

Morgan Stanley

Regulatory Capital Disclosures Report

For the Quarterly Period Ended December 31, 2013

Morgan Stanley

REGULATORY CAPITAL DISCLOSURES REPORT

For the quarterly period ended December 31, 2013

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Part I—Overview

1 Morgan Stanley

Morgan Stanley is a global financial services firm that, through its subsidiaries and affiliates, provides its products and services to a large and diversified group of clients and customers, including corporations, governments, financial institutions and individuals. The Company is a financial holding company regulated by the Board of Governors of the Federal Reserve System (the “Federal Reserve”) under the Bank Holding Company Act of 1956, as amended. Unless the context otherwise requires, the terms “Morgan Stanley” or the “Company” mean Morgan Stanley (the “Parent”) together with its consolidated subsidiaries.

Part II—Market Risk Capital Disclosures

1 Risk-based Capital Guidelines: Market Risk

On January 1, 2013, the U.S. banking regulators’ final rules to implement the Basel Committee on Banking Supervision’s market risk capital framework amendment, commonly referred to as “Basel 2.5,” became effective, which increased the capital requirements for securitizations and correlation trading positions within the Company’s trading book, as well as incorporated add-ons for stressed Value-at-Risk (“VaR”) and incremental risk requirements (“Basel 2.5 market risk capital framework amendment”).

The Company’s market risk capital disclosures contained in this report are required by the Federal Reserve in accordance with Section 12 of *Risk-based Capital Guidelines: Market Risk*, published in the Federal Register (Vol. 77, No. 169) on August 30, 2012. The Company’s market risk disclosures required by the U.S. Securities and Exchange Commission (the “SEC”) in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013 (the “Form 10-K”) can be found at http://www.morganstanley.com/about/ir/sec_filings.html.

Measures of exposures and other metrics disclosed in the Company’s Regulatory Capital Disclosures Reports conform to the definitions set out in the Basel 2.5 market risk capital framework amendment. Some measures of exposures may not be consistent with accounting principles generally accepted in the United States of America (“U.S. GAAP”), and may not be comparable with measures reported in the Form 10-K. The Company’s Regulatory Capital Disclosures Reports are not required to be, and have not been, audited by the Company’s independent registered public accounting firm.

2 Market Risk

Market risk refers to the risk that a change in the level of one or more market prices, rates, indices, implied volatilities (the price volatility of the underlying instrument imputed from option prices), correlations or other market factors, such as market liquidity, will result in losses for a position or portfolio. Generally, the Company incurs market risk as a result of trading, investing and client facilitation activities, principally within the Institutional Securities business segment where the substantial majority of the Company’s market risk capital is required. In addition, the Company incurs trading-related market risk within the Wealth Management business segment. The Investment Management business segment incurs principally Non-trading market risk primarily from investments in real estate funds and investments in private equity vehicles.

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2.1 Market Risk Capital Charge and RWAs

The following table presents the total market risk capital charge and risk-weighted assets (“RWAs”) under the Basel 2.5 market risk capital framework amendment categorized by component type.

	At December 31, 2013	
<u>Components of Market Risk Capital Charge and RWAs</u>	<u>Capital Charge</u>	<u>RWAs</u>
	(dollars in millions)	
Regulatory VaR(1).....	\$ 754	\$ 9,421
Regulatory Stressed VaR(2)	2,491	31,138
Incremental Risk Charge(2).....	1,117	13,968
Comprehensive Risk Measure(2).....	405	5,066
Total Model-based Charges	\$ 4,767	\$ 59,593
Securitization Charge.....	2,811	35,139
Correlation Surcharge	989	12,360
Other Standardized Charges	2,133	26,668
Total Standardized Charges	\$ 5,933	\$ 74,167
Total Market Risk	\$ 10,700	\$ 133,760

(1) Per regulatory requirements, the daily average of the previous 60 business days from the period-end date is utilized in the capital equation.

(2) Per regulatory requirements, the weekly average of the previous 12 weeks from the period-end date is utilized in the capital equation.

The Company’s Total Market Risk RWAs at December 31, 2013 were \$133,760 million compared to \$135,629 million at September 30, 2013. This decrease was primarily driven by reduced exposure to credit spread products.

2.2 Model Methodology and Assumptions

Regulatory VaR

The Company estimates VaR using a model based on volatility-adjusted historical simulation for general market risk factors and Monte Carlo simulation for name-specific risk in corporate shares, bonds, loans and related derivatives. The model constructs a distribution of hypothetical daily changes in the value of trading portfolios based on the following: historical observation of daily changes in key market indices or other market risk factors; and information on the sensitivity of the portfolio values to these market risk factor changes. The Company’s VaR model uses four years of historical data with a volatility adjustment to reflect current market conditions.

The Company utilizes the same VaR model for both risk management purposes as well as regulatory capital calculations. The portfolio of positions used for the Company’s VaR for risk management purposes (“Management VaR”) differs from that used for regulatory capital requirements (“Regulatory VaR”), as it contains certain positions which are excluded from Regulatory VaR. Examples include loans that are fair valued and associated hedges, as well as counterparty credit valuation adjustments. Additionally, the Company’s Management VaR excludes certain positions contained in its Regulatory VaR, such as hedges to counterparty exposures related to the Company’s own credit spread.

For regulatory capital purposes, Regulatory VaR is computed at a 99% level of confidence over a 10-day time horizon. The Company’s Management VaR is computed at a 95% level of confidence over a one-day time horizon, which is a useful indicator of possible trading losses resulting from adverse daily market moves. For more information about the Company’s Management VaR model, related statistics and limit monitoring process, see “Quantitative and Qualitative Disclosures about Market Risk—Risk Management—Market Risk” in Part II, Item 7A of the Form 10-K.

The following table presents the period-end, daily average, high and low Regulatory VaR by risk category for a 10-day holding period for the quarter ended December 31, 2013. Additionally, the daily average Regulatory VaR for a one-day holding period is shown for comparison. The metrics below are calculated over the calendar quarter and therefore may not coincide with the period applied in the capital calculations.

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Regulatory VaR

	99% Regulatory VaR				
	Quarter Ended December 31, 2013				
	One-Day Holding Period	10-Day Holding Period			
	Daily Average(1)	Period End	Daily Average(1)	High	Low
	(dollars in millions)				
Interest rate	\$ 43	\$ 165	\$ 135	\$ 195	\$ 96
Credit spread	48	157	152	166	135
Equity price	28	101	89	120	81
Foreign exchange rate	27	68	85	106	60
Commodity price	35	101	109	152	80
Less: Diversification benefit(2)(3)	(100)	(314)	(318)	N/A	N/A
Total Regulatory VaR	\$ 81	\$ 278	\$ 252	\$ 318	\$ 210

- (1) The daily average shown is calculated over the entire quarter. Per regulatory requirements, the daily average of the previous 60 business days from the period-end date is utilized in the capital calculation.
- (2) Diversification benefit equals the difference between the total Regulatory VaR and the sum of the component VaRs. This benefit arises because the simulated one-day losses for each of the components occur on different days; similar diversification benefits also are taken into account within each component.
- (3) N/A—Not Applicable. The high and low VaR values for the total Regulatory VaR and each of the component VaRs might have occurred on different days during the quarter, and therefore the diversification benefit is not an applicable measure.

Regulatory Stressed VaR

Regulatory Stressed VaR is calculated using the same methodology and portfolio composition as Regulatory VaR. However, Regulatory Stressed VaR is based on a continuous one-year historical period of significant market stress, appropriate to the Company's portfolio. The Company's selection of the one year stressed window is evaluated on an ongoing basis.

The following table presents the period-end, weekly average, high and low Regulatory Stressed VaR for a 10-day holding period for the quarter ended December 31, 2013. Additionally, the weekly average Regulatory Stressed VaR for a one-day holding period is shown for comparison. The metrics below are calculated over the calendar quarter and therefore may not coincide with the period applied in the capital calculations.

Regulatory Stressed VaR

	99% Regulatory Stressed VaR				
	Quarter Ended December 31, 2013				
	One-Day Holding Period	10-Day Holding Period			
	Weekly Average(1)	Period End	Weekly Average(1)	High	Low
	(dollars in millions)				
Total Regulatory Stressed VaR	\$ 266	\$ 970	\$ 841	\$ 993	\$ 650

- (1) The weekly average shown is calculated over the entire quarter. Per regulatory requirements, the weekly average of the previous 12 weeks from the period-end date is utilized in the capital calculation.

Incremental Risk Charge

The Incremental Risk Charge ("IRC") is an estimate of default and migration risk of unsecuritized credit products in the trading book. The IRC also captures recovery risk, and assumes that average recoveries are lower when default rates are higher. A Monte Carlo simulation-based model is used to calculate the IRC at a 99.9% level of confidence over a one-year time horizon. A constant level of risk assumption is imposed which ensures that all positions in the IRC portfolio are evaluated over the full one-year time horizon.

The IRC model differentiates the underlying traded instruments by liquidity horizons, with the minimum liquidity horizon set to 3 months. Lower rated issuers receive longer liquidity horizons of between 6 and 12 months. In addition to the ratings-based liquidity horizon, the Company also applies liquidity horizon penalties to positions that are deemed concentrated.

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The following table presents the period-end, weekly average, high and low IRC for the quarter ended December 31, 2013. The metrics below are calculated over the calendar quarter and therefore may not coincide with the period applied in the capital calculations.

Incremental Risk Charge

	Quarter Ended December 31, 2013			
	Period End	Weekly Average(1)	High	Low
	(dollars in millions)			
Total Incremental Risk Charge	\$ 1,117	\$ 911	\$ 1,117	\$ 715

(1) The weekly average shown is calculated over the entire quarter. Per regulatory requirements, the weekly average of the previous 12 weeks from the period-end date is utilized in the capital calculation.

Comprehensive Risk Measure

The Comprehensive Risk Measure (“CRM”) is an estimate of risk in the correlation trading portfolio, taking into account credit spread, correlation, basis, recovery and default risks. A Monte Carlo simulation-based model is used to calculate the CRM at a 99.9% level of confidence over a one-year time horizon, applying the constant level of risk assumption.

All positions in the CRM portfolio are given a liquidity horizon of 6 months.

Positions eligible for CRM are also subject to an 8% capital surcharge, which is referred to as the “Correlation Surcharge” in the Components of Market Risk Capital Charge and RWAs table in Part II, Section 2.1.

The following table presents the period-end, weekly average, high and low CRM for the quarter ended December 31, 2013. The metrics below are calculated over the calendar quarter and therefore may not coincide with the period applied in the capital calculations.

Comprehensive Risk Measure

	Quarter Ended December 31, 2013			
	Period End	Weekly Average(1)	High	Low
	(dollars in millions)			
Total Comprehensive Risk Measure	\$ 405	\$ 306	\$ 405	\$ 258

(1) The weekly average shown is calculated over the entire quarter. Per regulatory requirements, the weekly average of the previous 12 weeks from the period-end date is utilized in the capital calculation.

2.3 Model Limitations

The Company uses VaR and Stressed VaR as components in a range of risk management tools. Among their benefits, VaR models permit estimation of a portfolio’s aggregate market risk exposure, incorporating a range of varied market risks and portfolio assets. However, VaR has various limitations, which include, but are not limited to: use of historical changes in market risk factors, which may not be accurate predictors of future market conditions, and may not fully incorporate the risk of extreme market events that are outsized relative to observed historical market behavior or reflect the historical distribution of results beyond the 99% confidence interval; and reporting of losses over a defined time horizon, which does not reflect the risk of positions that cannot be liquidated or hedged over that defined horizon.

The Company also uses IRC and CRM models to measure default and migration risk of credit spread and correlation products in the trading book. Among their benefits, these models permit estimation of a portfolio’s aggregate exposure to default and migration risk, incorporating a range of market risk factors in a period of financial stress. However, the IRC and CRM models have various limitations, which include, but are not limited to: use of historical default rates, credit spread movements, correlation, and recovery rates, which may not be accurate predictors of future credit environments, and may not fully incorporate the risk of extreme credit events that are outsized relative to observed historical behavior or reflect the historical distribution of results beyond the 99.9% confidence interval.

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Regulatory VaR, Regulatory Stressed VaR, IRC and CRM numbers are not readily comparable across firms because of differences in the firms' portfolios, modeling assumptions and methodologies. In IRC and CRM, those differences may be particularly pronounced because of the long risk horizon measured by those models as well as the difficulty in performing backtesting. These differences can result in materially different numbers across firms for similar portfolios. As a result, the model-based numbers tend to be more useful when interpreted as indicators of trends in a firm's risk profile rather than as an absolute measure of risk to be compared across firms.

2.4 Model Validation

The Company validates its Regulatory VaR model, Regulatory Stressed VaR model, IRC model and CRM model on an ongoing basis. The Company's model validation process is independent of the internal models' development, implementation and operation. The validation process includes, amongst other things, an evaluation of the conceptual soundness of the internal models.

The Company's Regulatory VaR model, Regulatory Stressed VaR model, IRC model and CRM model have all been approved for use by the Company's regulators.

2.5 Regulatory VaR Backtesting

One method of evaluating the reasonableness of the Company's VaR model as a measure of the Company's potential volatility of net revenue is to compare the VaR with the hypothetical buy-and-hold trading revenue. Assuming no intra-day trading, for a 99%/one-day VaR, the expected number of times that trading losses should exceed VaR during the year is two to three times, and, in general, if trading losses were to exceed VaR more than ten times in a year, the adequacy of the VaR model could be questioned. For days where losses exceed the VaR statistic, the Company examines the drivers of trading losses to evaluate the VaR model's accuracy relative to realized trading results.

The Company regularly conducts a comparison of its VaR-based estimates with buy-and-hold gains or losses experienced ("backtesting"). The buy-and-hold gains or loss is defined in the Basel 2.5 market risk capital framework amendment as profits or losses on covered positions, as defined in Part II, Section 2.6 below, excluding fees, commissions, reserves, net interest income, and intraday trading. The buy-and-hold gains or losses utilized for Regulatory VaR backtesting differs from the daily net trading revenue as disclosed in "Quantitative and Qualitative Disclosures about Market Risk—Risk Management—Market Risk" in Part II, Item 7A of the Form 10-K. The Company had no Regulatory VaR backtesting exceptions during the quarter ended December 31, 2013.

2.6 Covered Positions

Composition of Trading Book

During the quarter ended December 31, 2013, the Company had exposures to a wide range of interest rates, credit spread, equity prices, foreign exchange rates and commodity prices—and the associated implied volatilities and spreads—related to the global markets in which it conducts its trading activities. For more information about such exposures, see "Quantitative and Qualitative Disclosures about Market Risk—Risk Management—Market Risk—Sales and Trading and Related Activities" in Part II, Item 7A of the Form 10-K.

Covered positions include trading assets or liabilities held by the Company for the purpose of short-term resale or with the intent of benefiting from actual or expected price movements related to its market-making activities. In addition to positions deemed a trading asset or liability, the foreign exchange and commodity exposure of certain banking book assets are also considered covered positions under the Federal Reserve's Basel 2.5 market risk capital framework amendment.

The Company manages its covered positions by employing a variety of risk mitigation strategies. These strategies include diversification of risk exposures and hedging. Hedging activities consist of the purchase or sale of positions in related securities and financial instruments, including a variety of derivative products (*e.g.*, futures, forwards, swaps and options). Hedging activities may not always provide effective mitigation against trading losses due to differences in the terms, specific characteristics or other basis risks that may exist between the hedge instrument and the risk exposure that is being hedged. The Company manages the market risk associated with its trading activities on a Company-wide basis, on a worldwide trading division level and on an individual product basis. The Company manages and monitors its market risk exposures in

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such a way as to maintain a portfolio that the Company believes is well-diversified in the aggregate with respect to market risk factors and that reflects the Company's aggregate risk tolerance as established by the Company's senior management.

Valuation Policies, Procedures, and Methodologies for Covered Positions

For more information on the Company's valuation policies, procedures, and methodologies for covered positions (trading assets and trading liabilities), see Notes 2 (Significant Accounting Policies) and 4 (Fair Value Disclosures) to the consolidated financial statements in Part II, Item 8 of the Form 10-K.

2.7 Stress Testing of Covered Positions

The Company stress tests the market risk of its covered positions at a frequency appropriate to each portfolio and in no case less frequently than quarterly. The stress tests take into account concentration risk, illiquidity under stressed market conditions and other risks arising from the Company's trading activities.

In addition, the Company utilizes a proprietary economic stress testing methodology that comprehensively measures the Company's market and credit risk. The methodology simulates many stress scenarios based on more than 25 years of historical data and attempts to capture the different liquidities of various types of general and specific. Event and default risks for relevant credit portfolios are also captured.

Furthermore, as part of the Federal Reserve's annual Comprehensive Capital Analysis and Review ("CCAR"), the Company is required to perform annual capital stress testing under scenarios prescribed by the Federal Reserve. The stress testing results are submitted to the Federal Reserve and a summary of the results under the severely adverse economic is publicly disclosed. For more information on the Company's stress testing, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Regulatory Requirements" in Part II, Item 7 of the Form 10-K.

3 Correlation Trading Positions and Securitization Exposures in the Trading Book

A correlation trading position is a securitization position for which all or substantially all of the value of the underlying exposure is based on the credit quality of a single company for which a two-way market exists, or on commonly traded indices based on such exposures for which a two-way market exists on the indices. Hedges of correlation trading positions are also considered correlation trading positions. At December 31, 2013, the Company's aggregate CRM eligible correlation trading positions had a Net Market Value¹ of \$3,670 million, which is comprised of net long market values of \$2,771 million and net short market values of \$899 million. The net long and net short market values are inclusive of netting permitted under the Basel 2.5 market risk capital framework amendment.

The Company also engages in securitization activities related to commercial and residential mortgage loans, corporate bonds and loans, municipal bonds and other types of financial instruments. The following table presents the Net Market Value of the Company's aggregate on-balance sheet and off-balance sheet securitization positions by exposure type, inclusive of hedges, in the trading book:

<u>Exposures</u>	<u>At December 31, 2013</u>	
	<u>Net Market Value(1)</u>	
	(dollars in millions)	
Residential mortgages.....	\$	2,951
Commercial mortgages.....		2,163
Corporate debt(2).....		1,379
Asset-backed securitizations and other.....		1,056
Total.....	\$	<u>7,549</u>

(1) Net Market Value represents the fair value for cash instruments and the replacement value for derivative instruments.
(2) Amount includes correlation trading positions that are not CRM eligible.

¹ Net Market Value represents the fair value for cash instruments and the replacement value for derivative instruments.

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3.1 Securitization and Resecuritization Positions

The Company closely monitors the price, basis and liquidity risk in the covered securitization and resecuritization positions that are held in the trading book. Each position falls into at least one or more trading limits that have been set to limit the aggregate, concentration and basis risk in the portfolio to acceptable levels. Holdings are monitored against these limits on a daily basis.

The inherent market risk of these positions are captured in various risk measurement models including Regulatory VaR, Regulatory Stress VaR and stress loss scenarios which are calculated and reviewed on a daily basis. Further, the Company regularly performs additional analysis to comprehend various risks in its securitization and resecuritization portfolio, and changes in these risks. Analysis is performed in accordance with Basel 2.5 market risk capital framework amendment to understand structural features of the portfolio and the performance of underlying collateral.

In addition, the Company uses a variety of hedging strategies to mitigate credit spread and default risk for the securitization and resecuritization positions. Hedging decisions are based on market conditions, and are evaluated within the Company's risk governance structure.

For general information on the Company's securitization activities, see "Securitization Activities" in Note 7 (Variable Interest Entities and Securitization Activities) to the consolidated financial statements in Part II, Item 8 of the Form 10-K.

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Part III—Other Regulatory Capital Disclosures

1 Capital Adequacy Assessment

The Company calculates its capital ratios and RWAs in accordance with the capital adequacy standards for financial holding companies adopted by the Federal Reserve. These standards are based upon a framework described in the “International Convergence of Capital Measurement and Capital Standards,” July 1988, as amended, also referred to as Basel I. The Company’s risk-based capital and RWAs contained in this report for the quarter ended December 31, 2013 reflect the Basel 2.5 market risk capital framework amendment.

The following table reconciles the Company’s total shareholders’ equity to Tier 1 common capital, Tier 1 capital, Tier 2 capital and Total allowable capital as defined by the current regulations issued by the Federal Reserve and presents the Company’s consolidated capital ratios at December 31, 2013.

	<u>At</u> <u>December 31, 2013</u> (dollars in millions)
Allowable capital	
Common shareholders’ equity	\$ 62,701
Less: Goodwill	(6,595)
Less: Non-servicing intangible assets	(3,279)
Less: Net deferred tax assets	(2,879)
After-tax debt valuation adjustment	1,275
Other deductions	(1,306)
Tier 1 common capital	<u>\$ 49,917</u>
Qualifying preferred stock	3,220
Qualifying restricted core capital elements	7,870
Tier 1 capital	<u>\$ 61,007</u>
Qualifying subordinated debt and restricted core capital elements	5,559
Other qualifying amounts	284
Other deductions	(850)
Tier 2 capital	<u>\$ 4,993</u>
Total allowable capital	<u>\$ 66,000</u>
Risk-weighted assets	
Market risk	\$ 133,760
Credit risk	255,915
Total	<u>\$ 389,675</u>
Capital ratios	
Total capital ratio	<u>16.9%</u>
Tier 1 common capital ratio	<u>12.8%</u>
Tier 1 capital ratio	<u>15.7%</u>
Tier 1 leverage ratio	<u>7.6%</u>

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The following table presents the changes in Tier 1 common capital, Tier 1 capital and Tier 2 capital calculated under Basel I, inclusive of the Basel 2.5 market risk capital framework amendment, for the quarter ended December 31, 2013.

	Quarter Ended
	December 31, 2013
	(dollars in millions)
Tier 1 common capital	
Balance at September 30, 2013.....	\$ 48,696
Additional paid-in capital	335
Net income applicable to Morgan Stanley	84
Dividends	(149)
Change in accumulated other comprehensive loss.....	(79)
Change in treasury stock.....	(248)
Change in common shareholders' equity	\$ (57)
Change in goodwill.....	(4)
Change in non-servicing intangible assets	228
Change in net deferred tax assets.....	713
Change in after-tax debt valuation adjustment.....	241
Change in other deductions.....	100
Balance at December 31, 2013	<u>\$ 49,917</u>
Tier 1 capital	
Balance at September 30, 2013.....	\$ 58,903
Change in Tier 1 common capital	1,221
Change in qualifying preferred stock.....	850
Change in qualifying restricted core capital elements	33
Balance at December 31, 2013	<u>\$ 61,007</u>
Tier 2 capital	
Balance at September 30, 2013.....	\$ 3,152
Change in qualifying subordinated debt and restricted core capital elements	1,837
Change in other qualifying amounts	(5)
Change in other deductions.....	9
Balance at December 31, 2013	<u>\$ 4,993</u>
Total allowable capital at December 31, 2013	<u>\$ 66,000</u>

For further information about the Company's regulatory capital requirements, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Regulatory Requirements—Capital" in Part II, Item 7 of the Form 10-K.

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2 Index of Risk and Capital Disclosures

The Company's market risk capital disclosures contained in this report are required by the Federal Reserve in accordance with Section 12 of *Risk-based Capital Guidelines: Market Risk*, published in the Federal Register (Vol. 77, No. 169) on August 30, 2012. The Company's market risk disclosures required by the SEC in the Form 10-K can be found at http://www.morganstanley.com/about/ir/sec_filings.html.

Measures of exposures and other metrics disclosed in the Company's Regulatory Capital Disclosures Reports conform to the definitions set out in the Basel 2.5 market risk capital framework amendment. Some measures of exposures may not be consistent with the U.S. GAAP, and may not be comparable with measures reported in the Form 10-K. The Company's Regulatory Capital Disclosures Reports are not required to be, and have not been, audited by the Company's independent registered public accounting firm.

The following table presents an index of the Company's risk and capital disclosures in the 2013 Annual Report on Form 10-K and Regulatory Capital Disclosures Report for the quarterly period ended December 31, 2013.

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