Includes estimated future interest payments through 2017 for Medium-Term Notes and through 2022 for Senior Notes. Amounts exclude maturities under a finance lease obligation and unamortized discounts and premiums.

(2)
Represents minimum rental commitments, net of sublease commitments, and includes facilities under the Company's past restructuring initiatives and rental commitments under a finance lease obligation.

(3)
Consists of purchase obligations for services such as advertising and marketing, telecommunications, professional services, and hardware- and software-related agreements. Includes purchase obligations that can be canceled by

(4) the Company without penalty.

Risk MANAGEMENT

The Company's business activities expose it to a variety of risks, including operational, credit, market, liquidity, compliance and legal risk. The Company has a comprehensive risk management program to identify and manage these risks and their associated potential for financial and reputational impact. Despite the Company's efforts to identify areas of risk and implement risk management policies and procedures, there can be no assurance that the Company will not suffer unexpected losses due to these risks.

The Company's risk management process is comprised of risk identification and assessment, risk measurement, risk monitoring and reporting and risk mitigation. The activities and organizations that comprise the risk management process are described below.

Risk Culture

The Company's Board of Directors sets the tone for effective risk management and has approved an Enterprise Risk Management (ERM) Framework commensurate with the size, risk profile, complexity, and continuing growth of the

Company. The ERM Framework and governance structure constitute a comprehensive approach to managing risks encountered by the Company in its business activities. Risk appetite, which is defined as the amount of risk the Company is willing to accept in pursuit of its corporate strategy, is set by executive management and approved by the Board of Directors.

The Company has established risk metrics and reporting that enable the measurement of the impact of strategy execution against risk appetite. The risk metrics, with risk limits and tolerance levels, are established for key risk categories by the Global Risk Committee and its functional risk sub-committees.

Risk Governance

Senior management takes an active role in the risk management process and has developed policies and procedures under which specific business and control units are responsible for identifying, measuring and controlling risks.

The Global Risk Committee, which is comprised of senior executives from each major business and control function, is responsible for the oversight of risk management. This includes identifying emerging risks, assessing risk management practices and the control environment, reinforcing business accountability for risk management, supervisory controls and regulatory compliance, supporting resource prioritization across the Company, and escalating significant issues to the Board of Directors.

The Global Risk Committee reports regularly to the Risk Committee of the Board of Directors. The Risk Committee assists the Board of Directors in fulfilling its oversight responsibilities with respect to the Company’s risk management program, including approving risk appetite statements and reviewing reports relating to risk issues from functional areas of risk management, legal, compliance, and internal audit.

Functional risk sub-committees focusing on specific areas of risk report into the Global Risk Committee. These sub-committees include the:

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Asset-Liability Management and Pricing Committee, which establishes strategies and policies for the management of corporate capital, liquidity, interest rate risk, and investments;
- Credit and Market Risk Oversight Committee, which provides oversight of and approves credit and market risk policies, limits, and exposures in loan, investment, and positioning portfolios;
- New Products and Services Risk Oversight Committee, which provides oversight of, and approves corporate policy and procedures relating to the risk governance of new products and services; and the
- Operational Risk Oversight Committee, which provides oversight of and approves operational risk management policies, risk tolerance levels, and operational risk governance processes, and includes the following sub-committees:
  - Client Fiduciary Risk Sub-Committee, which provides oversight of fiduciary risk throughout the Company;
  - Information Security and Privacy Sub-Committee, which provides oversight of the information security and privacy programs and policies;
  - Model Governance Sub-Committee, which provides oversight of model risk throughout the Company; and the
  - Vendor Management Sub-Committee, which provides oversight of the Company's vendor management and outsourcing program and policies.

Senior management has also created an Incentive Compensation Risk Oversight Committee, which establishes policy and provides oversight of incentive compensation risk. The committee reviews and approves the Annual Risk Assessment of incentive compensation plans, and reports directly to the Board Compensation Committee.

The Company's compliance, finance, internal audit, legal, and corporate risk management departments assist management and the various risk committees in evaluating, testing, and monitoring the Company's risk management.

In addition, the Company's Disclosure Committee is responsible for monitoring and evaluating the effectiveness of the Company's (a) disclosure controls and procedures and (b) internal control over financial reporting as of the end of each fiscal quarter. The Disclosure Committee reports on this evaluation to the CEO and CFO prior to their certification required by Sections 302 and 906 of the Sarbanes Oxley Act of 2002.

Operational Risk

Operational risks arise due to potentially inadequate or failed internal processes, people, and systems or from external events and relationships impacting the Company and/or any of its key business partners and vendors. Operational risk includes model and fiduciary risk, and each is also described in detail below.

The Company’s operations are highly dependent on the integrity of its technology systems and the Company’s success depends, in part, on its ability to make timely enhancements and additions to its technology in anticipation of evolving client needs. To the extent the Company experiences system interruptions, errors or downtime (which could result from a variety of causes, including changes in client use patterns, technological failure, changes to its systems, linkages with third-party systems, and power failures), the Company’s business and operations could be significantly negatively impacted. To minimize business interruptions, Schwab has two data centers intended, in part, to further improve the recovery of business processing in the event of an emergency. The Company is committed to an ongoing process of upgrading, enhancing, and testing its technology systems. This effort is focused on meeting client needs, meeting market and regulatory changes, and deploying standardized technology platforms.

Operational risk also includes the risk of human error, employee misconduct, external fraud, computer viruses, cyber attacks, terrorist attacks, and natural disaster. Employee misconduct could include fraud and misappropriation of client or Company assets, improper use or disclosure of confidential client or Company information, and unauthorized activities, such as transactions exceeding acceptable risks or authorized limits. External fraud includes misappropriation of client or Company assets by third parties, including through unauthorized access to Company systems and data and client accounts. The frequency and sophistication of such fraud attempts continue to increase.

Operational risk is mitigated through a system of internal controls and risk management practices that are designed to keep operational risk and operational losses at levels appropriate to the inherent risk of the business in which the Company operates. The Company has specific policies and procedures to identify and manage operational risk, and uses periodic risk self-assessments and internal audit reviews to evaluate the effectiveness of these internal controls. The Company maintains backup and recovery functions, including facilities for backup and communications, and conducts periodic testing of disaster recovery plans. The Company also maintains policies and procedures and technology to protect against fraud and unauthorized access to systems and data.

Despite the Company’s risk management efforts, it is not always possible to deter or prevent technological or operational failure, or fraud or other misconduct, and the precautions taken by the Company may not be effective in all cases. The Company may be subject to litigation, losses, and regulatory actions in such cases, and may be required to expend significant additional resources to remediate vulnerabilities or other exposures.

The Company also faces operational risk when it employs the services of various external vendors, including domestic and international outsourcing of certain technology, processing, servicing, and support functions. The Company manages its exposure to external vendor risk through contractual provisions, control standards, and ongoing monitoring of vendor performance. The Company maintains policies and procedures regarding the standard of care expected with Company data, whether the data is internal company information, employee information, or non-public client information. The Company clearly defines for employees, contractors, and vendors the Company’s expected standards of care for confidential data. Regular training is provided by the Company in regard to data security.

The Company is actively engaged in the research and development of new technologies, services, and products. The Company endeavors to protect its research and development efforts, and its brands, through the use of copyrights, patents, trade secrets, and contracts.

Model Risk

Model risk is the potential for adverse consequences from decisions based on incorrect or misused model outputs and reports. Models are owned by several business units throughout the Company, and are used for a variety of purposes. Model use includes, but is not limited to, calculating capital requirements for hypothetical stressful environments, estimating interest and credit risk for loans and other balance sheet assets, and providing guidance in the management of client portfolios. The Company has established a policy to describe the roles and responsibilities of all key stakeholders in model development, management, and use. All models at the Company are registered in a centralized database and classified into different risk ratings depending on their potential financial, reputational, or regulatory impact to the Company. The model risk rating informs the scope of all model governance activities.

Fiduciary Risk

Fiduciary risk is the potential for financial or reputational loss through breach of fiduciary duties to a client. Fiduciary activities include, but are not limited to, individual and institutional trust, investment management, custody, and cash and securities processing. The Company attempts to manage this risk by establishing procedures to ensure that obligations to clients are discharged faithfully and in compliance with applicable legal and regulatory requirements. Business units have the primary responsibility for adherence to the procedures applicable to their business. Guidance and control are provided through the creation, approval, and ongoing review of applicable policies by business units and various risk committees.

Credit Risk

Credit risk is the potential for loss due to a borrower, counterparty, or issuer failing to perform its contractual obligations. The Company's direct exposure to credit risk mainly results from margin lending and client option and futures activities, securities lending activities, mortgage lending activities, its role as a counterparty in financial contracts and other investing activities. To manage the risks of such losses, the Company has established policies and procedures which include: establishing and reviewing credit limits, monitoring of credit limits and quality of counterparties, and adjusting margin, option, and futures requirements for certain securities. Collateral arrangements relating to margin loans, option positions, securities lending agreements, and resale agreements include provisions that require additional collateral in the event that market fluctuations result in declines in the value of collateral received. Additionally, for margin loan and securities lending agreements, collateral arrangements require that the fair value of such collateral exceeds the amounts loaned.

The Company’s credit risk exposure related to loans to banking clients is actively managed through individual and portfolio reviews performed by management. Management regularly reviews asset quality, including concentrations, delinquencies, nonaccrual loans, charge-offs, and recoveries. All are factors in the determination of an appropriate allowance for loan losses. The Company’s mortgage loan portfolios primarily include First Mortgages of $8.1 billion and HELOCs of $3.0 billion at December 31, 2014.

The Company’s underwriting guidelines include maximum loan-to-value (LTV) ratios, cash out limits, and minimum Fair Isaac Corporation (FICO) credit scores. The specific guidelines are dependent on the individual characteristics of a loan (for example, whether the property is a primary or secondary residence, whether the loan is for investment property, whether the loan is for an initial purchase of a home or refinance of an existing home, and whether the loan is conforming or jumbo). These credit underwriting standards have limited the exposure to the types of loans that experienced high foreclosures and loss rates elsewhere in the industry in recent years. In January 2014, the Company revised its First Mortgage underwriting criteria in conformance with the CFPB’s new guidance on Qualified Mortgage lending and a borrower’s ability to repay. Revisions were made to requirements affecting debt to income ratio, loan to value ratio, and liquid asset holdings. These revised underwriting criteria are not expected to have a material impact on the credit quality of the Company’s First Mortgage or HELOC portfolios. The Company does not purchase loans that allow for negative amortization and does not purchase subprime loans (generally defined as extensions of credit to borrowers with a FICO score of less than 620 at origination), unless the borrower has compensating credit factors. At December 31, 2014, approximately 1% of both the First Mortgage and HELOC portfolios consisted of loans to borrowers with updated FICO scores of less than 620.

At December 31, 2014, the weighted-average originated LTV ratio was 59% for both the First Mortgage and HELOC portfolios. The computation of the origination LTV ratio for a HELOC includes any first lien mortgage outstanding on the same property at the time of origination. At December 31, 2014, 21% of HELOCs ($635 million of the HELOC portfolio) were in a first lien position. The weighted-average originated FICO score was 770 and 769 for the First Mortgage and HELOC portfolios, respectively.

The Company monitors the estimated current LTV ratios of its First Mortgage and HELOC portfolios on an ongoing basis. At December 31, 2014, the weighted-average estimated current LTV ratios were 50% and 55% for the First Mortgage and HELOC portfolios, respectively. The computation of the estimated current LTV ratio for a HELOC includes any first lien mortgage outstanding on the same property at the time of the HELOC’s origination. The Company estimates the current LTV ratio for each loan by reference to a home price appreciation index. The Company also monitors updated borrower FICO scores, delinquency trends, and verified liquid assets held by individual borrowers. At December 31, 2014, the weighted-average updated FICO scores were 773 and 769 for the First Mortgage and HELOC portfolios, respectively.

A portion of the Company’s HELOC portfolio is secured by second liens on the associated properties. Second lien mortgage loans possess a higher degree of credit risk given the subordination to the first lien holder in the event of default. At December 31, 2014, $2.3 billion, or 79%, of the HELOC portfolio was in a second lien position. In addition to the credit monitoring activities described above, the Company also monitors credit risk on second lien HELOC loans by reviewing the delinquency status of the first lien loan on the associated property. Additionally, at December 31, 2014, approximately 30% of the HELOC borrowers that had a balance only paid the minimum amount due.

For more information on the Company’s credit quality indicators relating to its First Mortgage and HELOC portfolios, including delinquency characteristics, borrower FICO scores at origination, updated borrower FICO scores, LTV ratios at origination, and estimated current LTV ratios, see “Item 8 – Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – 6. Loans to Banking Clients and Related Allowance for Loan Losses.”

The following table presents certain of the Company’s loan quality metrics as a percentage of total outstanding loans:

December 31,	2014	2013
Loan delinquencies (1)	0.27 %	0.48 %
Nonaccrual loans	0.26 %	0.39 %
Allowance for loan losses	0.31 %	0.39 %

(1) Loan delinquencies include loans that are 30 days or more past due and other nonaccrual loans.

The Company has exposure to credit risk associated with its securities available for sale and securities held to maturity portfolios, whose fair values totaled $54.8 billion and $34.7 billion at December 31, 2014, respectively. These portfolios include U.S. agency and non-agency mortgage-backed securities, asset-backed securities, corporate debt securities, U.S. agency notes, certificates of deposit, and treasury securities. U.S. agency mortgage-backed securities do not have explicit credit ratings; however, management considers these to be of the highest credit quality and rating given the guarantee of principal and interest by the U.S. government-sponsored enterprises.

At December 31, 2014, with the exception of certain non-agency residential mortgage-backed securities, all securities in the available for sale and held to maturity portfolios were rated investment grade (defined as a rating equivalent to a Moody's rating of "Baa" or higher, or a Standard & Poor's rating of "BBB-" or higher). In the fourth quarter of 2014, the Company sold $504 million of its non-agency residential mortgage-backed securities, resulting in a net realized loss of $8 million. The Company marked the remaining $15 million of these securities to market and recorded a $0.6 million other-than-temporary impairment charge in the fourth quarter. The decision was made to sell the securities in the fourth quarter as market valuations on these non-agency residential mortgage-backed securities became more consistent with actual performance. In addition, the Company has reached an initial settlement in legal claims it is pursuing to recover losses relating to certain of these securities.

Schwab performs clearing services for all securities transactions in its client accounts. Schwab has exposure to credit risk due to its obligation to settle transactions with clearing corporations, mutual funds, and other financial institutions even if Schwab's client or a counterparty fails to meet its obligations to Schwab.

Concentration Risk

The Company has exposure to concentration risk when holding large positions in financial instruments collateralized by assets with similar economic characteristics or in securities of a single issuer or within a particular industry.

The fair value of the Company's investments in mortgage-backed securities totaled $53.8 billion at December 31, 2014. Of these, $52.5 billion were issued by U.S. agencies and $1.3 billion were issued by private entities (non-agency securities). These U.S. agency and non-agency securities are included in securities available for sale and securities held to maturity.

The fair value of the Company's investments in asset-backed securities totaled $19.4 billion at December 31, 2014. Of these, $11.7 billion were securities backed by student loans, the majority of which are guaranteed by the U.S. federal government. These asset-backed securities are included in securities available for sale.

The fair value of the Company's investments in corporate debt securities and commercial paper totaled $8.1 billion at December 31, 2014, with the majority issued by institutions in the financial services industry. These securities are included in securities available for sale, cash and cash equivalents, and other securities owned in the Company's consolidated balance sheets. Issuer, geographic, and sector concentrations are controlled by established credit policy limits to each concentration type.

The Company's loans to banking clients include $7.4 billion of adjustable rate First Mortgage loans at December 31, 2014. The Company's adjustable rate mortgages have initial fixed interest rates for three to ten years and interest rates that adjust annually thereafter. Approximately 40% of these mortgages consisted of loans with interest-only payment terms. The interest rates on approximately 65% of these interest-only loans are not scheduled to reset for three or more years. The Company's mortgage loans do not include interest terms described as temporary introductory rates below current market rates.

The Company's HELOC product has a 30-year loan term with an initial draw period of ten years from the date of origination. After the initial draw period, the balance outstanding at such time is converted to a 20-year amortizing loan. The interest rate during the initial draw period and the 20-year amortizing period is a floating rate based on the prime rate plus a margin. HELOCs that convert to an amortizing loan may experience higher delinquencies and higher loss rates than those in the initial draw period. The Company's allowance for loan loss methodology takes this increased inherent risk into consideration. The following table presents when current outstanding HELOCs will convert to amortizing loans:

December 31, 2014	Balance
Converted to amortizing loan by period end	$ 307
Within 1 year	274
> 1 year – 3 years	356
> 3 years – 5 years	1,139
> 5 years	879
Total	$ 2,955

The Company also has exposure to concentration risk from its margin and securities lending and client option and futures activities collateralized by or referencing securities of a single issuer, an index, or within a single industry. This concentration risk is mitigated by collateral arrangements that require the fair value of such collateral exceeds the amounts loaned.

The Company has indirect exposure to U.S. Government and agency securities held as collateral to secure its resale agreements. The Company's primary credit exposure on these resale transactions is with its counterparty. The Company would have exposure to the U.S. Government and agency securities only in the event of the counterparty's default on the resale agreements. The fair value of U.S. Government and agency securities held as collateral for resale agreements totaled $10.4 billion at December 31, 2014.

THE CHARLES SCHWAB CORPORATION

Management's Discussion and Analysis of Financial Condition and Results of Operations

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

European Holdings

The Company has exposure to non-sovereign financial and non-financial institutions in Europe. The following table shows the balances of this exposure by each country in Europe in which the issuer or counterparty is domiciled. The Company has no direct exposure to sovereign governments in Europe. The Company does not have unfunded commitments to counterparties in Europe, nor does it have exposure as a result of credit default protection purchased or sold separately as of December 31, 2014.

The determination of the domicile of exposure varies by the type of investment. For time deposits and certificates of deposit, the exposure is grouped in the country in which the financial institution is chartered under the regulatory framework of the European country. For asset-backed commercial paper, the exposure is grouped by the country of the sponsoring bank that provides the credit and liquidity support for such instruments. For corporate debt securities, the exposure is grouped by the country in which the issuer is domiciled. In situations in which the Company invests in a corporate debt security of a U.S. subsidiary of a European parent company, such holdings will be attributable to the European country only if significant reliance is placed on the European parent company for credit support underlying the security. For substantially all of the holdings listed below, the issuers or counterparties were financial institutions. All of the Company's resale agreements, which are included in investments segregated and on deposit for regulatory purposes, are collateralized by U.S. government securities. Additionally, the Company's securities lending activities are collateralized by cash. Therefore, the Company's resale agreements and securities lending activities are not included in the table below even if the counterparty is a European institution.

	Fair Value as of December 31, 2014						
	France	Netherlands	Norway	Sweden	Switzerland	United Kingdom	Total
Cash equivalents	$ 200	$ -	$ -	$ -	$ -	$ -	$ 200
Securities available for sale	86	35	75	521	509	500	1,726
Total fair value	$ 286	$ 35	$ 75	$ 521	$ 509	$ 500	$ 1,926
Total amortized cost	$ 285	$ 35	$ 75	$ 520	$ 509	$ 500	$ 1,924
Maturities:							
Overnight	$ 200	$ -	$ -	$ -	$ -	$ -	$ 200
1 day – < 6 months	-	-	-	-	184	-	184
6 months – < 1 year	-	-	-	-	275	150	425

1 year – 2 years	-	-	-	371	50	200	621
> 2 years	86	35	75	150	-	150	496
Total fair value	$ 286	$ 35	$ 75	$ 521	$ 509	$ 500	$ 1,926

In addition to the direct holdings of European companies listed above, the Company also has indirect exposure to Europe through its investments in Schwab sponsored money market funds (collectively, the Funds) resulting from clearing activities. At December 31, 2014, the Company had $224 million in investments in these Funds. Certain of the Funds' positions include certificates of deposits, time deposits, commercial paper and corporate debt securities issued by counterparties in Europe.

Management mitigates exposure to European holdings by employing a separate team of credit analysts that evaluate each issuer, counterparty, and country. Management monitors its exposure to European issuers by 1) performing risk assessments of the foreign countries, which include evaluating the size of the country and economy, currency trends, political landscape and the countries' regulatory environment and developments; 2) performing ad hoc stress tests that evaluate the impact of sovereign governments' debt write-downs on financial issuers and counterparties the Company has exposure to through its investments; 3) reviewing publicly available stress tests that are published by various regulators in the European market; 4) establishing credit and maturity limits by issuer; and 5) establishing and monitoring aggregate credit limits by geography and sector.

Market Risk

Market risk is the potential for changes in earnings or the value of financial instruments held by the Company as a result of fluctuations in interest rates, equity prices or market conditions. Included in market risk is interest rate risk, which is the risk to earnings or capital arising from movement of interest rates. For discussion of the Company's market risk, see "Item 7A – Quantitative and Qualitative Disclosures About Market Risk."

Liquidity Risk

Liquidity risk arises from the inability to meet obligations when they come due without incurring unacceptable losses. It is the risk that valuations will be negatively affected by changes in demand and the underlying market for a financial instrument. Limits and contingency funding scenarios have been established for the Company to support liquidity levels and quality during both expected and stressed scenarios. The Company seeks to maintain client confidence in its balance sheet and the safety of client assets by maintaining liquidity and diversity of funding sources to allow the firm to meet its obligations under both expected and stressed scenarios. See "Liquidity and Capital Resources" for additional detail on the Company's liquidity requirements.

Compliance Risk

The Company faces significant compliance risk in its business, that is, the risk of legal or regulatory sanctions, fines or penalties, financial loss, or damage to reputation resulting from the failure to comply with laws, regulations, rules, or other regulatory requirements. Among other things, compliance risks relate to the suitability of client investments, conflicts of interest, disclosure obligations and performance expectations for Company products and services, supervision of employees, and the adequacy of the Company's controls. The Company and its affiliates are subject to extensive regulation by federal, state and foreign regulatory authorities, including SROs. Such regulation is becoming increasingly extensive and complex, and regulatory proceedings and sanctions against financial services firms continue to increase.

The Company attempts to manage compliance risk through policies, procedures and controls reasonably designed to achieve and/or monitor compliance with applicable legal and regulatory requirements. These procedures address issues such as business conduct and ethics, sales and trading practices, marketing and communications, extension of credit, client funds and securities, books and records, anti-money laundering, client privacy, and employment policies. Despite the Company's efforts to maintain an effective compliance program and internal controls, legal breaches and rule violations could result in reputational harm, significant losses and disciplinary sanctions, including limitations on the Company's business activities.

Legal Risk

Legal risk is a consequence of operational failure – the risk of a claim for damages brought by clients, employees or other third parties, alleging error that amounts to a breach of legal requirements or other duties under law. The financial services industry is subject to substantial litigation risk, and the firm incurs legal claims in the ordinary course of business. Increased litigation costs or substantial legal liability relating to an extraordinary claim or incidence of claims could have a material adverse effect on the Company's business and financial condition. For information about the Company's legal risk, see "Item 1A – Risk Factors," and "Item 8 – Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – 14. Commitments and Contingencies."

Capital Planning

The capital plan considers significant risks to meeting the Company's capital goals over time and through evolving economic, financial, and business environments. Internal guidelines are set, for both the Company and regulated subsidiaries, to ensure continued regulatory compliance as well as to meet expectations of investors and rating agencies.

The capital plan also considers the potential effects of a sudden and sustained systemic economic downturn, idiosyncratic events which are uniquely impactful to the Company, and sensitivity analyses applied to significant assumptions that are either quantitative or qualitative in nature. The comprehensive Capital Contingency Plan was developed by the Company to address the action plans for certain capital events with low probability, but high severity, that the Company might face. The Capital Contingency Plan is issued under the authority of the Asset-Liability Management and Pricing Committee and provides guidelines for sustained capital events. It does not specifically address every contingency, but is designed to provide a framework for responding to any capital stress.

Capital forecasts are reviewed monthly at Capital Planning and Asset-Liability Management and Pricing Committee meetings and semi-annually at the Company's Board of Directors meetings. Exceptions to internal guidelines are also reviewed at quarterly Global Risk Committee meetings.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company uses the market and income approaches to determine the fair value of certain financial assets and liabilities recorded at fair value, and to determine fair value disclosures. See "Item 8 – Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – 2. Summary of Significant Accounting Policies and 16. Fair Values of Assets and Liabilities" for more information on the Company's assets and liabilities recorded at fair value.

When available, the Company uses quoted prices in active markets to measure the fair value of assets and liabilities. When utilizing market data with a bid-ask spread, the Company uses the price within the bid-ask spread that best represents fair value. When quoted prices do not exist, the Company uses prices obtained from independent third-party pricing services to measure the fair value of investment assets. The Company generally obtains prices from at least three independent pricing sources for assets recorded at fair value and may obtain up to five prices on assets with higher risk of limited observable information, such as non-agency residential mortgage-backed securities. The Company's primary independent pricing service provides prices based on observable trades and discounted cash flows that incorporate observable information such as yields for similar types of securities (a benchmark interest rate plus observable spreads) and weighted-average maturity for the same or similar "to-be-issued" securities. The Company compares the prices obtained from its primary independent pricing service to the prices obtained from the additional independent pricing services to determine if the price obtained from the primary independent pricing service is reasonable. The Company does not adjust the prices received from independent third-party pricing services unless such prices are inconsistent with the definition of fair value and result in a material difference in the recorded amounts. At December 31, 2014 and 2013, the Company did not adjust prices received from the primary independent third-party pricing service.

CRITICAL ACCOUNTING ESTIMATES

The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the U.S. While the majority of the Company's revenues, expenses, assets and liabilities are not based on estimates, there are certain accounting principles that require management to make estimates regarding matters that are uncertain and susceptible to change where such change may result in a material adverse impact on the Company's financial position and reported financial results. These critical accounting estimates are described below. Management regularly reviews the estimates and assumptions used in the preparation of the Company's financial statements for reasonableness and adequacy.

Other-than-Temporary Impairment of Securities Available for Sale and Securities Held to Maturity

Management evaluates whether securities available for sale and securities held to maturity are other-than-temporarily impaired (OTTI) on a quarterly basis. Debt securities with unrealized losses are considered OTTI if the Company intends to sell the security or if it is more likely than not that the Company will be required to sell such security before any anticipated recovery. If management determines that a security is OTTI under these circumstances, the impairment recognized in earnings is measured as the entire difference between the amortized cost and the then-current fair value.

A security is also OTTI if management does not expect to recover the amortized cost of the security. In this circumstance, the impairment recognized in earnings represents estimated credit loss, and is measured by the difference between the present value of expected cash flows and the amortized cost of the security. Management utilizes cash flow models to estimate the expected future cash flow from the securities and to estimate the credit loss. Expected cash flows are discounted using the security's effective interest rate.

The evaluation of whether the Company expects to recover the amortized cost of a security is inherently judgmental. The evaluation includes the assessment of several bond performance indicators including: the portion of the underlying loans that are delinquent (30 days, 60 days, 90+ days), in bankruptcy, in foreclosure or converted to real estate owned; the actual amount of loss incurred on the underlying loans in which the property has been foreclosed and sold; the amount of credit support provided by the structure of the security available to absorb credit losses on the underlying loans; the current price and magnitude of the unrealized loss; and whether the Company has received all scheduled principal and interest payments. Management uses cash flow models to further assess the likelihood of other-than-temporary impairment for the Company's non-agency residential mortgage-backed securities. To develop the cash flow models, the Company uses forecasted loss severity, prepayment speeds (i.e. the rate at which the principal on underlying loans are paid down), and default rates over the securities' expected remaining maturities.

Valuation of Goodwill

The Company tests goodwill for impairment at least annually, or whenever indications of impairment exist. Impairment exists when the carrying amount of goodwill exceeds its implied fair value, resulting in an impairment charge for this excess. Adverse changes in the Company's planned business operations such as unanticipated competition, a loss of key personnel, the sale of a reporting unit or a significant portion of a reporting unit, or other unforeseen developments could result in an impairment of the Company's recorded goodwill.

The Company's annual goodwill impairment testing date is April 1st. In testing for a potential impairment of goodwill on April 1, 2014, management performed an assessment of each of the Company's reporting units (generally defined as the Company's businesses for which financial information is available and reviewed regularly by management) and concluded that goodwill was not impaired.

Allowance for Loan Losses

The appropriateness of the allowance is reviewed quarterly by management, taking into consideration current economic conditions, the existing loan portfolio composition, past loss experience, and risks inherent in the portfolio.

The methodology to establish an allowance for loan losses related to the First Mortgage and HELOC portfolio utilizes statistical models that estimate prepayments, defaults, and probable losses for the loan segments based on predicted behavior of individual loans within the segments. The methodology considers the effects of borrower behavior and a variety of factors including, but not limited to, interest rates, housing price movements as measured by a housing price index, economic conditions, estimated defaults and foreclosures measured by historical and expected delinquencies, changes in prepayment speeds, LTV ratios, past loss experience, estimates of future loss severities, borrower credit risk measured by FICO scores, and the adequacy of collateral. The methodology also evaluates concentrations in the loan segments including loan products, year of origination, and