



LETTER TO SHAREHOLDERS  
AND FORM 10-K

# Industry

2017 industry median data as reported  
by SNL Financial as of February 14, 2018

# UMBF

UMB data as of December 31, 2017

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+13.8%

**Dividend Growth**

Full-year 2007 through full-year 2017.

+82.5%

**Dividend Growth**

UMB increased its dividend 5.1 percent in 2017, for a total 10-year increase of 82.5 percent.

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0.83%

**Nonperforming Loans To Total Loans**

0.52%

**Nonperforming Loans To Total Loans**

We continue to maintain strong asset quality regardless of the economic environment.

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90.2%

**Loan-To-Deposit Ratio**

68.0%

**Loan-To-Deposit Ratio**

In 2017, deposits increased 3.9 percent, which allowed us plenty of liquidity to meet our customers' needs.

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12.20%

**Common Equity Tier 1 Capital Ratio**

12.95%

**Common Equity Tier 1 Capital Ratio**

We continue to operate with strong capital levels.

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+38.9%

**Net Interest Income Growth**

For the past five years ended December 31, 2017.

+74.6%

**Net Interest Income Growth**

Our net interest income during the last five years has been driven by our growing loan portfolio and our ongoing efforts to optimize our balance sheet.

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# Rising to great heights.

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## Dear fellow shareholders,

2017 was another great year for UMB Financial Corporation. Lately, I have found myself reflecting on how proud and honored I am to be at the helm of this fine company, and how lucky I am to work alongside more than 3,500 associates who are passionate about delivering *the* unparalleled customer experience. Our collective commitment to our customers also impacts the communities in which we do business, and ultimately returns value to our shareholders.

For the year ended December 31, 2017, net income from continuing operations was a record \$183.0 million, or \$3.67 per diluted share, an increase of 19.1 percent compared to \$153.6 million, or \$3.12 per diluted share, for the year ended December 31, 2016.

## PRIDE

Now, more than ever, it seems like there are heightened external forces at play in the economic environment. Despite the theatrics that evolve daily in Washington, D.C., the global stage or local politics, I am proud that UMB remains consistent in all economic environments and weathers whatever comes our way.

Our ability to work together to deliver on our strategy is what sets us apart from the competition and helps keep the company out of the fray. For 105 years, we have remained true to the guiding principle to do what is right, not what is popular—even when that means we look like contrarians, which can feel uncomfortable. As I consider this principle, I am reminded of an ad I saw in the Wall Street Journal in the 1980s that said, and I'll paraphrase some: "Companies rise to great heights the same way kites do.

Against the wind, not with it." I am proud of the way UMB has always looked after our customers, shareholders, associates and communities.

We have always been consistent in our underwriting practices, which in turn has led to an average charge-off ratio of just 0.32 percent during the past 10 years. In that same period, we've grown average loan balances from \$3.9 billion in 2007 to \$10.8 billion in 2017 for a compound annual growth rate (CAGR) of 10.8 percent. In contrast, the industry has grown loan balances at a median CAGR of just 4.3 percent according to SNL Financial. I am extremely proud of our consistently strong track record of growth and quality underwriting. Our customers know they can count on us to be nimble, knowledgeable and flexible—this is our competitive advantage.

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“ We believe that with our focus on delivering operational excellence, continuing to concentrate on customer intimacy, and living our brand promise of *Count on more*, we will provide *the* unparalleled customer experience. ”

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I am also proud that during the first quarter of 2018, we increased our dividend to \$0.29 per share from \$0.275 per share, continuing our long history of periodic increases to return value to our shareholders. This 5.5 percent increase reflects our commitment to our holders and the confidence we have in our business model.

## HONOR

I believe UMB has the best people in the business, and it's my privilege to stand shoulder to shoulder with all of our associates. We take our company culture very seriously, and the passion, dedication and care we express every day is incredible. How we build our culture is important, and doing the right thing by our associates is a big part of that. To that end, in 2017, we increased the contribution to the UMB Profit Sharing and employee stock ownership plan (ESOP) to \$4 million—which is more than double what we contributed in 2016—and we also increased our 401(k) match.

We believe in honoring the communities in which our associates live and work, and giving back has always been an integral part of our culture. As such, we made a \$1 million donation to the UMBFC Charitable Foundation. This contribution will have a profound effect on the Foundation's ability to help fund education for the children of associates through our *Count on more* scholarship program, and will help fund our new matching gift program that doubles the impact of contributions associates make to their favorite qualified charitable organizations.

Finally, in the past 10 years, UMB Bank and several of the foundations we administer have given more than \$110 million to the communities in which we operate.

## FOCUS

The future is bright for UMB. We believe that with our focus on delivering operational excellence, continuing to concentrate on customer intimacy, and living our brand promise of *Count on more*, we will provide *the* unparalleled customer experience. Our efforts in 2017 make me honored and proud to be at the helm of UMB Financial Corporation. As our shareholders, I thank you for your continued support, and I look forward to 2018.

Sincerely,



**Mariner Kemper**

Chairman, UMB Bank, n.a.;  
Chairman, President and  
Chief Executive Officer,  
UMB Financial Corporation  
February 22, 2018

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-K**

(Mark One)

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

For the fiscal year ended: December 31, 2017

OR

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

For the transition period from \_\_\_ to \_\_\_

Commission file number: 000-04887

**UMB FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

Missouri  
(State or other jurisdiction of incorporation or organization)

43-0903811  
(I.R.S. Employer Identification No.)

1010 Grand Boulevard, Kansas City, Missouri  
(Address of principal executive offices)

64106  
(Zip Code)

(Registrant's telephone number, including area code): (816) 860-7000

Securities Registered Pursuant to Section 12(b) of the Act:

<u>Title of each class</u> Common Stock, \$1.00 Par Value	<u>Name of each exchange on which registered</u> The NASDAQ Global Select Market
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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 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) 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, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of June 30, 2017, the aggregate market value of common stock outstanding held by nonaffiliates of the registrant was approximately \$3,379,666,840 based on the closing price of the registrant's common stock on the NASDAQ Global Select Market on that date.

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

<u>Class</u> Common Stock, \$1.00 Par Value	<u>Outstanding at February 15, 2018</u> 50,048,342
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**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Company's Definitive Proxy Statement on Schedule 14A ("Proxy Statement") to be delivered to shareholders in connection with the Annual Meeting of Shareholders to be held on April 24, 2018, are incorporated by reference into Part III of this Annual Report on Form 10-K.

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## PART I

### ITEM 1. BUSINESS

#### General

UMB Financial Corporation (together with its consolidated subsidiaries, unless the context requires otherwise, the Company) is a financial holding company that is headquartered in Kansas City, Missouri. The Company provides banking services and asset servicing to its customers in the United States and around the globe.

The Company was organized as a corporation under Missouri law in 1967 and is registered as a bank holding company under the Bank Holding Company Act of 1956, as amended (the BHCA) and a financial holding company under the Gramm-Leach-Bliley Act of 1999, as amended (the GLBA). The Company currently owns all of the outstanding stock of one national bank and several nonbank subsidiaries.

The Company's national bank, UMB Bank, National Association (the Bank), has its principal office in Missouri and also has branches in Arizona, Colorado, Illinois, Kansas, Nebraska, Oklahoma, and Texas. The Bank offers a full complement of banking products and other services to commercial, retail, government, and correspondent-bank customers, including a wide range of asset-management, trust, bank-card, and cash-management services.

The Company also owns UMB Fund Services, Inc. (UMBFS), which is a significant nonbank subsidiary and is located in Milwaukee, Wisconsin, Chadds Ford, Pennsylvania, and Ogden, Utah. UMBFS provides fund accounting, transfer agency, and other services to mutual fund and alternative-investment groups.

Until November 17, 2017, the Company also owned Scout Investments, Inc. (Scout), which is an institutional asset-management company that offered domestic and international equity strategies through its Scout Asset Management Division and fixed income strategies through its Reams Asset Management division. On November 17, 2017, the Company closed on the sale of Scout to Carillon Tower Advisers, Inc., a Florida corporation, for a purchase price of approximately \$172.5 million, after giving effect to customary purchase price adjustments.

On a full-time equivalent basis at December 31, 2017, the Company and its subsidiaries employed 3,570 persons.

#### Business Segments

The Company's products and services are grouped into two segments: Bank and Asset Servicing.

These segments and their financial results are described in detail in (i) the section of Management's Discussion and Analysis of Financial Condition and Results of Operations entitled *Business Segments*, which can be found in Part II, Item 7, pages 32 through 33, of this report and (ii) Note 12, "Business Segment Reporting," in the Notes to the Consolidated Financial Statements, which can be found in Part II, Item 8, pages 87 through 89 of this report.

#### Competition

The Company faces intense competition in each of its business segments and in all of the markets and geographic regions that the Company serves. Competition comes from both traditional and non-traditional financial-services providers, including banks, savings associations, finance companies, investment advisors, asset managers, mutual funds, private-equity firms, hedge funds, brokerage firms, mortgage-banking companies, credit-card companies, insurance companies, trust companies, securities processing companies, and credit unions. Recently, financial-technology (fintech) companies have been partnering more often with financial-services providers to compete with the Company for lending, payments, and other business. Many competitors may not be subject to the same kind or degree of supervision and regulation as the Company.

Competition is based on a number of factors. Banking customers are generally influenced by convenience, rates and pricing, personal experience, quality and availability of products and other services, lending limits, transaction execution, and reputation. Investment advisory services compete primarily on returns, expenses, third-party ratings, and the reputation and performance of managers. Asset servicing competes primarily on price, quality of services, and reputation. The Company and its competitors are all impacted by the overall economy and health of

the financial markets. The degree of impact will vary based on the basis of risk of each competitor and their approach to managing them.

Successfully competing in the Company's chosen markets and regions also depends on the Company's ability to attract, retain, and motivate talented employees, to invest in technology and infrastructure, and to innovate, all the while effectively managing its expenses. The Company expects that competition will likely intensify in the future.

### **Government Monetary and Fiscal Policies**

In addition to the impact of general economic conditions, the Company's business, results of operations, financial condition, capital, liquidity, and prospects are significantly affected by government monetary and fiscal policies that are announced or implemented in the United States and abroad.

A sizeable influence is exerted, in particular, by the policies of the Board of Governors of the Federal Reserve System (the FRB), which influences monetary and credit conditions in the economy in pursuit of maximum employment, stable prices, and moderate long-term interest rates. Among the FRB's policy tools are (1) open market operations (that is, purchases or sales of securities in the open market to adjust the supply of reserve balances in order to achieve targeted federal funds rates or to put pressure on longer-term interest rates in order to achieve more desirable levels of economic activity and job creation), (2) the discount rate charged on loans by the Federal Reserve Banks, (3) the level of reserves required to be held by depository institutions against specified deposit liabilities, (4) the interest paid or charged on balances maintained with the Federal Reserve Banks by depository institutions, including balances used to satisfy their reserve requirements, and (5) other deposit and loan facilities.

The FRB and its policies have a substantial impact on the availability and demand for loans and deposits, the rates and other aspects of pricing for loans and deposits, and the conditions in equity, fixed income, currency, and other markets in which the Company operates. Policies announced or implemented by other central banks around the world have a meaningful effect as well and sometimes may be coordinated with those of the FRB.

Tax and other fiscal policies, moreover, impact not only general economic conditions but also give rise to incentives or disincentives that affect how the Company and its customers prioritize objectives, operate businesses, and deploy resources.

### **Regulation and Supervision**

The Company is subject to regulatory frameworks in the United States at federal, State, and local levels. In addition, the Company is subject to the direct supervision of various government authorities charged with overseeing the kinds of financial activities conducted by its business segments.

This section summarizes some pertinent provisions of the principal laws and regulations that apply to the Company. The descriptions, however, are not complete and are qualified in their entirety by the full text and judicial or administrative interpretations of those laws and regulations and other laws and regulations that affect the Company.

#### *Overview*

The Company is a bank holding company under the BHCA and a financial holding company under the GLBA. As a result, the Company—including all of its businesses and operations in the United States and abroad—is subject to the regulation, supervision, and examination of the FRB and to restrictions on permissible activities. This scheme of regulation, supervision, and examination is intended primarily for the protection and benefit of depositors and other customers of the Bank, the Deposit Insurance Fund (the DIF) of the Federal Deposit Insurance Corporation (the FDIC), the banking and financial systems as a whole, and the broader economy, not for the protection or benefit of the Company's shareholders or its non-deposit creditors.

Many of the Company's subsidiaries are also subject to separate or related forms of regulation, supervision, and examination, including: (1) the Bank by the Office of the Comptroller of the Currency (the OCC) under the National Banking Acts, the FDIC under the Federal Deposit Insurance Act (the FDIA), and the Consumer Financial Protection Bureau (the CFPB) under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act); (2) UMBFS, UMB Distribution Services, LLC, UMB Financial Services, Inc., and Prairie Capital Management, LLC by the Securities and Exchange Commission (the SEC) and State regulatory authorities under



federal and State securities laws, and UMB Distribution Services, LLC and UMB Financial Services, Inc. by the Financial Industry Regulatory Authority (FINRA); and (3) UMB Insurance, Inc. by State regulatory authorities under applicable State insurance laws. These schemes, like those overseen by the FRB, are designed to protect public or private interests that often are not aligned with those of the Company's shareholders or non-deposit creditors.

The FRB possesses extensive authorities and powers to regulate the conduct of the Company's businesses and operations. If the FRB were to take the position that the Company or any of its subsidiaries have violated any law or commitment or engaged in any unsafe or unsound practice, formal or informal corrective or enforcement actions could be taken by the FRB against the Company, its subsidiaries, and institution-affiliated parties (such as directors, officers, and agents). These enforcement actions could include an imposition of civil monetary penalties and could directly affect not only the Company, its subsidiaries, and institution-affiliated parties but also the Company's counterparties, shareholders, and creditors and its commitments, arrangements, or other dealings with them. The OCC has similarly expansive authorities and powers over the Bank and its subsidiaries, as does the CFPB over matters involving consumer financial laws. The SEC, FINRA, and other domestic or foreign government authorities also have an array of means at their disposal to regulate and enforce matters within their jurisdiction that could impact the Company's businesses and operations.

#### *Restrictions on Permissible Activities and Corporate Matters*

Bank holding companies and their subsidiaries, under the BHCA, are generally limited to the business of banking and to closely-related activities that are incidental to banking.

As a bank holding company that has elected to become a financial holding company under the GLBA, the Company is also able—directly or indirectly through its subsidiaries—to engage in activities that are financial in nature, that are incidental to a financial activity, or that are complementary to a financial activity and do not pose a substantial risk to the safety or soundness of depository institutions or the financial system generally. Activities that are financial in nature include: (1) underwriting, dealing in, or making a market in securities, (2) providing financial, investment, or economic advisory services, (3) underwriting insurance, and (4) merchant banking.

The Company's ability to directly or indirectly engage in these banking and financial activities, however, is subject to conditions and other limits imposed by law or the FRB and, in some cases, requires the approval of the FRB or other government authorities. These conditions or other limits may arise due to the particular type of activity or, in other cases, may apply to the Company's business more generally. An example of the former is the substantial restrictions on the timing, amount, form, substance, interconnectedness, and management of the Company's merchant banking investments. An example of the latter is a condition that, in order for the Company to engage in broader financial activities, its depository institutions must remain "well capitalized" and "well managed" under applicable banking laws and must receive at least a "satisfactory" rating under the Community Reinvestment Act (CRA).

Under amendments to the BHCA promulgated by the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 and the Dodd-Frank Act, the Company may acquire banks outside of its home State of Missouri, subject to specified limits and may establish new branches in other States to the same extent as banks chartered in those States. Under the BHCA, however, the Company must procure the prior approval of the FRB and possibly other government authorities to directly or indirectly acquire ownership or control of five percent or more of any class of voting securities of, or substantially all of the assets of, an unaffiliated bank, savings association, or bank holding company. In deciding whether to approve any acquisition or branch, the FRB, the OCC, and other government authorities will consider public or private interests that may not be aligned with those of the Company's shareholders or non-deposit creditors. The FRB also has the power to require the Company to divest any depository institution that cannot maintain its "well capitalized" or "well managed" status.

The FRB maintains a targeted policy that requires a bank holding company to inform and consult with the staff of the FRB sufficiently in advance of (1) declaring and paying a dividend that could raise safety and soundness concerns (for example, a dividend that exceeds earnings in the period for which the dividend is being paid), (2) redeeming or repurchasing regulatory capital instruments when the holding company is experiencing financial weaknesses, or (3) redeeming or repurchasing common stock or perpetual preferred stock that would result in a net reduction as of the end of the quarter in the amount of those equity instruments outstanding compared with the beginning of the quarter in which the redemption or repurchase occurred.

### *Requirements Affecting the Relationships among the Company, Its Subsidiaries, and Other Affiliates*

The Company is a legal entity separate and distinct from the Bank, UMBFS, and its other subsidiaries but receives the vast majority of its revenue in the form of dividends from those subsidiaries. Without the approval of the OCC, however, dividends payable by the Bank in any calendar year may not exceed the lesser of (1) the current year's net income combined with the retained net income of the two preceding years and (2) undivided profits. In addition, under the Basel III capital-adequacy standards described below under the heading "Capital-Adequacy Standards," the Bank is currently required to maintain a capital conservation buffer in excess of its minimum risk-based capital ratios and will be restricted in declaring and paying dividends whenever the buffer is breached. The authorities and powers of the FRB, the OCC, and other government authorities to prevent any unsafe or unsound practice also could be employed to further limit the dividends that the Bank or the Company's other subsidiaries may declare and pay to the Company.

The Dodd-Frank Act requires a bank holding company like the Company to serve as a source of financial strength for its depository-institution subsidiaries and to commit resources to support those subsidiaries in circumstances when the Company might not otherwise elect to do so. The functional regulator of any nonbank subsidiary of the Company, however, may prevent that subsidiary from directly or indirectly contributing its financial support, and if that were to preclude the Company from serving as an adequate source of financial strength, the FRB may instead require the divestiture of depository-institution subsidiaries and impose operating restrictions pending such a divestiture.

A number of laws, principally Sections 23A and 23B of the Federal Reserve Act, and the FRB's Regulation W, also exist to prevent the Company and its nonbank subsidiaries from taking improper advantage of the benefits afforded to the Bank as a depository institution, including its access to federal deposit insurance and the discount window. These laws generally require the Bank and its subsidiaries to deal with the Company and its nonbank subsidiaries only on market terms and, in addition, impose restrictions on the Bank and its subsidiaries in directly or indirectly extending credit to or engaging in other covered transactions with the Company or its nonbank subsidiaries. The Dodd-Frank Act extended the restrictions to derivatives and securities lending transactions and expanded the restrictions for transactions involving hedge funds or private-equity funds that are owned or sponsored by the Company or its nonbank subsidiaries.

In addition, under the Volcker Rule, the Company is subject to extensive limits on proprietary trading and on owning or sponsoring hedge funds and private-equity funds. The limits on proprietary trading are largely directed toward purchases or sales of financial instruments by a banking entity as principal primarily for the purpose of short-term resale, a benefit from actual or expected short-term price movements, or the realization of short-term arbitrage profits. The limits on owning or sponsoring hedge funds and private-equity funds are designed to ensure that banking entities generally maintain only small positions in managed or advised funds and are not exposed to significant losses arising directly or indirectly from them. The Volcker Rule also provides for increased capital charges, quantitative limits, rigorous compliance programs, and other restrictions on permitted proprietary trading and fund activities, including a prohibition on transactions with a covered fund that would constitute a covered transaction under Sections 23A and 23B of the Federal Reserve Act.

### *Additional Requirements under the Dodd-Frank Act*

On an annual basis, the Company and the Bank are required under the Dodd-Frank Act to conduct forward-looking, company-run stress tests as an aid to ensuring that each entity would have sufficient capital to absorb losses and support operations during adverse economic conditions. Summaries of stress-test results for the Company and the Bank are expected to be disclosed each year in the fall.

Several additional requirements under the Dodd-Frank Act and related regulations apply by their terms only to bank holding companies with consolidated assets of \$50 billion or more and systemically important nonbank financial companies. These requirements include enhanced prudential standards, submission to the comprehensive capital analysis and review, more stringent capital and liquidity requirements, stricter limits on leverage, early remediation requirements, resolution planning, single-counterparty exposure limits, increased liabilities for assessments to the FRB and the FDIC, and mandates imposed by the Financial Stability Oversight Council. While the Company and its subsidiaries are not expressly subject to these requirements, their imposition on global and super-regional institutions has resulted in heightened supervision of regional institutions like the Company by the FRB, the OCC, and other government authorities and in a more aggressive use of their extensive authorities and powers to regulate the Company's businesses and operations.

### Capital-Adequacy Standards

The FRB and the OCC have adopted risk-based capital and leverage guidelines that require the capital-to-assets ratios of bank holding companies and national banks, respectively, to meet specified minimum standards.

The risk-based capital ratios are based on a banking organization's risk-weighted asset amounts (RWAs), which are generally determined under the standardized approach applicable to the Company and the Bank by (1) assigning on-balance-sheet exposures to broad risk-weight categories according to the counterparty or, if relevant, the guarantor or collateral (with higher risk weights assigned to categories of exposures perceived as representing greater risk) and (2) multiplying off-balance-sheet exposures by specified credit conversion factors to calculate credit equivalent amounts and assigning those credit equivalent amounts to the relevant risk-weight categories. The leverage ratio, in contrast, is based on an institution's average on-balance-sheet exposures alone.

In July 2013, the FRB and the OCC issued comprehensive revisions to the capital-adequacy standards, commonly known as Basel III, to which the Company and the Bank began transitioning on January 1, 2015, with full compliance required by January 1, 2019. Basel III bolsters the quantity and quality of capital required under the capital-adequacy guidelines, in part, by (1) imposing a minimum common-equity tier 1 risk-based capital ratio of 4.5%, (2) raising the minimum tier 1 risk-based capital ratio to 6.0%, (3) establishing a capital conservation buffer of common-equity tier 1 capital to RWAs of 2.5%, (4) amending the definition of qualifying capital to be more conservative, and (5) limiting capital distributions and specified discretionary bonus payments whenever the capital conservation buffer is breached. Basel III also enhances the risk sensitivity of the standardized approach to determining a banking organization's RWAs.

The capital ratios for the Company and the Bank as of December 31, 2017, are set forth below:

	<b>Tier 1</b>	<b>Tier 1</b>	<b>Common Equity</b>	<b>Total</b>
	<b>Leverage Ratio</b>	<b>Risk-Based</b>	<b>Tier 1</b>	<b>Risk-Based</b>
		<b>Capital Ratio</b>	<b>Capital Ratio</b>	<b>Capital Ratio</b>
UMB Financial Corporation	9.94	12.95	12.95	14.04
UMB Bank, n.a.	8.57	11.19	11.19	11.85

These capital-to-assets ratios also play a central role in prompt corrective action (PCA), which is an enforcement framework used by the federal banking agencies to constrain the activities of banking organizations based on their levels of regulatory capital. Five categories have been established using thresholds for the total risk-based capital ratio, the tier 1 risk-based capital ratio, the common-equity tier 1 risk-based capital ratio, and the leverage ratio: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized. While bank holding companies are not subject to the PCA framework, the FRB is empowered to compel a holding company to take measures—such as the execution of financial or performance guarantees—when prompt corrective action is required in connection with one of its depository-institution subsidiaries. At December 31, 2017, the Bank was well capitalized under the PCA framework.

Basel III includes a number of more rigorous provisions applicable only to banking organizations that are larger or more internationally active than the Company and the Bank. These include, for example, a supplementary leverage ratio incorporating off-balance-sheet exposures, a liquidity coverage ratio, and a net stable funding ratio. As with the Dodd-Frank Act, these standards may be informally applied or considered by the FRB and the OCC in their regulation, supervision, and examination of the Company and the Bank.

### Deposit Insurance and Related Matters

The deposits of the Bank are insured by the FDIC in the standard insurance amount of \$250 thousand per depositor for each account ownership category. This insurance is funded through assessments on the Bank and other insured depository institutions. Under the Dodd-Frank Act, each institution's assessment base is determined based on its average consolidated total assets less average tangible equity, and there is a scorecard method for calculating assessments that combines CAMELS ratings and specified forward-looking financial measures to determine each institution's risk to the DIF. The Dodd-Frank Act also requires the FDIC, in setting assessments, to offset the effect of increasing its reserve for the DIF on institutions with consolidated assets of less than \$10 billion. The result of this revised approach to deposit-insurance assessments is generally an increase in costs, on an absolute or relative basis, for institutions with consolidated assets of \$10 billion or more.

If an insured depository institution such as the Bank were to become insolvent or if other specified events were to occur relating to its financial condition or the propriety of its actions, the FDIC may be appointed as conservator or receiver for the institution. In that capacity, the FDIC would have the power (1) to transfer assets and liabilities of the institution to another person or entity without the approval of the institution's creditors, (2) to require that its claims process be followed and to enforce statutory or other limits on damages claimed by the institution's creditors, (3) to enforce the institution's contracts or leases according to their terms, (4) to repudiate or disaffirm the institution's contracts or leases, (5) to seek to reclaim, recover, or recharacterize transfers of the institution's assets or to exercise control over assets in which the institution may claim an interest, (6) to enforce statutory or other injunctions, and (7) to exercise a wide range of other rights, powers, and authorities, including those that could impair the rights and interests of all or some of the institution's creditors. In addition, the administrative expenses of the conservator or receiver could be afforded priority over all or some of the claims of the institution's creditors, and under the FDIA, the claims of depositors (including the FDIC as subrogee of depositors) would enjoy priority over the claims of the institution's unsecured creditors.

The FDIA also provides that an insured depository institution can be held liable for any loss incurred or expected to be incurred by the FDIC in connection with another commonly controlled insured depository institution that is in default or in danger of default. This cross-guarantee liability is generally superior in right of payment to claims of the institution's holding company and its affiliates.

#### *Other Regulatory and Supervisory Matters*

As a public company, the Company is subject to the Securities Act of 1933, as amended (the Securities Act), the Securities Exchange Act of 1934, as amended (the Exchange Act), the Sarbanes-Oxley Act of 2002, and other federal and State securities laws. In addition, because the Company's common stock is listed with The NASDAQ Stock Market LLC (NASDAQ), the Company is subject to the listing rules of that exchange.

The Currency and Foreign Transactions Reporting Act of 1970 (commonly known as the Bank Secrecy Act), the USA PATRIOT Act of 2001, and related laws require all financial institutions, including banks and broker-dealers, to establish a risk-based system of internal controls reasonably designed to prevent money laundering and the financing of terrorism. These laws include a variety of recordkeeping and reporting requirements (such as currency and suspicious activity reporting) as well as know-your-customer and due-diligence rules.

Under the CRA, the Bank has a continuing and affirmative obligation to help meet the credit needs of its local communities—including low- and moderate-income neighborhoods—consistent with safe and sound banking practices. The CRA does not create specific lending programs but does establish the framework and criteria by which the OCC regularly assesses the Bank's record in meeting these credit needs. The Bank's ratings under the CRA are taken into account by the FRB and the OCC when considering merger or other specified applications that the Company or the Bank may submit from time to time.

The Bank is subject as well to a vast array of consumer-protection laws, such as qualified-mortgage and other mortgage-related rules under the jurisdiction of the CFPB. Lending limits, restrictions on tying arrangements, limits on permissible interest-rate charges, and other laws governing the conduct of banking or fiduciary activities are also applicable to the Bank. In addition, the GLBA imposes on the Company and its subsidiaries a number of obligations relating to financial privacy.

#### **Statistical Disclosure**

The information required by Guide 3, "Statistical Disclosure by Bank Holding Companies," has been included in Part II, Items 6, 7, and 7A, pages 19 through 52, of this report.

*Executive Officers of the Registrant.* The following are the executive officers of the Company, each of whom is appointed annually, and there are no arrangements or understandings between any of the executive officers and any other person pursuant to which such person was elected as an executive officer.

<u>Name</u>	<u>Age</u>	<u>Position with Registrant</u>
Anthony J. Fischer	59	Mr. Fischer was named the President of UMB Fund Services, Inc. in July 2014. Prior to that, he served UMB Fund Services Inc. as an Executive Vice President in charge of Business Development from March 2013 until June 2014 and as a Senior Vice President in Business Development from February 2008 through February 2013.
Michael D. Hagedorn	51	Mr. Hagedorn has served as Vice Chairman of the Company since October 2009 and was named President and Chief Executive Officer of the Bank in January 2014. Between March 2005 and January 2014, and then again from October 2015 until August 2016 on an interim basis, he served as Chief Financial Officer of the Company. In addition from October 2009 to January 2014, he served as Chief Administrative Officer of the Company. He previously served as Senior Vice President and Chief Financial Officer of Wells Fargo, Midwest Banking Group, from April 2001 to March 2005.
Shannon A. Johnson	38	Ms. Johnson has served as Executive Vice President and Chief Human Resources Officer of the Company since April of 2015. Ms. Johnson's previous positions with the Company include Senior Vice President, Executive Director of Talent Management and Development, and Senior Vice President, Director of Talent Management. Ms. Johnson held these positions from May 2011 to April 2015, and December 2009 to May 2011, respectively.
J. Mariner Kemper	45	Mr. Kemper has served as the President of the Company since November 2015 and as the Chairman and Chief Executive Officer of the Company since May 2004. He served as the Chairman and Chief Executive Officer of the Bank between December 2012 and January 2014, and as the Chairman of UMB Bank Colorado, n.a. (a prior subsidiary of the Company) between 2000 and 2012. He was President of UMB Bank Colorado from 1997 to 2000. Mr. Kemper is the brother of Mr. Alexander C. Kemper, who currently serves on the Company's Board of Directors.
Kevin M. Macke	45	Mr. Macke has served as Executive Vice President and Director of Operations for the Bank since November 2015. In addition, beginning in January 2014 and ending in December 2015, Mr. Macke served as the Chief Financial Officer of the Bank. Prior to this time, Mr. Macke held several other positions within the Company or the Bank, including Director of Strategic Technology Initiatives with the Bank from November 2010 to January 2014, and Director of Financial Planning and Analysis with the Company from August 2005 to November 2010.
Jennifer M. Payne	41	Ms. Payne was named as Executive Vice President and Chief Risk Officer of the Company in January 2016. Prior to this time, she served the Company as Director of Corporate Risk Services and Director of Corporate Audit Services, from May 2012 to December 2015, and August 2005 to May 2012, respectively.
Ram Shankar	45	Mr. Shankar was named as Executive Vice President and Chief Financial Officer of the Company effective August 2016. From September 2011 until his employment with the Company commenced, he worked at First Niagara Financial Group, most recently serving as managing director where he headed financial planning and analysis and investor relations. Prior to that, Shankar spent time at FBR Capital Markets as a senior research analyst and at M&T Bank Corporation in the financial planning measurement and corporate finance/mergers & acquisitions group.
John C. Pauls	53	Mr. Pauls has served as Executive Vice President and General Counsel of the Company and the Bank since June 2016. Mr. Pauls served as interim General Counsel from April 2016 until his full appointment in June of 2016. He has been with UMB for over 23 years, having served as a top legal advisor for the Company and the Bank for over 16 years.
Christian R. Swett	58	Mr. Swett has served as Executive Vice President and Chief Credit Officer of the Company since January 2011. Prior to this, Mr. Swett was an Executive Vice President.

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| Thomas S. Terry | 54 Mr. Terry has served as Executive Vice President and Chief Lending Officer of the Company since January 2011. Prior to this time, Mr. Terry served as Executive Vice President. Mr. Terry first joined UMB in 1986, and subsequently joined the Commercial Lending department in 1987 where he worked as a loan officer until 2011.  |
| Brian J. Walker | 46 Mr. Walker has served as Executive Vice President and Chief Accounting Officer of the Company since June 2007. He previously served as Chief Financial Officer of the Company from January 2014 to October 2015. From July 2004 to June 2007, he served as a Certified Public Accountant for KPMG LLP, where he worked primarily as an auditor for financial institutions. |

The Company makes available free of charge on its website at [www.umb.com/investor](http://www.umb.com/investor), its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to such reports, as soon as reasonably practicable after it electronically files or furnishes such material with or to the SEC. The public may read and copy any materials filed by the Company with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Room 1580, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

### **ITEM 1A. RISK FACTORS**

Financial-services companies routinely encounter and address risks and uncertainties. In the following paragraphs, the Company describes some of the principal risks and uncertainties that could adversely affect its business, results of operations, financial condition (including capital and liquidity), or prospects or the value of or return on an investment in the Company. These risks and uncertainties, however, are not the only ones faced by the Company. Other risks and uncertainties that are not presently known to the Company that it has failed to identify, or that it currently considers immaterial may adversely affect the Company as well. Except where otherwise noted, the risk factors address risks and uncertainties that may affect the Company as well as its subsidiaries. These risk factors should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations (which can be found in Part II, Item 7 of this report beginning on page 20) and the Notes to the Consolidated Financial Statements (which can be found in Part II, Item 8 of this report beginning on page 54).

**The levels of, or changes in, interest rates could affect the Company's business or performance.** The Company's business, results of operations, and financial condition are highly dependent on net interest income, which is the difference between interest income on earning assets (such as loans and investments) and interest expense on deposits and borrowings. Net interest income is significantly affected by market interest rates, which in turn are influenced by monetary and fiscal policies, general economic conditions, the regulatory environment, competitive pressures, and expectations about future changes in interest rates. The policies and regulations of the federal government, in general, and the FRB, in particular, have a substantial impact on market interest rates. See "Government Monetary and Fiscal Policies" in Part I, Item 1 of this report beginning on page 4, which is incorporated by reference herein. The Company may be adversely affected by policies, regulations, or events that have the effect of altering the difference between long-term and short-term interest rates (commonly known as the yield curve), depressing the interest rates associated with its earning assets to levels near the rates associated with its interest expense, or changing the spreads among different interest-rate indices. The Company's customers and counterparties also may be negatively impacted by the levels of, or changes in, interest rates, which could increase the risk of delinquency or default on obligations to the Company. The levels of, or changes in, interest rates, moreover, may have an adverse effect on the value of the Company's investment portfolio, which includes long-term municipal bonds with fixed interest rates, and other financial instruments, the return on or demand for loans, the prepayment speed of loans (including, without limitation, the pace of pay-downs expected or forecasted for commercial real estate and construction loans), the cost or availability of deposits or other funding sources, or the purchase or sale of investment securities. In addition, a rapid change in interest rates could result in interest expense increasing faster than interest income because of differences in the maturities of the Company's assets and liabilities. Further, if laws impacting taxation and interest rates materially change, or if new laws are enacted, certain of the Company's services and products, including municipal bonds, may be subject to less favorable tax treatment or otherwise adversely impacted. The level of, and changes in, market interest rates—and, as a result, these risks and uncertainties—are beyond the Company's control. The dynamics among these risks and uncertainties are also challenging to assess and manage. For example, while the highly accommodative monetary policy currently adopted by the FRB may benefit the Company to some degree by spurring economic activity among its customers, such a policy may ultimately cause the Company more harm by inhibiting its ability to grow or sustain net interest income.

See “Quantitative and Qualitative Disclosures About Market Risk—Interest Rate Risk” in Part II, Item 7A of this report beginning on page 46 for a discussion of how the Company monitors and manages interest-rate risk.

**Weak or deteriorating economic conditions, more liberal origination or underwriting standards, or financial or systemic shocks could increase the Company’s credit risk and adversely affect its lending or other banking businesses and the value of its loans or investment securities.** The Company’s business and results of operations depend significantly on general economic conditions. When those conditions are weak or deteriorating in any of the markets or regions where the Company operates, its business or performance could be adversely affected. The Company’s lending and other banking businesses, in particular, are susceptible to weak or deteriorating economic conditions, which could result in reduced loan demand or utilization rates and at the same time increased delinquencies or defaults. These kinds of conditions also could dampen the demand for products and other services in the Company’s investment-management, asset-servicing, insurance, brokerage, or related businesses. Increased delinquencies or defaults could result as well from the Company adopting—for strategic, competitive, or other reasons—more liberal origination or underwriting standards for extensions of credit or other dealings with its customers or counterparties. If delinquencies or defaults on the Company’s loans or investment securities increase, their value and the income derived from them could be adversely affected, and the Company could incur administrative and other costs in seeking a recovery on its claims and any collateral. Weak or deteriorating economic conditions also may negatively impact the market value and liquidity of the Company’s investment securities, and the Company may be required to record additional impairment charges if investment securities suffer a decline in value that is determined to be other-than-temporary. In addition, to the extent that loan charge-offs exceed estimates, an increase to the amount of provision expense related to the allowance for loan losses would reduce the Company’s income. See “Quantitative and Qualitative Disclosures About Market Risk—Credit Risk Management” in Part II, Item 7A of this report beginning on page 46 for a discussion of how the Company monitors and manages credit risk. A financial or systemic shock and a failure of a significant counterparty or a significant group of counterparties could negatively impact the Company, possibly to a severe degree, due to its role as a financial intermediary and the interconnectedness of the financial system.

**A meaningful part of the Company’s loan portfolio is secured by real estate and, as a result, could be negatively impacted by deteriorating or volatile real-estate markets or associated environmental liabilities.** At December 31, 2017, 43.7 percent of the Company’s aggregate loan portfolio—comprised of commercial real-estate loans (representing 31.6 percent of the aggregate loan portfolio), construction real-estate loans (representing 6.4 percent of the aggregate loan portfolio), and residential real-estate loans (representing 5.7 percent of the aggregate loan portfolio)—was primarily secured by interests in real estate located in the States where the Company operates. Other credit extended by the Company may be secured in part by real estate as well. Real-estate values in the markets where this collateral is located may be different from, and in some instances worse than, real-estate values in other markets or in the United States as a whole and may be affected by general economic conditions and a variety of other factors outside of the control of the Company or its customers. Any deterioration or volatility in these real-estate markets could result in increased delinquencies or defaults, could adversely affect the value of the loans and the income to be derived from them, could give rise to unreimbursed recovery costs, and could reduce the demand for new or additional credit and related banking products and other services, all to the detriment of the Company’s business and performance. In addition, if hazardous or toxic substances were found on any real estate that the Company acquires in foreclosure or otherwise, substantial liability may arise for compliance and remediation costs, personal injury, or property damage.

**Challenging business, economic, or market conditions could adversely affect the Company’s fee-based banking, investment-management, asset-servicing, or other businesses.** The Company’s fee-based banking, investment-management, asset-servicing, and other businesses are driven by wealth creation in the economy, robust market activity, monetary and fiscal stability, and positive investor, business, and consumer sentiment. Economic downturns, market disruptions, high unemployment or underemployment, unsustainable debt levels, depressed real-estate markets, or other challenging business, economic, or market conditions could adversely affect these businesses and their results. If the funds or other groups that are clients of UMBFS were to encounter similar difficulties, UMBFS’s revenue could suffer. The Company’s bank-card revenue is driven primarily by transaction volumes in business and consumer spending that generate interchange fees, and any of these conditions could dampen those volumes. Other fee-based banking businesses that could be adversely affected include trading, asset management, custody, trust, and cash and treasury management.

**The Company’s investment-management and asset-servicing businesses could be negatively impacted by declines in assets under management or administration or by shifts in the mix of assets under management or administration.** The revenues of the Company’s investment-management businesses are highly dependent on

advisory fee income. These businesses generally earn higher fees on equity-based or alternative investments and strategies and lower fees on fixed income investments and strategies. Advisory-fee income may be negatively impacted by an absolute decline in assets under management or by a shift in the mix of assets under management from equities or alternatives to fixed income. Such a decline or shift could be caused or influenced by any number of factors, such as underperformance in absolute or relative terms, loss of key advisers or other talent, changes in investing preferences or trends, market downturns or volatility, drops in investor confidence, reputational damage, increased competition, or general economic conditions. Any of these factors also could affect clients of UMBFS, and if this were to cause a decline in assets under administration at UMBFS or an adverse shift in the mix of those assets, the performance of UMBFS could suffer.

**To the extent that the Company continues to maintain a sizeable portfolio of available-for-sale investment securities, its income may be adversely affected and its reported equity more volatile.** As of December 31, 2017, the Company's securities portfolio totaled approximately \$7.6 billion, which represented approximately 35.1 percent of its total assets. Regulatory restrictions and the Company's investment policies generally result in the acquisition of securities with lower yields than loans. For the year-ended December 31, 2017, the weighted average yield of the Company's securities portfolio was 2.5 percent as compared to 4.3 percent for its loan portfolio. Accordingly, to the extent that the Company is unable to effectively deploy its funds to originate or acquire loans or other assets with higher yields than those of its investment securities, the Company's income may be negatively impacted. Additionally, approximately \$6.3 billion, or 81.9 percent, of the Company's investment securities are classified as available for sale and reported at fair value. Unrealized gains or losses on these securities are excluded from earnings and reported in other comprehensive income, which in turn affects the Company's reported equity. As a result, to the extent that the Company continues to maintain a significant portfolio of available-for-sale securities, its reported equity may experience greater volatility.

**The trading volume in the Company's common stock at times may be low, which could adversely affect liquidity and stock price.** Although the Company's common stock is listed for trading on the NASDAQ Global Select Market, the trading volume in the stock may at times be low and, in relative terms, less than that of other financial-services companies. A public trading market that is deep, liquid, and orderly depends on the presence in the marketplace of a large number of willing buyers and sellers and narrow bid-ask spreads. These market features, in turn, depend on a number of factors, such as the individual decisions of investors and general economic and market conditions, over which the Company has no control. During any period of lower trading volume in the Company's common stock, the stock price could be more volatile, and the liquidity of the stock could suffer.

**The Company operates in a highly regulated industry, and its business or performance could be adversely affected by the legal, regulatory and supervisory frameworks applicable to it, changes in those frameworks, and other legal and regulatory risks and uncertainties.** The Company is subject to expansive legal and regulatory frameworks in the United States—at the federal, State, and local levels—and in the foreign jurisdictions where its business segments operate. In addition, the Company is subject to the direct supervision of government authorities charged with overseeing the taxation of domestic companies and the kinds of financial activities conducted by the Company in its business segments. These legal, regulatory, and supervisory frameworks are often designed to protect public or private interests that differ from the interests of the Company's shareholders or non-deposit creditors. See "Government Monetary and Fiscal Policies" and "Regulation and Supervision" in Part I, Item 1 of this report beginning on page 4, which is incorporated by reference herein. We believe that government scrutiny of all financial-services companies has increased, fundamental changes have been made to the banking, securities, and other laws that govern financial services (with the Dodd-Frank Act and Basel III being two of the more prominent examples), and a host of related business practices have been reexamined and reshaped. As a result, the Company expects to continue devoting increased time and resources to risk management, compliance, and regulatory change management. Risks also exist that government authorities could judge the Company's business or other practices as unsafe, unsound, or otherwise unadvisable and bring formal or informal corrective or enforcement actions against it, including fines or other penalties and directives to change its products or other services. For practical or other reasons, the Company may not be able to effectively defend itself against these actions, and they in turn could give rise to litigation by private plaintiffs. Further, if the laws, rules, and regulations materially adversely affect the Company, including any changes that would negatively impact the tax treatment of the Company, the Company's products and services or the Company's shareholders, the Company may be adversely impacted. All of these and other regulatory risks and uncertainties could adversely affect the Company's reputation, business, results of operations, financial condition, or prospects.

**Regulatory or supervisory requirements, future growth, operating results, or strategic plans may prompt the Company to raise additional capital, but that capital may not be available at all or on favorable**



**terms and, if raised, may be dilutive.** The Company is subject to safety-and-soundness and capital-adequacy standards under applicable law and to the direct supervision of government authorities. See “Regulation and Supervision” in Part I, Item 1 of this report beginning on page 4. If the Company is not or is at risk of not satisfying these standards or applicable supervisory requirements—whether due to inadequate operating results that erode capital, future growth that outpaces the accumulation of capital through earnings, or otherwise—the Company may be required to raise capital, restrict dividends, or limit originations of certain types of commercial and mortgage loans. If the Company is required to limit originations of certain types of commercial and mortgage loans, it would thereby reduce the amount of credit available to borrowers and limit opportunities to earn interest income from the loan portfolio. The Company also may be compelled to raise capital if regulatory or supervisory requirements change. In addition, the Company may elect to raise capital for strategic reasons even when it is not required to do so. The Company’s ability to raise capital on favorable terms or at all will depend on general economic and market conditions, which are outside of its control, and on the Company’s operating and financial performance. Accordingly, the Company cannot be assured of its ability to raise capital when needed or on favorable terms. An inability to raise capital when needed or on favorable terms could damage the performance and value of its business, prompt regulatory intervention, and harm its reputation, and if the condition were to persist for any appreciable period of time, its viability as a going concern could be threatened. If the Company is able to raise capital and does so by issuing common stock or convertible securities, the ownership interest of our existing stockholders could be diluted, and the market price of our common stock could decline.

**The market price of the Company’s common stock could be adversely impacted by banking, antitrust, or corporate laws that have or are perceived as having an anti-takeover effect.** Banking and antitrust laws, including associated regulatory-approval requirements, impose significant restrictions on the acquisition of direct or indirect control over any bank holding company, including the Company. Acquisition of ten percent or more of any class of voting stock of a bank holding company or depository institution, including shares of our common stock, generally creates a rebuttable presumption that the acquirer “controls” the bank holding company or depository institution. Also, a bank holding company must obtain the prior approval of the Federal Reserve before, among other things, acquiring direct or indirect ownership or control of more than 5 percent of the voting shares of any bank, including our bank.

In addition, a non-negotiated acquisition of control over the Company may be inhibited by provisions of the Company’s restated articles of incorporation and bylaws that have been adopted in conformance with applicable corporate law, such as the ability to issue shares of preferred stock and to determine the rights, terms, conditions and privileges of such preferred stock without stockholder approval. If any of these restrictions were to operate or be perceived as operating to hinder or deter a potential acquirer for the Company, the market price of the Company’s common stock could suffer.

**The Company’s business relies on systems, employees, service providers, and counterparties, and failures or errors by any of them or other operational risks could adversely affect the Company.** The Company engages in a variety of businesses in diverse markets and relies on systems, employees, service providers, and counterparties to properly oversee, administer, and process a high volume of transactions. This gives rise to meaningful operational risk—including the risk of fraud by employees or outside parties, unauthorized access to its premises or systems, errors in processing, failures of technology, breaches of internal controls or compliance safeguards, inadequate integration of acquisitions, human error, and breakdowns in business continuity plans. Significant financial, business, reputational, regulatory, or other harm could come to the Company as a result of these or related risks and uncertainties. For example, the Company could be negatively impacted if financial, accounting, data-processing, or other systems were to fail or not fully perform their functions. The Company also could be adversely affected if key personnel or a significant number of employees were to become unavailable due to a pandemic, natural disaster, war, act of terrorism, accident, or other reason. These same risks arise as well in connection with the systems and employees of the service providers and counterparties on whom the Company depends as well as their own third-party service providers and counterparties. See “Quantitative and Qualitative Disclosures About Market Risk—Operational Risk” in Part II, Item 7A of this report beginning on page 46 for a discussion of how the Company monitors and manages operational risk.

**Cyber incidents and other security breaches at the Company, at the Company’s service providers or counterparties, or in the business community or markets may negatively impact the Company’s business or performance.** In the ordinary course of its business, the Company collects, stores, and transmits sensitive, confidential, or proprietary data and other information, including intellectual property, business information, funds-transfer instructions, and the personally identifiable information of its customers and employees. The secure processing, storage, maintenance, and transmission of this information is critical to the Company’s operations and

reputation, and if any of this information were mishandled, misused, improperly accessed, lost, or stolen or if the Company's operations were disrupted, the Company could suffer significant financial, business, reputational, regulatory, or other damage. For example, despite security measures, the Company's information technology and infrastructure may be breached through cyber-attacks, computer viruses or malware, pretext calls, electronic phishing, or other means. These risks and uncertainties are rapidly evolving and increasing in complexity, and the Company's failure to effectively mitigate them could negatively impact its business and operations.

Service providers and counterparties also present a source of risk to the Company if their own security measures or other systems or infrastructure were to be breached or otherwise fail. Likewise, a cyber-attack or other security breach affecting the business community, the markets, or parts of them may cycle or cascade through the financial system and adversely affect the Company or its service providers or counterparties. Many of these risks and uncertainties are beyond the Company's control.

Even when an attempted cyber incident or other security breach is successfully avoided or thwarted, the Company may need to expend substantial resources in doing so, may be required to take actions that could adversely affect customer satisfaction or behavior, and may be exposed to reputational damage. If a breach were to occur, moreover, the Company could be exposed to contractual claims, regulatory actions, and litigation by private plaintiffs, and would additionally suffer reputational harm. Despite the Company's efforts to safeguard the integrity of systems and controls and to manage third-party risk, the Company may not be able to anticipate or implement effective measures to prevent all security breaches or all risks to the sensitive, confidential, or proprietary information that it or its service providers or counterparties collect, store, or transmit.

**The Company is heavily reliant on technology, and a failure or delay in effectively implementing technology initiatives or anticipating future technology needs or demands could adversely affect the Company's business or performance.** Like most financial-services companies, the Company significantly depends on technology to deliver its products and other services and to otherwise conduct business. To remain technologically competitive and operationally efficient, the Company invests in system upgrades, new solutions, and other technology initiatives, including for both internally and externally hosted solutions. Many of these initiatives have a significant duration, are tied to critical systems, and require substantial internal and external resources. Although the Company takes steps to mitigate the risks and uncertainties associated with these initiatives, there is no guarantee that they will be implemented on time, within budget, or without negative operational or customer impact. The Company also may not succeed in anticipating its future technology needs, the technology demands of its customers, or the competitive landscape for technology. In addition, the Company relies upon the expertise and support of service providers to help implement, maintain and/or service certain of its core technology solutions. If the Company cannot effectively manage these service providers, the service parties fail to materially perform, or the Company was to falter in any of the other noted areas, its business or performance could be negatively impacted.

**Negative publicity outside of the Company's control, or its failure to successfully manage issues arising from its conduct or in connection with the financial-services industry generally, could damage the Company's reputation and adversely affect its business or performance.** The performance and value of the Company's business could be negatively impacted by any reputational harm that it may suffer. This harm could arise from negative publicity outside of its control or its failure to adequately address issues arising from its conduct or in connection with the financial-services industry generally. Risks to the Company's reputation could arise in any number of contexts—for example, cyber incidents and other security breaches, mergers and acquisitions, lending or investment-management practices, actual or potential conflicts of interest, failures to prevent money laundering, corporate governance, and unethical behavior and practices committed by competitors in the financial services industry.

**The Company faces intense competition from other financial-services and financial-services technology companies, and competitive pressures could adversely affect the Company's business or performance.** The Company faces intense competition in each of its business segments and in all of its markets and geographic regions, and the Company expects competitive pressures to intensify in the future—especially in light of recent legislative and regulatory initiatives, technological innovations that alter the barriers to entry, current economic and market conditions, and government monetary and fiscal policies. Competition with financial-services technology companies, or technology companies partnering with financial-services companies, may be particularly intense, due to, among other things, differing regulatory environments. See "Competition" in Part I, Item 1 of this report beginning on page 3. Competitive pressures may drive the Company to take actions that the Company might otherwise eschew, such as lowering the interest rates or fees on loans or raising the interest rates on deposits in order to keep or attract high-quality customers. These pressures also may accelerate actions that the Company might

otherwise elect to defer, such as substantial investments in technology or infrastructure. The Company has certain businesses that utilize wholesale models which can lead to customer concentrations for those businesses that, if negatively impacted by competitive pressures, could affect the Company's fee income. Whatever the reason, actions that the Company takes in response to competition may adversely affect its results of operations and financial condition. These consequences could be exacerbated if the Company is not successful in introducing new products and other services, achieving market acceptance of its products and other services, developing and maintaining a strong customer base, or prudently managing expenses.

**The Company's risk-management and compliance programs or functions may not be effective in mitigating risk and loss.** The Company maintains an enterprise risk-management program that is designed to identify, quantify, monitor, report, and control the risks that it faces. These include interest-rate risk, credit risk, liquidity risk, market risk, operational risk, reputational risk, and compliance risk. The Company also maintains a compliance program to identify, measure, assess, and report on its adherence to applicable law, policies, and procedures. While the Company assesses and improves these programs on an ongoing basis, there can be no assurance that its frameworks or models for risk management, compliance, and related controls will effectively mitigate risk and limit losses in its business. If conditions or circumstances arise that expose flaws or gaps in the Company's risk-management or compliance programs or if its controls break down, the performance and value of the Company's business could be adversely affected. The Company could be negatively impacted as well if, despite adequate programs being in place, its risk-management or compliance personnel are ineffective in executing them and mitigating risk and loss.

**Liquidity is essential to the Company and its business or performance could be adversely affected by constraints in, or increased costs for, funding.** The Company defines liquidity as the ability to fund increases in assets and meet obligations as they come due, all without incurring unacceptable losses. Banks are especially vulnerable to liquidity risk because of their role in the maturity transformation of demand or short-term deposits into longer-term loans or other extensions of credit. The Company, like other financial-services companies, relies to a significant extent on external sources of funding (such as deposits and borrowings) for the liquidity needed to conduct its business. A number of factors beyond the Company's control, however, could have a detrimental impact on the availability or cost of that funding and thus on its liquidity. These include market disruptions, changes in its credit ratings or the sentiment of its investors, the state of the regulatory environment and monetary and fiscal policies, declines in the value of its investment securities, the loss of substantial deposits or customer relationships, financial or systemic shocks, significant counterparty failures, and reputational damage. Unexpected declines or limits on the dividends declared and paid by the Company's subsidiaries also could adversely affect its liquidity position. While the Company's policies and controls are designed to ensure that it maintains adequate liquidity to conduct its business in the ordinary course even in a stressed environment, there can be no assurance that its liquidity position will never become compromised. In such an event, the Company may be required to sell assets at a loss in order to continue its operations. This could damage the performance and value of its business, prompt regulatory intervention, and harm its reputation, and if the condition were to persist for any appreciable period of time, its viability as a going concern could be threatened. See "Quantitative and Qualitative Disclosures About Market Risk—Liquidity Risk" in Part II, Item 7A of this report beginning on page 46 for a discussion of how the Company monitors and manages liquidity risk.

**If the Company's subsidiaries are unable to make dividend payments or distributions to the Company, it may be unable to satisfy its obligations to counterparties or creditors or make dividend payments to its stockholders.** The Company is a legal entity separate and distinct from its bank and nonbank subsidiaries and depends on dividend payments and distributions from those subsidiaries to fund its obligations to counterparties and creditors and its dividend payments to stockholders. See "Regulation and Supervision—Requirements Affecting the Relationships among the Company, Its Subsidiaries, and Other Affiliates" in Part I, Item 1 of this report beginning on page 6. Any of the Company's subsidiaries, however, may be unable to make dividend payments or distributions to the Company, including as a result of a deterioration in the subsidiary's performance, investments in the subsidiary's own future growth, or regulatory or supervisory requirements. If any subsidiary were unable to remain viable as a going concern, moreover, the Company's right to participate in a distribution of assets would be subject to the prior claims of the subsidiary's creditors (including, in the case of the Bank, its depositors and the FDIC).

**An inability to attract, retain, or motivate qualified employees could adversely affect the Company's business or performance.** Skilled employees are the Company's most important resource, and competition for talented people is intense. Even though compensation is among the Company's highest expenses, it may not be able to locate and hire the best people, keep them with the Company, or properly motivate them to perform at a high level. Recent scrutiny of compensation practices, especially in the financial-services industry, has made this only more difficult. In addition, some parts of the Company's business are particularly dependent on key personnel,

including investment management, asset servicing, and commercial lending. If the Company were to lose and find itself unable to replace these personnel or other skilled employees or if the competition for talent drove its compensation costs to unsustainable levels, the Company's business, results of operations, and financial condition could be negatively impacted.

**The Company is subject to a variety of litigation and other proceedings, which could adversely affect its business or performance.** The Company is involved from time to time in a variety of judicial, alternative-dispute, and other proceedings arising out of its business or operations. The Company establishes reserves for claims when appropriate under generally accepted accounting principles, but costs often can be incurred in connection with a matter before any reserve has been created. The Company also maintains insurance policies to mitigate the cost of litigation and other proceedings, but these policies have deductibles, limits, and exclusions that may diminish their value or efficacy. Despite the Company's efforts to appropriately reserve for claims and insure its business and operations, the actual costs associated with resolving a claim may be substantially higher than amounts reserved or covered. Substantial legal claims, even if not meritorious, could have a detrimental impact on the Company's business, results of operations, and financial condition and could cause reputational harm.

**Changes in accounting standards could impact the Company's financial statements and reported earnings.** Accounting standard-setting bodies, such as the Financial Accounting Standards Board, periodically change the financial accounting and reporting standards that affect the preparation of the Company's Consolidated Financial Statements. These changes are beyond the Company's control and could have a meaningful impact on its Consolidated Financial Statements.

**The Company's selection of accounting methods, assumptions, and estimates could impact its financial statements and reported earnings.** To comply with generally accepted accounting principles, management must sometimes exercise judgment in selecting, determining, and applying accounting methods, assumptions, and estimates. This can arise, for example, in the determination of the allowance for loan losses, the calculation of deferred tax assets, the evaluation of goodwill for potential impairments, or the determination of the fair value of assets or liabilities. Furthermore, accounting methods, assumptions and estimates are part of acquisition purchase accounting and the calculation of the fair value of assets and liabilities that have been purchased, including credit-impaired loans. The judgments required of management can involve difficult, subjective, or complex matters with a high degree of uncertainty, and several different judgments could be reasonable under the circumstances and yet result in significantly different results being reported. See "Critical Accounting Policies and Estimates" in Part II, Item 7 of this report beginning on page 44. If management's judgments are later determined to have been inaccurate, the Company may experience unexpected losses that could be substantial.

**The Company's ability to successfully make opportunistic mergers and acquisitions is subject to significant risks, including the risk that government authorities will not provide the requisite approvals, the risk that integrating acquisitions may be more difficult, costly, or time consuming than expected, and the risk that the value of acquisitions may be less than anticipated.** The Company may make opportunistic acquisitions of other financial-services companies or businesses from time to time. These acquisitions may be subject to regulatory approval, and there can be no assurance that the Company will be able to obtain that approval in a timely manner or at all. Even when the Company is able to obtain regulatory approval, the failure of other closing conditions to be satisfied or waived could delay the completion of an acquisition for a significant period of time or prevent it from occurring altogether. Any failure or delay in closing an acquisition could adversely affect the Company's reputation, business, results of operations, financial condition, or prospects.

Additionally, acquisitions involve numerous risks and uncertainties, including lower-than-expected performance or higher-than-expected costs, difficulties related to integration, diversion of management's attention from other business activities, changes in relationships with customers or counterparties, and the potential loss of key employees. An acquisition also could be dilutive to the Company's current stockholders if preferred stock, common stock, or securities convertible into preferred stock or common stock were issued to fully or partially pay or fund the purchase price. The Company, moreover, may not be successful in identifying acquisition candidates, integrating acquired companies or businesses, or realizing the expected value from acquisitions. There is significant competition for valuable acquisition targets, and the Company may not be able to acquire other companies or businesses on attractive terms or at all. There can be no assurance that the Company will pursue future acquisitions, and the Company's ability to grow and successfully compete in its markets and regions may be impaired if it chooses not to pursue or is unable to successfully complete acquisitions.

### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

There are no unresolved comments from the staff of the SEC required to be disclosed herein as of the date of this report.

### **ITEM 2. PROPERTIES**

The Company's headquarters building, the UMB Bank Building, is located at 1010 Grand Boulevard in downtown Kansas City, Missouri, and opened in July 1986. All 250,000 square feet is occupied by departments and customer service functions of the Bank, as well as offices of the Company.

Other main facilities of the Bank in downtown Kansas City, Missouri are located at 928 Grand Boulevard (185,000 square feet); 906 Grand Boulevard (140,000 square feet); and 1008 Oak Street (180,000 square feet). Both the 928 Grand and 906 Grand buildings house backroom support functions. Approximately 27,000 square feet of the 928 Grand building is leased to Scout. Additionally, within the 906 Grand building there is 8,000 square feet of space leased to several small tenants. The 928 Grand building underwent a major renovation during 2004 and 2005. The 928 Grand building is connected to the UMB Bank Building (1010 Grand) by an enclosed elevated pedestrian walkway. The 1008 Oak building, which opened during the second quarter of 1999, houses the Company's operations and data processing functions.

The Bank leases 52,000 square feet in the Hertz Building located at 2 South Broadway in the heart of the commercial sector of downtown St. Louis, Missouri. This location has a full-service banking center and is home to some operational and administrative support functions. The Bank also leases 43,700 square feet on the first, second, third, and fifth floors of the 1670 Broadway building located in the financial district of downtown Denver, Colorado. The location has a full-service banking center and is home to additional operational and administrative support functions.

As of December 31, 2017, the Bank operated a total of 95 banking centers and four wealth management offices.

UMBFS leases approximately 92,000 square feet at 235 West Galena Street in Milwaukee, Wisconsin, for its fund services operations headquarters. Additionally, UMBFS leases 37,300 square feet at 2225 Washington Boulevard in Ogden, Utah, and 6,300 square feet in 223 Wilmington West Chester Pike in Chadds Ford, Pennsylvania.

Additional information with respect to properties, premises and equipment is presented in Note 1, "Summary of Significant Accounting Policies," and Note 8, "Premises and Equipment," in the Notes to the Consolidated Financial Statements in Item 8, pages 61 and 80 of this report, and is hereby incorporated by reference herein.

### **ITEM 3. LEGAL PROCEEDINGS**

In the normal course of business, the Company and its subsidiaries are named defendants in various legal proceedings. In the opinion of management, after consultation with legal counsel, none of these proceedings are expected to have a material effect on the financial position, results of operations, or cash flows of the Company.

### **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

The Company's common stock is traded on the NASDAQ Global Select Stock Market under the symbol "UMBF." As of February 15, 2018, the Company had 2,428 shareholders of record. Information regarding the Company's common stock for each quarterly period within the two most recent fiscal years is set forth in the table below.

Per Share 2017	Three Months Ended			
	March 31	June 30	Sept 30	Dec 31
Dividend	\$ 0.255	\$ 0.255	\$ 0.255	\$ 0.275
Book value	40.34	41.42	42.15	43.72
Market price:				
High	81.55	78.67	76.98	77.72
Low	70.69	66.51	62.27	68.76
Close	75.31	74.86	74.49	71.92

Per Share 2016	Three Months Ended			
	March 31	June 30	Sept 30	Dec 31
Dividend	\$ 0.245	\$ 0.245	\$ 0.245	\$ 0.255
Book value	39.38	40.44	40.86	39.51
Market price:				
High	53.89	58.89	61.24	81.11
Low	39.55	48.49	50.60	58.71
Close	51.63	53.21	59.45	77.12

Information concerning restrictions on the ability of the Company to pay dividends and the Company's subsidiaries to transfer funds to the Company is presented in Item 1, page 6 and Note 10, "Regulatory Requirements," in the Notes to the Consolidated Financial Statements provided in Item 8, pages 82 through 84 of this report. Information concerning securities the Company issued under its equity compensation plans is contained in Item 12, pages 110 through 111 and in Note 11, "Employee Benefits," in the Notes to the Consolidated Financial Statements provided in Item 8, pages 84 through 87 of this report.

#### Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table provides information about common stock repurchase activity by the Company during the quarter ended December 31, 2017:

#### ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
October 1 - October 31, 2017	6	\$ 71.91	6	1,848,098
November 1 - November 31, 2017	5,790	71.83	5,790	1,842,308
December 1 - December 31, 2017	6,668	73.56	6,668	1,835,640
Total	12,464	\$ 72.76	12,464	

On April 25, 2017, the Company announced a plan to repurchase up to two million shares of common stock. This plan will terminate on April 24, 2018. The Company has not made any repurchases other than through this plan. All open market share purchases under the share repurchase plans are intended to be within the scope of Rule 10b-18 promulgated under the Exchange Act.

**ITEM 6. SELECTED FINANCIAL DATA**

For a discussion of factors that may materially affect the comparability of the information below, please see Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, pages 20 through 46, of this report.

**FIVE-YEAR FINANCIAL SUMMARY**  
**(in thousands except per share data)**  
**As of and for the years ended December 31,**

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
<b>EARNINGS</b>					
Interest income	\$ 616,912	\$ 523,031	\$ 430,681	\$ 363,871	\$ 348,341
Interest expense	57,999	27,708	18,614	13,816	15,072
Net interest income	558,913	495,323	412,067	350,055	333,269
Provision for loan losses	41,000	32,500	15,500	17,000	17,500
Noninterest income	423,562	402,511	370,659	368,235	367,260
Noninterest expense	705,129	666,745	638,938	582,472	543,916
Net income from continuing operations	<u>182,976</u>	<u>153,634</u>	<u>96,558</u>	<u>91,145</u>	<u>105,555</u>
<b>AVERAGE BALANCES</b>					
Assets	\$20,396,428	\$19,592,685	\$17,786,442	\$15,998,893	\$15,030,762
Loans and loans held for sale	10,843,642	9,992,874	8,425,107	6,975,338	6,221,318
Total investment securities	7,632,965	7,665,012	7,330,246	7,053,837	7,034,542
Interest-bearing due from banks	351,293	410,163	664,752	843,134	663,818
Deposits	15,938,669	15,338,741	14,078,290	12,691,273	11,930,318
Long-term debt	76,299	81,905	58,571	6,059	4,748
Shareholders' equity	<u>2,080,847</u>	<u>1,983,749</u>	<u>1,805,856</u>	<u>1,599,765</u>	<u>1,337,107</u>
<b>YEAR-END BALANCES</b>					
Assets	\$21,771,583	\$20,682,532	\$19,094,245	\$17,500,960	\$16,911,852
Loans and loans held for sale	11,281,973	10,545,662	9,431,350	7,466,418	6,521,869
Total investment securities	7,639,543	7,690,108	7,568,870	7,285,667	7,051,127
Interest-bearing due from banks	1,351,760	715,823	522,877	1,539,386	2,093,467
Deposits	18,023,000	16,570,614	15,092,752	13,616,859	13,640,766
Long-term debt	79,281	76,772	86,070	8,810	5,055
Shareholders' equity	<u>2,181,531</u>	<u>1,962,384</u>	<u>1,893,694</u>	<u>1,643,758</u>	<u>1,506,065</u>
<b>PER SHARE DATA</b>					
Earnings from continuing operations - basic	\$ 3.72	\$ 3.15	\$ 2.05	\$ 2.03	\$ 2.56
Earnings from continuing operations - diluted	3.67	3.12	2.03	2.01	2.52
Cash dividends	1.04	0.99	0.95	0.91	0.87
Dividend payout ratio	27.96%	31.43%	46.34%	44.83%	33.98%
Book value	\$ 43.72	\$ 39.51	\$ 38.34	\$ 36.10	\$ 33.30
Market price					
High	81.55	81.11	58.84	68.27	65.44
Low	62.27	39.55	45.14	51.87	43.27
Close	<u>71.92</u>	<u>77.12</u>	<u>46.55</u>	<u>56.89</u>	<u>64.28</u>
Return on average assets	0.90%	0.78%	0.54%	0.57%	0.70%
Return on average equity	8.79	7.74	5.35	5.70	7.89
Average equity to average assets	10.20	10.12	10.15	10.00	8.90
Total risk-based capital ratio	<u>14.04</u>	<u>12.87</u>	<u>12.80</u>	<u>14.04</u>	<u>14.43</u>

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

### **MANAGEMENT'S DISCUSSION AND ANALYSIS**

This Management's Discussion and Analysis highlights the material changes in the results of operations and changes in financial condition for each of the three years in the period ended December 31, 2017. It should be read in conjunction with the accompanying Consolidated Financial Statements, Notes to Consolidated Financial Statements, and other financial statistics appearing elsewhere in this Annual Report on Form 10-K. Results of operations for the periods included in this review are not necessarily indicative of results to be attained during any future period.

### **CAUTIONARY NOTICE ABOUT FORWARD-LOOKING STATEMENTS**

From time to time the Company has made, and in the future will make, forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements can be identified by the fact that they do not relate strictly to historical or current facts. Forward-looking statements often use words such as "believe," "expect," "anticipate," "intend," "estimate," "project," "outlook," "forecast," "target," "trend," "plan," "goal," or other words of comparable meaning or future-tense or conditional verbs such as "may," "will," "should," "would," or "could." Forward-looking statements convey the Company's expectations, intentions, or forecasts about future events, circumstances, results, or aspirations.

This report, including any information incorporated by reference in this report, contains forward-looking statements. The Company also may make forward-looking statements in other documents that are filed or furnished with the SEC. In addition, the Company may make forward-looking statements orally or in writing to investors, analysts, members of the media, or others.

All forward-looking statements, by their nature, are subject to assumptions, risks, and uncertainties, which may change over time and many of which are beyond the Company's control. You should not rely on any forward-looking statement as a prediction or guarantee about the future. Actual future objectives, strategies, plans, prospects, performance, conditions, or results may differ materially from those set forth in any forward-looking statement. While no list of assumptions, risks, or uncertainties could be complete, some of the factors that may cause actual results or other future events, circumstances, or aspirations to differ from those in forward-looking statements include:

- local, regional, national, or international business, economic, or political conditions or events;
- changes in laws or the regulatory environment, including as a result of recent financial-services and tax legislation or regulation;
- changes in monetary, fiscal, or trade laws or policies, including as a result of actions by central banks or supranational authorities;
- changes in accounting standards or policies;
- shifts in investor sentiment or behavior in the securities, capital, or other financial markets, including changes in market liquidity or volatility or changes in interest or currency rates;
- changes in spending, borrowing, or saving by businesses or households;
- the Company's ability to effectively manage capital or liquidity or to effectively attract or deploy deposits;
- changes in any credit rating assigned to the Company or its affiliates;
- adverse publicity or other reputational harm to the Company;
- changes in the Company's corporate strategies, the composition of its assets, or the way in which it funds those assets;
- the Company's ability to develop, maintain, or market products or services or to absorb unanticipated costs or liabilities associated with those products or services;



- the Company's ability to innovate to anticipate the needs of current or future customers, to successfully compete in its chosen business lines, to increase or hold market share in changing competitive environments, or to deal with pricing or other competitive pressures;
- changes in the credit, liquidity, or other condition of the Company's customers, counterparties, or competitors;
- the Company's ability to effectively deal with economic, business, or market slowdowns or disruptions;
- judicial, regulatory, or administrative investigations, proceedings, disputes, or rulings that create uncertainty for, or are adverse to, the Company or the financial-services industry;
- the Company's ability to address stricter or heightened regulatory or other governmental supervision or requirements;
- the Company's ability to maintain secure and functional financial, accounting, technology, data processing, or other operating systems or facilities, including its ability to withstand cyber-attacks;
- the adequacy of the Company's corporate governance, risk-management framework, compliance programs, or internal control over financial reporting, including its ability to control lapses or deficiencies in financial reporting or to effectively mitigate or manage operational risk;
- the efficacy of the Company's methods or models in assessing business strategies or opportunities or in valuing, measuring, monitoring, or managing positions or risk;
- the Company's ability to keep pace with changes in technology that affect the Company or its customers, counterparties, or competitors;
- mergers, acquisitions, or dispositions, including the Company's ability to integrate acquisitions;
- the adequacy of the Company's succession planning for key executives or other personnel;
- the Company's ability to grow revenue, control expenses, or attract or retain qualified employees;
- natural or man-made disasters, calamities, or conflicts, including terrorist events; or
- other assumptions, risks, or uncertainties described in the Risk Factors (Item 1A), Management's Discussion and Analysis of Financial Condition and Results of Operations (Item 7), or the Notes to the Consolidated Financial Statements (Item 8) in this Annual Report on Form 10-K or described in any of the Company's annual, quarterly or current reports.

Any forward-looking statement made by the Company or on its behalf speaks only as of the date that it was made. The Company does not undertake to update any forward-looking statement to reflect the impact of events, circumstances, or results that arise after the date that the statement was made, except as required by applicable securities laws. You, however, should consult further disclosures (including disclosures of a forward-looking nature) that the Company may make in any subsequent Annual Report on Form 10-K, Quarterly Report on Form 10-Q, or Current Report on Form 8-K.

## ***Results of Operations***

### **Overview**

The Company focuses on the following four core strategic objectives. Management believes these strategic objectives will guide its efforts to achieve its vision, to deliver the unparalleled customer experience, all the while seeking to improve net income and strengthen the balance sheet while undertaking prudent risk management.

The first strategic objective is to continuously improve operating efficiencies. The Company focuses on identifying efficiencies that simplify our organizational and reporting structures, streamline back office functions and take advantage of synergies and newer technologies among various platforms and distribution networks. The Company has and expects to continue identifying ongoing efficiencies through the normal course of business that, when combined with increased revenue, will contribute to improved operating leverage. For 2017, total revenue increased 9.4 percent, while noninterest expense increased 5.8 percent, as compared to the previous year. As part of this initiative, the Company continues to invest in technological advances that it believes will help management drive operating leverage in the future through improved data analysis and automation. The Company also continues to evaluate core systems and will invest in enhancements that it believes will yield operating efficiencies.

The second strategic objective is to increase on net interest income through profitable loan and deposit growth and the optimization of the balance sheet. For 2017, we made progress on this strategy, as illustrated by an increase in net interest income of \$63.6 million, or 12.8 percent, as compared to the previous year. The Company has shown increased net interest income through the effects of increased interest rates and volumes, and the mix of average earning assets and a low cost of funds in its Consolidated Balance Sheets. Average loan balances increased \$850.8 million, or 8.5 percent, from December 31, 2016. The funding for these assets was driven primarily by a 5.6 percent increase in average interest-bearing liabilities. Net interest margin, on a tax-equivalent basis, increased 27 basis points compared to the same period in 2016.

The third strategic objective is to grow the Company's revenue from noninterest sources. The Company has continued to emphasize its diverse operations throughout all economic cycles. This strategy has provided revenue diversity, helping to reduce the impact of sustained low interest rates and position the Company to benefit in periods of growth. Noninterest income increased \$21.1 million, or 5.2 percent, to \$423.6 million for the year ended December 31, 2017, compared to the same period in 2016. This change is discussed in greater detail below under Noninterest income. The Company continues to emphasize its asset management, brokerage, bankcard services, healthcare services, institutional banking, and treasury management businesses. At December 31, 2017, noninterest income represented 43.1 percent of total revenues, as compared to 44.8 percent at December 31, 2016.

The fourth strategic objective is effective capital management. The Company places a significant emphasis on maintaining a strong capital position, which management believes promotes investor confidence, provides access to funding sources under favorable terms, and enhances the Company's ability to capitalize on organic growth, new business development, and acquisition opportunities. The Company continues to maximize shareholder value through a mix of reinvesting in organic growth, evaluating acquisition opportunities that complement the strategies, increasing dividends over time, and appropriately utilizing a share repurchase program. At December 31, 2017, the Company had a total risk-based capital ratio of 14.04 percent and \$2.2 billion in total shareholders' equity, an increase of \$219.1 million, or 11.2 percent, compared to total shareholders' equity at December 31, 2016. The Company repurchased 217,071 shares of common stock at an average price of \$70.37 per share during 2017 and paid \$51.9 million in dividends, which represents a 5.8 percent increase compared to dividends paid during 2016.

## **Earnings Summary**

The Company recorded consolidated income from continuing operations of \$183.0 million for the year-ended December 31, 2017. This represents a 19.1 percent increase over 2016. Income from continuing operations for 2016 was \$153.6 million, or an increase of 59.1 percent compared to 2015. Basic earnings per share from continuing operations for the year ended December 31, 2017, were \$3.72 per share compared to \$3.15 per share in 2016, an increase of 18.1 percent. Basic earnings per share from continuing operations were \$2.05 per share in 2015, or an increase of 53.7 percent from 2015 to 2016. Fully diluted earnings per share from continuing operations increased 17.6 percent from 2016 to 2017, and increased 53.7 percent from 2015 to 2016.

The Company's net interest income increased to \$558.9 million in 2017 compared to \$495.3 million in 2016 and \$412.1 million in 2015. In total, a favorable volume variance coupled with a favorable rate variance, resulted in a \$63.6 million increase in net interest income in 2017, compared to 2016. See Table 2 on page 26. The favorable volume variance on earning assets was predominantly driven by the increase in average loan balances of \$850.8 million, or 8.5 percent, for 2017 compared to the same period in 2016. Net interest margin, on a tax-equivalent basis, increased to 3.15 percent for 2017, compared to 2.88 percent for the same period in 2016. The Company has seen an increase in the benefit from interest-free funds compared to 2016. The impact of this benefit increased nine basis points compared to 2016 and is illustrated on Table 3 on page 27. The magnitude and duration of this impact will be largely dependent upon the FRB's policy decisions and market movements. See Table 18 in Item 7A on page 48 for an illustration of the impact of an interest rate increase or decrease on net interest income as of December 31, 2017.

The Company had an increase of \$21.1 million, or 5.2 percent, in noninterest income in 2017, as compared to 2016, and a \$31.9 million, or 8.6 percent, increase in 2016, compared to 2015. The increase in 2017 is primarily attributable to trust and securities processing, and increases in bank-owned and company-owned life insurance income, brokerage income, and bankcard income, partially offset by lower gains on sales of available-for-sale securities and equity earnings on alternative investments. The change in noninterest income in 2017 from 2016, and 2016 from 2015 is illustrated on Table 6 on page 30.

Noninterest expense increased in 2017 by \$38.4 million, or 5.8 percent, compared to 2016 and increased by \$27.8 million, or 4.4 percent, in 2016 compared to 2015. The increase in 2017 is primarily driven by an increase of \$23.8 million, or 6.1 percent, in salary and employee benefit expense, an increase of \$6.3 million, or 17.6 percent, in processing fees, and an increase of \$5.7 million, or 8.5 percent, in equipment expense. The increase in noninterest expense in 2017 from 2016, and 2016 from 2015 is illustrated on Table 7 on page 31.

### **Net Interest Income**

Net interest income is a significant source of the Company's earnings and represents the amount by which interest income on earning assets exceeds the interest expense paid on liabilities. The volume of interest earning assets and the related funding sources, the overall mix of these assets and liabilities, and the interest rates paid on each affect net interest income. Table 2 summarizes the change in net interest income resulting from changes in volume and rates for 2017, 2016 and 2015.

Net interest margin, presented in Table 1 on page 24, is calculated as net interest income on a fully tax equivalent basis (FTE) as a percentage of average earning assets. Net interest income is presented on a tax-equivalent basis to adjust for the tax-exempt status of earnings from certain loans and investments, which are primarily obligations of state and local governments. A critical component of net interest income and related net interest margin is the percentage of earning assets funded by interest-free sources. Table 3 analyzes net interest margin for the three years ended December 31, 2017, 2016 and 2015. Net interest income, average balance sheet amounts and the corresponding yields earned and rates paid for the years 2015 through 2017 are presented in Table 1 below.

The following table presents, for the periods indicated, the average earning assets and resulting yields, as well as the average interest-bearing liabilities and resulting yields, expressed in both dollars and rates.

Table 1

**THREE YEAR AVERAGE BALANCE SHEETS/YIELDS AND RATES (tax-equivalent basis)**  
(in millions)

	2017			2016		
	Average Balance	Interest Income/Expense <sup>(1)</sup>	Rate Earned/Paid <sup>(1)</sup>	Average Balance	Interest Income/Expense <sup>(1)</sup>	Rate Earned/Paid <sup>(1)</sup>
<b>ASSETS</b>						
Loans and loans held for sale (FTE) <sup>(2)(3)</sup>	\$ 10,843.6	\$ 461.3	4.25%	\$ 9,992.9	\$ 386.3	3.87%
Securities:						
Taxable	3,918.0	73.1	1.87	4,545.0	73.6	1.62
Tax-exempt (FTE)	3,658.0	112.5	3.08	3,077.6	88.3	2.87
Total securities	7,576.0	185.6	2.45	7,622.6	161.9	2.12
Federal funds sold and resell agreements	190.0	3.7	1.95	188.5	2.7	1.44
Interest-bearing due from banks	351.3	3.9	1.10	410.2	2.3	0.57
Other earning assets (FTE)	57.0	1.9	3.28	42.4	0.8	1.85
Total earning assets (FTE)	19,017.9	656.4	3.45	18,256.6	554.0	3.03
Allowance for loan losses	(97.2)			(85.2)		
Cash and due from banks	379.6			394.7		
Other assets	1,096.1			1,026.5		
Total assets	<u>\$20,396.4</u>			<u>\$19,592.6</u>		
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>						
Interest-bearing demand and savings deposits	\$ 8,819.4	\$ 27.6	0.31%	\$ 8,267.6	\$ 11.4	0.14%
Time deposits under \$250,000	373.6	2.8	0.75	601.4	3.3	0.55
Time deposits of \$250,000 or more	809.5	6.0	0.74	563.7	3.2	0.57
Total interest bearing deposits	10,002.5	36.4	0.36	9,432.7	17.9	0.19
Short-term debt	—	—	—	3.8	—	—
Long-term debt	76.3	3.7	4.85	81.9	3.2	3.91
Federal funds purchased and repurchase agreements	2,095.1	17.9	0.85	2,005.6	6.6	0.33
Total interest bearing liabilities	12,173.9	58.0	0.48	11,524.0	27.7	0.24
Noninterest bearing demand deposits	5,936.2			5,906.0		
Other	205.5			178.9		
Total	<u>18,315.6</u>			<u>17,608.9</u>		
Total shareholders' equity	<u>2,080.8</u>			<u>1,983.7</u>		
Total liabilities and shareholders' equity	<u>\$20,396.4</u>			<u>\$19,592.6</u>		
Net interest income (FTE)		\$ 598.4			\$ 526.3	
Net interest spread (FTE)			2.97%			2.79%
Net interest margin (FTE)			<u>3.15%</u>			<u>2.88%</u>

- (1) Interest income and yields are stated on a fully tax-equivalent (FTE) basis, using a marginal tax rate of 35%. The tax-equivalent interest income and yields give effect to tax-exempt interest income net of the disallowance of interest expense, for federal income tax purposes related to certain tax-free assets. Rates earned/paid may not compute to the rates shown due to presentation in millions. The tax-equivalent interest income totaled \$39.5 million, \$31.0 million, and \$23.8 million in 2017, 2016, and 2015, respectively.
- (2) Loan fees are included in interest income. Such fees totaled \$15.4 million, \$13.3 million, and \$11.4 million in 2017, 2016, and 2015, respectively.
- (3) Loans on non-accrual are included in the computation of average balances. Interest income on these loans is also included in loan income.

**THREE YEAR AVERAGE BALANCE SHEETS/YIELDS AND RATES (tax-equivalent basis)**  
*(in millions)*

	2015		
	Average Balance	Interest Income/ Expense <sup>(1)</sup>	Rate Earned/ Paid <sup>(1)</sup>
<b>ASSETS</b>			
Loans and loans held for sale (FTE) <sup>(2) (3)</sup>	\$ 8,425.1	\$ 308.3	3.66%
Securities:			
Taxable	4,823.7	75.3	1.56
Tax-exempt (FTE)	2,473.8	67.3	2.72
Total securities	7,297.5	142.6	1.95
Federal funds sold and resell agreements	76.1	0.7	0.92
Interest-bearing due from banks	664.8	2.4	0.35
Other earning assets (FTE)	32.7	0.5	1.46
Total earning assets (FTE)	16,496.2	454.5	2.75
Allowance for loan losses	(77.9)		
Cash and due from banks	496.4		
Other assets	871.7		
Total assets	<u>\$ 17,786.4</u>		
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
Interest-bearing demand and savings deposits	\$ 7,010.3	\$ 7.9	0.11%
Time deposits under \$250,000	700.9	3.9	0.56
Time deposits of \$250,000 or more	439.4	2.5	0.57
Total interest bearing deposits	8,150.6	14.3	0.18
Short-term debt	1.9	—	—
Long-term debt	57.3	2.5	4.36
Federal funds purchased and repurchase agreements	1,590.8	1.8	0.11
Total interest bearing liabilities	9,800.6	18.6	0.19
Noninterest bearing demand deposits	5,927.6		
Other	252.3		
Total	15,980.5		
Total shareholders' equity	1,805.9		
Total liabilities and shareholders' equity	<u>\$ 17,786.4</u>		
Net interest income (FTE)		\$ 435.9	
Net interest spread (FTE)			2.56%
Net interest margin (FTE)			<u>2.64%</u>

Table 2

**RATE-VOLUME ANALYSIS (in thousands)**

This analysis attributes changes in net interest income either to changes in average balances or to changes in average interest rates for earning assets and interest-bearing liabilities. The change in net interest income that is due to both volume and interest rate has been allocated to volume and interest rate in proportion to the relationship of the absolute dollar amount of the change in each. All interest rates are presented on a tax-equivalent basis and give effect to tax-exempt interest income net of the disallowance of interest expense for federal income tax purposes, related to certain tax-free assets. The loan average balances and rates include nonaccrual loans.

Average Volume		Average Rate		2017 vs. 2016	Increase (Decrease)		
2017	2016	2017	2016		Volume	Rate	Total
				Change in interest earned on:			
\$10,843,642	\$ 9,992,874	4.25%	3.87%	Loans	\$ 34,405	\$ 40,622	\$ 75,027
				Securities:			
3,918,001	4,545,013	1.87	1.62	Taxable	(10,884)	10,449	(435)
3,657,951	3,077,562	3.08	2.87	Tax-exempt	11,542	4,361	15,903
				Federal funds and resell agreements	22	970	992
				Interest-bearing due from banks	(378)	1,908	1,530
57,013	42,437	3.28	1.85	Trading securities	265	599	864
19,017,974	18,256,621	3.45	3.03	Total	34,972	58,909	93,881
				Change in interest incurred on:			
10,002,497	9,432,720	0.36	0.19	Interest-bearing deposits	1,144	17,274	18,418
				Federal funds and repurchase agreements	304	11,078	11,382
2,095,111	2,005,631	0.85	0.33	Notes payable	(383)	874	491
76,301	85,658	4.90	3.79	Total	1,065	29,226	30,291
\$12,173,909	\$11,524,009	0.48%	0.24%	Net interest income	\$ 33,907	\$ 29,683	\$ 63,590
Average Volume		Average Rate		2016 vs. 2015	Increase (Decrease)		
2016	2015	2016	2015		Volume	Rate	Total
				Change in interest earned on:			
\$ 9,992,874	\$ 8,425,107	3.87%	3.66%	Loans	\$ 59,847	\$ 18,102	\$ 77,949
				Securities:			
4,545,013	4,823,710	1.62	1.56	Taxable	(4,450)	2,683	(1,767)
3,077,562	2,473,811	2.87	2.72	Tax-exempt	11,330	2,588	13,918
				Federal funds and resell agreements	1,453	558	2,011
				Interest-bearing due from banks	(1,114)	1,099	(15)
42,437	32,725	1.85	1.46	Trading securities	134	120	254
18,256,621	16,496,213	3.03	2.75	Total	67,200	25,150	92,350
				Change in interest incurred on:			
9,432,720	8,150,588	0.19	0.18	Interest-bearing deposits	2,370	1,297	3,667
				Federal funds and repurchase agreements	573	4,166	4,739
2,005,631	1,590,776	0.33	0.11	Notes payable	1,035	(347)	688
85,658	59,174	3.79	4.33	Total	3,978	5,116	9,094
\$11,524,009	\$ 9,800,538	0.24%	0.19%	Net interest income	\$ 63,222	\$ 20,034	\$ 83,256

Table 3

**ANALYSIS OF NET INTEREST MARGIN (in thousands)**

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Average earning assets	\$ 19,017,974	\$ 18,256,621	\$ 16,496,213
Interest-bearing liabilities	12,173,909	11,524,009	9,800,538
Interest-free funds	<u>\$ 6,844,065</u>	<u>\$ 6,732,612</u>	<u>\$ 6,695,675</u>
Free funds ratio (interest free funds to average earning assets)	<u>35.99%</u>	<u>36.88%</u>	<u>40.59%</u>
Tax-equivalent yield on earning assets	3.45%	3.03%	2.75%
Cost of interest-bearing liabilities	0.48	0.24	0.19
Net interest spread	2.97%	2.79%	2.56%
Benefit of interest-free funds	0.18	0.09	0.08
Net interest margin	<u>3.15%</u>	<u>2.88%</u>	<u>2.64%</u>

The Company experienced an increase in net interest income of \$63.6 million, or 12.8 percent, for the year-ended December 31, 2017, compared to 2016. This follows an increase of \$83.3 million, or 20.2 percent, for the year-ended December 31, 2016, compared to 2015. Average earning assets for the year ended December 31, 2017 increased by \$761.4 million, or 4.2 percent, compared to the same period in 2016. Net interest margin, on a tax-equivalent basis, increased to 3.15 percent for 2017 compared to 2.88 percent in 2016. As illustrated in Table 2, the 2016 and 2015 increases are primarily due to the favorable volume variances in earning assets driven by the impacts of the acquisition of Marquette Financial Companies (Marquette) in 2015.

The Company funds a significant portion of its balance sheet with noninterest-bearing demand deposits. Noninterest-bearing demand deposits represented 37.9 percent, 40.2 percent and 41.8 percent of total outstanding deposits at December 31, 2017, 2016 and 2015, respectively. As illustrated in Table 3, the impact from these interest-free funds was 18 basis points in 2017, as compared to nine basis points in 2016 and eight basis points in 2015.

The Company has experienced an increase in net interest income during 2017 due to a volume variance of \$33.9 million and a rate variance of \$29.7 million. The average rate on earning assets during 2017 has increased by 42 basis points, while the average rate on interest-bearing liabilities increased by 24 basis points, resulting in an 18 basis point increase in spread. The volume of loans has increased from an average of \$10.0 billion in 2016 to an average of \$10.8 billion in 2017. Loan-related earning assets tend to generate a higher spread than those earned in the Company's investment portfolio. By design, the Company's investment portfolio is moderate in duration and liquid in its composition of assets.

During 2018, approximately \$900 million of available for sale securities are expected to have principal repayments. This includes approximately \$243 million which will have principal repayments during the first quarter of 2018. The available for sale investment portfolio had an average life of 51.7 months, 54.3 months, and 44.8 months as of December 31, 2017, 2016, and 2015, respectively.

**Provision and Allowance for Loan Losses**

The allowance for loan losses (ALL) represents management's judgment of the losses inherent in the Company's loan portfolio as of the balance sheet date. An analysis is performed quarterly to determine the appropriate balance of the ALL. The analysis reflects loan quality trends, including the levels of and trends related to non-accrual loans, past due loans, potential problem loans, criticized loans and net charge-offs or recoveries, among other factors. After the balance sheet analysis is performed for the ALL, the provision for loan losses is computed as the amount required to adjust the ALL to the appropriate level.

Table 4 presents the components of the allowance by loan portfolio segment. The Company manages the ALL against the risk in the entire loan portfolio and therefore, the allocation of the ALL to a particular loan segment may change in the future. Management of the Company believes the present ALL is adequate considering the Company's loss experience, delinquency trends and current economic conditions. Future economic conditions and borrowers' ability to meet their obligations, however, are uncertainties which could affect the Company's ALL and/or need to change its current level of provision. For more information on loan portfolio segments and ALL

methodology refer to Note 3, “Loans and Allowance for Loan Losses,” in the Notes to the Consolidated Financial Statements.

Table 4

**ALLOCATION OF ALLOWANCE FOR LOAN LOSSES (in thousands)**

*This table presents an allocation of the allowance for loan losses by loan portfolio segment, which represents the inherent probable loss derived by both quantitative and qualitative methods. The amounts presented are not necessarily indicative of actual future charge-offs in any particular category and are subject to change.*

Loan Category	December 31,				
	2017	2016	2015	2014	2013
Commercial	\$ 81,156	\$ 71,657	\$ 63,847	\$ 55,349	\$ 48,886
Real estate	9,312	10,569	8,220	10,725	15,342
Consumer	10,083	9,311	8,949	9,921	10,447
Leases	53	112	127	145	76
Total allowance	<u>\$ 100,604</u>	<u>\$ 91,649</u>	<u>\$ 81,143</u>	<u>\$ 76,140</u>	<u>\$ 74,751</u>

Table 5 presents a five-year summary of the Company’s ALL. Also, please see “Quantitative and Qualitative Disclosures About Market Risk—Credit Risk Management” on page 51 in this report for information relating to nonaccrual, past due, restructured loans, and other credit risk matters. For more information on loan portfolio segments and ALL methodology refer to Note 3, “Loans and Allowance for Loan Losses,” in the Notes to the Consolidated Financial Statements.

As illustrated in Table 5 below, the ALL increased as a percentage of total loans to 0.89 percent as of December 31, 2017, compared to 0.87 percent as of December 31, 2016. Based on the factors above, the provision for loan loss totaled \$41.0 million for the year-ended December 31, 2017, which is an increase of \$8.5 million, or 26.2 percent, compared to the same period in 2016. This provision for loan losses totaled \$32.5 million and \$15.5 million for the years-ended December 31, 2016 and 2015, respectively.



Table 5

**ANALYSIS OF ALLOWANCE FOR LOAN LOSSES (in thousands)**

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
Allowance-beginning of year	\$ 91,649	\$ 81,143	\$ 76,140	\$ 74,751	\$ 71,426
Provision for loan losses	41,000	32,500	15,500	17,000	17,500
Charge-offs:					
Commercial	(27,985)	(12,788)	(5,239)	(7,307)	(4,748)
Consumer					
Credit card	(8,681)	(8,436)	(8,555)	(10,104)	(10,531)
Other	(948)	(843)	(1,103)	(1,323)	(1,600)
Real estate	(992)	(6,756)	(214)	(259)	(775)
Total charge-offs	<u>(38,606)</u>	<u>(28,823)</u>	<u>(15,111)</u>	<u>(18,993)</u>	<u>(17,654)</u>
Recoveries:					
Commercial	3,522	3,596	1,824	848	867
Consumer					
Credit card	1,540	1,730	1,802	1,803	1,720
Other	533	518	667	687	815
Real estate	966	985	321	44	77
Total recoveries	<u>6,561</u>	<u>6,829</u>	<u>4,614</u>	<u>3,382</u>	<u>3,479</u>
Net charge-offs	<u>(32,045)</u>	<u>(21,994)</u>	<u>(10,497)</u>	<u>(15,611)</u>	<u>(14,175)</u>
Allowance-end of year	<u>\$ 100,604</u>	<u>\$ 91,649</u>	<u>\$ 81,143</u>	<u>\$ 76,140</u>	<u>\$ 74,751</u>
Average loans, net of unearned interest	\$10,841,486	\$ 9,986,151	\$8,423,997	\$6,974,246	\$6,217,240
Loans at end of year, net of unearned interest	11,280,514	10,540,383	9,430,761	7,465,794	6,520,512
Allowance to loans at year-end	0.89%	0.87%	0.86%	1.02%	1.15%
Allowance as a multiple of net charge-offs	3.14x	4.17x	7.73x	4.88x	5.27x
Net charge-offs to:					
Provision for loan losses	78.16%	67.67%	67.72%	91.83%	81.00%
Average loans	0.30	0.22	0.12	0.22	0.23

**Noninterest Income**

A key objective of the Company is the growth of noninterest income to provide a diverse source of revenue not directly tied to interest rates. Fee-based services are typically non-credit related and are not generally affected by fluctuations in interest rates. Noninterest income increased in 2017 by \$21.1 million, or 5.2 percent, compared to 2016 and increased in 2016 by \$31.9 million, or 8.6 percent, compared to 2015. The increase in 2017 is primarily attributable to trust and securities processing, increase in bank-owned and company-owned life insurance income, brokerage income, and bankcard income, partially offset by lower gains on sales of available-for-sale securities and equity earnings on alternative investments. The increase in 2016, compared to 2015, is primarily attributable to higher equity earnings on alternative investments, increases in bank-owned and company-owned life insurance income, and brokerage income.

The Company's fee-based services offer multiple products and services to customers which management believes will more closely align to the customer's product demand with the Company. The Company is currently emphasizing fee-based services including trust and securities processing, bankcard, securities trading & brokerage and cash & treasury management. Management believes that it can offer these products and services both efficiently and profitably, as most have common platforms and support structures.

Table 6

**SUMMARY OF NONINTEREST INCOME (in thousands)**

	Year Ended December 31,			Dollar Change		Percent Change	
	2017	2016	2015	17-16	16-15	17-16	16-15
Trust and securities processing	\$176,646	\$166,315	\$166,261	\$10,331	\$ 54	6.2%	—%
Trading and investment banking	23,183	21,422	20,218	1,761	1,204	8.2	6.0
Service charges on deposit accounts	87,680	86,662	86,460	1,018	202	1.2	0.2
Insurance fees and commissions	1,972	4,188	2,530	(2,216)	1,658	(52.9)	65.5
Brokerage fees	23,208	17,833	11,753	5,375	6,080	30.1	51.7
Bankcard fees	73,030	68,749	69,211	4,281	(462)	6.2	(0.7)
Gains on sales of securities available for sale, net	4,192	8,509	10,402	(4,317)	(1,893)	(50.7)	(18.2)
Equity (losses) earnings on alternative investments	(1,108)	2,695	(12,188)	(3,803)	14,883	(>100.0)	>100.0
Other	34,759	26,138	16,012	8,621	10,126	33.0	63.2
Total noninterest income	<u>\$423,562</u>	<u>\$402,511</u>	<u>\$370,659</u>	<u>\$21,051</u>	<u>\$31,852</u>	<u>5.2%</u>	<u>8.6%</u>

Noninterest income and the year-over-year changes in noninterest income are summarized in Table 6 above. The dollar change and percent change columns highlight the respective net increase or decrease in the categories of noninterest income in 2017 compared to 2016, and in 2016 compared to 2015.

Trust and securities processing income consists of fees earned on personal and corporate trust accounts, custody of securities services, trust investments and wealth management services, and mutual fund assets servicing. This income category increased by \$10.3 million, or 6.2 percent in 2017, compared to 2016, and was flat in 2016, compared to 2015. The Company increased fee income from wealth management services by \$5.3 million, from fund administration and custody services by \$3.3 million, and corporate trust revenue by \$1.7 million in 2017, compared to 2016.

Brokerage fees increased \$5.4 million, or 30.1 percent, in 2017 compared to 2016 and increased \$6.1 million, or 51.7 percent, in 2016 compared to 2015 primarily due to an increase in 12b-1 income driven by an increase in interest rates.

Bankcard fees increased \$4.3 million, or 6.2 percent, in 2017 compared to 2016 and was flat in 2016 compared to 2015. The increase in 2017 compared to 2016 was driven by increased interchange income.

Gains on sales of securities available for sale decreased \$4.3 million in 2017 compared to 2016 and decreased by \$1.9 million in 2016 compared to 2015. The Company's goal in the management of its available-for-sale securities portfolio is to maximize return within the Company's parameters of liquidity goals, interest rate risk and credit risk. This can result in differences from period to period in the amount of realized gains.

Equity (losses) earnings on alternative investments decreased \$3.8 million in 2017 compared to 2016 and increased \$14.9 million in 2016 compared to 2015, primarily due to changes in the valuation of the underlying Prairie Capital Management (PCM) fund investments.

Other noninterest income increased \$8.6 million, or 33.0 percent, in 2017 compared to 2016 and increased \$10.1, or 63.2 percent, in 2016 compared to 2015 primarily due to an increase in bank-owned and company-owned life insurance income and increased derivative income.

**Noninterest Expense**

Noninterest expense increased in 2017 by \$38.4 million, or 5.8 percent, compared to 2016 and increased in 2016 by \$27.8 million, or 4.4 percent, compared to 2015. The main drivers of the increase from 2016 to 2017 were salaries and employee benefits expense, processing fees, and equipment expense. The main drivers of the increase from 2015 to 2016 were salaries and employee benefits expense, other noninterest expense, and equipment expense, offset by a decrease in legal and consulting expense. Table 7 below summarizes the components of noninterest expense and the respective year-over-year changes for each category.

Table 7

**SUMMARY OF NONINTEREST EXPENSE (in thousands)**

	Year Ended December 31,			Dollar Change		Percent Change	
	2017	2016	2015	17-16	16-15	17-16	16-15
Salaries and employee benefits	\$413,830	\$390,059	\$367,606	\$23,771	\$22,453	6.1%	6.1%
Occupancy, net	44,462	44,255	43,274	207	981	0.5	2.3
Equipment	72,008	66,337	62,571	5,671	3,766	8.5	6.0
Supplies and services	17,173	18,535	17,988	(1,362)	547	(7.3)	3.0
Marketing and business development	21,469	21,208	21,996	261	(788)	1.2	(3.6)
Processing fees	42,331	36,005	36,149	6,326	(144)	17.6	(0.4)
Legal and consulting	23,406	20,801	26,186	2,605	(5,385)	12.5	(20.6)
Bankcard	19,471	20,757	20,288	(1,286)	469	(6.2)	2.3
Amortization of other intangible assets	7,326	8,695	8,171	(1,369)	524	(15.7)	6.4
Regulatory fees	15,527	14,178	12,125	1,349	2,053	9.5	16.9
Other	28,126	25,915	22,584	2,211	3,331	8.5	14.7
Total noninterest expense	<u>\$705,129</u>	<u>\$666,745</u>	<u>\$638,938</u>	<u>\$38,384</u>	<u>\$27,807</u>	<u>5.8%</u>	<u>4.4%</u>

Salaries and employee benefits expense increased \$23.8 million, or 6.1 percent, in 2017 and \$22.5 million, or 6.1 percent, in 2016. The increase in both 2017 and 2016 is primarily due to higher employee base salaries, higher commissions and bonuses, and higher cost of benefits. In 2017, salary and wage expense increased \$9.9 million, or 4.0 percent, employee benefit expense increased \$9.3 million, or 14.0 percent, and bonus and commission expense increased \$4.6 million, or 6.1 percent. From 2015 to 2016, base salaries increased by \$10.7 million, or 4.5 percent, commissions and bonuses increased by \$5.5 million, or 7.9 percent, and employee benefits increased by \$6.2 million, or 10.4 percent. Included within bonus and commission expense in 2016 is non-acquisition related expense of \$4.2 million. The Marquette acquisition contributed \$8.2 million of increased salary and employee benefits expense in 2016 since it was the first full year of salary and benefits expense after the Marquette acquisition.

Equipment expense increased \$5.7 million, or 8.5 percent and \$3.8 million, or 6.0 percent in 2017 and 2016, respectively. This increase is driven by increased computer hardware and software expenses for investments for regulatory requirements, cyber security and the ongoing modernization of our core systems in both years.

Processing fees expense increased \$6.3 million, or 17.6 percent, in 2017 compared to 2016 and was flat in 2016 compared to 2015. This increase in 2017 is primarily driven by investments for regulatory requirements, cyber security, and the ongoing modernization of the Company's core systems.

Legal and consulting expense increased \$2.6 million, or 12.5 percent, in 2017 and decreased \$5.4 million, or 20.6 percent in 2016. This increase in 2017 was driven by an increase of \$1.4 million in consulting expense and an increase of \$1.3 million in legal and professional services expense. The decrease in 2016 was driven by \$4.8 million in legal and consulting expense related to the Marquette acquisition recognized in 2015.

Other noninterest expense increased \$2.2 million, or 8.5 percent and increased \$3.3 million, or 14.7 percent, in 2017 and 2016, respectively. The increase in 2017 was driven by increased contribution and derivative expense. The increase in 2016 was primarily driven by an increase of \$3.1 million in fair value adjustments to the contingent consideration liabilities on acquisitions.

**Income Taxes**

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the Tax Act). The Tax Act includes numerous changes to existing tax law, including among other things, a permanent reduction in the federal corporate income tax rate from 35% to 21% effective January 1, 2018. While the Tax Act is expected to have a significant positive impact on the Company's after-tax results, technical corrections or other forthcoming guidance could change how provisions of the Tax Act are interpreted, which may impact the Company's effective tax rate and could affect the Company's deferred tax assets, tax positions and tax liabilities.

Income tax expense for continuing operations totaled \$53.4 million, \$45.0 million and \$31.7 million in 2017, 2016 and 2015, respectively. These amounts equate to effective tax rates of 22.6 percent, 22.6 percent and 24.7

percent for 2017, 2016 and 2015, respectively. The decrease in effective rate from 2015 to 2016 is primarily attributable to an increase in federal tax credits and a larger portion of income earned from excludable life insurance policy gains. The effective rate for 2017 remained consistent with 2016 even after taking into consideration the effective rate impact of the Tax Act. The adverse rate impact of the Tax Act was favorably offset by a larger portion of income earned from tax-exempt interest and an increase in excess tax benefits associated with stock compensation. With the adoption of Accounting Standards Update (ASU) No. 2016-09, all excess tax benefits related to share-based awards were recognized in income tax expense for 2016 and 2017.

The Company calculated its best estimate of the impact of the Tax Act in its year end income tax provision in accordance with its understanding of the Tax Act and the guidance available as of the date of this filing and as a result has recorded \$3.0 million as additional income tax expense in the fourth quarter of 2017. Given the complexity of the Tax Act, anticipated technical corrections or other forthcoming guidance, the various state income tax interpretations and the detailed analysis required, the adjustments reflected in the current and deferred tax accounts may be subject to further refinement as additional information becomes available and further analysis is performed.

For further information on income taxes refer to Note 16, "Income Taxes," in the Notes to the Consolidated Financial Statements.

### Business Segments

The Company has strategically aligned its operations into the following two reportable segments (collectively, the Business Segments): Bank and Asset Servicing. Senior executive officers regularly evaluate business segment financial results produced by the Company's internal reporting system in deciding how to allocate resources and assess performance for individual Business Segments. Previously, the Company had the following four Business Segments: Bank, Institutional Investment Management, Asset Servicing, and Payment Solutions. In the first quarter of 2016, the Company merged the Payments Solutions segment into the Bank segment to better reflect how the core businesses, products and services are being evaluated by management currently. The Company's Payment Solutions leadership structure and financial performance assessments are now included in the Bank segment, and accordingly, the reportable segments were realigned to reflect these changes. Additionally, in November 2017, the Company sold all of the outstanding stock of Scout, its institutional investment management subsidiary. As the operations of Scout are now included in discontinued operations, the Company no longer presents this segment's operations as one of its business segments. The management accounting system assigns balance sheet and income statement items to each Business Segment using methodologies that are refined on an ongoing basis.

Table 8

### Bank Operating Results

	Year Ended		Dollar	Percent
	December 31,		Change	Change
	2017	2016	17-16	17-16
Net interest income	\$ 546,000	\$ 484,716	\$ 61,284	12.6%
Provision for loan losses	41,000	32,500	8,500	26.2
Noninterest income	328,550	309,889	18,661	6.0
Noninterest expense	616,883	582,719	34,164	5.9
Income before taxes	216,667	179,386	37,281	20.8
Income tax expense	49,522	40,406	9,116	22.6
Net income	<u>\$ 167,145</u>	<u>\$ 138,980</u>	<u>\$ 28,165</u>	<u>20.3%</u>

Bank net income increased by \$28.2 million, or 20.3 percent, to \$167.1 million for the year ended December 31, 2017, compared to the same period in 2016. Net interest income increased \$61.3 million, or 12.6 percent, for the year ended December 31, 2017, compared to the same period in 2016, primarily driven by strong loan growth, a change in the Bank's earning asset mix, and higher loan yields. Provision for loan losses increased by \$8.5 million to adjust the related ALL to the appropriate level based on the inherent risk in the loan portfolio for this segment.

Noninterest income increased \$18.7 million, or 6.0 percent, over the same period in 2016 primarily driven by the following increases: bank-owned and company-owned life insurance income of \$6.6 million, brokerage and mutual fund income of \$5.4 million driven by an increase in 12b-1 fees, wealth management revenue of \$5.3 million, card services income of \$4.3 million driven by higher interchange and lower rewards costs, corporate trust income of \$1.8 million, higher derivative income of \$1.3 million, and deposit service charges of \$1.0 million driven by higher healthcare service charges. These increases were offset by decreases of \$4.3 million in gains on securities available for sale and \$3.8 million in equity earnings on alternative investments.

Noninterest expense increased \$34.2 million, or 5.9 percent, to \$616.9 million for the year ended December 31, 2017, compared to the same period in 2016. The increase in noninterest expense is due to the following increases: \$19.5 million in technology, service, and overhead expenses due to the ongoing modernization of our core systems, \$10.8 million in salary and benefit expense primarily due to higher deferred compensation expense and profit sharing expense, \$2.9 million in processing fees, \$2.5 million in regulatory expense, and \$0.9 million in legal and consulting expense. These increases were partially offset by a decrease of \$1.0 million in bankcard expense and a decrease of \$1.0 million in amortization expense.

Table 9

**Asset Servicing Operating Results**

	<b>Year Ended December 31,</b>		<b>Dollar</b>	<b>Percent</b>
	<b>2017</b>	<b>2016</b>	<b>Change 17-16</b>	<b>Change 17-16</b>
Net interest income	\$ 12,913	\$ 10,607	\$ 2,306	21.7%
Provision for loan losses	—	—	—	—
Noninterest income	95,012	92,622	2,390	2.6
Noninterest expense	88,246	84,026	4,220	5.0
Income before taxes	19,679	19,203	476	2.5
Income tax expense	3,848	4,549	(701)	(15.4)
Net income	<u>\$ 15,831</u>	<u>\$ 14,654</u>	<u>\$ 1,177</u>	<u>8.0%</u>

For the year ended December 31, 2017, Asset Servicing net income increased \$1.2 million, or 8.0 percent, to \$15.8 million as compared to the same period in 2016. Net interest income increased \$2.3 million compared to the same period last year due to an increase in deposits, coupled with an overall increase in deposit funds transfer credit. Noninterest income increased \$2.4 million, or 2.6 percent, largely due to increased alternative investment fees. As of December 31, 2017, assets under administration totaled \$206.3 billion compared to \$188.7 billion at December 31, 2016 and \$185.6 billion at December 31, 2015. For the year ended December 31, 2017, noninterest expense increased \$4.2 million, or 5.0 percent, as compared to the same period last year, primarily due to increases of \$3.5 million in salary and benefits expense, \$0.3 million in furniture and equipment expense, and \$0.3 million in processing fees expense.

## Balance Sheet Analysis

### Loans and Loans Held For Sale

Loans represent the Company's largest source of interest income. Loan balances held for investment increased by \$740.1 million, or 7.0 percent, in 2017. This increase was primarily driven by an increase of \$397.7 million, or 12.6 percent, in commercial real estate loans, \$142.2 million, or 3.2 percent, in commercial loans, \$110.7 million, or 49.0 percent in asset-based loans, and \$90.2 million, or 16.5 percent in residential real estate loans.

Table 10

#### ANALYSIS OF LOANS BY TYPE (in thousands)

	December 31,				
	2017	2016	2015	2014	2013
Commercial	\$ 4,553,040	\$ 4,410,806	\$ 4,205,736	\$ 3,814,009	\$ 3,301,503
Asset-based	336,614	225,878	219,244	—	—
Factoring	221,672	139,902	90,686	—	—
Commercial - credit card	172,291	146,735	125,361	115,709	103,270
Real estate - construction	717,849	741,804	416,568	256,006	152,875
Real estate - commercial	3,563,630	3,165,922	2,662,772	1,866,301	1,702,151
Leases	23,967	39,532	41,857	39,090	23,981
Total business-related	<u>9,589,063</u>	<u>8,870,579</u>	<u>7,762,224</u>	<u>6,091,115</u>	<u>5,283,780</u>
Real estate - residential	638,591	548,350	492,227	319,827	289,356
Real estate - HELOC	648,379	711,794	729,963	643,586	566,128
Consumer - credit card	252,697	270,098	291,570	310,296	318,336
Consumer - other	151,783	139,562	154,777	100,970	62,912
Total consumer-related	<u>1,691,450</u>	<u>1,669,804</u>	<u>1,668,537</u>	<u>1,374,679</u>	<u>1,236,732</u>
Loans before allowance and loans held for sale	11,280,513	10,540,383	9,430,761	7,465,794	6,520,512
Allowance for loan losses	<u>(100,604)</u>	<u>(91,649)</u>	<u>(81,143)</u>	<u>(76,140)</u>	<u>(74,751)</u>
Net loans	<u>11,179,909</u>	<u>10,448,734</u>	<u>9,349,618</u>	<u>7,389,654</u>	<u>6,445,761</u>
Loans held for sale	<u>1,460</u>	<u>5,279</u>	<u>589</u>	<u>624</u>	<u>1,357</u>
Net loans and loans held for sale	<u><u>\$ 11,181,369</u></u>	<u><u>\$ 10,454,013</u></u>	<u><u>\$ 9,350,207</u></u>	<u><u>\$ 7,390,278</u></u>	<u><u>\$ 6,447,118</u></u>
As a % of total loans and loans held for sale					
Commercial	40.36%	41.84%	44.60%	51.08%	50.63%
Asset-based	2.98	2.14	2.32	—	—
Factoring	1.96	1.33	0.96	—	—
Commercial - credit card	1.53	1.39	1.33	1.55	1.58
Real estate - construction	6.36	7.03	4.42	3.43	2.34
Real estate - commercial	31.59	30.02	28.23	25.00	26.10
Leases	0.21	0.37	0.44	0.52	0.37
Total business-related	<u>84.99</u>	<u>84.12</u>	<u>82.30</u>	<u>81.58</u>	<u>81.02</u>
Real estate - residential	5.65	5.20	5.22	4.28	4.44
Real estate - HELOC	5.75	6.75	7.74	8.62	8.68
Consumer - credit card	2.24	2.56	3.09	4.16	4.88
Consumer - other	1.35	1.32	1.64	1.35	0.96
Total consumer-related	<u>14.99</u>	<u>15.83</u>	<u>17.69</u>	<u>18.41</u>	<u>18.96</u>
Loans held for sale	<u>0.02</u>	<u>0.05</u>	<u>0.01</u>	<u>0.01</u>	<u>0.02</u>
Total loans and loans held for sale	<u><u>100.00%</u></u>	<u><u>100.00%</u></u>	<u><u>100.00%</u></u>	<u><u>100.00%</u></u>	<u><u>100.00%</u></u>

Included in Table 10 is a five-year breakdown of loans by type. Business-related loans continue to represent the largest segment of the Company's loan portfolio, comprising approximately 85.0 percent and 84.1 percent of total loans and loans held for sale at the end of 2017 and 2016, respectively.

Commercial loans represent the largest percent of total loans. Commercial loans at December 31, 2017 have increased \$142.2 million, or 3.2 percent, as compared to December 31, 2016, to 40.4 percent of total loans. Commercial loans represented 41.8 percent of total loans at December 31, 2016. Despite the Company increasing its capacity to lend through increased commitments during 2017, commercial line utilization has remained low.

As a percentage of total loans, commercial real estate and construction real estate loans now comprise 37.9 percent of total loans compared to 37.1 percent in 2016. Commercial real estate loans increased \$397.7 million, or 12.6 percent, and construction real estate loans decreased \$24.0 million, or 3.2 percent, compared to 2016. Generally, these loans are made for working capital or expansion purposes and are primarily secured by real estate with a maximum loan-to-value of 80 percent. Most of these properties are owner-occupied and/or have other collateral or guarantees as security.

Asset based loans increased \$110.7 million, or 49.0 percent, and represented 3.0 percent of total loans as of December 31, 2017. Factoring loans increased \$81.8 million, or 58.4 percent, and represented 2.0 percent of total loans as of December 31, 2017.

Residential real estate increased \$90.2 million, or 16.5 percent, and represented 5.7 percent of total loans. HELOC loans decreased \$63.4 million, or 8.9 percent, and represent 5.8 percent of total loans.

Nonaccrual, past due and restructured loans are discussed under "Quantitative and Qualitative Disclosure about Market Risk – Credit Risk Management" in Item 7A on page 51 of this report.

## **Investment Securities**

The Company's investment portfolio contains trading, available-for-sale (AFS), and held-to-maturity (HTM) securities as well as FRB stock, Federal Home Loan Bank (FHLB) stock, and other miscellaneous investments. Investment securities totaled \$7.6 billion as of December 31, 2017 and \$7.7 billion as of December 31, 2016 and comprised 37.5 percent and 40.1 percent of the Company's earning assets, respectively, as of those dates.

The Company's AFS securities portfolio comprised 81.9 percent of the Company's investment securities portfolio at December 31, 2017, compared to 84.1 percent at year-end 2016. The Company's AFS securities portfolio provides liquidity as a result of the composition and average life of the underlying securities. This liquidity can be used to fund loan growth or to offset the outflow of traditional funding sources. The average life of the AFS securities portfolio decreased from 54.3 months at December 31, 2016 to 51.7 months at December 31, 2017 due to portfolio mix changes. In addition to providing a potential source of liquidity, the AFS securities portfolio can be used as a tool to manage interest rate sensitivity. The Company's goal in the management of its AFS securities portfolio is to maximize return within the Company's parameters of liquidity goals, interest rate risk and credit risk.

Management expects collateral pledging requirements for public funds, loan demand, and deposit funding to be the primary factors impacting changes in the level of AFS securities. There were \$5.7 billion of AFS securities pledged to secure U.S. Government deposits, other public deposits, certain trust deposits, derivative transactions, and repurchase agreements at December 31, 2017. Of this amount, securities with a market value of \$1.8 billion at December 31, 2017 were pledged at the Federal Reserve Discount Window but were unencumbered as of that date.

The Company's HTM securities portfolio consists of private placement bonds, which are issued primarily to refinance existing revenue bonds in the healthcare and education sectors. The HTM portfolio totaled \$1.3 billion as of December 31, 2017, an increase of \$145.1 million, or 13.0 percent, from December 31, 2016. The average life of the HTM portfolio was 7.2 years at December 31, 2017, compared to 7.4 years at December 31, 2016.

The securities portfolio generates the Company's second largest component of interest income. The AFS and HTM securities portfolios achieved an average yield on a tax-equivalent basis of 2.45 percent for 2017, compared to 2.12 percent in 2016, and 1.95 percent in 2015. Securities available for sale had a net unrealized loss of \$75.4 million at year-end, compared to a net unrealized loss of \$92.4 million the preceding year. This market value change primarily reflects the impact of a shorter average life offsetting the impact from rising mid-term market interest rates, as well as relatively unchanged longer-term market interest rates as of December 31, 2017, compared to

December 31, 2016. These amounts are reflected, on an after-tax basis, in the Company's Accumulated other comprehensive income (loss) in shareholders' equity, as an unrealized loss of \$44.5 million at year-end 2017, compared to an unrealized loss of \$57.2 million for 2016. The AFS securities portfolio contains securities that have unrealized losses and are not deemed to be other-than-temporarily impaired (see the table of these securities in Note 4, "Securities," in the Notes to the Consolidated Financial Statements on page 75 of this document). The unrealized losses in the Company's investments in direct obligations of U.S. Treasury obligations, U.S. government agencies, federal agency mortgage-backed securities, municipal securities, and corporates were caused by changes in interest rates. The Company does not have the intent to sell these securities and does not believe it is more likely than not that the Company will be required to sell these securities before a recovery of fair value. The Company expects to recover its cost basis in the securities and does not consider these investments to be other-than-temporarily impaired at December 31, 2017.

Included in Tables 11 and 12 are analyses of the cost, fair value and average yield (tax-equivalent basis) of securities available for sale and securities held to maturity.

Table 11

**SECURITIES AVAILABLE FOR SALE (in thousands)**

<b><u>December 31, 2017</u></b>		<b><u>Amortized Cost</u></b>	<b><u>Fair Value</u></b>		
U.S. Treasury		\$ 40,092	\$ 38,643		
U.S. Agencies		14,762	14,752		
Mortgage-backed		3,719,369	3,649,243		
State and political subdivisions		2,546,517	2,542,673		
Corporates		13,278	13,266		
Total		<u>\$ 6,334,018</u>	<u>\$6,258,577</u>		
<b><u>December 31, 2016</u></b>		<b><u>Amortized Cost</u></b>	<b><u>Fair Value</u></b>		
U.S. Treasury		\$ 95,315	\$ 93,826		
U.S. Agencies		198,158	198,177		
Mortgage-backed		3,773,090	3,711,699		
State and political subdivisions		2,425,155	2,395,757		
Corporates		66,997	66,875		
Total		<u>\$ 6,558,715</u>	<u>\$6,466,334</u>		
<b><u>December 31, 2015</u></b>		<b><u>Amortized Cost</u></b>	<b><u>Fair Value</u></b>		
U.S. Treasury		\$ 350,354	\$ 349,779		
U.S. Agencies		667,414	666,389		
Mortgage-backed		3,598,115	3,572,446		
State and political subdivisions		2,116,543	2,138,413		
Corporates		80,585	79,922		
Total		<u>\$ 6,813,011</u>	<u>\$6,806,949</u>		
<b><u>December 31, 2017</u></b>		<b><u>U.S. Treasury Securities</u></b>		<b><u>U.S. Agency Securities</u></b>	
		<b><u>Fair Value</u></b>	<b><u>Weighted Average Yield</u></b>	<b><u>Fair Value</u></b>	<b><u>Weighted Average Yield</u></b>
Due in one year or less		\$ —	—%	\$ 14,553	1.24%
Due after 1 year through 5 years		29,223	1.21	199	1.46
Due after 5 years through 10 years		9,420	1.48	—	—
Due after 10 years		—	—	—	—
Total		<u>\$ 38,643</u>	<u>1.28%</u>	<u>\$ 14,752</u>	<u>1.24%</u>



	<u>Mortgage-backed Securities</u>		<u>State and Political Subdivisions</u>	
	<u>Fair Value</u>	<u>Weighted Average Yield</u>	<u>Fair Value</u>	<u>Weighted Average Yield</u>
<b><u>December 31, 2017</u></b>				
Due in one year or less	\$ 12,823	2.87%	\$ 260,957	2.06%
Due after 1 year through 5 years	2,541,152	2.08	1,096,967	2.56
Due after 5 years through 10 years	1,057,436	2.27	822,801	2.91
Due after 10 years	37,832	3.17	361,948	3.44
Total	<u>\$3,649,243</u>	<u>2.15%</u>	<u>\$2,542,673</u>	<u>2.74%</u>

	<u>Corporates</u>	
	<u>Fair Value</u>	<u>Weighted Average Yield</u>
<b><u>December 31, 2017</u></b>		
Due in one year or less	\$ 13,266	1.31%
Due after 1 year through 5 years	—	—
Due after 5 years through 10 years	—	—
Due after 10 years	—	—
Total	<u>\$ 13,266</u>	<u>1.31%</u>

	<u>U.S. Treasury Securities</u>		<u>U.S. Agency Securities</u>	
	<u>Fair Value</u>	<u>Weighted Average Yield</u>	<u>Fair Value</u>	<u>Weighted Average Yield</u>
<b><u>December 31, 2016</u></b>				
Due in one year or less	\$ 55,240	0.72%	\$ 181,209	0.83%
Due after 1 year through 5 years	29,260	1.21	16,968	1.31
Due after 5 years through 10 years	9,326	1.48	—	—
Due after 10 years	—	—	—	—
Total	<u>\$ 93,826</u>	<u>0.95%</u>	<u>\$ 198,177</u>	<u>0.87%</u>

	<u>Mortgage-backed Securities</u>		<u>State and Political Subdivisions</u>	
	<u>Fair Value</u>	<u>Weighted Average Yield</u>	<u>Fair Value</u>	<u>Weighted Average Yield</u>
<b><u>December 31, 2016</u></b>				
Due in one year or less	\$ 21,906	3.00%	\$ 221,261	1.99%
Due after 1 year through 5 years	2,853,678	2.01	1,035,482	2.46
Due after 5 years through 10 years	812,041	1.98	853,368	2.83
Due after 10 years	24,074	3.18	285,646	3.05
Total	<u>\$3,711,699</u>	<u>2.02%</u>	<u>\$2,395,757</u>	<u>2.62%</u>

	<u>Corporates</u>	
	<u>Fair Value</u>	<u>Weighted Average Yield</u>
<b><u>December 31, 2016</u></b>		
Due in one year or less	\$ 53,205	1.09%
Due after 1 year through 5 years	13,670	1.31
Due after 5 years through 10 years	—	—
Due after 10 years	—	—
Total	<u>\$ 66,875</u>	<u>1.13%</u>

	<u>U.S. Treasury Securities</u>		<u>U.S. Agency Securities</u>	
	<u>Fair Value</u>	<u>Weighted Average Yield</u>	<u>Fair Value</u>	<u>Weighted Average Yield</u>
<b><u>December 31, 2015</u></b>				
Due in one year or less	\$ 284,452	0.59%	\$ 416,993	0.60%
Due after 1 year through 5 years	65,327	0.85	246,298	0.92
Due after 5 years through 10 years	—	—	3,098	—
Due after 10 years	—	—	—	—
Total	<u>\$ 349,779</u>	<u>0.64%</u>	<u>\$ 666,389</u>	<u>0.72%</u>

	<u>Mortgage-backed Securities</u>		<u>State and Political Subdivisions</u>	
	<u>Fair Value</u>	<u>Weighted Average Yield</u>	<u>Fair Value</u>	<u>Weighted Average Yield</u>
<b><u>December 31, 2015</u></b>				
Due in one year or less	\$ 43,570	3.30%	\$ 296,543	1.69%
Due after 1 year through 5 years	3,130,350	2.02	894,275	2.46
Due after 5 years through 10 years	381,369	1.99	866,060	2.92
Due after 10 years	17,157	3.28	81,535	3.34
Total	<u>\$3,572,446</u>	<u>2.03%</u>	<u>\$2,138,413</u>	<u>2.57%</u>

	<u>Corporates</u>	
	<u>Fair Value</u>	<u>Weighted Average Yield</u>
<b><u>December 31, 2015</u></b>		
Due in one year or less	\$ —	—%
Due after 1 year through 5 years	79,922	1.11
Due after 5 years through 10 years	—	—
Due after 10 years	—	—
Total	<u>\$ 79,922</u>	<u>1.11%</u>

Table 12

**SECURITIES HELD TO MATURITY (in thousands)**

	<u>Amortized Cost</u>	<u>Fair Value</u>	<u>Weighted Average Yield/Average Maturity</u>
<b><u>December 31, 2017</u></b>			
Due in one year or less	\$ 2,275	\$ 2,254	2.11%
Due after 1 year through 5 years	100,648	100,925	2.61
Due after 5 years through 10 years	372,234	363,123	2.29
Due over 10 years	785,857	741,145	2.65
Total	<u>\$ 1,261,014</u>	<u>\$1,207,447</u>	<u>2.54%</u>
<b><u>December 31, 2016</u></b>			
Due in one year or less	\$ 6,077	\$ 5,135	2.13%
Due after 1 year through 5 years	82,650	83,552	2.66
Due after 5 years through 10 years	341,741	347,574	2.21
Due over 10 years	685,464	669,766	2.59
Total	<u>\$ 1,115,932</u>	<u>\$1,106,027</u>	<u>2.48%</u>
<b><u>December 31, 2015</u></b>			
Due in one year or less	\$ 17,265	\$ 17,893	2.27%
Due after 1 year through 5 years	77,237	80,047	2.28
Due after 5 years through 10 years	370,631	384,117	2.52
Due over 10 years	201,973	209,322	2.00
Total	<u>\$ 667,106</u>	<u>\$ 691,379</u>	<u>2.33%</u>

**FEDERAL RESERVE BANK STOCK AND OTHER SECURITIES (in thousands)**

	<u>Amortized Cost</u>	<u>Fair Value</u>
<b>2017</b>		
FRB and FHLB stock	\$ 33,262	\$ 33,262
Other securities – marketable	3	4,640
Other securities – non-marketable	<u>26,606</u>	<u>27,995</u>
Total Federal Reserve Bank stock and other	<u>\$ 59,871</u>	<u>\$ 65,897</u>
<b>2016</b>		
FRB and FHLB stock	\$ 33,262	\$ 33,262
Other securities – marketable	4	9,952
Other securities – non-marketable	<u>24,272</u>	<u>25,092</u>
Total Federal Reserve Bank stock and other	<u>\$ 57,538</u>	<u>\$ 68,306</u>
<b>2015</b>		
FRB and FHLB stock	\$ 33,215	\$ 33,215
Other securities – marketable	5	7,164
Other securities – non-marketable	<u>23,855</u>	<u>24,819</u>
Total Federal Reserve Bank stock and other	<u>\$ 57,075</u>	<u>\$ 65,198</u>

Other marketable and non-marketable securities include PCM alternative investments in hedge funds and private equity funds, which are accounted for as equity-method investments. The fair value of other marketable securities includes alternative investment securities of \$4.6 million at December 31, 2017, compared to \$10.0 million at December 31, 2016. The fair value of other non-marketable securities includes the alternative investment securities fair value of \$3.4 million and \$2.0 million at December 31, 2017 and December 31, 2016, respectively.

**Other Earning Assets**

Federal funds transactions essentially are overnight loans between financial institutions, which allow for either the daily investment of excess funds or the daily borrowing of another institution's funds in order to meet short-term liquidity needs. The net borrowed position was \$6.2 million at December 31, 2017, and \$418.9 million at December 31, 2016.

The Bank buys and sells federal funds as agent for non-affiliated banks. Because the transactions are pursuant to agency arrangements, these transactions do not appear on the balance sheet and averaged \$217.1 million in 2017 and \$224.8 million in 2016.

At December 31, 2017, the Company held securities purchased under agreements to resell of \$186.5 million compared to \$323.4 million at December 31, 2016. The Company uses these instruments as short-term secured investments, in lieu of selling federal funds, or to acquire securities required for collateral purposes. Balances will fluctuate based on the Company's liquidity and investment decisions as well as the Company's correspondent bank borrowing levels. These investments averaged \$186.8 million in 2017 and \$180.7 million in 2016.

The Company also maintains an active securities trading inventory. The average holdings in the securities trading inventory in 2017 were \$57.0 million, compared to \$42.4 million in 2016, and were recorded at market value. As discussed in "Quantitative and Qualitative Disclosures About Market Risk -- Trading Account" in Part II, Item 7A on page 50, the Company offsets the trading account securities by the sale of exchange-traded financial futures contracts, with both the trading account and futures contracts marked to market daily.

Interest-bearing due from banks totaled \$1.4 billion as of December 31, 2017 compared to \$715.8 million as of December 31, 2016 and includes amounts due from the FRB and interest-bearing accounts held at other financial institutions. The amount due from the FRB totaled \$1.3 billion and \$641.8 million at December 31, 2017 and 2016, respectively. The increase in the FRB balance from 2016 to 2017 is primarily due to an increase in public fund and institutional deposit balances. The interest-bearing accounts held at other financial institutions totaled \$28.2 million and \$74.0 million at December 31, 2017 and 2016, respectively.

## Deposits and Borrowed Funds

Deposits represent the Company's primary funding source for its asset base. In addition to the core deposits garnered by the Company's retail branch structure, the Company continues to focus on its cash management services, as well as its asset management and mutual fund servicing businesses in order to attract and retain additional core deposits. Deposits totaled \$18.0 billion at December 31, 2017 and \$16.6 billion at December 31, 2016, an increase of \$1.5 billion or 8.8 percent. Deposits averaged \$15.9 billion in 2017, and \$15.3 billion in 2016.

Noninterest-bearing demand deposits averaged \$5.9 billion in 2017 and 2016. These deposits represented 37.2 percent of average deposits in 2017, compared to 38.5 percent in 2016. The Company's large commercial customer base provides a significant source of noninterest-bearing deposits. Many of these commercial accounts do not earn interest; however, they receive an earnings credit to offset the cost of other services provided by the Company.

Table 13

### **MATURITIES OF TIME DEPOSITS OF \$250,000 OR MORE (in thousands)**

	<b>December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
Maturing within 3 months	\$ 524,173	\$ 295,395	\$ 300,729
After 3 months but within 6 months	116,491	111,043	26,250
After 6 months but within 12 months	44,986	47,664	55,988
After 12 months	46,624	68,030	100,945
Total	<u>\$ 732,274</u>	<u>\$ 522,132</u>	<u>\$ 483,912</u>

Table 14

### **ANALYSIS OF AVERAGE DEPOSITS (in thousands)**

	<b>December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
Amount:			
Noninterest-bearing demand	\$ 5,936,172	\$ 5,906,021	\$ 5,927,702
Interest-bearing demand and savings	8,819,387	8,267,634	7,010,302
Time deposits under \$250,000	<u>373,553</u>	<u>601,383</u>	<u>700,916</u>
Total core deposits	15,129,112	14,775,038	13,638,920
Time deposits of \$250,000 or more	<u>809,557</u>	<u>563,703</u>	<u>439,370</u>
Total deposits	<u>\$ 15,938,669</u>	<u>\$ 15,338,741</u>	<u>\$ 14,078,290</u>
As a % of total deposits:			
Noninterest-bearing demand	37.24%	38.50%	42.11%
Interest-bearing demand and savings	55.34	53.90	49.79
Time deposits under \$250,000	<u>2.34</u>	<u>3.92</u>	<u>4.98</u>
Total core deposits	94.92	96.32	96.88
Time deposits of \$250,000 or more	<u>5.08</u>	<u>3.68</u>	<u>3.12</u>
Total deposits	<u>100.00%</u>	<u>100.00%</u>	<u>100.00%</u>

Repurchase agreements are transactions involving the exchange of investment funds by the customer for securities by the Company, under an agreement to repurchase the same issues at an agreed-upon price and date. Securities sold under agreements to repurchase and federal funds purchased totaled \$1.3 billion at December 31, 2017, and \$1.9 billion at December 31, 2016. These agreements averaged \$2.1 billion in 2017 and \$2.0 billion in 2016. The Company enters into these transactions with its downstream correspondent banks, commercial customers, and various trust, mutual fund, and local government relationships.

The Company is a member bank with the FHLB of Des Moines, and through this relationship, the Company owns \$10.0 million of FHLB stock and has access to additional liquidity and funding sources through FHLB

advances. The Company's borrowing capacity is dependent upon the amount of collateral the Company places at the FHLB. Based on the collateral pledged, the Company had \$2.0 billion of borrowing capacity at the FHLB at December 31, 2017. As of December 31, 2017, the FHLB had issued three letters of credit totaling \$300.0 million on behalf of the Company to secure public fund deposits, all of which expired in January 2018. The letters of credit reduced the Company's borrowing capacity with the FHLB to \$1.7 billion as of December 31, 2017. The Company had no outstanding advances at FHLB Des Moines as of December 31, 2017.

Table 15

**SHORT-TERM BORROWINGS (in thousands)**

	2017		2016		2015	
	Amount	Rate	Amount	Rate	Amount	Rate
At December 31:						
Federal funds purchased	\$ 11,334	1.27%	\$ 419,843	0.50%	\$ 66,855	0.19%
Repurchase agreements	1,249,370	1.10	1,437,094	0.45	1,751,207	0.30
Other	—	—	—	—	5,009	0.98
Total	<u>\$1,260,704</u>	<u>1.10%</u>	<u>\$1,856,937</u>	<u>0.46%</u>	<u>\$1,823,071</u>	<u>0.30%</u>
Average for year:						
Federal funds purchased	\$ 879,857	1.37%	\$ 439,062	0.60%	\$ 48,318	0.28%
Repurchase agreements	1,215,254	0.76	1,566,569	0.30	1,542,459	0.11
Other	3	—	3,753	0.72	1,853	0.98
Total	<u>\$2,095,114</u>	<u>0.85%</u>	<u>\$2,009,384</u>	<u>0.33%</u>	<u>\$1,592,630</u>	<u>0.11%</u>
Maximum month-end balance:						
Federal funds purchased	\$1,737,252		\$1,094,017		\$ 269,379	
Repurchase agreements	1,475,361		1,815,830		1,907,468	
Other	—		—		109,522	

Long-term debt totaled \$79.3 million at December 31, 2017. The majority of the Company's long-term debt was assumed from the acquisition of Marquette and consists of debt obligations payable to four unconsolidated trusts (Marquette Capital Trust I, Marquette Capital Trust II, Marquette Capital Trust III, and Marquette Capital Trust IV) that previously issued trust preferred securities. These long-term debt obligations had an aggregate contractual balance of \$103.1 million and had a carrying value of \$68.3 million at December 31, 2017. Interest rates on trust preferred securities are tied to the three-month London Interbank Offered Rate (LIBOR) with spreads ranging from 133 basis points to 160 basis points, and reset quarterly. The trust preferred securities have maturity dates ranging from January 2036 to September 2036. For further information on long-term debt refer to Note 9, "Borrowed Funds," in the Notes to the Consolidated Financial Statements.

**Capital Resources and Liquidity**

The Company places a significant emphasis on the maintenance of a strong capital position, which it believes promotes investor confidence, provides access to funding sources under favorable terms, and enhances the Company's ability to capitalize on business growth and acquisition opportunities. Higher levels of liquidity, however, bear corresponding costs, measured in terms of lower yields on short-term, more liquid earning assets and higher expenses for extended liability maturities. The Company manages capital for each subsidiary based upon the subsidiary's respective risks and growth opportunities as well as regulatory requirements.

Total shareholders' equity was \$2.2 billion at December 31, 2017, compared to \$2.0 billion at December 31, 2016, an increase of \$219.1 million or 11.2 percent.

The Company's Board of Directors (the Board) authorized, at its April 26, 2017 and April 28, 2016 meetings, the repurchase of up to two million shares of the Company's common stock during the twelve month periods following each of the meetings. During 2017 and 2016, the Company acquired 217,071 shares and 323,058 shares of its common stock, respectively. The Company has not made any repurchases other than through these plans.

Through the Company's relationship with the FHLB of Des Moines, the Company owns \$10.0 million of FHLB stock and has access to additional liquidity and funding sources through FHLB advances. The Company's

borrowing capacity is dependent upon the amount of collateral the Company places at the FHLB. The Company's borrowing capacity with the FHLB was \$1.7 billion as of December 31, 2017. The Company had no outstanding FHLB advances at FHLB of Des Moines as of December 31, 2017.

Risk-based capital guidelines established by regulatory agencies set minimum capital standards based on the level of risk associated with a financial institution's assets. The Company has implemented the Basel III regulatory capital rules adopted by the FRB. Basel III capital rules include a minimum ratio of common equity tier 1 capital to risk-weighted assets of 4.5 percent and a minimum tier 1 risk-based capital ratio of 6 percent. A financial institution's total capital is also required to equal at least 8 percent of risk-weighted assets. At least half of that 8 percent must consist of tier 1 core capital, and the remainder may be tier 2 supplementary capital. The Basel III regulatory capital rules include transitional periods for various components of the rules that require full compliance for the Company by January 1, 2019, including a capital conservation buffer requirement of 2.5 percent of risk-weighted assets for which the transitional period began on January 1, 2016.

The risk-based capital guidelines indicate the specific risk weightings by type of asset. Certain off-balance sheet items (such as standby letters of credit and binding loan commitments) are multiplied by credit conversion factors to translate them into balance sheet equivalents before assigning them specific risk weightings. The Company is also required to maintain a leverage ratio equal to or greater than 4 percent. The leverage ratio is tier 1 core capital to total average assets less goodwill and intangibles. The Company's capital position as of December 31, 2017 is summarized in the table below and exceeded regulatory requirements.

For further discussion of capital and liquidity, see the "Quantitative and Qualitative Disclosures about Market Risk – Liquidity Risk" in Item 7A on page 52 of this report.

Table 16

**RISK-BASED CAPITAL (in thousands)**

*This table computes risk-based capital in accordance with current regulatory guidelines. These guidelines as of December 31, 2017, excluded net unrealized gains or losses on securities available for sale from the computation of regulatory capital and the related risk-based capital ratios.*

	<b>Risk-Weighted Category</b>					
	<b>0%</b>	<b>20%</b>	<b>50%</b>	<b>100%</b>	<b>150%</b>	<b>Total</b>
<b>Risk-Weighted Assets</b>						
Loans held for sale	\$ —	\$ —	\$ 1,460	\$ —	\$ —	\$ 1,460
Loans and leases	11,728	41,763	789,301	10,271,012	166,709	11,280,513
Securities available for sale	736,136	5,569,192	15,412	13,278	—	6,334,018
Securities held to maturity	—	30,174	1,230,840	—	—	1,261,014
Federal funds and resell agreements	—	5,135	—	—	—	5,135
Trading securities	18	11,925	27,114	14,998	—	54,055
Cash and due from banks	1,401,107	343,376	—	—	—	1,744,483
All other assets	23,761	17,943	27,302	800,623	—	869,629
Category totals	<u>\$2,172,750</u>	<u>\$6,019,508</u>	<u>\$2,091,429</u>	<u>\$11,099,911</u>	<u>\$ 166,709</u>	<u>\$21,550,307</u>
Risk-weighted totals	—	1,203,902	1,045,714	11,099,911	250,064	13,599,591
Off-balance-sheet items (3)	—	9,970	17,173	2,088,506	47,187	2,162,836
Total risk-weighted assets	<u>\$ —</u>	<u>\$1,213,872</u>	<u>\$1,062,887</u>	<u>\$13,188,417</u>	<u>\$ 297,251</u>	<u>\$15,762,427</u>

	<b>Total</b>
<b>Regulatory Capital</b>	
Shareholders' equity	\$ 2,181,531
Less adjustments (1)	(140,027)
Common equity Tier 1/Tier 1 capital	2,041,504
Additional Tier 2 capital (2)	171,546
Total capital	<u>\$ 2,213,050</u>

	<u>Company</u>
<b>Capital ratios</b>	
Common Equity Tier 1 capital to risk-weighted assets	12.95%
Tier 1 capital to risk-weighted assets	12.95%
Total capital to risk-weighted assets	14.04%
Leverage ratio (Tier 1 capital to total average assets less adjustments (1))	<u>9.94%</u>

- (1) Adjustments include a portion of goodwill and intangibles as well as unrealized gains/losses on available-for-sale securities.
- (2) Includes the Company's ALL (inclusive of the reserve for off-balance sheet arrangements) and trust preferred subordinated notes.
- (3) After credit conversion factor and risk weighting is applied.

For further discussion of regulatory capital requirements, see Note 10, "Regulatory Requirements" within the Notes to Consolidated Financial Statements under Item 8 on pages 82 through 84.

### **Commitments, Contractual Obligations and Off-balance Sheet Arrangements**

The Company's main off-balance sheet arrangements are loan commitments, commercial and standby letters of credit, futures contracts and forward exchange contracts, which have maturity dates rather than payment due dates. These commitments and contingent liabilities are not required to be recorded on the Company's balance sheet. Since commitments associated with letters of credit and lending and financing arrangements may expire unused, the amounts shown do not necessarily reflect the actual future cash funding requirements. See Table 17 below, as well as Note 14, "Commitments, Contingencies and Guarantees" in the Notes to Consolidated Financial Statements under Item 8 on pages 90 and 91 for detailed information and further discussion of these arrangements. Management does not anticipate any material losses from its off-balance sheet arrangements.

Table 17

### **COMMITMENTS, CONTRACTUAL OBLIGATIONS AND OFF-BALANCE SHEET ARRANGEMENTS** **(in thousands)**

The table below details the contractual obligations for the Company as of December 31, 2017, and includes principal payments only. The Company has no capital leases or long-term purchase obligations.

	<b>Payments due by Period</b>				
	<b>Total</b>	<b>Less than 1 year</b>	<b>1-3 years</b>	<b>3-5 years</b>	<b>More than 5 years</b>
<b>Contractual Obligations</b>					
Fed funds purchased and repurchase agreements	\$1,260,704	\$1,260,704	\$ —	\$ —	\$ —
Long-term debt obligations	79,281	1,519	3,574	2,748	71,440
Operating lease obligations	79,028	11,163	21,085	15,561	31,219
Time deposits	1,280,264	1,048,898	191,258	40,108	—
<b>Total</b>	<u>\$2,699,277</u>	<u>\$2,322,284</u>	<u>\$ 215,917</u>	<u>\$ 58,417</u>	<u>\$ 102,659</u>

	Maturities due by Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
<b>Commitments, Contingencies and Guarantees</b>					
Commitments to extend credit for loans (excluding credit card loans)	\$ 6,689,467	\$2,786,683	\$1,327,210	\$1,039,850	\$1,535,724
Commitments to extend credit under credit card loans	2,975,507	2,975,507	—	—	—
Commercial letters of credit	813	813	—	—	—
Standby letters of credit	316,054	213,611	85,085	17,283	75
Forward contracts	29,007	29,007	—	—	—
Spot foreign exchange contracts	628	628	—	—	—
<b>Total</b>	<u>\$10,011,476</u>	<u>\$6,006,249</u>	<u>\$1,412,295</u>	<u>\$1,057,133</u>	<u>\$1,535,799</u>

As of December 31, 2017, our total liabilities for unrecognized tax benefits were \$3.8 million. The Company cannot reasonably estimate the timing of the future payments of these liabilities. Therefore, these liabilities have been excluded from the table above. See Note 16, "Income Taxes," in the Notes to the Consolidated Financial Statements for information regarding the liabilities associated with unrecognized tax benefits.

### Critical Accounting Policies and Estimates

Management's Discussion and Analysis of Financial Condition and Results of Operations discusses the Company's Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The preparation of these Consolidated Financial Statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgments, including those related to customers and suppliers, allowance for loan losses, bad debts, investments, financing operations, long-lived assets, taxes, other contingencies and litigation. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which have formed the basis for making such judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Under different assumptions or conditions, actual results may differ from the recorded estimates.

Management believes that the Company's critical accounting policies are those relating to: the allowance for loan losses, goodwill and other intangibles, revenue recognition, accounting for uncertainty in income taxes, and fair value measurements.

### Allowance for Loan Losses

The Company's allowance for loan losses represents management's judgment of the loan losses inherent in the loan portfolio. The allowance is reviewed quarterly, considering both quantitative and qualitative factors such as historical trends, internal ratings, migration analysis, current economic conditions, loan growth and individual impairment testing.

Larger commercial loans are individually reviewed for potential impairment. For these loans, if management deems it probable that the borrower cannot meet its contractual obligations with respect to payment or timing such loans are deemed to be impaired under current accounting standards. Such loans are then reviewed for potential impairment based on management's estimate of the borrower's ability to repay the loan given the availability of cash flows, collateral and other legal options. Any allowance related to the impairment of an individually impaired loan is based on the present value of discounted expected future cash flows, the fair value of the underlying collateral, or the fair value of the loan. Based on this analysis, some loans that are classified as impaired do not have a specific allowance as the discounted expected future cash flows or the fair value of the underlying collateral exceeds the Company's basis in the impaired loan.

The Company also maintains an internal risk grading system for other loans not subject to individual impairment. An estimate of the inherent loan losses on such risk-graded loans is based on a migration analysis which computes the net charge-off experience related to each risk category.



An estimate of inherent losses is computed on remaining loans based on the type of loan. Each type of loan is segregated into a pool based on the nature of such loans. This includes remaining commercial loans that have a low risk grade, as well as other homogenous loans. Homogenous loans include automobile loans, credit card loans and other consumer loans. Allowances are established for each pool based on the loan type using historical loss rates, certain statistical measures and loan growth.

An estimate of the total inherent loss is based on the above three computations. From this an adjustment can be made based on other factors management considers to be important in evaluating the probable losses in the portfolio such as general economic conditions, loan trends, risk management and loan administration and changes in internal policies. For more information on loan portfolio segments and ALL methodology refer to Note 3, "Loans and Allowance for Loan Losses," in the Notes to the Consolidated Financial Statements.

### **Goodwill and Other Intangibles**

Goodwill is tested for impairment annually as of October 1 and more frequently whenever events or changes in circumstance indicate that it is more likely than not that the fair value of a reporting unit is less than its carrying value. To test goodwill for impairment, the Company performs a qualitative assessment of each reporting unit. If the Company determines, on the basis of qualitative factors, that the fair value of the reporting unit is more likely than not greater than the carrying amount, the quantitative impairment test is not required. Otherwise, the Company compares the fair value of its reporting units to their carrying amounts to determine if impairment exists and the amount of impairment loss. An impairment loss is measured as the excess of the carrying value of a reporting unit's goodwill over its fair value. As a result of such impairment analysis, the Company did not recognize an impairment charge in 2017.

For customer-based identifiable intangibles, the Company amortizes the intangibles over their estimated useful lives of up to 17 years. When facts and circumstances indicate potential impairment of amortizing intangible assets, the Company evaluates the fair value of the asset and compares it to the carrying value for possible impairment. For more information see "Goodwill and Other Intangibles" in Note 7 in the Notes to the Consolidated Financial Statements.

### **Revenue Recognition**

Revenue recognition includes the recording of interest on loans and securities and is recognized based on a rate multiplied by the principal amount outstanding and also includes the impact of the amortization of related premiums and discounts. Interest accrual is discontinued when, in the opinion of management, the likelihood of collection becomes doubtful, or the loan is past due for a period of ninety days or more unless the loan is both well-secured and in the process of collection. Other noninterest income is recognized as services are performed or revenue-generating transactions are executed.

### **Income Taxes**

The Company records a provision for income taxes for the anticipated tax consequences of our reported results of operations using the asset and liability method. Deferred income taxes are recognized by applying enacted statutory tax rates applicable to future years to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases as well as net operating loss and tax credit carryforwards. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The measurement of deferred tax assets is reduced, if necessary, by a valuation allowance for any tax benefits for which future realization is uncertain. Although the Company believes its assumptions, judgments and estimates are reasonable, changes in tax laws or our interpretation of tax laws and the resolution of any tax audits could significantly impact the amounts provided for income taxes in the consolidated financial statements.

On December 22, 2017, the Tax Act was signed into law making significant changes to the Internal Revenue Code. Changes include, but are not limited to, a federal corporate tax rate decrease from 35% to 21% for tax years beginning after December 31, 2017. The Company estimated its provision for income taxes in accordance with the Tax Act and guidance available as of the date of this filing and as a result have recorded \$3.0 million as additional income tax expense in the fourth quarter of 2017, the period in which the legislation was enacted.

## **Accounting for Uncertainty in Income Taxes**

The Company is subject to income taxes in the U.S. federal and various state jurisdictions. The calculation of tax liabilities involves dealing with uncertainties in the application of complex tax laws and regulations in these jurisdictions. The Company records the financial statement effects of an income tax position when it is more likely than not, based on the technical merits, that it will be sustained upon examination. The estimate for any uncertain tax issue is based on management's best judgment. These estimates may change as a result of changes in tax laws and regulations, interpretations of law by taxing authorities, and income tax examinations among other factors. Due to the complexity of these uncertainties, the ultimate resolution may differ from the current estimate of the tax liabilities. These differences will be reflected as increases or decreases to Income tax expense in the period in which they are determined. See the discussion of "Liabilities Associated with Unrecognized Tax Benefits" under Note 16 in the Notes to the Consolidated Financial Statements.

## **Fair Value Measurements**

Fair value is measured in accordance with GAAP, which defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Valuation techniques used to measure fair value include the market approach, income approach and cost approach. The market approach uses prices or relevant information generated by market transactions involving identical or comparable assets or liabilities. The income approach involves discounting future amounts to a single present amount and is based on current market expectations about those future amounts. The cost approach is based on the amount that currently would be required to replace the service capacity of the asset.

GAAP establishes a fair value hierarchy, which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). An instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the instrument's fair value measurement. The three levels within the fair value hierarchy are described as follows:

*Level 1* - Quoted prices (unadjusted) in active markets for identical assets or liabilities that are available at the measurement date.

*Level 2* - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

*Level 3* - Unobservable inputs for the asset or liability for which there is little, if any, market activity at the measurement date. Unobservable inputs reflect assumptions about what market participants would use to price the asset or liability. The inputs are developed based on the best information available in the circumstances, which might include the Company's own financial data such as internally developed pricing models and discounted cash flow methodologies, as well as instruments for which the fair value determination requires significant management judgment.

The Company's fair value measurements involve various valuation techniques and models, which involve inputs that are observable, when available, and the most significant of which include available-for-sale, trading securities, and contingent consideration measured at fair value on a recurring basis.

Fair value pricing information obtained from third party data providers and pricing services for investment securities are reviewed for appropriateness on a periodic basis. The third party service providers are also analyzed to understand and evaluate the valuation methodologies utilized. This review includes an analysis of current market prices compared to pricing provided by the third party pricing service to assess the relative accuracy of the data provided.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### **Risk Management**

Market risk is a broad term for the risk of economic loss due to adverse changes in the fair value of a financial instrument. These changes may be the result of various factors, including interest rates, foreign exchange prices,

commodity prices, or equity prices. Financial instruments that are subject to market risk can be classified either as held for trading or held for purposes other than trading.

The Company is subject to market risk primarily through the effect of changes in interest rates of its assets held for purposes other than trading. The following discussion of interest rate risk, however, combines instruments held for trading and instruments held for purposes other than trading because the instruments held for trading represent such a small portion of the Company's portfolio that the interest rate risk associated with them is immaterial.

### **Interest Rate Risk**

In the banking industry, a major risk exposure is changing interest rates. To minimize the effect of interest rate changes to net interest income and exposure levels to economic losses, the Company manages its exposure to changes in interest rates through asset and liability management within guidelines established by its Asset Liability Committee (ALCO) and approved by the Board. The ALCO is responsible for approving and ensuring compliance with asset/liability management policies, including interest rate exposure. The Company's primary method for measuring and analyzing consolidated interest rate risk is the Net Interest Income Simulation Analysis. The Company also uses a Net Portfolio Value model to measure market value risk under various rate change scenarios and a gap analysis to measure maturity and repricing relationships between interest-earning assets and interest-bearing liabilities at specific points in time. On a limited basis, the Company uses hedges such as swaps and futures contracts to manage interest rate risk on certain loans, trading securities, trust preferred securities, and deposits. See further information in Note 17 "Derivatives and Hedging Activities" in the Notes to the Company's Consolidated Financial Statements.

Overall, the Company attempts to manage interest rate risk by positioning the balance sheet to maximize net interest income while maintaining an acceptable level of interest rate and credit risk, remaining mindful of the relationship among profitability, liquidity, interest rate risk and credit risk.

### **Net Interest Income Modeling**

The Company's primary interest rate risk tool, the Net Interest Income Simulation Analysis, measures interest rate risk and the effect of interest rate changes on net interest income and net interest margin. This analysis incorporates all of the Company's assets and liabilities together with assumptions that reflect the current interest rate environment. Through these simulations, management estimates the impact on net interest income of a 300 basis point upward or a 100 basis point downward gradual change (e.g. ramp) and immediate change (e.g. shock) of market interest rates over a two year period. In ramp scenarios, rates change gradually for a one year period and remain constant in year two. In shock scenarios, rates change immediately and the change is sustained for the remainder of the two year scenario horizon. Assumptions are made to project rates for new loans and deposits based on historical analysis, management outlook and repricing strategies. Asset prepayments and other market risks are developed from industry estimates of prepayment speeds and other market changes. The results of these simulations can be significantly influenced by assumptions utilized and management evaluates the sensitivity of the simulation results on a regular basis.

Table 18 shows the net interest income percentage increase or decrease over the next twelve and twenty-four month periods as of December 31, 2017 and 2016 based on hypothetical changes in interest rates and a constant sized balance sheet with runoff being replaced.

Table 18

**MARKET RISK**

(basis points)	Hypothetical change in interest rate – Rate Ramp			
	Year One		Year Two	
	December 31, 2017 Percentage change	December 31, 2016 Percentage change	December 31, 2017 Percentage change	December 31, 2016 Percentage change
300	1.3%	2.2%	7.1%	7.8%
200	0.1	1.2	3.7	5.0
100	(1.1)	0.2	0.2	2.1
Static	—	—	—	—
(100)	(1.5)	N/A	(6.0)	N/A

(basis points)	Hypothetical change in interest rate – Rate Shock			
	Year One		Year Two	
	December 31, 2017 Percentage change	December 31, 2016 Percentage change	December 31, 2017 Percentage change	December 31, 2016 Percentage change
300	6.1%	7.3%	10.5%	11.7%
200	3.3	4.6	5.9	7.6
100	0.5	2.0	1.4	3.5
Static	—	—	—	—
(100)	(5.3)	N/A	(9.3)	N/A

The Company is positioned relatively neutral to changes in interest rates. Net interest income is predicted to increase in 200 and 300 bps point scenarios and decrease in 100 bps up and 100 bps down scenarios. The increase in net interest income in rising rate scenarios is due to yields on earning assets increasing more due to changes in market rates than the cost of paying liabilities is projected to increase. The decrease in net interest income in year one of the 100 bps scenario is due to liability cost increases outpacing due to changes in market rates earning asset yield increases. Net interest income in the down 100 bps scenario is lower due to earning asset yields decreasing more relative to changes in market rates than liability expense. The Company's ability to price deposits in a rising rate environment consistent with our history is a key assumption in these scenarios.

**Repricing Mismatch Analysis**

The Company also evaluates its interest rate sensitivity position in an attempt to maintain a balance between the amount of interest-bearing assets and interest-bearing liabilities which are expected to mature or reprice at any point in time. While a traditional repricing mismatch analysis (gap analysis) provides a snapshot of interest rate risk, it does not take into consideration that assets and liabilities with similar repricing characteristics may not, in fact, reprice at the same time or the same degree. Also, it does not necessarily predict the impact of changes in general levels of interest rates on net interest income.

Table 19 is a static gap analysis, which presents the Company's assets and liabilities, based on their repricing or maturity characteristics and reflecting principal amortization. Table 20 presents the break-out of fixed and variable rate loans by repricing or maturity characteristics for each loan class.

Table 19

**INTEREST RATE SENSITIVITY ANALYSIS (in millions)**

	<u>1-90</u> <u>Days</u>	<u>91-180</u> <u>Days</u>	<u>181-365</u> <u>Days</u>	<u>Total</u>	<u>1-5</u> <u>Years</u>	<u>Over 5</u> <u>Years</u>	<u>Total</u>
<b>December 31, 2017 Earning assets</b>							
Loans	\$6,453.6	\$ 466.8	\$ 701.5	\$ 7,621.9	\$2,852.8	\$ 807.3	\$11,282.0
Securities	387.9	279.4	460.8	1,128.1	3,613.4	2,844.0	7,585.5
Federal funds sold and resell agreements	191.6	—	—	191.6	—	—	191.6
Other	<u>1,405.0</u>	<u>0.8</u>	<u>—</u>	<u>1,405.8</u>	<u>—</u>	<u>—</u>	<u>1,405.8</u>
Total earning assets	<u>\$8,438.1</u>	<u>\$ 747.0</u>	<u>\$ 1,162.3</u>	<u>\$10,347.4</u>	<u>\$6,466.2</u>	<u>\$ 3,651.3</u>	<u>\$20,464.9</u>
% of total earning assets	<u>41.2%</u>	<u>3.7%</u>	<u>5.7%</u>	<u>50.6%</u>	<u>31.6%</u>	<u>17.8%</u>	<u>100.0%</u>
<b>Funding sources</b>							
Interest-bearing demand and savings	\$1,854.0	\$ 1,390.4	\$ 2,780.7	\$ 6,025.1	\$ 316.6	\$ 3,561.9	\$ 9,903.6
Time deposits	639.6	215.6	193.7	1,048.9	216.0	15.4	1,280.3
Federal funds purchased and repurchase agreements	1,260.7	—	—	1,260.7	—	—	1,260.7
Borrowed funds	68.3	—	0.2	68.5	2.4	8.4	79.3
Noninterest-bearing sources	<u>4,775.9</u>	<u>93.8</u>	<u>173.2</u>	<u>5,042.9</u>	<u>472.7</u>	<u>2,425.4</u>	<u>7,941.0</u>
Total funding sources	<u>\$8,598.5</u>	<u>\$ 1,699.8</u>	<u>\$ 3,147.8</u>	<u>\$13,446.1</u>	<u>\$1,007.7</u>	<u>\$ 6,011.1</u>	<u>\$20,464.9</u>
% of total earning assets	<u>42.0%</u>	<u>8.3%</u>	<u>15.4%</u>	<u>65.7%</u>	<u>4.9%</u>	<u>29.4%</u>	<u>100.0%</u>
Interest sensitivity gap	\$ (160.4)	\$ (952.8)	\$ (1,985.5)	\$ (3,098.7)	\$5,458.5	\$ (2,359.8)	
Cumulative gap	(160.4)	(1,113.2)	(3,098.7)	(3,098.7)	2,359.8	—	
As a % of total earning assets	(0.8)%	(5.4)%	(15.1)%	(15.1)%	11.6%	—%	
Ratio of earning assets to funding sources	<u>0.98</u>	<u>0.44</u>	<u>0.37</u>	<u>0.77</u>	<u>6.42</u>	<u>0.61</u>	
Cumulative ratio of earning assets to funding sources							
2017	0.98	0.89	0.77	0.77	1.16	1.00	
2016	<u>0.88</u>	<u>0.83</u>	<u>0.74</u>	<u>0.74</u>	<u>1.11</u>	<u>1.00</u>	

Table 20

**Maturities and Sensitivities to Changes in Interest Rates**

This table details loan maturities by variable and fixed rates as of December 31, 2017 (in thousands):

	Due in one year or less	Due after one year through five years	Due after five years	Total
<b>Variable Rate</b>				
Commercial	\$3,097,719	\$ 75,728	\$ 2,560	\$ 3,176,007
Asset-based	334,979	—	—	334,979
Factoring	217,649	—	—	217,649
Commercial – Credit Card	172,291	—	—	172,291
Real Estate – Construction	649,782	12,167	691	662,640
Real Estate – Commercial	1,087,408	151,590	19,950	1,258,948
Real Estate – Residential	24,965	98,106	34,884	157,955
Real Estate – HELOC	427,717	213,349	393	641,459
Consumer – Credit Card	(174,384)	—	—	(174,384)
Consumer – Other	91,294	8	—	91,302
Leases	23,967	—	—	23,967
Total variable rate loans	<u>5,953,387</u>	<u>550,948</u>	<u>58,478</u>	<u>6,562,813</u>
<b>Fixed Rate</b>				
Commercial	445,495	860,174	71,364	1,377,033
Asset-based	(1,821)	3,456	—	1,635
Factoring	4,023	—	—	4,023
Commercial – Credit Card	—	—	—	—
Real Estate – Construction	14,932	23,758	16,519	55,209
Real Estate – Commercial	673,758	1,243,029	387,895	2,304,682
Real Estate – Residential	65,516	146,041	270,539	482,096
Real Estate – HELOC	4,068	1,878	974	6,920
Consumer – Credit Card	427,044	37	—	427,081
Consumer – Other	35,485	23,494	1,502	60,481
Leases	—	—	—	—
Total fixed rate loans	<u>1,668,500</u>	<u>2,301,867</u>	<u>748,793</u>	<u>4,719,160</u>
Total loans and loans held for sale	<u>\$7,621,887</u>	<u>\$2,852,815</u>	<u>\$ 807,271</u>	<u>\$11,281,973</u>

**Trading Account**

The Bank carries taxable governmental securities in a trading account that is maintained in accordance with Board-approved policy and procedures. The policy limits the amount and type of securities that can be carried in the trading account and requires compliance with any limits under applicable law and regulations, and mandates the use of a value-at-risk methodology to manage price volatility risks within financial parameters. The risk associated with the carrying of trading securities is offset by the sale of exchange-traded financial futures contracts, with both the trading account and futures contracts marked to market daily. This account had a balance of \$54.1 million as of December 31, 2017, compared to \$39.5 million as of December 31, 2016.

The Company is subject to market risk primarily through the effect of changes in interest rates of its assets held for purposes other than trading. The discussion in Table 19 above of interest rate risk, however, combines instruments held for trading and instruments held for purposes other than trading, because the instruments held for trading represent such a small portion of the Company's portfolio that the interest rate risk associated with them is immaterial.

## Other Market Risk

The Company has minimal foreign currency risk as a result of foreign exchange contracts. See Note 10, “Commitments, Contingencies and Guarantees” in the Notes to the Consolidated Financial Statements.

## Credit Risk Management

Credit risk represents the risk that a customer or counterparty may not perform in accordance with contractual terms. The Company utilizes a centralized credit administration function, which provides information on the Bank’s risk levels, delinquencies, an internal ranking system and overall credit exposure. Loan requests are centrally reviewed to ensure the consistent application of the loan policy and standards. In addition, the Company has an internal loan review staff that operates independently of the Bank. This review team performs periodic examinations of the bank’s loans for credit quality, documentation and loan administration. The respective regulatory authority of the Bank also reviews loan portfolios.

A primary indicator of credit quality and risk management is the level of nonperforming loans. Nonperforming loans include both nonaccrual loans and restructured loans on nonaccrual. The Company’s nonperforming loans decreased \$11.1 million to \$59.1 million at December 31, 2017, compared to December 31, 2016. This decrease was primarily driven by the migration of two non-energy commercial credits during the third quarter of 2016. There was an immaterial amount of interest recognized on nonperforming loans during 2017, 2016, and 2015.

The Company had \$1.5 million and \$0.2 million of other real estate owned as of December 31, 2017 and 2016, respectively. Loans past due more than 90 days totaled \$3.1 million as of December 31, 2017, compared to \$3.4 million as of December 31, 2016.

A loan is generally placed on nonaccrual status when payments are past due 90 days or more and/or when management has considerable doubt about the borrower’s ability to repay on the terms originally contracted. The accrual of interest is discontinued and recorded thereafter only when actually received in cash.

Certain loans are restructured to provide a reduction or deferral of interest or principal due to deterioration in the financial condition of the respective borrowers. The Company had \$41.0 million of restructured loans at December 31, 2017 and \$52.5 million at December 31, 2016.

Table 21

### LOAN QUALITY (in thousands)

	December 31,				
	2017	2016	2015	2014	2013
Nonaccrual loans	\$ 37,731	\$ 41,765	\$ 45,589	\$ 18,660	\$ 19,305
Restructured loans on nonaccrual	21,411	28,494	15,563	8,722	11,401
Total non-performing loans	59,142	70,259	61,152	27,382	30,706
Other real estate owned	1,501	194	3,307	394	1,288
Total non-performing assets	<u>\$ 60,643</u>	<u>\$ 70,453</u>	<u>\$ 64,459</u>	<u>\$ 27,776</u>	<u>\$ 31,994</u>
Loans past due 90 days or more	\$ 3,091	\$ 3,365	\$ 7,324	\$ 3,830	\$ 3,218
Restructured loans accruing	19,603	24,013	21,029	583	665
Allowance for loans losses	100,604	91,649	81,143	76,140	74,751
Ratios					
Non-performing loans as a % of loans	0.52%	0.67%	0.65%	0.37%	0.49%
Non-performing assets as a % of loans plus other real estate owned	0.54	0.67	0.68	0.37	0.49
Non-performing assets as a % of total assets	0.28	0.34	0.34	0.16	0.19
Loans past due 90 days or more as a % of loans	0.03	0.03	0.08	0.05	0.05
Allowance for Loan Losses as a % of loans	0.89	0.87	0.86	1.02	1.15
Allowance for Loan Losses as a multiple of non-performing loans	1.70x	1.30x	1.33x	2.78x	2.43x

## **Liquidity Risk**

Liquidity represents the Company's ability to meet financial commitments through the maturity and sale of existing assets or availability of additional funds. The Company believes that the most important factor in the preservation of liquidity is maintaining public confidence that facilitates the retention and growth of a large, stable supply of core deposits and wholesale funds. Ultimately, the Company believes public confidence is generated through profitable operations, sound credit quality and a strong capital position. The primary source of liquidity for the Company is regularly scheduled payments on and maturity of assets, which include \$6.3 billion of high-quality securities available for sale. The liquidity of the Company and the Bank is also enhanced by its activity in the federal funds market and by its core deposits. Additionally, management believes it can raise debt or equity capital on favorable terms in the future, should the need arise.

Another factor affecting liquidity is the amount of deposits and customer repurchase agreements that have pledging requirements. All customer repurchase agreements require collateral in the form of a security. The U.S. Government, other public entities, and certain trust depositors require the Company to pledge securities if their deposit balances are greater than the FDIC-insured deposit limitations. These pledging requirements affect liquidity risk in that the related security cannot otherwise be disposed due to the pledging restriction. At December 31, 2017, \$5.7 billion, or 91.3 percent, of the securities available-for-sale were pledged or used as collateral, compared to \$5.7 billion, or 88.6 percent, at December 31, 2016. However of these amounts, securities with a market value of \$1.8 billion at both December 31, 2017 and December 31, 2016, were pledged at the Federal Reserve Discount Window but were unencumbered as of those dates.

The Company also has other commercial commitments that may impact liquidity. These commitments include unused commitments to extend credit, standby letters of credit and financial guarantees, and commercial letters of credit. The total amount of these commercial commitments at December 31, 2017 was \$10.0 billion. Since many of these commitments expire without being drawn upon, the total amount of these commercial commitments does not necessarily represent the future cash requirements of the Company.

The Company's cash requirements consist primarily of dividends to shareholders, debt service, operating expenses, and treasury stock purchases. Management fees and dividends received from bank and non-bank subsidiaries traditionally have been sufficient to satisfy these requirements and are expected to be sufficient in the future. The Bank is subject to various rules regarding payment of dividends to the Company. For the most part, the Bank can pay dividends at least equal to its current year's earnings without seeking prior regulatory approval. The Company also uses cash to inject capital into the Bank and its non-Bank subsidiaries to maintain adequate capital as well as to fund strategic initiatives.

To enhance general working capital needs, the Company has a revolving line of credit with Wells Fargo Bank, N.A. which allows the Company to borrow up to \$50.0 million for general working capital purposes. The interest rate applied to borrowed balances will be at the Company's option, either 1.00 percent above LIBOR or 1.75 percent below the prime rate on the date of an advance. The Company pays a 0.3 percent unused commitment fee for unused portions of the line of credit. The Company had no advances outstanding at December 31, 2017.

The Company is a member bank of the FHLB. The Company owns \$10.0 million of FHLB stock and has access to additional liquidity and funding sources through FHLB advances. The Company has access to borrow up to \$1.7 billion through advances at the FHLB of Des Moines, but had no outstanding FHLB Des Moines advances as of December 31, 2017.

## **Operational Risk**

Operational risk generally refers to the risk of loss resulting from the Company's operations, including those operations performed for the Company by third parties. This would include but is not limited to the risk of fraud by employees or persons outside the Company, the execution of unauthorized transactions by employees or others, errors relating to transaction processing, breaches of the internal control system and compliance requirements, and unplanned interruptions in service. This risk of loss also includes the potential legal or regulatory actions that could arise as a result of an operational deficiency, or as a result of noncompliance with applicable regulatory standards. Included in the legal and regulatory issues with which the Company must comply are a number of rules resulting from the enactment of the Sarbanes-Oxley Act of 2002, as amended.



The Company operates in many markets and relies on the ability of its employees and systems to properly process a high number of transactions. In the event of a breakdown in internal control systems, improper operation of systems or improper employee actions, the Company could suffer financial loss, face regulatory action and suffer damage to its reputation. In order to address this risk, management maintains a system of internal controls with the objective of providing proper transaction authorization and execution, safeguarding of assets from misuse or theft, and ensuring the reliability of financial and other data.

The Company maintains systems of internal controls that provide management with timely and accurate information about the Company's operations. These systems have been designed to manage operational risk at appropriate levels given the Company's financial strength, the environment in which it operates, and considering factors such as competition and regulation. The Company has also established procedures that are designed to ensure that policies relating to conduct, ethics and business practices are followed on a uniform basis. In certain cases, the Company has experienced losses from operational risk. Such losses have included the effects of operational errors that the Company has discovered and included as expense in the statement of income. While there can be no assurance that the Company will not suffer such losses in the future, management continually monitors and works to improve its internal controls, systems and corporate-wide processes and procedures.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders  
UMB Financial Corporation and Subsidiaries:

*Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated balance sheets of UMB Financial Corporation and subsidiaries (the Company) as of December 31, 2017 and 2016, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2017, and the related notes (collectively, the consolidated financial statements).

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2017, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 22, 2018 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

*Basis for Opinion*

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG LLP

We have served as the Company's auditor since 2014.

Kansas City, Missouri  
February 22, 2018

**UMB FINANCIAL CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
*(dollars in thousands, except share and per share data)*

	<b>December 31,</b>	
	<u><b>2017</b></u>	<u><b>2016</b></u>
<b>ASSETS</b>		
Loans	\$ 11,280,513	\$ 10,540,383
Allowance for loan losses	(100,604)	(91,649)
Net loans	11,179,909	10,448,734
Loans held for sale	1,460	5,279
Securities:		
Available for sale	6,258,577	6,466,334
Held to maturity (fair value of \$1,207,447 and \$1,106,027, respectively)	1,261,014	1,115,932
Trading securities	54,055	39,536
Other securities	65,897	68,306
Total investment securities	7,639,543	7,690,108
Federal funds sold and securities purchased under agreements to resell	191,601	324,327
Interest-bearing due from banks	1,351,760	715,823
Cash and due from banks	392,723	422,117
Premises and equipment, net	275,942	289,007
Accrued income	98,863	99,045
Goodwill	180,867	180,867
Other intangibles, net	20,257	26,630
Other assets	438,658	425,205
Discontinued Assets	—	55,390
Total assets	<u><u>\$ 21,771,583</u></u>	<u><u>\$ 20,682,532</u></u>
<b>LIABILITIES</b>		
Deposits:		
Noninterest-bearing demand	\$ 6,839,171	\$ 6,654,584
Interest-bearing demand and savings	9,903,565	8,780,309
Time deposits under \$250,000	547,990	613,589
Time deposits of \$250,000 or more	732,274	522,132
Total deposits	18,023,000	16,570,614
Federal funds purchased and repurchase agreements	1,260,704	1,856,937
Long-term debt	79,281	76,772
Accrued expenses and taxes	191,464	172,967
Other liabilities	35,603	42,858
Total liabilities	<u>19,590,052</u>	<u>18,720,148</u>
<b>SHAREHOLDERS' EQUITY</b>		
Common stock, \$1.00 par value; 80,000,000 shares authorized, 55,056,730 shares issued and 49,894,990 and 49,673,056 shares outstanding, respectively	55,057	55,057
Capital surplus	1,046,095	1,033,419
Retained earnings	1,338,110	1,142,887
Accumulated other comprehensive loss, net	(45,525)	(57,542)
Treasury stock, 5,161,740 and 5,383,674 shares, at cost, respectively	(212,206)	(211,437)
Total shareholders' equity	<u>2,181,531</u>	<u>1,962,384</u>
Total liabilities and shareholders' equity	<u><u>\$ 21,771,583</u></u>	<u><u>\$ 20,682,532</u></u>

See Notes to Consolidated Financial Statements.

**UMB FINANCIAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF INCOME**  
*(dollars in thousands, except share and per share data)*

	<b>Year Ended December 31,</b>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
<b>INTEREST INCOME</b>			
Loans	\$ 461,301	\$ 386,274	\$ 308,325
Securities:			
Taxable interest	73,125	73,560	75,327
Tax-exempt interest	73,419	57,516	43,598
Total securities income	<u>146,544</u>	<u>131,076</u>	<u>118,925</u>
Federal funds and resell agreements	3,700	2,708	697
Interest-bearing due from banks	3,871	2,341	2,356
Trading securities	1,496	632	378
Total interest income	<u>616,912</u>	<u>523,031</u>	<u>430,681</u>
<b>INTEREST EXPENSE</b>			
Deposits	36,354	17,936	14,269
Federal funds and repurchase agreements	17,906	6,524	1,785
Other	3,739	3,248	2,560
Total interest expense	<u>57,999</u>	<u>27,708</u>	<u>18,614</u>
Net interest income	558,913	495,323	412,067
Provision for loan losses	41,000	32,500	15,500
Net interest income after provision for loan losses	<u>517,913</u>	<u>462,823</u>	<u>396,567</u>
<b>NONINTEREST INCOME</b>			
Trust and securities processing	176,646	166,315	166,261
Trading and investment banking	23,183	21,422	20,218
Service charges on deposit accounts	87,680	86,662	86,460
Insurance fees and commissions	1,972	4,188	2,530
Brokerage fees	23,208	17,833	11,753
Bankcard fees	73,030	68,749	69,211
Gains on sales of securities available for sale, net	4,192	8,509	10,402
Equity (losses) earnings on alternative investments	(1,108)	2,695	(12,188)
Other	34,759	26,138	16,012
Total noninterest income	<u>423,562</u>	<u>402,511</u>	<u>370,659</u>
<b>NONINTEREST EXPENSE</b>			
Salaries and employee benefits	413,830	390,059	367,606
Occupancy, net	44,462	44,255	43,274
Equipment	72,008	66,337	62,571
Supplies and services	17,173	18,535	17,988
Marketing and business development	21,469	21,208	21,996
Processing fees	42,331	36,005	36,149
Legal and consulting	23,406	20,801	26,186
Bankcard	19,471	20,757	20,288
Amortization of other intangible assets	7,326	8,695	8,171
Regulatory fees	15,527	14,178	12,125
Other	28,126	25,915	22,584
Total noninterest expense	<u>705,129</u>	<u>666,745</u>	<u>638,938</u>
Income before income taxes	236,346	198,589	128,288
Income tax expense	53,370	44,955	31,730
<b>Income from continuing operations</b>	<u>182,976</u>	<u>153,634</u>	<u>96,558</u>
<b>Discontinued Operations</b>			
Income from discontinued operations before taxes	101,226	8,415	30,997
Income tax expense	37,097	3,248	11,482
<b>Income from discontinued operations</b>	<u>64,129</u>	<u>5,167</u>	<u>19,515</u>
<b>NET INCOME</b>	<u>\$ 247,105</u>	<u>\$ 158,801</u>	<u>\$ 116,073</u>

**PER SHARE DATA**

Basic:

Income from continuing operations	\$ 3.72	\$ 3.15	\$ 2.05
Income from discontinued operations	<u>1.30</u>	<u>0.10</u>	<u>0.41</u>
Net income – basic	5.02	3.25	2.46

Diluted:

Income from continuing operations	3.67	3.12	2.03
Income from discontinued operations	<u>1.29</u>	<u>0.10</u>	<u>0.41</u>
Net income - diluted	4.96	3.22	2.44
Weighted average shares outstanding – basic	49,223,661	48,828,313	47,126,252
Weighted average shares outstanding – diluted	49,839,290	49,277,055	47,579,334

See Notes to Consolidated Financial Statements.

**UMB FINANCIAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
*(dollars in thousands)*

	<b>Year Ended December 31,</b>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
Net income	\$ 247,105	\$ 158,801	\$ 116,073
Other comprehensive income (loss), net of tax:			
Unrealized gains (losses) on securities:			
Change in unrealized holding gains (losses), net	21,139	(77,794)	(13,393)
Less: Reclassifications adjustment for net gains included in net income	<u>(4,192)</u>	<u>(8,509)</u>	<u>(10,402)</u>
Change in unrealized gains (losses) on securities during the period	16,947	(86,303)	(23,795)
Change in unrealized losses on derivative hedges	(1,050)	(516)	(10)
Income tax (expense) benefit	<u>(3,880)</u>	<u>32,995</u>	<u>9,081</u>
Other comprehensive income (loss)	<u>12,017</u>	<u>(53,824)</u>	<u>(14,724)</u>
Comprehensive income	<u>\$ 259,122</u>	<u>\$ 104,977</u>	<u>\$ 101,349</u>

See Notes to Consolidated Financial Statements.

**UMB FINANCIAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
*(dollars in thousands, except per share data)*

	<u>Common Stock</u>	<u>Capital Surplus</u>	<u>Retained Earnings</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>	<u>Treasury Stock</u>	<u>Total</u>
Balance January 1, 2015	\$ 55,057	\$ 894,602	\$ 963,911	\$ 11,006	\$(280,818)	\$1,643,758
Total comprehensive income			116,073	(14,724)	—	101,349
Dividends (\$0.95 per share)	—	—	(45,994)	—	—	(45,994)
Purchase of treasury stock	—	—	—	—	(8,457)	(8,457)
Issuance of equity awards	—	(3,278)	—	—	3,737	459
Recognition of equity based compensation	—	10,292	—	—	—	10,292
Net tax benefit related to equity compensation plans	—	944	—	—	—	944
Sale of treasury stock	—	611	—	—	445	1,056
Exercise of stock options	—	4,083	—	—	6,467	10,550
Common stock issuance for acquisition	—	112,635	—	—	67,102	179,737
Balance December 31, 2015	<u>\$ 55,057</u>	<u>\$ 1,019,889</u>	<u>\$ 1,033,990</u>	<u>\$ (3,718)</u>	<u>\$(211,524)</u>	<u>\$ 1,893,694</u>
Total comprehensive income	—	—	158,801	(53,824)	—	104,977
Dividends (\$0.99 per share)	—	—	(49,048)	—	—	(49,048)
Purchase of treasury stock	—	—	—	—	(16,367)	(16,367)
Issuance of equity awards	—	(3,011)	—	—	3,440	429
Recognition of equity based compensation	—	11,306	—	—	—	11,306
Sale of treasury stock	—	480	—	—	616	1,096
Exercise of stock options	—	3,417	—	—	12,398	15,815
Cumulative effect adjustment <sup>(1)</sup>	—	1,338	(856)	—	—	482
Balance December 31, 2016	<u>\$ 55,057</u>	<u>\$ 1,033,419</u>	<u>\$ 1,142,887</u>	<u>\$ (57,542)</u>	<u>\$(211,437)</u>	<u>\$ 1,962,384</u>
Total comprehensive income	—	—	247,105	12,017	—	259,122
Dividends (\$1.04 per share)	—	—	(51,882)	—	—	(51,882)
Purchase of treasury stock	—	—	—	—	(15,276)	(15,276)
Issuance of equity awards	—	(2,871)	—	—	3,343	472
Recognition of equity based compensation	—	12,844	—	—	—	12,844
Sale of treasury stock	—	608	—	—	512	1,120
Exercise of stock options	—	2,095	—	—	10,652	12,747
Balance December 31, 2017	<u>\$ 55,057</u>	<u>\$ 1,046,095</u>	<u>\$ 1,338,110</u>	<u>\$ (45,525)</u>	<u>\$(212,206)</u>	<u>\$ 2,181,531</u>

(1) Related to the adoption of Accounting Standards Update No. 2016-09. See Note 2, New Accounting Pronouncements, for further detail.

See Notes to Consolidated Financial Statements.

**UMB FINANCIAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
*(dollars in thousands)*

	Year Ended December 31,		
	2017	2016	2015
<b>OPERATING ACTIVITIES</b>			
Net income	\$ 247,105	\$ 158,801	\$ 116,073
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan losses	41,000	32,500	15,500
Net accretion of premiums and discounts from acquisition	(1,906)	(2,303)	(2,727)
Depreciation and amortization	54,875	54,556	52,751
Deferred income tax expense (benefit)	59,738	2,756	(4,848)
Net (increase) decrease in trading securities and other earning assets	(10,805)	(12,420)	10,258
Gains on sales of securities available for sale, net	(4,192)	(8,509)	(10,402)
Gains on sales of assets	(103,346)	(762)	(98)
Amortization of securities premiums, net of discount accretion	48,101	54,467	57,301
Originations of loans held for sale	(65,163)	(92,438)	(96,324)
Gains on sales of loans held for sale, net	(1,561)	(1,774)	(1,331)
Proceeds from sales of loans held for sale	70,543	89,522	97,690
Equity based compensation	13,316	11,735	10,751
Net tax benefit related to equity compensation plans	3,612	1,073	944
Changes in:			
Accrued income	(9,201)	(8,918)	(7,075)
Accrued expenses and taxes	(40,806)	14,112	(4,503)
Other assets and liabilities, net	25,216	4,042	(22,055)
Net cash provided by operating activities	<u>326,526</u>	<u>296,440</u>	<u>211,905</u>
<b>INVESTING ACTIVITIES</b>			
Proceeds from maturities of securities held to maturity	87,595	48,539	59,775
Proceeds from sales of securities available for sale	578,517	951,264	946,045
Proceeds from maturities of securities available for sale	1,198,834	1,792,357	1,200,178
Purchases of securities held to maturity	(236,832)	(500,682)	(451,350)
Purchases of securities available for sale	(1,585,395)	(2,546,028)	(1,923,747)
Net increase in loans	(770,727)	(1,129,026)	(988,434)
Net decrease (increase) in fed funds sold and resell agreements	132,726	(150,700)	(45,190)
Net cash activity from acquisitions and divestitures	164,561	—	95,351
Net decrease in interest bearing balances due from other financial institutions	45,752	88,009	34,473
Purchases of premises and equipment	(36,447)	(50,841)	(53,760)
Proceeds from sales of premises and equipment	3,037	1,760	1,069
Purchases of bank-owned and company-owned life insurance	(62,800)	(7,095)	(204,647)
Proceeds from bank-owned life insurance death benefit	2,601	—	—
Net cash used in investing activities	<u>(478,578)</u>	<u>(1,502,443)</u>	<u>(1,330,237)</u>
<b>FINANCING ACTIVITIES</b>			
Net increase in demand and savings deposits	1,307,843	1,598,026	894,667
Net increase (decrease) in time deposits	144,543	(119,315)	(352,622)
Net (decrease) increase in fed funds purchased and repurchase agreements	(596,233)	38,875	(207,070)
Net decrease in short-term debt	—	(5,000)	(112,133)
Proceeds from long-term debt	3,003	1,500	2,500
Repayment of long-term debt	(1,524)	(11,703)	(10,816)
Payment of contingent consideration on acquisitions	—	(3,031)	(21,494)
Cash dividends paid	(51,876)	(49,038)	(45,967)
Proceeds from exercise of stock options and sales of treasury shares	13,867	16,911	11,606
Purchases of treasury stock	(15,276)	(16,367)	(8,457)
Net cash provided by financing activities	<u>804,347</u>	<u>1,450,858</u>	<u>150,214</u>
Increase (decrease) in cash and cash equivalents	652,295	244,855	(968,118)
Cash and cash equivalents at beginning of year	1,063,967	819,112	1,787,230
Cash and cash equivalents at end of year	<u>\$ 1,716,262</u>	<u>\$ 1,063,967</u>	<u>\$ 819,112</u>
Supplemental disclosures:			
Income taxes paid	\$ 45,749	\$ 44,076	\$ 47,086
Total interest paid	56,820	27,999	17,812
Transactions related to Marquette acquisition			
Assets acquired	—	—	1,312,174
Liabilities assumed	—	—	1,151,025

See Notes to Consolidated Financial Statements.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

UMB Financial Corporation is a bank holding company, which offers a wide range of banking and other financial services to its customers through its branches and offices in the states of Missouri, Kansas, Colorado, Illinois, Oklahoma, Texas, Arizona, Nebraska, Pennsylvania, South Dakota, Indiana, Utah, Minnesota, California, and Wisconsin. The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements. These estimates and assumptions also impact reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Following is a summary of the more significant accounting policies to assist the reader in understanding the financial presentation.

#### Consolidation

The Company and its wholly owned subsidiaries are included in the Consolidated Financial Statements (references hereinafter to the “Company” in these Notes to Consolidated Financial Statements include wholly owned subsidiaries). Intercompany accounts and transactions have been eliminated in consolidation.

#### Revenue Recognition

Interest on loans and securities is recognized based on rate times the principal amount outstanding. This includes the impact of amortization of premiums and discounts. Interest accrual is discontinued when, in the opinion of management, the likelihood of collection becomes doubtful. Other noninterest income is recognized as services are performed or revenue-generating transactions are executed.

#### Cash and cash equivalents

Cash and cash equivalents include Cash and due from banks and amounts due from the FRB. Cash on hand, cash items in the process of collection, and amounts due from correspondent banks are included in Cash and due from banks. Amounts due from the FRB are interest-bearing for all periods presented and are included in the Interest-bearing due from banks line on the Company’s Consolidated Balance Sheets.

*This table provides a summary of cash and cash equivalents as presented on the Consolidated Statements of Cash Flows as of December 31, 2017 and 2016 (in thousands):*

	December 31,	
	2017	2016
Due from the FRB	\$ 1,323,539	\$ 641,850
Cash and due from banks	392,723	422,117
Cash and cash equivalents at end of year	<u>\$ 1,716,262</u>	<u>\$ 1,063,967</u>

Also included in the Interest-bearing due from banks line, but not considered cash and cash equivalents are interest-bearing accounts held at other financial institutions, which totaled \$28.2 million and \$74.0 million at December 31, 2017 and 2016, respectively.

#### Loans and Loans Held for Sale

Loans are classified by the portfolio segments of commercial, real estate, consumer, and leases. The portfolio segments are further disaggregated into the loan classes of commercial, asset-based, factoring, commercial credit card, real estate – construction, real estate – commercial, real estate – residential, real estate – HELOC, consumer – credit card, consumer – other, and leases.

A loan is considered to be impaired when management believes it is probable that it will be unable to collect all principal and interest due according to the contractual terms of the loan. If a loan is impaired, the Company records a valuation allowance equal to the carrying amount of the loan in excess of the present value of the estimated future cash flows discounted at the loan’s effective rate, based on the loan’s observable market price or the fair value of the collateral if the loan is collateral dependent.

A loan is accounted for as a troubled debt restructuring when a concession had been granted to a debtor experiencing financial difficulties. The Company's modifications generally include interest rate adjustments, and amortization and maturity date extensions. These modifications allow the debtor short-term cash relief to allow them to improve their financial condition. Restructured loans are individually evaluated for impairment as part of the allowance for loan loss analysis.

Loans, including those that are considered to be impaired and restructured, are evaluated regularly by management. Loans are considered delinquent when payment has not been received within 30 days of its contractual due date. Loans are placed on non-accrual status when the collection of interest or principal is 90 days or more past due, unless the loan is adequately secured and in the process of collection. When a loan is placed on non-accrual status, any interest previously accrued but not collected is reversed against current income. Loans may be returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured. Interest payments received on non-accrual loans are applied to principal unless the remaining principal balance has been determined to be fully collectible.

The adequacy of the allowance for loan losses is based on management's continuing evaluation of the pertinent factors underlying the quality of the loan portfolio, including actual loan loss experience, current economic conditions, detailed analysis of individual loans for which full collectability may not be assured, determination of the existence and realizable value of the collateral and guarantees securing such loans. The actual losses, notwithstanding such considerations, however, could differ from the amounts estimated by management.

The Company maintains a reserve, separate from the allowance for loan losses, to address the risk of loss associated with loan contingencies, which is included in the Accrued expenses and taxes line item in the Consolidated Balance Sheets. In order to maintain the reserve for off-balance sheet items at an appropriate level, a provision to increase or reduce the reserve is included in the Company's Consolidated Statements of Income. The level of the reserve will be adjusted as needed to maintain the reserve at a specified level in relation to contingent loan risk. The risk of loss arising from un-funded loan commitments has been assessed by dividing the contingencies into pools of similar loan commitments and by applying two factors to each pool. The gross amount of contingent exposure is first multiplied by a potential use factor to estimate the degree to which the unused commitments might reasonably be expected to be used in a time of high usage. The resultant figure is then multiplied by a factor to estimate the risk of loss assuming funding of these loans. The potential loss estimates for each segment of the portfolio are added to arrive at a total potential loss estimate that is used to set the reserve.

Purchased loans are recorded at estimated fair value at the acquisition date with no carryover of the related allowance. Purchased loans are segregated between those considered to be performing, non-purchased credit impaired loans (Non-PCI), and those with evidence of credit deterioration, purchased credit impaired loans (PCI). Purchased loans are considered impaired if there is evidence of credit deterioration and if it is probable, at acquisition, that all contractually required payments will not be collected.

Loans held for sale are carried at the lower of aggregate cost or market value. Loan fees (net of certain direct loan origination costs) on loans held for sale are deferred until the related loans are sold or repaid. Gains or losses on loan sales are recognized at the time of sale and determined using the specific identification method.

## **Securities**

Debt securities available for sale principally include U.S. Treasury and agency securities, Government Sponsored Entity (GSE) mortgage-backed securities, certain securities of state and political subdivisions, and corporates. Securities classified as available for sale are measured at fair value. Unrealized holding gains and losses are excluded from earnings and reported in Accumulated other comprehensive income (loss) (AOCI) until realized. Realized gains and losses on sales are computed by the specific identification method at the time of disposition and are shown separately as a component of noninterest income.

Securities held to maturity are carried at amortized historical cost based on management's intention, and the Company's ability to hold them to maturity. The Company classifies certain securities of state and political subdivisions as held to maturity.

Trading securities, acquired for subsequent sale to customers, are carried at fair value. Market adjustments, fees and gains or losses on the sale of trading securities are considered to be a normal part of operations and are included in trading and investment banking income.

## **Equity-method investments**

The Company accounts for certain other investments using equity-method accounting. For non-marketable equity-method investments, the Company's proportionate share of the income or loss is recognized on a one-quarter lag. When transparency in pricing exists, other investments are considered marketable equity-method investments. For marketable equity-method investments, the Company recognizes its proportionate share of income or loss as of the date of the Company's Consolidated Financial Statements.

## **Goodwill and Other Intangibles**

Goodwill is tested for impairment annually and more frequently whenever events or changes in circumstances indicate that it is more likely than not that the fair value of a reporting unit is less than its carrying value. To test goodwill for impairment, the Company performs a qualitative assessment of each reporting unit. If the Company determines, on the basis of qualitative factors, that the fair value of the reporting unit is more likely than not greater than the carrying amount, the quantitative impairment test is not required. Otherwise, the Company compares the fair value of its reporting units to their carrying amounts to determine if an impairment exists and the amount of impairment loss. An impairment loss is measured as the excess of the carrying value of a reporting unit's goodwill over its fair value. As a result of such impairment analysis, the Company has not recognized an impairment charge.

No goodwill impairments were recognized in 2017, 2016, or 2015. Other intangible assets are amortized over a period of up to 17 years and are evaluated for impairment when events or circumstances dictate. No intangible asset impairments were recognized in 2017, 2016, or 2015. The Company does not have any indefinite lived intangible assets.

## **Premises and Equipment**

Premises and equipment are stated at cost less accumulated depreciation, which is computed primarily on the straight line method. Premises are depreciated over 15 to 40 year lives, while equipment is depreciated over lives of 3 to 20 years. Gains and losses from the sale of Premises and equipment are included in Other noninterest income and Other noninterest expense, respectively.

## **Impairment of Long-Lived Assets**

Long-lived assets, including Premises and equipment, are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount of an asset or group of assets may not be recoverable. The impairment review includes a comparison of future cash flows expected to be generated by the asset or group of assets to their current carrying value. If the carrying value of the asset or group of assets exceeds expected cash flows (undiscounted and without interest charges), an impairment loss is recognized to the extent the carrying value exceeds fair value. No impairments were recognized in 2017, 2016, or 2015.

## **Income Taxes**

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are measured based on the differences between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the periods in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. The provision for deferred income taxes represents the change in the deferred income tax accounts during the year excluding the tax effect of the change in net unrealized gain (loss) on securities available for sale.

The Company records deferred tax assets to the extent these assets will more likely than not be realized. All available evidence is considered in making such determination, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent financial operations. A valuation allowance is recorded for the portion of deferred tax assets that do not meet the more-likely-than-not threshold, and any changes to the valuation allowance are recorded in income tax expense.

The Company records the financial statement effects of an income tax position when it is more likely than not, based on the technical merits, that it will be sustained upon examination. A tax position that meets the more-likely-

than-not recognition threshold is measured and recorded as the largest amount of tax benefit that is greater than 50 percent likely of being realized upon ultimate settlement with a taxing authority. Previously recognized tax positions are derecognized in the first period in which it is no longer more likely than not that the tax position will be sustained. The benefit associated with previously unrecognized tax positions are generally recognized in the first period in which the more-likely-than-not threshold is met at the reporting date, the tax matter is ultimately settled through negotiation or litigation or when the related statute of limitations for the relevant taxing authority to examine and challenge the tax position has expired. The recognition, derecognition and measurement of tax positions are based on management's best judgment given the facts, circumstance and information available at the balance sheet date.

The Company recognizes accrued interest related to unrecognized tax benefits in interest expense and penalties in other noninterest expense. Accrued interest and penalties are included within the related liability lines in the Consolidated Balance Sheets. For the year ended December 31, 2017, the Company has recognized an immaterial amount in interest and penalties related to the unrecognized tax benefits.

## **Derivatives**

The Company records all derivatives on the Consolidated Balance Sheets at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the Company has elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Currently, four of the Company's derivatives are designated in qualifying hedging relationships. However, the remainder of the Company's derivatives are not designated in qualifying hedging relationships, as the derivatives are not used to manage risks within the Company's assets or liabilities. All changes in fair value of the Company's non-designated derivatives are recognized directly in earnings. Changes in fair value of the Company's fair value hedges are recognized directly in earnings. The effective portion of changes in fair value of the Company's cash flow hedges are recognized in AOCI. The ineffective portion of changes in fair value of the cash flow hedges is recognized directly in earnings.

## **Per Share Data**

Basic income per share is computed based on the weighted average number of shares of common stock outstanding during each period. Diluted year-to-date income per share includes the dilutive effect of 615,629, 448,742, and 453,082 shares issuable upon the exercise of stock options and nonvested restricted shares granted by the Company that were outstanding at December 31, 2017, 2016, and 2015, respectively.

Options issued under employee benefit plans to purchase 149,413, 390,503, and 455,998 shares of common stock were outstanding at December 31, 2017, 2016, and 2015, respectively, but were not included in the computation of diluted earnings per share because the options were anti-dilutive.

## **Accounting for Stock-Based Compensation**

The Company measures the cost of employee services received in exchange for an award of equity instruments based on the fair value of the award on the date of the grant. The grant date fair value is estimated using either an option-pricing model which is consistent with the terms of the award or an observed market price, if such a price exists. Such cost is generally recognized over the vesting period during which an employee is required to provide service in exchange for the award and, in some cases, when performance metrics are met. The Company accounts for forfeitures of stock-based compensation on an actual basis as they occur.

## **2. NEW ACCOUNTING PRONOUNCEMENTS**

**Revenue Recognition** In May 2014, the Financial Accounting Standards Board (FASB) issued ASU No. 2014-09, "Revenue from Contracts with Customers." The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. In August 2015, the FASB issued ASU No. 2015-14, which deferred the effective date of ASU No. 2014-09 to annual reporting periods that begin after December 15, 2017. In March, April, and May 2016, the FASB issued implementation amendments to the May 2014 ASU (collectively, the amended guidance). The amended guidance affects any entity that enters into contracts with customers to transfer goods and services, unless those contracts are within the scope of other standards. The amended guidance specifically excludes interest income, as well as other revenues associated with financial assets and liabilities, including loans, leases, securities, and derivatives. The amended guidance permits the use of either the full

retrospective approach or a modified retrospective approach. The Company plans to adopt the amended guidance using the modified retrospective approach on January 1, 2018. The Company has assessed its revenue streams and identified those contracts that are specifically excluded from the scope of the amended guidance and those that may be subject to the amended guidance. Subsequent to this initial scoping, the Company selected a representative sample of contracts from the in-scope revenue streams for review under the amended guidance (key contracts). Upon completion of the review of the key contracts, the Company grouped the remaining contracts based on the conclusions reached through the key contract review and evaluated specific contracts that could not be grouped. Based on the evaluation of key contracts performed, the adoption of this accounting pronouncement is not expected to have a significant impact on the Company's Consolidated Financial Statements. The Company continues to evaluate the impact the amended guidance will have on its related disclosures.

**Financial Instruments** In January 2016, the FASB issued ASU No. 2016-01, "Recognition and Measurement of Financial Assets and Financial Liabilities." The amendment is intended to address certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The amendments in this update are effective for interim and annual periods beginning after December 15, 2017. The standard requires the use of the cumulative effect transition method as of the beginning of the year of adoption. Except for certain provisions, early adoption is not permitted. The adoption of this accounting pronouncement is not expected to have a significant impact on the Company's Consolidated Financial Statements.

**Leases** In February 2016, the FASB issued ASU No. 2016-02, "Leases." The amendment changes the accounting treatment of leases, in that lessees will recognize most leases on-balance sheet. This will increase reported assets and liabilities, as lessees will be required to recognize a right-of-use asset along with a lease liability, measured on a discounted basis. Lessees are allowed to account for short-term leases (those with a term of twelve months or less) off-balance sheet. The amendments in this update are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The standard requires the use of the modified retrospective transition method. Early adoption is permitted. The Company is currently evaluating the impact that this standard will have on its Consolidated Financial Statements.

**Extinguishments of Liabilities** In March 2016, the FASB issued ASU No. 2016-04, "Recognition of Breakage for Certain Prepaid Stored-Value Products." The amendment is intended to reduce the diversity in practice related to the recognition of breakage. Breakage refers to the portion of a prepaid stored-value product, such as a gift card, that goes unused wholly or partially for an indefinite period of time. This amendment requires that breakage be accounted for consistent with the breakage guidance within ASU No. 2014-09, "Revenue from Contracts with Customers." The amendments in this update are effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The standard permits the use of either the modified retrospective or full retrospective transition method. The Company will adopt ASU No. 2016-04 in conjunction with its adoption of ASU No. 2014-09. The adoption of this accounting pronouncement is not expected to have a significant impact on the Company's Consolidated Financial Statements.

**Equity-Based Compensation** In March 2016, the FASB issued ASU No. 2016-09, "Improvements to Employee Share-Based Payment Accounting." The amendment is part of the FASB's simplification initiative and is intended to simplify the accounting around share-based payment award transactions. The amendments include changing the recording of excess tax benefits from being recognized as a part of surplus capital to being charged directly to the income statement, changing the classification of excess tax benefits within the statement of cash flows, and allowing companies to account for forfeitures on an actual basis, as well as tax withholding changes. The amendment requires different transition methods for various components of the standard. The amendments in this update were effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. Early adoption was permitted.

In September 2016, the Company early adopted ASU No. 2016-09 with an effective date of January 1, 2016. As part of the adoption of this standard, the Company made an accounting policy election to account for forfeitures on an actual basis and discontinue the use of an estimated forfeiture approach. Additionally, the Company selected the retrospective transition method for the reclassification of the "Net tax benefit related to equity compensation plans" from the financing section to the operating section of the Company's Consolidated Statement of Cash Flows. Upon adoption, the Company recorded a cumulative effect adjustment to the Company's Consolidated Balance Sheets of \$482 thousand as an increase to the opening balance of total equity.

**Credit Losses** In June 2016, the FASB issued ASU 2016-13, "Measurement of Credit Losses on Financial Instruments." This update replaces the current incurred loss methodology for recognizing credit losses with a current

expected credit loss model, which requires the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. This amendment broadens the information that an entity must consider in developing its expected credit loss estimates. Additionally, the update amends the accounting for credit losses for available-for-sale debt securities and purchased financial assets with a more-than-insignificant amount of credit deterioration since origination. This update requires enhanced disclosures to help investors and other financial statement users better understand significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of a company's loan portfolio. The amendments in this update are effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption in fiscal years beginning after December 15, 2018 is permitted. The amendment requires the use of the modified retrospective approach for adoption. The Company is currently evaluating the impact that this standard will have on its Consolidated Financial Statements.

**Statement of Cash Flows** In August 2016, the FASB issued ASU 2016-15, "Classification of Certain Receipts and Cash Payments." This amendment adds to and clarifies existing guidance regarding the classification of certain cash receipts and payments in the statement of cash flows with the intent of reducing diversity in practice with respect to eight types of cash flows. The amendments in this update require full retrospective adoption and are effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The adoption of this standard is not expected to have a significant impact on the Company's Consolidated Statement of Cash Flows.

**Goodwill and Other Intangibles** In January 2017, the FASB issued ASU 2017-04, "Simplifying the Test for Goodwill Impairment." The amendment eliminates Step 2 from the goodwill impairment test. The amendment also eliminates the requirement for any reporting unit with a zero or negative carrying amount to perform a qualitative test and, if it fails that qualitative test, to perform Step 2 of the goodwill impairment test. The amendments in this update were adopted on October 1, 2017. The adoption of this accounting pronouncement had no impact on the Company's Consolidated Financial Statements.

**Derivatives and Hedging** In August 2017, the FASB issued ASU 2017-12, "Targeted Improvements to Accounting for Hedging Activities." The purpose of this updated guidance is to better align financial reporting for hedging activities with the economic objectives of those activities. The amendments in this update are effective for fiscal years beginning after December 15, 2018, with early adoption, including adoption in an interim period, permitted. The standard requires the modified retrospective transition approach as of the date of adoption. The Company plans to early adopt ASU 2017-12 as of January 1, 2018. While the Company continues to assess all potential impacts of the standard, we currently expect adoption to have an immaterial impact on the Consolidated Financial Statements.

### **3. LOANS AND ALLOWANCE FOR LOAN LOSSES**

#### **Loan Origination/Risk Management**

The Company has certain lending policies and procedures in place that are designed to minimize the level of risk within the loan portfolio. Diversification of the loan portfolio manages the risk associated with fluctuations in economic conditions. Authority levels are established for the extension of credit to ensure consistency throughout the Company. It is necessary that policies, processes and practices implemented to control the risks of individual credit transactions and portfolio segments are sound and adhered to. The Company maintains an independent loan review department that reviews and validates the credit risk program on a continual basis. Management regularly evaluates the results of the loan reviews. The loan review process complements and reinforces the risk identification and assessment decisions made by lenders and credit personnel, as well as the Company's policies and procedures.

Commercial loans are underwritten after evaluating and understanding the borrower's ability to operate profitably and prudently expand its business. Commercial loans are made based on the identified cash flows of the borrower and on the underlying collateral provided by the borrower. The cash flows of the borrower, however, may not be as expected and the collateral securing these loans may fluctuate in value. Most commercial loans are secured by the assets being financed or other business assets such as accounts receivable or inventory and may incorporate a personal guarantee. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts from its customers. Commercial credit cards are generally unsecured and are underwritten with criteria similar to commercial loans including an analysis of the borrower's cash flow, available business capital, and overall credit-worthiness of the borrower.

Asset-based loans are offered primarily in the form of revolving lines of credit to commercial borrowers that do not generally qualify for traditional bank financing. Asset-based loans are underwritten based primarily upon the value of the collateral pledged to secure the loan, rather than on the borrower's general financial condition as traditionally reflected by cash flow, balance sheet strength, operating results, and credit bureau ratings. The Company utilizes pre-loan due diligence techniques, monitoring disciplines, and loan management practices common within the asset-based lending industry to underwrite and manage loans with these borrowers.

Factoring loans provide working capital through the purchase and/or financing of accounts receivable to borrowers in the transportation industry and to commercial borrowers that do not generally qualify for traditional bank financing.

Commercial real estate loans are subject to underwriting standards and processes similar to commercial loans, in addition to those of real estate loans. These loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate lending typically involves higher loan principal amounts, and the repayment of these loans is largely dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. The Company requires an appraisal of the collateral be made at origination and on an as-needed basis, in conformity with current market conditions and regulatory requirements. The underwriting standards address both owner and non-owner occupied real estate.

Construction loans are underwritten using feasibility studies, independent appraisal reviews, sensitivity analysis or absorption and lease rates and financial analysis of the developers and property owners. Construction loans are based upon estimates of costs and value associated with the complete project. Construction loans often involve the disbursement of substantial funds with repayment substantially dependent on the success of the ultimate project. Sources of repayment for these types of loans may be pre-committed permanent loans, sales of developed property or an interim loan commitment from the Company until permanent financing is obtained. These loans are closely monitored by on-site inspections and are considered to have higher risks than other real estate loans due to their repayment being sensitive to interest rate changes, governmental regulation of real property, economic conditions, and the availability of long-term financing.

Underwriting standards for residential real estate and home equity loans are based on the borrower's loan-to-value percentage, collection remedies, and overall credit history.

Consumer loans are underwritten based on the borrower's repayment ability. The Company monitors delinquencies on all of its consumer loans and leases and periodically reviews the distribution of FICO scores relative to historical periods to monitor credit risk on its credit card loans. The underwriting and review practices combined with the relatively small loan amounts that are spread across many individual borrowers, minimizes risk. Consumer loans and leases that are 90 days past due or more are considered non-performing.

Credit risk is a potential loss resulting from nonpayment of either the primary or secondary exposure. Credit risk is mitigated with formal risk management practices and a thorough initial credit-granting process including consistent underwriting standards and approval process. Control factors or techniques to minimize credit risk include knowing the client, understanding total exposure, analyzing the client and debtor's financial capacity, and monitoring the client's activities. Credit risk and portions of the portfolio risk are managed through concentration considerations, average risk ratings, and other aggregate characteristics.

## Loan Aging Analysis

This table provides a summary of loan classes and an aging of past due loans at December 31, 2017 and 2016 (in thousands):

	December 31, 2017					
	30-89 Days Past Due and Accruing	Greater than 90 Days Past Due and Accruing	Non- Accrual Loans	Total Past Due	Current	Total Loans
Commercial:						
Commercial	\$ 11,216	\$ 672	\$ 38,644	\$ 50,532	\$ 4,502,508	\$ 4,553,040
Asset-based	—	—	—	—	336,614	336,614
Factoring	—	—	—	—	221,672	221,672
Commercial – credit card	387	79	—	466	171,825	172,291
Real estate:						
Real estate – construction	6,666	243	93	7,002	710,847	717,849
Real estate – commercial	832	—	16,115	16,947	3,546,683	3,563,630
Real estate – residential	791	—	929	1,720	636,871	638,591
Real estate – HELOC	1,254	—	3,013	4,267	644,112	648,379
Consumer:						
Consumer – credit card	2,155	2,057	312	4,524	248,173	252,697
Consumer – other	835	40	36	911	150,872	151,783
Leases	—	—	—	—	23,967	23,967
Total loans	<u>\$ 24,136</u>	<u>\$ 3,091</u>	<u>\$ 59,142</u>	<u>\$ 86,369</u>	<u>\$11,194,144</u>	<u>\$11,280,513</u>

	December 31, 2016						
	30-89 Days Past Due and Accruing	Greater than 90 Days Past Due and Accruing	Non- Accrual Loans	Total Past Due	PCI Loans	Current	Total Loans
Commercial:							
Commercial	\$ 3,285	\$ 49	\$ 35,777	\$ 39,111	\$ —	\$ 4,371,695	\$ 4,410,806
Asset-based	—	—	—	—	—	225,878	225,878
Factoring	—	—	—	—	—	139,902	139,902
Commercial – credit card	612	10	8	630	—	146,105	146,735
Real estate:							
Real estate – construction	3	—	181	184	—	741,620	741,804
Real estate – commercial	1,303	1,004	16,423	18,730	—	3,147,192	3,165,922
Real estate – residential	1,034	6	1,344	2,384	—	545,966	548,350
Real estate – HELOC	588	—	4,736	5,324	—	706,470	711,794
Consumer:							
Consumer – credit card	2,228	2,115	475	4,818	—	265,280	270,098
Consumer – other	1,061	181	11,315	12,557	800	126,205	139,562
Leases	—	—	—	—	—	39,532	39,532
Total loans	<u>\$ 10,114</u>	<u>\$ 3,365</u>	<u>\$ 70,259</u>	<u>\$ 83,738</u>	<u>\$ 800</u>	<u>\$10,455,845</u>	<u>\$10,540,383</u>

Loans are considered past due or delinquent when the contractual principal or interest due in accordance with the terms of the loan agreement remains unpaid after the due date of the scheduled payment. Non-accrual loans include troubled debt restructurings on non-accrual status. Loan delinquency for all loans is shown in the tables above at December 31, 2017 and December 31, 2016, respectively.

The Company had total PCI loans from its acquisition of Marquette of \$800 thousand as of December 31, 2016. The PCI loans are accounted for in accordance with ASC Topic 310-30, *Loans and Debt Securities Purchased*



*with Deteriorated Credit Quality.* All of the PCI loans were considered to be performing based on payment activity as of December 31, 2016. Of this amount, \$713 thousand were current with their payment terms and \$87 thousand were between 30-89 days past due.

The Company sold residential real estate loans with proceeds of \$70.5 million, \$89.5 million, and \$97.7 million in the secondary market without recourse during the periods ended December 31, 2017, 2016, and 2015, respectively.

The Company has ceased the recognition of interest on loans with a carrying value of \$59.1 million and \$70.3 million at December 31, 2017 and 2016, respectively. Restructured loans totaled \$41.0 million and \$52.5 million at December 31, 2017 and 2016, respectively. Loans 90 days past due and still accruing interest amounted to \$3.1 million and \$3.4 million at December 31, 2017 and 2016, respectively. There was an immaterial amount of interest recognized on impaired loans during 2017, 2016, and 2015.

### **Credit Quality Indicators**

As part of the on-going monitoring of the credit quality of the Company's loan portfolio, management tracks certain credit quality indicators including trends related to the risk grading of specified classes of loans, net charge-offs, non-performing loans, and general economic conditions.

The Company utilizes a risk grading matrix to assign a rating to each of its commercial, commercial real estate, and construction real estate loans. The loan rankings are summarized into the following categories: Non-watch list, Watch, Special Mention, and Substandard. Any loan not classified in one of the categories described below is considered to be a Non-watch list loan. A description of the general characteristics of the loan ranking categories is as follows:

- **Watch** – This rating represents credit exposure that presents higher than average risk and warrants greater than routine attention by Company personnel due to conditions affecting the borrower, the Borrower's industry or the economic environment. These conditions have resulted in some degree of uncertainty that results in higher than average credit risk.
- **Special Mention** – This rating reflects a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or the institution's credit position at some future date. The rating is not adversely classified and does not expose an institution to sufficient risk to warrant adverse classification.
- **Substandard** – This rating represents an asset inadequately protected by the current sound worth and paying capacity of the borrower or of the collateral pledged, if any. Assets so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. Loans in this category are characterized by the distinct possibility that the bank will sustain some loss if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of substandard assets, does not have to exist in individual assets classified substandard. This category may include loans where the collection of full principal is doubtful or remote.

All other classes of loans are generally evaluated and monitored based on payment activity. Non-performing loans include restructured loans on non-accrual and all other non-accrual loans.

This table provides an analysis of the credit risk profile of each loan class excluded from ASC 310-30, Loans and Debt Securities Purchased with Deteriorated Credit Quality, at December 31, 2017 and December 31, 2016 (in thousands):

## Credit Exposure

### Credit Risk Profile by Risk Rating Originated and Non-PCI Loans

	Commercial		Asset-based		Factoring	
	December 31, 2017	December 31, 2016	December 31, 2017	December 31, 2016	December 31, 2017	December 31, 2016
Non-watch list	\$ 4,048,238	\$ 4,043,704	\$ 306,899	\$ 198,695	\$ 220,795	\$ 139,358
Watch	162,788	99,815	—	—	—	—
Special Mention	106,638	32,240	29,715	24,809	47	129
Substandard	235,376	235,047	—	2,374	830	415
Total	<u>\$ 4,553,040</u>	<u>\$ 4,410,806</u>	<u>\$ 336,614</u>	<u>\$ 225,878</u>	<u>\$ 221,672</u>	<u>\$ 139,902</u>

	Real estate – construction		Real estate – commercial	
	December 31, 2017	December 31, 2016	December 31, 2017	December 31, 2016
Non-watch list	\$ 716,830	\$ 741,022	\$ 3,434,982	\$ 3,071,804
Watch	631	149	50,715	43,015
Special Mention	—	—	35,940	5,140
Substandard	388	633	41,993	45,963
Total	<u>\$ 717,849</u>	<u>\$ 741,804</u>	<u>\$ 3,563,630</u>	<u>\$ 3,165,922</u>

## Credit Exposure

### Credit Risk Profile Based on Payment Activity Originated and Non-PCI Loans

	Commercial – credit card		Real estate – residential		Real estate – HELOC	
	December 31, 2017	December 31, 2016	December 31, 2017	December 31, 2016	December 31, 2017	December 31, 2016
Performing	\$ 172,291	\$ 146,727	\$ 637,662	\$ 547,006	\$ 645,366	\$ 707,058
Non-performing	—	8	929	1,344	3,013	4,736
Total	<u>\$ 172,291</u>	<u>\$ 146,735</u>	<u>\$ 638,591</u>	<u>\$ 548,350</u>	<u>\$ 648,379</u>	<u>\$ 711,794</u>

	Consumer – credit card		Consumer – other		Leases	
	December 31, 2017	December 31, 2016	December 31, 2017	December 31, 2016	December 31, 2017	December 31, 2016
Performing	\$ 252,385	\$ 269,623	\$ 151,747	\$ 127,447	\$ 23,967	\$ 39,532
Non-performing	312	475	36	11,315	—	—
Total	<u>\$ 252,697</u>	<u>\$ 270,098</u>	<u>\$ 151,783</u>	<u>\$ 138,762</u>	<u>\$ 23,967</u>	<u>\$ 39,532</u>

## Allowance for Loan Losses

The allowance for loan losses is a reserve established through a provision for loan losses charged to expense, which represents management's judgment of inherent probable losses within the Company's loan portfolio as of the balance sheet date. The allowance is necessary to reserve for estimated loan losses and risks inherent in the loan portfolio. Accordingly, the methodology is based on historical loss trends. The Company's process for determining the appropriate level of the allowance for loan losses is designed to account for credit deterioration as it occurs. The provision for probable loan losses reflects loan quality trends, including the levels of and trends related to non-accrual loans, past due loans, potential problem loans, criticized loans and net charge-offs or recoveries, among other factors.

The level of the allowance reflects management's continuing evaluation of industry concentrations, specific credit risks, loan loss experience, current loan portfolio quality, present economic, political and regulatory conditions and unidentified losses inherent in the current loan portfolio. Portions of the allowance may be allocated for specific loans; however, the entire allowance is available for any loan that, in management's judgment, should be charged off. While management utilizes its best judgment and information available, the adequacy of the allowance is dependent upon a variety of factors beyond the Company's control, including, among other things, the performance of the Company's loan portfolio, the economy, changes in interest rates and changes in the regulatory environment.

The Company's allowance for loan losses consists of specific valuation allowances and general valuation allowances based on historical loan loss experience for similar loans with similar characteristics and trends, general economic conditions and other qualitative risk factors both internal and external to the Company.

The allowances established for probable losses on specific loans are based on a regular analysis and evaluation of impaired loans. Loans are classified based on an internal risk grading process that evaluates the obligor's ability to repay, the underlying collateral, if any, and the economic environment and industry in which the borrower operates. When a loan is considered impaired, the loan is analyzed to determine the need, if any, to specifically allocate a portion of the allowance for loan losses to the loan. Specific valuation allowances are determined by analyzing the borrower's ability to repay amounts owed, collateral deficiencies, the relative risk ranking of the loan and economic conditions affecting the borrower's industry.

General valuation allowances are calculated based on the historical loss experience of specific types of loans including an evaluation of the time span and volume of the actual charge-off. The Company calculates historical loss ratios for pools of similar loans with similar characteristics based on the proportion of actual charge-offs experienced to the total population of loans in the pool. The historical loss ratios are updated based on actual charge-off experience. A valuation allowance is established for each pool of similar loans based upon the product of the historical loss ratio, time span to charge-off, and the total dollar amount of the loans in the pool. The Company's pools of similar loans include similarly risk-graded groups of commercial loans, commercial real estate loans, commercial credit card, home equity loans, consumer real estate loans and consumer and other loans. The Company also considers a loan migration analysis for criticized loans. This analysis includes an assessment of the probability that a loan will move to a loss position based on its risk rating. The consumer credit card pool is evaluated based on delinquencies and credit scores. In addition, a portion of the allowance is determined by a review of qualitative factors by management.

Generally, the unsecured portion of a commercial or commercial real estate loan is charged-off when, after analyzing the borrower's financial condition, it is determined that the borrower is incapable of servicing the debt, little or no prospect for near term improvement exists, and no realistic and significant strengthening action is pending. For collateral dependent commercial or commercial real estate loans, an analysis is completed regarding the Company's collateral position to determine if the amounts due from the borrower are in excess of the calculated current fair value of the collateral. Specific allocations of the allowance for loan losses are made for any collateral deficiency. If a collateral deficiency is ultimately deemed to be uncollectible, the amount is charged-off. Revolving commercial loans (such as commercial credit cards) which are past due 90 cumulative days are classified as a loss and charged off.

Generally, a consumer loan, or a portion thereof, is charged-off in accordance with regulatory guidelines which provide that such loans be charged-off when the Company becomes aware of the loss, such as from a triggering event that may include but is not limited to new information about a borrower's intent and ability to repay the loan, bankruptcy, fraud, or death. However, the charge-off timeframe should not exceed the specified delinquency time frames, which state that closed-end retail loans (such as real estate mortgages, home equity loans and consumer installment loans) that become past due 120 cumulative days and open-end retail loans (such as home equity lines of credit and consumer credit cards) that become past due 180 cumulative days are classified as a loss and charged-off.

## ALLOWANCE FOR LOAN LOSSES AND RECORDED INVESTMENT IN LOANS

*This table provides a rollforward of the allowance for loan losses by portfolio segment for the year ended December 31, 2017 (in thousands):*

	Year Ended December 31, 2017				
	Commercial	Real estate	Consumer	Leases	Total
<b>Allowance for loan losses:</b>					
Beginning balance	\$ 71,657	\$ 10,569	\$ 9,311	\$ 112	\$ 91,649
Charge-offs	(27,985)	(992)	(9,629)	—	(38,606)
Recoveries	3,522	966	2,073	—	6,561
Provision	33,962	(1,231)	8,328	(59)	41,000
Ending Balance	<u>\$ 81,156</u>	<u>\$ 9,312</u>	<u>\$ 10,083</u>	<u>\$ 53</u>	<u>\$ 100,604</u>
Ending Balance: individually evaluated for impairment	\$ 6,605	\$ 78	\$ —	\$ —	\$ 6,683
Ending Balance: collectively evaluated for impairment	74,551	9,234	10,083	53	93,921
<b>Loans:</b>					
Ending Balance: loans	\$ 5,283,617	\$ 5,568,449	\$ 404,480	\$ 23,967	\$ 11,280,513
Ending Balance: individually evaluated for impairment	61,820	12,956	—	—	74,776
Ending Balance: collectively evaluated for impairment	5,221,797	5,555,493	404,480	23,967	11,205,737

*This table provides a rollforward of the allowance for loan losses by portfolio segment for the year ended December 31, 2016 (in thousands):*

	Year Ended December 31, 2016				
	Commercial	Real estate	Consumer	Leases	Total
<b>Allowance for loan losses:</b>					
Beginning balance	\$ 63,847	\$ 8,220	\$ 8,949	\$ 127	\$ 81,143
Charge-offs	(12,788)	(6,756)	(9,279)	—	(28,823)
Recoveries	3,596	985	2,248	—	6,829
Provision	17,002	8,120	7,393	(15)	32,500
Ending Balance	<u>\$ 71,657</u>	<u>\$ 10,569</u>	<u>\$ 9,311</u>	<u>\$ 112</u>	<u>\$ 91,649</u>
Ending Balance: individually evaluated for impairment	\$ 7,866	\$ 68	\$ —	\$ —	\$ 7,934
Ending Balance: collectively evaluated for impairment	63,791	10,501	9,311	112	83,715
Ending Balance: PCI Loans	—	—	—	—	—
<b>Loans:</b>					
Ending Balance: loans	\$ 4,923,321	\$ 5,167,870	\$ 409,660	\$ 39,532	\$ 10,540,383
Ending Balance: individually evaluated for impairment	74,351	13,314	—	—	87,665
Ending Balance: collectively evaluated for impairment	4,848,970	5,154,556	408,860	39,532	10,451,918
Ending Balance: PCI Loans	—	—	800	—	800

This table provides a rollforward of the allowance for loan losses by portfolio segment for the year ended December 31, 2015 (in thousands):

	Year Ended December 31, 2015				
	Commercial	Real estate	Consumer	Leases	Total
<b>Allowance for loan losses:</b>					
Beginning balance	\$ 55,349	\$ 10,725	\$ 9,921	\$ 145	\$ 76,140
Charge-offs	(5,239)	(214)	(9,658)	—	(15,111)
Recoveries	1,824	321	2,469	—	4,614
Provision	11,913	(2,612)	6,217	(18)	15,500
Ending Balance	<u>\$ 63,847</u>	<u>\$ 8,220</u>	<u>\$ 8,949</u>	<u>\$ 127</u>	<u>\$ 81,143</u>
Ending Balance: individually evaluated for impairment	\$ 5,668	\$ 196	\$ —	\$ —	\$ 5,864
Ending Balance: collectively evaluated for impairment	58,179	8,024	8,949	127	75,279
Ending Balance: PCI Loans	—	—	—	—	—
<b>Loans:</b>					
Ending Balance: loans	\$ 4,641,027	\$ 4,301,530	\$ 446,347	\$ 41,857	\$ 9,430,761
Ending Balance: individually evaluated for impairment	68,004	7,747	2,574	—	78,325
Ending Balance: collectively evaluated for impairment	4,573,023	4,292,728	441,772	41,857	9,349,380
Ending Balance: PCI Loans	—	1,055	2,001	—	3,056

### Impaired Loans

This table provides an analysis of impaired loans by class for the year ended December 31, 2017 (in thousands):

	As of December 31, 2017					
	Unpaid Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
Commercial:						
Commercial	\$ 84,749	\$ 44,525	\$ 16,465	\$ 60,990	\$ 6,299	\$ 65,385
Asset-based	—	—	—	—	—	—
Factoring	830	—	830	830	306	207
Commercial – credit card	—	—	—	—	—	—
Real estate:						
Real estate – construction	108	93	—	93	—	148
Real estate – commercial	16,284	7,968	4,477	12,445	3	10,506
Real estate – residential	427	321	97	418	75	221
Real estate – HELOC	—	—	—	—	—	—
Consumer:						
Consumer – credit card	—	—	—	—	—	—
Consumer – other	—	—	—	—	—	8
Leases	—	—	—	—	—	—
Total	<u>\$102,398</u>	<u>\$ 52,907</u>	<u>\$ 21,869</u>	<u>\$ 74,776</u>	<u>\$ 6,683</u>	<u>\$ 76,475</u>

This table provides an analysis of impaired loans by class for the year ended December 31, 2016 (in thousands):

	As of December 31, 2016					
	Unpaid Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
Commercial:						
Commercial	\$ 80,405	\$ 43,260	\$ 31,091	\$ 74,351	\$ 7,866	\$ 69,776
Asset-based	—	—	—	—	—	—
Factoring	—	—	—	—	—	—
Commercial – credit card	—	—	—	—	—	—
Real estate:						
Real estate – construction	510	181	113	294	68	405
Real estate – commercial	18,107	12,303	487	12,790	—	8,956
Real estate – residential	231	230	—	230	—	520
Real estate – HELOC	—	—	—	—	—	79
Consumer:						
Consumer – credit card	—	—	—	—	—	—
Consumer – other	—	—	—	—	—	1,981
Leases	—	—	—	—	—	—
Total	<u>\$ 99,253</u>	<u>\$ 55,974</u>	<u>\$ 31,691</u>	<u>\$ 87,665</u>	<u>\$ 7,934</u>	<u>\$ 81,717</u>

This table provides an analysis of impaired loans by class for the year ended December 31, 2015 (in thousands):

	As of December 31, 2015					
	Unpaid Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
Commercial:						
Commercial	\$ 72,739	\$ 40,648	\$ 27,356	\$ 68,004	\$ 5,668	\$ 41,394
Asset-based	—	—	—	—	—	—
Factoring	—	—	—	—	—	—
Commercial – credit card	—	—	—	—	—	—
Real estate:						
Real estate – construction	782	331	118	449	42	802
Real estate – commercial	7,117	4,891	1,275	6,166	154	7,768
Real estate – residential	1,054	939	—	939	—	1,433
Real estate – HELOC	214	193	—	193	—	162
Consumer:						
Consumer – credit card	—	—	—	—	—	—
Consumer – other	2,574	2,574	—	2,574	—	1,795
Leases	—	—	—	—	—	—
Total	<u>\$ 84,480</u>	<u>\$ 49,576</u>	<u>\$ 28,749</u>	<u>\$ 78,325</u>	<u>\$ 5,864</u>	<u>\$ 53,354</u>

### Troubled Debt Restructurings

A loan modification is considered a troubled debt restructuring (TDR) when a concession had been granted to a debtor experiencing financial difficulties. The Company's modifications generally include interest rate adjustments, principal reductions, and amortization and maturity date extensions. These modifications allow the debtor short-term cash relief to allow them to improve their financial condition. The Company's restructured loans are individually evaluated for impairment and evaluated as part of the allowance for loan loss as described above in the Allowance for Loan Losses section of this note.

The Company had \$3.1 million and \$0.8 million in commitments to lend to borrowers with loan modifications classified as TDRs as of December 31, 2017 and December 31, 2016, respectively. The Company monitors loan payments on an on-going basis to determine if a loan is considered to have a payment default. Determination of payment default involves analyzing the economic conditions that exist for each customer and their ability to generate positive cash flows during the loan term. During the year ended December 31, 2017, there were no TDRs with payment defaults. There was an immaterial amount of interest recognized on loans classified as TDRs during 2017 and 2016.

For the year ended December 31, 2017, the Company had one residential real estate TDR with a pre-modification loan balance of \$97 thousand and a post-modification loan balance of \$98 thousand, and one commercial TDR with a pre- and post-modification loan balance of \$7.2 million. For the year ended December 31, 2016, the Company had three commercial TDRs with pre- and post-modification balances totaling \$24.8 million.

#### 4. SECURITIES

##### Securities Available for Sale

*This table provides detailed information about securities available for sale at December 31, 2017 and 2016 (in thousands):*

	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
<b>2017</b>				
U.S. Treasury	\$ 40,092	\$ —	\$ (1,449)	\$ 38,643
U.S. Agencies	14,762	—	(10)	14,752
Mortgage-backed	3,719,369	1,914	(72,040)	3,649,243
State and political subdivisions	2,546,517	11,965	(15,809)	2,542,673
Corporates	13,278	—	(12)	13,266
Total	<u>\$6,334,018</u>	<u>\$ 13,879</u>	<u>\$ (89,320)</u>	<u>\$6,258,577</u>
<b>2016</b>				
U.S. Treasury	\$ 95,315	\$ 37	\$ (1,526)	\$ 93,826
U.S. Agencies	198,158	67	(48)	198,177
Mortgage-backed	3,773,090	7,069	(68,460)	3,711,699
State and political subdivisions	2,425,155	7,391	(36,789)	2,395,757
Corporates	66,997	5	(127)	66,875
Total	<u>\$6,558,715</u>	<u>\$ 14,569</u>	<u>\$ (106,950)</u>	<u>\$6,466,334</u>

*The following table presents contractual maturity information for securities available for sale at December 31, 2017 (in thousands):*

	<b>Amortized Cost</b>	<b>Fair Value</b>
Due in 1 year or less	\$ 288,991	\$ 288,776
Due after 1 year through 5 years	1,128,445	1,126,389
Due after 5 years through 10 years	834,047	832,221
Due after 10 years	363,166	361,948
Total	<u>2,614,649</u>	<u>2,609,334</u>
Mortgage-backed securities	<u>3,719,369</u>	<u>3,649,243</u>
Total securities available for sale	<u>\$6,334,018</u>	<u>\$6,258,577</u>

Securities may be disposed of before contractual maturities due to sales by the Company or because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

Proceeds from the sales of securities available for sale were \$578.5 million, \$951.3 million, and \$946.0 million for 2017, 2016, and 2015, respectively. Securities transactions resulted in gross realized gains of \$4.2

million for 2017, \$8.5 million for 2016, and \$10.5 million for 2015. The gross realized losses were \$10 thousand for 2017, \$1 thousand for 2016, and \$100 thousand for 2015.

Securities available for sale with a fair value of \$5.7 billion at both December 31, 2017 and December 31, 2016, were pledged to secure U.S. Government deposits, other public deposits, certain trust deposits, derivative transactions, and repurchase agreements. Of this amount, securities with a fair value of \$1.8 billion at both December 31, 2017 and December 31, 2016 were pledged at the Federal Reserve Discount Window but were unencumbered as of those dates.

*The following table shows the Company's available for sale investments' gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at December 31, 2017 and 2016 (in thousands).*

	<u>Less than 12 months</u>		<u>12 months or more</u>		<u>Total</u>	
	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>
<b>2017</b>						
<b>Description of Securities</b>						
U.S. Treasury	\$ 9,851	\$ (64)	\$ 28,792	\$ (1,385)	\$ 38,643	\$ (1,449)
U.S. Agencies	14,553	(10)	—	—	14,553	(10)
Mortgage-backed	1,990,006	(19,980)	1,562,333	(52,060)	3,552,339	(72,040)
State and political subdivisions	1,076,930	(7,325)	376,560	(8,484)	1,453,490	(15,809)
Corporates	13,266	(12)	—	—	13,266	(12)
Total temporarily-impaired debt securities available for sale	<u>\$3,104,606</u>	<u>\$ (27,391)</u>	<u>\$1,967,685</u>	<u>\$ (61,929)</u>	<u>\$5,072,291</u>	<u>\$ (89,320)</u>
	<u>Less than 12 months</u>		<u>12 months or more</u>		<u>Total</u>	
	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>
<b>2016</b>						
<b>Description of Securities</b>						
U.S. Treasury	\$ 48,678	\$ (1,526)	\$ —	\$ —	\$ 48,678	\$ (1,526)
U.S. Agencies	103,979	(34)	9,989	(14)	113,968	(48)
Mortgage-backed	2,735,868	(55,035)	269,637	(13,425)	3,005,505	(68,460)
State and political subdivisions	1,748,922	(36,639)	8,565	(150)	1,757,487	(36,789)
Corporates	41,966	(90)	17,982	(37)	59,948	(127)
Total temporarily-impaired debt securities available for sale	<u>\$4,679,413</u>	<u>\$ (93,324)</u>	<u>\$306,173</u>	<u>\$ (13,626)</u>	<u>\$4,985,586</u>	<u>\$ (106,950)</u>

The unrealized losses in the Company's investments in U.S. treasury obligations, U.S. government agencies, GSE mortgage-backed securities, municipal securities, and corporates were caused by changes in the interest rate environment. The Company does not have the intent to sell these securities and does not believe it is more likely than not that the Company will be required to sell these securities before a recovery of amortized cost. The Company expects to recover its cost basis in the securities and does not consider these investments to be other-than-temporarily impaired at December 31, 2017.



## Securities Held to Maturity

The following table shows the Company's held to maturity investments' amortized cost, fair value, and gross unrealized gains and losses at December 31, 2017 and net unrealized gains, aggregated by maturity category, at December 31, 2016, respectively (in thousands).

	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
<b>2017</b>				
<u>State and political subdivisions:</u>				
Due in 1 year or less	\$ 2,275	\$ 3	\$ (24)	\$ 2,254
Due after 1 year through 5 years	100,648	3,111	(2,834)	100,925
Due after 5 years through 10 years	372,234	5,006	(14,117)	363,123
Due after 10 years	785,857	6,952	(51,664)	741,145
Total state and political subdivisions	<u>\$1,261,014</u>	<u>\$ 15,072</u>	<u>\$ (68,639)</u>	<u>\$1,207,447</u>
<b>2016</b>				
<u>State and political subdivisions:</u>				
Due in 1 year or less	\$ 6,077	\$ 5	\$ (947)	\$ 5,135
Due after 1 year through 5 years	82,650	2,376	(1,474)	83,552
Due after 5 years through 10 years	341,741	8,854	(3,021)	347,574
Due after 10 years	685,464	15,717	(31,415)	669,766
Total state and political subdivisions	<u>\$1,115,932</u>	<u>\$ 26,952</u>	<u>\$ (36,857)</u>	<u>\$1,106,027</u>

Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

There were no sales of securities held to maturity during 2017, 2016, or 2015.

The unrealized losses in the Company's held to maturity portfolio were caused by changes in the interest rate environment. The underlying bonds are subject to a risk-ranking process similar to the Company's loan portfolio and evaluated for impairment if deemed necessary. The Company does not have the intent to sell these securities and does not believe it is more likely than not that the Company will be required to sell these securities before a recovery of amortized cost. The Company expects to recover its cost basis in the securities and does not consider these investments to be other-than-temporarily impaired as of December 31, 2017.

## Trading Securities

The net unrealized gains on trading securities at December 31, 2017, 2016, and 2015 were \$188 thousand, \$233 thousand, and \$8 thousand, respectively. Net unrealized gains/losses are included in trading and investment banking income on the Consolidated Statements of Income.

## Other Securities

The table below provides detailed information for Federal Reserve Bank stock and Federal Home Loan Bank stock and other securities at December 31, 2017 and 2016 (in thousands):

	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
<b>2017</b>				
FRB and FHLB stock	\$ 33,262	\$ —	\$ —	\$ 33,262
Other securities – marketable	3	4,637	—	4,640
Other securities – non-marketable	26,606	1,389	—	27,995
Total Federal Reserve Bank stock and other	<u>\$ 59,871</u>	<u>\$ 6,026</u>	<u>\$ —</u>	<u>\$ 65,897</u>
	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
<b>2016</b>				
FRB and FHLB stock	\$ 33,262	\$ —	\$ —	\$ 33,262
Other securities – marketable	4	9,948	—	9,952
Other securities – non-marketable	24,272	820	—	25,092
Total Federal Reserve Bank stock and other	<u>\$ 57,538</u>	<u>\$ 10,768</u>	<u>\$ —</u>	<u>\$ 68,306</u>

Investment in FRB stock is based on the capital structure of the investing bank, and investment in FHLB stock is mainly tied to the level of borrowings from the FHLB. These holdings are carried at cost. Other marketable and non-marketable securities include PCM alternative investments in hedge funds and private equity funds, which are accounted for as equity-method investments. The fair value of other marketable securities includes alternative investment securities of \$4.6 million at December 31, 2017 and \$10.0 million at December 31, 2016. The fair value of other non-marketable securities includes alternative investment securities of \$3.4 million at December 31, 2017 and \$2.0 million at December 31, 2016. Unrealized gains or losses on alternative investments are recognized in the Equity (losses) earnings on alternative investments line of the Company's Consolidated Statements of Income.

### 5. SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL

The Company regularly enters into agreements for the purchase of securities with simultaneous agreements to resell (resell agreements). The agreements permit the Company to sell or repledge these securities. Resell agreements were \$186.5 million and \$323.4 million at December 31, 2017 and 2016, respectively. The Company obtains possession of collateral with a market value equal to or in excess of the principal amount loaned under resell agreements.

### 6. LOANS TO OFFICERS AND DIRECTORS

Certain executive officers and directors of the Company and the Bank, including companies in which those persons are principal holders of equity securities or are general partners, borrow in the normal course of business from the Bank. All such loans have been made on substantially the same terms, including interest rates and collateral, as those prevailing at the same time for comparable transactions with unrelated parties. In addition, all such loans are current as to repayment terms. In 2016, the composition of the Bank board of directors changed, with membership of the Bank board mirroring membership of the Company's board. This change resulted in a significant reduction of the number of loans to officers and directors, totaling \$501.4 million for the year-ended December 31, 2016. During the year ended December 31, 2017, changes in the composition of the Bank board of directors resulted in a reduction of \$101.0 million in the reportable loans to officers and directors.

For the years 2017 and 2016, an analysis of activity with respect to such aggregate loans to related parties appears below (in thousands):

	Year Ended December 31,	
	2017	2016
Balance – beginning of year	\$ 321,392	\$ 710,085
New loans	61,697	125,868
Repayments	(94,378)	(13,148)
Reduction due to change in reportable loans	(101,049)	(501,413)
Balance – end of year	<u>\$ 187,662</u>	<u>\$ 321,392</u>

## 7. GOODWILL AND OTHER INTANGIBLES

Changes in the carrying amount of goodwill for the years ended December 31, 2017 and December 31, 2016 by operating segment are as follows (in thousands):

	Bank	Institutional Investment Management	Asset Servicing	Total
	Balances as of January 1, 2017	\$ 161,391	\$ 47,529	\$ 19,476
Discontinued assets	—	(47,529)	—	(47,529)
Balances as of December 31, 2017	<u>\$ 161,391</u>	<u>\$ —</u>	<u>\$ 19,476</u>	<u>\$ 180,867</u>
Balances as of January 1, 2016	\$ 161,341	\$ 47,529	\$ 19,476	\$ 228,346
Acquisition of Marquette	50	—	—	50
Discontinued assets	—	(47,529)	—	(47,529)
Balances as of December 31, 2016	<u>\$ 161,391</u>	<u>\$ —</u>	<u>\$ 19,476</u>	<u>\$ 180,867</u>

Following are the intangible assets that continue to be subject to amortization as of December 31, 2017 and 2016 (in thousands):

	As of December 31, 2017			
	Core Deposit Intangible Assets	Customer Relationships	Other Intangible Assets	Total
Gross Carrying Amount	\$ 50,059	\$ 71,342	\$ 3,254	\$ 124,655
Accumulated Amortization	42,209	58,935	3,254	104,398
Net Carrying Amounts	<u>\$ 7,850</u>	<u>\$ 12,407</u>	<u>\$ —</u>	<u>\$ 20,257</u>
	As of December 31, 2016			
	Core Deposit Intangible Assets	Customer Relationships	Other Intangible Assets	Total
Gross Carrying Amount	\$ 47,527	\$ 74,243	\$ 3,254	\$ 125,024
Accumulated Amortization	39,040	56,352	3,002	98,394
Net Carrying Amounts	<u>\$ 8,487</u>	<u>\$ 17,891</u>	<u>\$ 252</u>	<u>\$ 26,630</u>

Amortization expense for the years ended December 31, 2017, 2016, and 2015 was \$7.3 million, \$8.7 million and \$8.2 million, respectively. The following table discloses the estimated amortization expense of intangible assets in future years (in thousands):

For the year ending December 31, 2018	\$	5,713
For the year ending December 31, 2019		4,714
For the year ending December 31, 2020		3,759
For the year ending December 31, 2021		2,755
For the year ending December 31, 2022		1,815

## 8. PREMISES AND EQUIPMENT

*Premises and equipment consisted of the following (in thousands):*

	<b>December 31,</b>	
	<b>2017</b>	<b>2016</b>
Land	\$ 46,415	\$ 45,634
Buildings and leasehold improvements	328,384	325,510
Equipment	148,425	150,955
Software	186,269	178,527
Total	<u>709,493</u>	<u>700,626</u>
Accumulated depreciation	(300,103)	(288,956)
Accumulated amortization	<u>(133,448)</u>	<u>(122,663)</u>
Premises and equipment, net	<u>\$ 275,942</u>	<u>\$ 289,007</u>

Premises and equipment depreciation and amortization expenses were \$45.6 million in 2017, \$41.9 million in 2016, and \$40.2 million in 2015. Rental and operating lease expenses were \$14.8 million in 2017, \$14.6 million in 2016, and \$14.1 million in 2015.

*Minimum future rental commitments as of December 31, 2017, for all non-cancelable operating leases are as follows (in thousands):*

2018	\$	11,163
2019		10,892
2020		10,193
2021		8,044
2022		7,517
Thereafter		<u>31,219</u>
Total		<u>\$ 79,028</u>

## 9. BORROWED FUNDS

The components of the Company's short-term and long-term debt are as follows (in thousands):

	December 31,	
	2017	2016
Long-term debt:		
Trust Preferred Securities:		
Marquette Capital Trust I subordinated debentures 2.69% due 2036	16,636	16,356
Marquette Capital Trust II subordinated debentures 2.69% due 2036	17,285	17,020
Marquette Capital Trust III subordinated debentures 3.17% due 2036	6,804	6,705
Marquette Capital Trust IV subordinated debentures 2.92% due 2036	27,560	27,174
Kansas Equity Fund IV, L.P. 0% due 2017	—	2
Kansas Equity Fund V, L.P. 0% due 2017	—	7
Kansas Equity Fund VI, L.P. 0% due 2017	—	23
Kansas Equity Fund IX, L.P. 0% due 2023	133	202
Kansas Equity Fund X, L.P. 0% due 2021	207	272
Kansas City Equity Fund 2009, L.L.C. 0% due 2017	—	10
St. Louis Equity Fund 2007 L.L.C. 0% due 2019	13	13
St. Louis Equity Fund 2009 L.L.C. 0% due 2017	—	95
St. Louis Equity Fund 2012 L.L.C. 0% due 2020	163	243
St. Louis Equity Fund 2013 L.L.C. 0% due 2021	859	1,168
St. Louis Equity Fund 2014 L.L.C. 0% due 2022	1,209	1,507
St. Louis Equity Fund 2015, L.L.C. 0% due 2023	759	908
MHEG Community Fund 41, L.P. 0% due 2024	680	815
MHEG Community Fund 43, L.P. 0% due 2026	1,165	1,362
MHEG Community Fund 45, L.P. 0% due 2027	1,353	1,409
MHEG Community Fund 47, L.P. 0% due 2028	1,485	1,481
MHEG Community Fund 49, L.P. 0% due 2034	2,970	—
Total long-term debt	<u>79,281</u>	<u>76,772</u>
Total borrowed funds	<u>\$ 79,281</u>	<u>\$ 76,772</u>

Aggregate annual repayments of long-term debt at December 31, 2017, are as follows (in thousands):

2018	\$ 1,519
2019	1,678
2020	1,896
2021	1,565
2022	1,183
Thereafter	<u>71,440</u>
Total	<u>\$ 79,281</u>

The Company assumed long-term debt obligations with an aggregate balance of \$103.1 million and an aggregate fair value of \$65.5 million as of the acquisition date of May 31, 2015, payable to four unconsolidated trusts (Marquette Capital Trust I, Marquette Capital Trust II, Marquette Capital Trust III, and Marquette Capital Trust IV) that previously issued trust preferred securities. Interest rates on trust preferred securities are tied to the three-month LIBOR rate with spreads ranging from 133 basis points to 160 basis points and reset quarterly. The trust preferred securities have maturity dates ranging from January 2036 to September 2036.

The Company is a member bank of the FHLB of Des Moines. Through this relationship, the Company purchased \$10.0 million of FHLB stock and has access to additional liquidity and funding sources through FHLB advances. The Company's borrowing capacity is dependent upon the amount of collateral the Company places at the FHLB. As of December 31, 2017, the FHLB had issued three 30-day letters of credit totaling \$300.0 million on behalf of the Company to secure public fund deposits, all of which expired in January 2018. The letters of credit reduced the Company's borrowing capacity with the FHLB from \$2.0 billion to \$1.7 billion as of December 31, 2017. The Company had no outstanding FHLB advances at FHLB of Des Moines as of December 31, 2017.

The Company has a revolving line of credit with Wells Fargo Bank, N.A. which allows the Company to borrow up to \$50.0 million for general working capital purposes. The interest rate applied to borrowed balances will be at the Company's option either 1.00 percent above LIBOR or 1.75 percent below the prime rate on the date of an advance. The Company pays 0.3 percent unused commitment fee for unused portions of the line of credit. The Company currently has no outstanding balance on this line of credit.

The Company enters into sales of securities with simultaneous agreements to repurchase (repurchase agreements). The Company utilizes repurchase agreements to facilitate the needs of customers and to facilitate secured short-term funding needs. Repurchase agreements are stated at the amount of cash received in connection with the transaction. The Company monitors collateral levels on a continuous basis and may be required to provide additional collateral based on the fair value of the underlying securities. Securities pledged as collateral under repurchase agreements are maintained with the Company's safekeeping agents. The amounts received under these agreements represent short-term borrowings. The amount outstanding at December 31, 2017, was \$1.2 billion (with accrued interest payable of \$197 thousand). The amount outstanding at December 31, 2016, was \$1.4 billion (with accrued interest payable of \$80 thousand).

*The carrying amounts and market values of the securities and the related repurchase liabilities and weighted average interest rates of the repurchase liabilities (grouped by maturity of the repurchase agreements) were as follows as of December 31, 2017 (in thousands):*

	As of December 31, 2017		
	Securities Market Value	Repurchase Liabilities	Weighted Average Interest Rate
<b>Maturity of the Repurchase Liabilities</b>			
On Demand	\$ 1,004	\$ 1,000	2.49%
2 to 30 days	1,233,478	1,248,370	1.10
Over 90 Days	—	—	—
Total	<u>\$ 1,234,482</u>	<u>\$ 1,249,370</u>	<u>1.10%</u>

*The table below presents the remaining contractual maturities of repurchase agreements outstanding at December 31, 2017, in addition to the various types of marketable securities that have been pledged as collateral for these borrowings (in thousands).*

	As of December 31, 2017			
	Remaining Contractual Maturities of the Agreements			
Repurchase agreements, secured by:	On Demand	2-29 days	Over 90 Days	Total
U.S. Treasury	\$ —	\$ 14,743	\$ —	\$ 14,743
U.S. Agency	1,000	1,233,627	—	1,234,627
Total repurchase agreements	<u>\$ 1,000</u>	<u>\$ 1,248,370</u>	<u>\$ —</u>	<u>\$ 1,249,370</u>

## 10. REGULATORY REQUIREMENTS

Payment of dividends by the Bank to the parent company is subject to various regulatory restrictions. For national banks, the governing regulatory agency must approve the declaration of any dividends generally in excess of the sum of net income for that year and retained net income for the preceding two years.

The Bank maintains a reserve balance with the FRB as required by law. During 2017, this amount averaged \$303.8 million, compared to \$297.4 million in 2016.

In July 2013, the FRB approved a final rule to implement in the United States the Basel III regulatory capital reforms from the Basel Committee on Banking Supervision and certain changes required by the Dodd-Frank Act. The final rule included a new minimum ratio of common equity tier 1 capital to risk-weighted assets of 4.5% and a common equity tier 1 capital conservation buffer of 2.5% of risk-weighted assets. The final rule also adjusted the methodology for calculating risk-weighted assets to enhance risk sensitivity. Beginning January 1, 2015, the Company was required to be compliant with revised minimum regulatory capital ratios and began the transitional period for definitions of regulatory capital and regulatory capital adjustments and deductions established under the final rule. Compliance with the risk-weighted asset calculations was required on January 1, 2015 and the Company is in compliance with the increased capital standards.

At December 31, 2017, the Company is required to have minimum common equity tier 1, tier 1, and total capital ratios of 4.5%, 6.0% and 8.0%, respectively. The Company's actual ratios at that date were 12.95%, 12.95% and 14.04%, respectively. The Company is required to have a minimum leverage ratio of 4.0%, and the leverage ratio at December 31, 2017, was 9.94%.

As of December 31, 2017, the most recent notification from the OCC categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well-capitalized the Bank must maintain total risk-based, tier 1 risk-based, common equity tier 1, and tier 1 leverage ratios of 10.0%, 8.0%, 6.5%, and 5.0%, respectively. There are no conditions or events that have occurred since the receipt of the most recent notification that management believes have changed the Bank's categorization.

In addition, under amendments to the BHCA introduced by the Dodd-Frank Act and commonly known as the Volcker Rule, the Company and its subsidiaries are subject to extensive limits on proprietary trading and on owning or sponsoring hedge funds and private-equity funds. The limits on proprietary trading are largely focused on purchases or sales of financial instruments by a banking entity as principal primarily for the purpose of short-term resale, benefitting from actual or expected short-term price movements, or realizing short-term arbitrage profits. The limits on owning or sponsoring hedge funds and private-equity funds are designed to ensure that banking entities generally maintain only small positions in managed or advised funds and are not exposed to significant losses arising directly or indirectly from them. The Volcker Rule also provides for increased capital charges, quantitative limits, rigorous compliance programs, and other restrictions on permitted proprietary trading and fund activities, including a prohibition on transactions with a covered fund that would constitute a covered transaction under Sections 23A and 23B of the Federal Reserve Act. The fund activities of the Company and its subsidiaries are in conformance with the Volcker Rule, which became effective July 21, 2015.

Actual capital amounts as well as required and well-capitalized common equity tier 1, tier 1, total and tier 1 leverage ratios as of December 31, 2017 and 2016 for the Company and the Bank are as follows (in thousands):

	2017					
	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Common Equity Tier 1 Capital:						
UMB Financial Corporation	\$2,041,504	12.95%	\$ 709,309	4.50%	\$ N/A	N/A%
UMB Bank, n. a.	1,750,297	11.19	704,062	4.50	1,016,979	6.50
Tier 1 Capital:						
UMB Financial Corporation	2,041,504	12.95	945,746	6.00	N/A	N/A
UMB Bank, n. a.	1,750,297	11.19	938,750	6.00	1,251,666	8.00
Total Capital:						
UMB Financial Corporation	2,213,050	14.04	1,260,994	8.00	N/A	N/A
UMB Bank, n. a.	1,853,558	11.85	1,251,666	8.00	1,564,583	10.00
Tier 1 Leverage:						
UMB Financial Corporation	2,041,504	9.94	821,527	4.00	N/A	N/A
UMB Bank, n. a.	1,750,297	8.57	816,859	4.00	1,021,073	5.00
	2016					
Common Equity Tier 1 Capital:						
UMB Financial Corporation	\$1,789,581	11.80%	\$ 682,428	4.50%	\$ N/A	N/A%
UMB Bank, n. a.	1,613,024	10.73	676,357	4.50	976,960	6.50
Tier 1 Capital:						
UMB Financial Corporation	1,789,581	11.80	909,903	6.00	N/A	N/A
UMB Bank, n. a.	1,613,024	10.73	901,809	6.00	1,202,412	8.00
Total Capital:						
UMB Financial Corporation	1,951,078	12.87	1,213,205	8.00	N/A	N/A
UMB Bank, n. a.	1,707,265	11.36	1,202,412	8.00	1,503,016	10.00
Tier 1 Leverage:						
UMB Financial Corporation	1,789,581	9.09	787,604	4.00	N/A	N/A
UMB Bank, n. a.	1,613,024	8.24	782,638	4.00	978,297	5.00

## 11. EMPLOYEE BENEFITS

The Company has a discretionary noncontributory profit sharing plan, which features an employee stock ownership plan. This plan is for the benefit of substantially all eligible officers and employees of the Company and its subsidiaries. The Company has accrued and anticipates making a discretionary payment of \$4.0 million in March 2018, for 2017. A \$1.5 million contribution was paid in 2017, for 2016. A \$1.5 million contribution was paid in 2016, for 2015.

The Company has a qualified 401(k) profit sharing plan that permits participants to make contributions by salary deduction. The Company made a matching contribution to this plan of \$6.7 million in 2017, for 2016 and \$6.4 million in 2016, for 2015. The Company anticipates making a matching contribution of \$7.2 million in March 2018, for 2017.

The Company recognized \$2.5 million, \$2.1 million, and \$2.2 million in expense related to outstanding stock options and \$10.4 million, \$9.2 million, and \$8.1 million in expense related to outstanding restricted stock grants for the years ended December 31, 2017, 2016, and 2015, respectively. The Company had \$4.7 million of unrecognized compensation expense related to the outstanding options and \$17.3 million of unrecognized compensation expense related to outstanding restricted stock grants at December 31, 2017.



## 2002 Incentive Stock Option Plan

On April 18, 2002, the shareholders of the Company approved the 2002 Incentive Stock Options Plan (the 2002 Plan), which provides incentive options to certain key employees to receive up to 2 million common shares of the Company. All options that are issued under the 2002 Plan terminate after 10 years (except for any option granted to a person holding more than 10 percent of the Company's stock, in which case the option terminates after five years). All options issued prior to 2005, under the 2002 Plan, could not be exercised until at least four years and 11 months after the date they are granted. Options issued in 2006, 2007, and 2008 under the 2002 Plan, have a vesting schedule of 50 percent after three years; 75 percent after four years and 100 percent after four years and 11 months. Except under circumstances of death, disability or certain retirements, the options cannot be exercised after the grantee has left the employment of the Company or its subsidiaries. The exercise period for an option may be accelerated upon the optionee's qualified disability, retirement or death. All options expire at the end of the exercise period. Options are granted at exercise prices of no less than 100 percent of the fair market value of the underlying shares based on the fair value of the option at date of grant. On January 25, 2011, the Board amended and froze the 2002 Plan such that no shares of Company stock shall thereafter be available for grants under the 2002 Plan. Existing awards granted under the 2002 Plan will continue in accordance with their terms under the 2002 Plan. The 2002 Plan expired without modification on April 17, 2012.

*The table below discloses the information relating to option activity in 2017, under the 2002 Plan:*

	Number of Shares	Weighted Average Price Per Share	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
<b>Stock Options Under the 2002 Plan</b>				
Outstanding - December 31, 2016	91,461	\$ 39.63		
Granted	—	—		
Expired	(4,304)	38.65		
Exercised	(55,471)	38.96		
Outstanding - December 31, 2017	<u>31,686</u>	<u>\$ 40.93</u>	<u>0.9</u>	<u>\$ 981,949</u>
Exercisable - December 31, 2017	<u>31,686</u>	<u>\$ 40.93</u>	<u>0.9</u>	<u>\$ 981,949</u>

No options were granted under the 2002 Plan during 2017, 2016, or 2015. The total intrinsic value of options exercised during the year ended December 31, 2017, 2016, and 2015 was \$2.0 million, \$2.3 million, and \$1.1 million, respectively. As of December 31, 2017, there was no unrecognized compensation cost related to the nonvested options.

## Long-Term Incentive Compensation Plan

At the April 26, 2005, shareholders' meeting, the shareholders of the Company approved the UMB Financial Corporation Long-Term Incentive Compensation Plan (LTIP) which became effective as of January 1, 2005. The LTIP permits the issuance to selected officers of the Company service-based restricted stock grants, performance-based restricted stock grants and non-qualified stock options. Service-based restricted stock grants contain a service requirement. The performance-based restricted grants contain performance and service requirements. The non-qualified stock option grants contain a service requirement.

At the April 23, 2013 shareholders' meeting, the shareholders of the Company approved amendments to the LTIP Plan, including increasing the number of shares of the Company's stock reserved for issuance under the Plan from 5.25 million shares to 7.44 million shares. Additionally, the shareholders approved increasing the maximum benefits any one eligible employee may receive under the plan during any one fiscal year from \$1 million to \$2 million taking into account the value of all stock options and restricted stock received.

The service-based restricted stock grants contain a service requirement with varying vesting schedules. The majority of these grants issued prior to 2016 utilize a vesting schedule in which 50 percent of the shares vest after three years of service, 75 percent after four years of service and 100 percent after five years of service. The majority of these grants issued in 2016 and beyond utilize a vesting schedule in which 50 percent of the shares vest after two years of service, 75 percent after three years of service and 100 percent after four years of service. Certain other

grants utilize vesting schedules in which the grants vest ratably over the requisite service period or contain a three-year cliff vesting.

The performance-based restricted stock grants contain a service and a performance requirement. The performance requirement is based on a predetermined performance requirement over a three year period. The service requirement portion is a three year cliff vesting. If the performance requirement is not met, the participants do not receive the shares.

The dividends on service and performance-based restricted stock grants are treated as two separate transactions. First, cash dividends are paid on the restricted stock. Those cash dividends are then paid to purchase additional shares of restricted stock. Dividends earned as additional shares of restricted stock have the same terms as the associated grant. The dividends paid on the stock are recorded as a reduction to retained earnings (similar to all dividend transactions).

*The table below discloses the status of the service-based restricted shares during 2017:*

	<b>Number of Shares</b>	<b>Weighted Average Grant Date Fair Value</b>
<b>Service-Based Restricted Stock</b>		
Nonvested - December 31, 2016	524,515	\$ 50.74
Granted	100,671	75.00
Canceled	(25,244)	55.85
Vested	<u>(129,809)</u>	<u>51.72</u>
Nonvested - December 31, 2017	<u>470,133</u>	<u>\$ 55.39</u>

As of December 31, 2017, there was \$14.2 million of unrecognized compensation cost related to the nonvested shares. The cost is expected to be recognized over a period of 2.3 years. Total fair value of shares vested during the year ended December 31, 2017, 2016, and 2015 was \$9.9 million, \$7.4 million, and \$7.2 million, respectively.

*The table below discloses the status of the performance-based restricted shares during 2017:*

	<b>Number of Shares</b>	<b>Weighted Average Grant Date Fair Value</b>
<b>Performance-Based Restricted Stock</b>		
Nonvested - December 31, 2016	118,686	\$ 50.67
Granted	42,078	75.25
Canceled	(6,942)	54.20
Vested	<u>(18,608)</u>	<u>57.40</u>
Nonvested - December 31, 2017	<u>135,214</u>	<u>\$ 57.22</u>

As of December 31, 2017, there was \$3.1 million of unrecognized compensation cost related to the nonvested shares. The cost is expected to be recognized over a period of 1.7 years. Total fair value of shares vested during the years ended December 31, 2017, 2016 and 2015, was \$1.4 million, \$1.0 million and \$1.9 million, respectively.

The non-qualified stock options carry a service requirement and grants issued prior to 2016 will vest 50 percent after three years, 75 percent after four years and 100 percent after five years, while grants issued in 2016 and beyond will vest 50 percent after two years, 75 percent after three years and 100 percent after four years.

The table below discloses the information relating to non-qualified option activity in 2017 under the LTIP:

	Number of Shares	Weighted Average Price Per Share	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
<b>Stock Options Under the LTIP</b>				
Outstanding - December 31, 2016	1,163,849	\$ 47.10		
Granted	151,279	75.25		
Canceled	(18,291)	53.22		
Expired	(678)	49.97		
Exercised	(248,698)	42.57		
Outstanding - December 31, 2017	<u>1,047,461</u>	<u>\$ 52.13</u>	<u>6.4</u>	<u>\$ 20,722,166</u>
Exercisable - December 31, 2017	<u>345,811</u>	<u>\$ 44.89</u>	<u>4.0</u>	<u>\$ 9,348,718</u>

The Company uses the Black-Scholes pricing model to determine the fair value of its options. The assumptions for stock-based awards in the past three years utilized in the model are shown in the table below.

	<u>2017</u>	<u>2016</u>	<u>2015</u>
<b>Black-Scholes pricing model:</b>			
Weighted average fair value of the granted option	\$ 17.88	\$ 9.90	\$ 11.95
Weighted average risk-free interest rate	1.29%	1.30%	1.62%
Expected option life in years	6.25	6.25	6.25
Expected volatility	24.41%	25.71%	26.73%
Expected dividend yield	2.03%	2.02%	1.74%

The expected option life is derived from historical exercise patterns and represents the amount of time that options granted are expected to be outstanding. The expected volatility is based on historical volatilities of the Company's stock. The risk-free interest rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

The weighted average grant-date fair value of options granted during the years 2017, 2016, and 2015 was \$17.88, \$9.90, and \$11.95, respectively. The total intrinsic value of options exercised during the years ended December 31, 2017, 2016 and 2015, was \$8.1 million, \$5.8 million and \$2.6 million, respectively. As of December 31, 2017, there was \$4.7 million of unrecognized compensation cost related to the nonvested options. The cost is expected to be recognized over a period of 2.4 years.

Cash received from options exercised under all share based compensation plans was \$12.7 million, \$15.8 million, and \$10.5 million for the years ended December 31, 2017, 2016, and 2015, respectively. The tax benefit realized for stock options exercised was \$3.6 million and \$1.1 million for the years ended December 31, 2017 and 2016, respectively. The 2016 and 2017 tax benefits were recognized in the Company's Consolidated Statements of Income due to the Company's adoption of ASU No. 2016-09 with an effective date of January 1, 2016. See further discussion of this ASU in Note 2, "New Accounting Pronouncements." The tax benefit realized for stock options exercised in 2015 was \$0.9 million, which was recognized in the Company's Consolidated Statements of Changes in Shareholder's Equity.

The Company has no specific policy to repurchase common shares to mitigate the dilutive impact of options; however, the Company has historically made adequate discretionary repurchases of common shares in an amount that exceeds stock option exercise activity. See a description of the Company's share repurchase plan in Note 13, "Common Stock and Earnings Per Share," in the Notes to the Consolidated Financial Statements provided in Item 8, page 89 of this report.

## **12. BUSINESS SEGMENT REPORTING**

The Company has strategically aligned its operations into the following two reportable segments (collectively, "Business Segments"): Bank and Asset Servicing. Senior executive officers regularly evaluate business segment

financial results produced by the Company's internal reporting system in deciding how to allocate resources and assess performance for individual Business Segments. Previously, the Company had the following four Business Segments: Bank, Institutional Investment Management, Asset Servicing, and Payment Solutions. In the first quarter of 2016, the Company merged the Payment Solutions segment into the Bank segment to better reflect how the core businesses, products and services are being evaluated by management currently. The Company's Payment Solutions leadership structure and financial performance assessments are now included in the Bank segment, and accordingly, the reportable segments were realigned to reflect these changes. Additionally, during 2017, the Company sold all of the outstanding stock of Scout, its institutional investment management subsidiary. As the operations of Scout are now included in discontinued operations, the Company no longer presents this segment's operations as one of its business segments. The Company's reportable segments include certain corporate overhead, technology and service costs that are allocated based on methodologies that are applied consistently between periods. For comparability purposes, amounts in all periods are based on methodologies in effect at December 31, 2017. Previously reported results have been reclassified in this filing to conform to the current organizational structure.

The following summaries provide information about the activities of each segment:

The *Bank* provides a full range of banking services to commercial, retail, government and correspondent bank customers through the Company's branches, call center, internet banking, and ATM network. Services include traditional commercial and consumer banking, treasury management, leasing, foreign exchange, consumer and commercial credit and debit card, prepaid debit card solutions, healthcare services, institutional cash management, merchant bankcard, wealth management, brokerage, insurance, capital markets, investment banking, corporate trust, and correspondent banking.

*Asset Servicing* provides services to the asset management industry, supporting a range of investment products, including mutual funds, alternative investments and managed accounts. Services include fund administration, fund accounting, investor services, transfer agency, distribution, marketing, custody, alternative investment services, and collective and multiple-series trust services.

## BUSINESS SEGMENT INFORMATION

*Segment financial results were as follows (in thousands):*

	<b>Year Ended December 31, 2017</b>		
	<b>Asset</b>		
	<b>Bank</b>	<b>Servicing</b>	<b>Total</b>
Net interest income	\$ 546,000	\$ 12,913	\$ 558,913
Provision for loan losses	41,000	—	41,000
Noninterest income	328,550	95,012	423,562
Noninterest expense	616,883	88,246	705,129
Income before taxes	216,667	19,679	236,346
Income tax expense	49,522	3,848	53,370
Income from continuing operations	<u>\$ 167,145</u>	<u>\$ 15,831</u>	<u>\$ 182,976</u>
Average assets	\$19,612,450	\$ 783,550	\$20,396,000

	<b>Year Ended December 31, 2016</b>		
	<b>Asset</b>		
	<b>Bank</b>	<b>Servicing</b>	<b>Total</b>
Net interest income	\$ 484,716	\$ 10,607	\$ 495,323
Provision for loan losses	32,500	—	32,500
Noninterest income	309,889	92,622	402,511
Noninterest expense	582,719	84,026	666,745
Income before taxes	179,386	19,203	198,589
Income tax expense	40,406	4,549	44,955
Income from continuing operations	<u>\$ 138,980</u>	<u>\$ 14,654</u>	<u>\$ 153,634</u>
Average assets	\$18,371,950	\$ 1,221,050	\$19,593,000

	<b>Year Ended December 31, 2015</b>		
	<b>Bank</b>	<b>Asset Servicing</b>	<b>Total</b>
	Net interest income	\$ 406,884	\$ 5,183
Provision for loan losses	15,500	—	15,500
Noninterest income	274,376	96,283	370,659
Noninterest expense	555,962	82,976	638,938
Income before taxes	109,798	18,490	128,288
Income tax expense	26,651	5,079	31,730
Income from continuing operations	<u>\$ 83,147</u>	<u>\$ 13,411</u>	<u>\$ 96,558</u>
Average assets	<u>\$16,801,000</u>	<u>\$ 985,000</u>	<u>\$17,786,000</u>

### 13. COMMON STOCK AND EARNINGS PER SHARE

The following table summarizes the share transactions for the three years ended December 31, 2017 (in thousands, except for share data):

	<b>Shares Issued</b>	<b>Shares in Treasury</b>
Balance December 31, 2014	55,056,730	(9,524,542)
Common stock issuance for acquisition	—	3,470,478
Purchase of Treasury Stock	—	(225,894)
Sale of Treasury Stock	—	19,695
Issued for stock options & restricted stock	—	599,899
Balance December 31, 2015	55,056,730	(5,660,364)
Purchase of Treasury Stock	—	(399,677)
Sale of Treasury Stock	—	21,036
Issued for stock options & restricted stock	—	655,331
Balance December 31, 2016	55,056,730	(5,383,674)
Purchase of Treasury Stock	—	(245,982)
Sale of Treasury Stock	—	14,908
Issued for stock options & restricted stock	—	453,008
Balance December 31, 2017	<u>55,056,730</u>	<u>(5,161,740)</u>

As noted in the table above, in 2015, the Company issued 3.5 million shares to the owners of Marquette for the purchase of all of the outstanding shares of Marquette. The owners of Marquette as of the close of business on the acquisition date of May 31, 2015 received 9.2295 shares of the Company's common stock for each share of Marquette common stock owned on that date. The market value of the shares of the Company's common stock issued at the effective time of the merger was approximately \$179.7 million, based on the closing price of the Company's stock of \$51.79 per share on May 29, 2015.

The Board approved a plan to repurchase up to 2 million shares of common stock annually at its 2015, 2016 and 2017 meetings. All open market share purchases under the share repurchase plans are intended to be within the scope of Rule 10b-18 promulgated under the Exchange Act. Rule 10b-18 provides a safe harbor for purchases in a given day if the Company satisfies the manner, timing and volume conditions of the rule when purchasing its own common shares. The Company has not made any repurchases other than through these plans.

Basic earnings per share are computed by dividing income available to common shareholders by the weighted average number of shares outstanding during the year. Diluted earnings per share gives effect to all potential common shares that were outstanding during the year.

The shares used in the calculation of basic and diluted earnings per share, are shown below:

	<b>For the Years Ended December 31,</b>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
Weighted average basic common shares outstanding	49,223,661	48,828,313	47,126,252
Dilutive effect of stock options and restricted stock	615,629	448,742	453,082
Weighted average diluted common shares outstanding	<u>49,839,290</u>	<u>49,277,055</u>	<u>47,579,334</u>

#### **14. COMMITMENTS, CONTINGENCIES AND GUARANTEES**

In the normal course of business, the Company is a party to financial instruments with off-balance-sheet risk in order to meet the financing needs of its customers and to reduce its own exposure to fluctuations in interest rates. These financial instruments include commitments to extend credit, commercial letters of credit, standby letters of credit, and futures contracts. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the Consolidated Balance Sheets. The contract or notional amount of those instruments reflects the extent of involvement the Company has in particular classes of financial instruments.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instruments for commitments to extend credit, commercial letters of credit, and standby letters of credit is represented by the contract or notional amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the agreement. These conditions generally include, but are not limited to, each customer being current as to repayment terms of existing loans and no deterioration in the customer's financial condition. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The interest rate is generally a variable rate. If the commitment has a fixed interest rate, the rate is generally not set until such time as credit is extended. For credit card customers, the Company has the right to change or terminate terms or conditions of the credit card account at any time. Since a large portion of the commitments and unused credit card lines are never actually drawn upon, the total commitment amount does not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on an individual basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation. Collateral pledged by customers varies but may include accounts receivable, inventory, real estate, plant and equipment, stock, securities and certificates of deposit.

Commercial letters of credit are issued specifically to facilitate trade or commerce. Under the terms of a commercial letter of credit, as a general rule, drafts will be drawn when the underlying transaction is consummated as intended.

Standby letters of credit are conditional commitments issued by the Company payable upon the non-performance of a customer's obligation to a third party. The Company issues standby letters of credit for terms ranging from three months to six years. The Company generally requires the customer to pledge collateral to support the letter of credit. The maximum liability to the Company under standby letters of credit at December 31, 2017 and 2016, was \$316.1 million and \$376.6 million, respectively. As of December 31, 2017 and 2016, standby letters of credit totaling \$42.5 million and \$67.4 million, respectively, were with related parties to the Company.

The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities. The Company holds collateral supporting those commitments when deemed necessary. Collateral varies but may include such items as those described for commitments to extend credit.

Futures contracts are contracts for delayed delivery of securities or money market instruments in which the seller agrees to make delivery at a specified future date, of a specified instrument, at a specified yield. Risks arise from the possible inability of counterparties to meet the terms of their contracts and from movement in securities values and interest rates. Instruments used in trading activities are carried at market value and gains and losses on futures contracts are settled in cash daily. Any changes in the market value are recognized in trading and investment banking income.

The Company uses contracts to offset interest rate risk on specific securities held in the trading portfolio. As of December 31, 2017 and 2016, there were no notional amounts outstanding for these contracts. There were no open futures contract positions during the year ended December 31, 2017. Open futures contract positions average notional amount was \$0.4 million during the year ended December 31, 2016. Net futures activity resulted in losses of \$6 thousand and of \$142 thousand and gains of \$35 thousand for 2017, 2016, and 2015, respectively. The Company controls the credit risk of its futures contracts through credit approvals, limits and monitoring procedures.

The Company also enters into foreign exchange contracts on a limited basis. For operating purposes, the Company maintains certain balances in foreign banks. Foreign exchange contracts are purchased on a monthly basis to avoid foreign exchange risk on these foreign balances. The Company will also enter into foreign exchange contracts to facilitate foreign exchange needs of customers. The Company will enter into a contract to buy or sell a foreign currency at a future date only as part of a contract to sell or buy the foreign currency at the same future date to a customer. During 2017, contracts to purchase and to sell foreign currency averaged approximately \$36.8 million compared to \$40.5 million during 2016. The net gains on these foreign exchange contracts for 2017, 2016 and 2015 were \$1.9 million, \$1.6 million and \$1.8 million, respectively.

With respect to group concentrations of credit risk, most of the Company's business activity is with customers in the states of Missouri, Kansas, Colorado, Oklahoma, Nebraska, Arizona, Illinois, and Texas. At December 31, 2017, the Company did not have any significant credit concentrations in any particular industry.

*The following table summarizes the Company's off-balance sheet financial instruments as described above.*

	<b>Contract or Notional Amount</b>	
	<b>December 31,</b>	
	<b>2017</b>	<b>2016</b>
Commitments to extend credit for loans (excluding credit card loans)	\$ 6,689,467	\$ 6,471,404
Commitments to extend credit under credit card loans	2,975,507	2,798,433
Commercial letters of credit	813	1,098
Standby letters of credit	316,054	376,617
Forward contracts	29,007	49,352
Spot foreign exchange contracts	628	3,725

## **15. DIVESTITURES AND ACQUISITIONS**

On November 17, 2017, the Company closed the previously announced sale of all of the outstanding stock of Scout, its institutional investment management subsidiary, for \$172.5 million in cash, which remains subject to customary post-closing purchase adjustments. The gain recorded on the disposal of Scout was \$103.6 million. The Company plans to use the proceeds from the transaction for general corporate purposes and to support its continued organic growth in the commercial, consumer, private wealth, institutional banking, healthcare, and asset servicing businesses.

*This table summarizes the components of income from discontinued operations, net of taxes, for the years ended December 31, 2017, 2016, and 2015 presented in the Consolidated Statements of Income (in thousands):*

	<b>For the years ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
Total noninterest income	\$ 63,416	\$ 73,564	\$ 95,795
Total noninterest expense	65,834	65,149	64,798
(Loss) income from discontinued operations	(2,418)	8,415	30,997
Gain on the disposal of discontinued operations	103,644	—	—
Total income from discontinued operations	101,226	8,415	30,997
Income tax expense	37,097	3,248	11,482
Net income on discontinued operations	<u>\$ 64,129</u>	<u>\$ 5,167</u>	<u>\$ 19,515</u>

The discontinued assets of Scout included on the Consolidated Balance Sheets are as follows (in thousands):

	<u>December 31, 2017</u>	<u>December 31, 2016</u>
Goodwill	\$ —	\$ 47,529
Other intangibles, net	—	7,861
Discontinued assets – goodwill and other intangibles, net	<u>\$ —</u>	<u>\$ 55,390</u>

The components of net cash provided by operating and investing activities of discontinued operations included in the Consolidated Statements of Cash Flows are as follows (in thousands):

	<b>For the years ended December 31,</b>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
Income from discontinued operations	\$ 64,129	\$ 5,167	\$ 19,515
Gain on the disposal of discontinued operations	(103,644)	—	—
Depreciation and amortization	1,647	3,596	3,919
Net cash (used in) provided by operating activities of discontinued operations	<u>\$ (37,868)</u>	<u>\$ 8,763</u>	<u>\$ 23,434</u>
Proceeds on disposal of discontinued operations	\$ 167,183	\$ —	\$ —
Net cash provided by investing activities of discontinued operations	<u>\$ 167,183</u>	<u>\$ —</u>	<u>\$ —</u>

On May 31, 2015, the Company acquired all of the outstanding common shares of Marquette. Marquette was a privately-held financial services company with a portfolio of businesses and operated thirteen branches in Arizona and Texas, two national commercial specialty-lending businesses focused on asset-based lending and accounts receivable factoring, as well as an asset-management firm. As of the close of trading on the acquisition date of May 31, 2015, the beneficial owners of Marquette received 9.2295 shares of the Company's common stock for each share of Marquette common stock owned at that date (approximately 3.47 million shares total). The market value of the Company's common stock issued at the effective time of the merger was approximately \$179.7 million, based on the closing stock price of the Company's common stock of \$51.79 per share on May 29, 2015. The transaction was accounted for using the acquisition method of accounting in accordance with FASB ASC Topic 805, *Business Combinations*. Accordingly, the purchase price was allocated based on the estimated fair market values of the assets and liabilities acquired.



The following table summarizes the net assets acquired (at fair value) and consideration transferred for Marquette (in thousands, except for per share data):

	<b>Fair Value</b>
	<b>May 31, 2015</b>
<u>Assets</u>	
Loans	\$ 980,404
Investment securities	177,694
Cash and due from banks	95,351
Premises and equipment, net	11,508
Identifiable intangible assets	14,881
Other assets	32,336
Total assets acquired	1,312,174
<u>Liabilities</u>	
Noninterest-bearing deposits	226,161
Interest-bearing deposits	708,675
Short-term debt	112,133
Long-term debt	89,971
Other liabilities	14,135
Total liabilities assumed	1,151,075
Net identifiable assets acquired	161,099
Preliminary goodwill	18,638
Net assets acquired	<u>\$ 179,737</u>
<u>Consideration:</u>	
Company's common shares issued	3,470
Purchase price per share of the Company's common stock	\$ 51.79
Fair value of total consideration transferred	<u>\$ 179,737</u>

In the acquisition, the Company purchased \$980.4 million of loans at fair value. All non-performing loans and select other classified loan relationships considered by management to be credit impaired are accounted for pursuant to ASC Topic 310-30, as previously discussed within Note 3, "Loans and Allowance for Loan Losses."

The Company assumed long-term debt obligations with an aggregate balance of \$103.1 million and an aggregate fair value of \$65.5 million as of the acquisition date of May 31, 2015 payable to four unconsolidated trusts (Marquette Capital Trust I, Marquette Capital Trust II, Marquette Capital Trust III, and Marquette Capital Trust IV) that previously issued trust preferred securities. The interest rate on the trust preferred securities issued by Marquette Capital Trust II was fixed at 6.30 percent until January 2016, and is reset each quarter at a variable rate tied to the three-month LIBOR plus 133 basis points thereafter. Interest rates on trust preferred securities issued by the remaining three trusts are tied to the three-month LIBOR rate with spreads ranging from 133 basis points to 160 basis points and reset quarterly. The trust preferred securities have maturity dates ranging from January 2036 to September 2036.

The amount of goodwill arising from the acquisition reflects the Company's increased market share and related synergies that are expected to result from combining the operations of UMB and Marquette. All of the goodwill was assigned to the Bank segment. In accordance with ASC 350, *Intangibles-Goodwill and Other*, goodwill will not be amortized but will be subject to at least an annual impairment test. As the Company acquired tax deductible goodwill in excess of the amount reported in the Consolidated Financial Statements, the goodwill is expected to be deductible for tax purposes. The fair value of the acquired identifiable intangible assets of \$14.9 million was comprised of a core deposit intangible of \$11.0 million, customer lists of \$2.9 million and non-compete agreements of \$1.0 million.

The results of Marquette are included in the results of the Company subsequent to May 31, 2015. For the year ended December 31, 2016, acquisition expenses recognized in Noninterest expense in the Company's Consolidated Statements of Income totaled \$4.8 million. This total included \$896 thousand of severance in Salaries and employee benefits and \$1.7 million in Legal and consulting fees. For the year ended December 31, 2015, acquisition expenses

recognized in Noninterest expense totaled \$9.8 million. This total included \$2.4 million of severance in Salaries and employee benefits and \$4.8 million in Legal and consulting fees.

## 16. INCOME TAXES

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act ("the Tax Act"). The Tax Act includes numerous changes to existing tax law, including among other things, a permanent reduction in the federal corporate income tax rate from 35% to 21% effective January 1, 2018. The Company recognized the income tax effects of the Tax Act in its 2017 financial statements. The changes included in the Tax Act are broad and complex. Given the complexity of the Tax Act and the detailed analysis required, the adjustments reflected in the current and deferred tax accounts may be subject to further refinement as additional information becomes available and further analysis performed. Upon completion of our 2017 U.S. income tax return in 2018 we may identify additional remeasurement adjustments to our recorded deferred tax liabilities. We will continue to assess our provision for income taxes as further guidance is issued, but do not currently anticipate significant revisions will be necessary.

Income taxes on continuing operations produce effective income tax rates of 22.6 percent in 2017, 22.6 percent in 2016, and 24.7 percent in 2015. These percentages are computed by dividing income tax expense by Income from continuing operations before income taxes.

*Income tax expense from continuing operations includes the following components (in thousands):*

	Year Ended December 31,		
	2017	2016	2015
<b>Current tax</b>			
Federal	\$ (8,260)	\$ 41,860	\$ 29,622
State	1,889	1,570	2,753
Total current tax (benefit) expense	<u>(6,371)</u>	43,430	32,375
<b>Deferred tax</b>			
Federal	57,851	1,145	301
State	1,890	380	(946)
Total deferred tax expense (benefit)	<u>59,741</u>	<u>1,525</u>	<u>(645)</u>
Total tax expense	<u>\$ 53,370</u>	<u>\$ 44,955</u>	<u>\$ 31,730</u>

Income taxes from discontinued operations produce effective income tax rates of 36.6 percent in 2017, 38.6 percent in 2016, and 37.0 percent in 2015. These percentages are computed by dividing income tax expense by Income from discontinued operations before income taxes.

*Income tax expense from discontinued operations includes the following components (in thousands):*

	Year Ended December 31,		
	2017	2016	2015
<b>Current tax</b>			
Federal	\$ 35,169	\$ 1,759	\$ 14,847
State	1,930	258	838
Total current tax expense (benefit)	<u>37,099</u>	2,017	15,685
<b>Deferred tax</b>			
Federal	260	1,187	(3,998)
State	(262)	44	(205)
Total deferred tax (benefit) expense	<u>(2)</u>	<u>1,231</u>	<u>(4,203)</u>
Total tax expense	<u>\$ 37,097</u>	<u>\$ 3,248</u>	<u>\$ 11,482</u>

The reconciliation between the income tax expense and the amount computed by applying the statutory federal tax rate of 35% to income from continuing operations before income taxes is as follows (in thousands):

	Year Ended December 31,		
	2017	2016	2015
Statutory federal income tax expense	\$ 82,721	\$ 69,506	\$ 44,901
Tax-exempt interest income	(25,697)	(20,196)	(15,405)
Tax-exempt life insurance related income	(5,769)	(3,405)	(932)
Equity-based compensation	(3,297)	(1,095)	—
State and local income taxes, net of federal tax benefits	2,439	1,365	1,399
Federal tax credits, net of amortization of LIHTC <sup>(1)</sup> investments	(1,119)	(2,480)	(688)
Impacts related to the 2017 Tax Act	2,997	—	—
Other	1,095	1,260	2,455
Total tax expense	<u>\$ 53,370</u>	<u>\$ 44,955</u>	<u>\$ 31,730</u>

(1) Low income housing tax credits

In preparing its tax returns, the Company is required to interpret tax laws and regulations to determine its taxable income. Periodically, the Company is subject to examinations by various taxing authorities that may give rise to differing interpretations of these laws. The Company is not in the examination process with any tax jurisdictions at December 31, 2017. However, upon examination, agreement of tax liabilities between the Company and the multiple tax jurisdictions in which the Company files tax returns may ultimately be different.

Deferred income taxes result from differences between the carrying value of assets and liabilities measured for financial reporting and the tax basis of assets and liabilities for income tax return purposes.

The significant components of deferred tax assets and liabilities are reflected in the following table (in thousands):

	December 31,	
	2017	2016
<b>Deferred tax assets:</b>		
Net unrealized loss on securities available for sale	\$ 18,023	\$ 34,998
Loans, principally due to allowance for loan losses	23,646	40,564
Equity-based compensation	4,975	7,824
Accrued expenses	17,248	37,263
Miscellaneous	3,762	4,587
Total deferred tax assets before valuation allowance	67,654	125,236
Valuation allowance	(3,498)	(2,860)
Total deferred tax assets	<u>64,156</u>	<u>122,376</u>
<b>Deferred tax liabilities:</b>		
Real Estate Investment Trust dividend	(32,591)	—
Land, buildings and equipment	(17,783)	(31,335)
Original issue discount	(2,580)	(4,507)
Partnership investments	(1,005)	(3,776)
Trust preferred securities	(7,202)	(13,780)
Intangibles	(5,769)	(3,623)
Miscellaneous	(3,117)	(7,148)
Total deferred tax liabilities	<u>(70,047)</u>	<u>(64,169)</u>
Net deferred tax (liability) asset	<u>\$ (5,891)</u>	<u>\$ 58,207</u>

The Company had various state net operating loss carryforwards of approximately \$0.8 million as of December 31, 2017. These net operating losses expire at various times between 2018 and 2037. The Company has a full valuation allowance for these state net operating losses as they are not expected to be realized. In addition, the Company has a valuation allowance of \$2.7 million to reduce certain other state deferred tax assets to the amount of tax benefit management believes it will more likely than not realize.

The net deferred tax liability at December 31, 2017 is included in the Accrued expenses and taxes line of the Company's Consolidated Balance Sheets while the net deferred tax asset at December 31, 2016 is included in the Other assets line of the Company's Consolidated Balance Sheets. The Company remeasured the deferred tax assets and liabilities at the newly enacted statutory tax rate of 21 percent in accordance with the Tax Act.

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction and various states. With few exceptions, the Company is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for tax years prior to 2014 in the jurisdictions in which it files.

### **Liabilities Associated With Unrecognized Tax Benefits**

The gross amount of unrecognized tax benefits totaled \$3.8 million and \$4.4 million at December 31, 2017 and 2016, respectively. The total amount of unrecognized tax benefits, net of associated deferred tax benefit, that would impact the effective tax rate, if recognized, would be \$3.0 million and \$3.5 million at December 31, 2017 and December 31, 2016, respectively. The unrecognized tax benefits relate to state tax positions that have a corresponding federal tax benefit. While it is expected that the amount of unrecognized tax benefits will change in the next twelve months, the Company does not expect this change to have a material adverse impact on the financial condition, results of operations, or cash flows of the Company.

*A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in thousands):*

	<b>December 31,</b>	
	<b>2017</b>	<b>2016</b>
Unrecognized tax benefits - opening balance	\$ 4,375	\$ 4,680
Gross increases - tax positions in prior period	323	—
Gross decreases - tax positions in prior period	—	(269)
Gross increases - current-period tax positions	228	924
Lapse of statute of limitations	(1,080)	(960)
Unrecognized tax benefits - ending balance	<u>\$ 3,846</u>	<u>\$ 4,375</u>

## **17. DERIVATIVES AND HEDGING ACTIVITIES**

### **Risk Management Objective of Using Derivatives**

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk, primarily by managing the amount, sources, and duration of its assets and liabilities. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the values of which are determined by interest rates. The Company's derivative financial instruments are used to manage differences in the amount, timing, and duration of the Company's known or expected cash receipts and its known or expected cash payments principally related to certain fixed rate assets and liabilities. The Company also has interest rate derivatives that result from a service provided to certain qualifying customers and, therefore, are not used to manage interest rate risk of the Company's assets or liabilities. The Company has entered into an offsetting position for each of these derivative instruments with a matching instrument from another financial institution in order to minimize its net risk exposure resulting from such transactions.

### **Fair Values of Derivative Instruments on the Consolidated Balance Sheets**

The table below presents the fair value of the Company's derivative financial instruments as of December 31, 2017 and 2016. The Company's derivative assets and derivative liabilities are located within Other Assets and Other Liabilities, respectively, on the Company's Consolidated Balance Sheets.

This table provides a summary of the fair value of the Company's derivative assets and liabilities as of December 31, 2017 and December 31, 2016 (in thousands):

Fair Value	Derivative Assets		Derivative Liabilities	
	December 31,		December 31,	
	2017	2016	2017	2016
Interest Rate Products:				
Derivatives not designated as hedging instruments	\$ 10,116	\$ 10,555	\$ 7,326	\$ 10,581
Derivatives designated as hedging instruments	33	318	1,580	748
Total	<u>\$ 10,149</u>	<u>\$ 10,873</u>	<u>\$ 8,906</u>	<u>\$ 11,329</u>

### Fair Value Hedges of Interest Rate Risk

The Company is exposed to changes in the fair value of certain of its fixed rate assets and liabilities due to changes in the benchmark interest rate, LIBOR. Interest rate swaps designated as fair value hedges involve either making fixed rate payments to a counterparty in exchange for the Company receiving variable rate payments, or making variable rate payments to a counterparty in exchange for the Company receiving fixed rate payments, over the life of the agreements without the exchange of the underlying notional amount. As of December 31, 2017, the Company had two interest rate swaps with a notional amount of \$15.5 million that were designated as fair value hedges of interest rate risk associated with the Company's fixed rate loan assets and brokered time deposits.

For derivatives designated and that qualify as fair value hedges, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in earnings. The Company includes the gain or loss on the hedged items in the same line item as the offsetting loss or gain on the related derivatives. During the year ended December 31, 2017, the Company recognized net gains of \$4 thousand in other noninterest expense related to hedge ineffectiveness and net gains of \$5 thousand during the year ended December 31, 2016.

### Cash Flow Hedges of Interest Rate Risk

The Company is exposed to changes in the fair value of certain of its variable-rate liabilities due to changes in the benchmark interest rate, LIBOR. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. As of December 31, 2017, the Company had two interest rate swaps with a notional amount of \$51.5 million that were designated as cash flow hedges of interest rate risk associated with the Company's variable rate subordinated debentures issued by Marquette Capital Trusts III and IV. For derivatives designated and that qualify as cash flow hedges, the effective portion of changes in fair value is recorded in AOCI and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The ineffective portion of the change in fair value of the derivatives is recognized directly into earnings gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in earnings. During the years ended December 31, 2017 and 2016, the Company recognized net losses of \$1.1 million and \$0.5 million, respectively, in AOCI for the effective portion of the change in fair value of these cash flow hedges. During the years ended December 31, 2017 and 2016, the Company did not record any hedge ineffectiveness in earnings. Amounts reported in AOCI related to derivatives will be reclassified to Interest expense as interest payments are received or paid on the Company's derivatives. The Company does not expect to reclassify any amounts from AOCI to Interest expense during the next 12 months as the Company's derivatives are effective after December 2018. As of December 31, 2017, the Company is hedging its exposure to the variability in future cash flows for forecasted transactions over a maximum period of 18.75 years.

### Non-designated Hedges

The remainder of the Company's derivatives are not designated in qualifying hedging relationships. Derivatives not designated as hedges are not speculative and result from a service the Company provides to certain customers, which the Company implemented in 2010. The Company executes interest rate swaps with commercial banking customers to facilitate their respective risk management strategies. Those interest rate swaps are simultaneously offset by interest rate swaps that the Company executes with a third party, such that the Company minimizes its net risk exposure resulting from such transactions. As the interest rate swaps associated with this program do not meet hedge accounting requirements, changes in the fair value of both the customer swaps and the

offsetting swaps are recognized directly in earnings. As of December 31, 2017, the Company had 80 interest rate swaps with an aggregate notional amount of \$931.2 million related to this program. During the years ended December 31, 2017 and 2016, the Company recognized net losses of \$579 thousand and net gains of \$195 thousand, respectively, related to changes in the fair value of these swaps.

### Effect of Derivative Instruments on the Consolidated Statements of Income and Consolidated Statements of Comprehensive Income

*This table provides a summary of the amount of gain or loss recognized in other noninterest expense in the Consolidated Statements of Income related to the Company's derivative asset and liability as of December 31, 2017 and December 31, 2016 (in thousands):*

	<b>Amount of Gain (Loss) Recognized</b>		
	<b>For the Year Ended</b>		
	<b>December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
<b>Interest Rate Products</b>			
Derivatives not designated as hedging instruments	\$ (579)	\$ 195	\$ (110)
Total	<u>\$ (579)</u>	<u>\$ 195</u>	<u>\$ (110)</u>
<b>Interest Rate Products</b>			
Derivatives designated as fair value hedging instruments			
Fair value adjustments on derivatives	\$ (189)	\$ (181)	\$ (234)
Fair value adjustments on hedged items	193	186	234
Total	<u>\$ 4</u>	<u>\$ 5</u>	<u>\$ —</u>

*This table provides a summary of the amount of loss recognized in AOCI in the Consolidated Statements of Comprehensive Income related to the Company's derivative asset and liability as of December 31, 2017 and December 31, 2016 (in thousands):*

	<b>Amount of Loss Recognized in Other</b>		
	<b>Comprehensive Income on Derivatives</b>		
	<b>(Effective Portion)</b>		
	<b>For the Year Ended</b>		
	<b>December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
<b>Derivatives in Cash Flow Hedging Relationships</b>			
<b>Interest rate products</b>			
Derivatives designed as cash flow hedging instruments	\$ (1,050)	\$ (516)	\$ (10)
Total	<u>\$ (1,050)</u>	<u>\$ (516)</u>	<u>\$ (10)</u>

### Credit-risk-related Contingent Features

The Company has agreements with certain of its derivative counterparties that contain a provision where if the Company defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations.

As of December 31, 2017, the termination value of derivatives in a net liability position, which includes accrued interest, related to these agreements was \$7.4 million. The Company has minimum collateral posting thresholds with certain of its derivative counterparties. As of December 31, 2017 the Company had posted \$1.6 million of collateral. If the Company had breached any of these provisions at December 31, 2017, it could have been required to settle its obligations under the agreements at the termination value.

### 18. DISCLOSURES ABOUT FAIR VALUE OF FINANCIAL INSTRUMENTS

The following table presents information about the Company's assets measured at fair value on a recurring basis as of December 31, 2017, and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value.

Fair values determined by Level 1 inputs utilize quoted prices in active markets for identical assets and liabilities that the Company has the ability to access. Fair values determined by Level 2 inputs utilize inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets or liabilities in active markets, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability. In certain cases, the inputs used to measure fair value may fall into different levels of the hierarchy. In such cases, the fair value is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

*Assets and liabilities measured at fair value on a recurring basis as of December 31, 2017 and 2016 (in thousands):*

<b>Description</b>	<b>Fair Value Measurement at Reporting Date Using</b>			
	<b>December 31, 2017</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
<b>Assets</b>				
U.S. Treasury	\$ 18	\$ 18	\$ —	\$ —
U.S. Agencies	9,976	—	9,976	—
Mortgage-backed	1,949	—	1,949	—
State and political subdivisions	27,114	—	27,114	—
Corporates	1,885	1,885	—	—
Trading - other	13,113	12,434	679	—
Trading securities	54,055	14,337	39,718	—
U.S. Treasury	38,643	38,643	—	—
U.S. Agencies	14,752	—	14,752	—
Mortgage-backed	3,649,243	—	3,649,243	—
State and political subdivisions	2,542,673	—	2,542,673	—
Corporates	13,266	13,266	—	—
Available for sale securities	6,258,577	51,909	6,206,668	—
Company-owned life insurance	53,577	—	53,577	—
Bank-owned life insurance	265,823	—	265,823	—
Derivatives	10,149	—	10,149	—
Total	<u>\$ 6,642,181</u>	<u>\$ 66,246</u>	<u>\$ 6,575,935</u>	<u>\$ —</u>
<b>Liabilities</b>				
Deferred compensation	\$ 50,963	\$ 50,963	\$ —	\$ —
Derivatives	8,906	—	8,906	—
Securities sold not yet purchased	4,130	—	4,130	—
Total	<u>\$ 63,999</u>	<u>\$ 50,963</u>	<u>\$ 13,036</u>	<u>\$ —</u>

Description	Fair Value Measurement at Reporting Date Using			
	December 31, 2016	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets</b>				
U.S. Treasury	\$ —	\$ —	\$ —	\$ —
U.S. Agencies	1,306	—	1,306	—
Mortgage-backed	313	—	313	—
State and political subdivisions	9,295	—	9,295	—
Trading - other	28,622	28,495	127	—
Trading securities	39,536	28,495	11,041	—
U.S. Treasury	93,826	93,826	—	—
U.S. Agencies	198,177	—	198,177	—
Mortgage-backed	3,711,699	—	3,711,699	—
State and political subdivisions	2,395,757	—	2,395,757	—
Corporates	66,875	66,875	—	—
Available for sale securities	6,466,334	160,701	6,305,633	—
Company-owned life insurance	41,333	—	41,333	—
Bank-owned life insurance	209,686	—	209,686	—
Derivatives	10,873	—	10,873	—
Total	<u>\$ 6,767,762</u>	<u>\$ 189,196</u>	<u>\$ 6,578,566</u>	<u>\$ —</u>
<b>Liabilities</b>				
Deferred compensation	\$ 42,797	\$ 42,797	\$ —	\$ —
Derivatives	11,329	—	11,329	—
Total	<u>\$ 54,126</u>	<u>\$ 42,797</u>	<u>\$ 11,329</u>	<u>\$ —</u>

#### Valuation methods for instruments measured at fair value on a recurring basis

The following methods and assumptions were used to estimate the fair value of each class of financial instruments measured on a recurring basis:

**Trading Securities** Fair values for trading securities (including financial futures), are based on quoted market prices where available. If quoted market prices are not available, fair value is estimated using quoted market prices for similar securities.

**Securities Available for Sale** Fair values are based on quoted market prices or dealer quotes, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities. Prices are provided by third-party pricing services and are based on observable market inputs. On an annual basis, the Company compares a sample of these prices to other independent sources for the same securities. Additionally, throughout the year if securities are sold, comparisons are made between the pricing services prices and the market prices at which the securities were sold. Variances are analyzed, and, if appropriate, additional research is conducted with the third-party pricing services. Based on this research, the pricing services may affirm or revise their quoted price. No significant adjustments have been made to the prices provided by the pricing services. The pricing services also provide documentation on an ongoing basis that includes reference data, inputs and methodology by asset class, which is reviewed to ensure that security placement within the fair value hierarchy is appropriate.

**Company-owned Life Insurance** Fair value is equal to the cash surrender value of the life insurance policies.

**Bank-owned Life Insurance** Fair value is equal to the cash surrender value of the life insurance policies.

**Derivatives** Fair values are determined using valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves, foreign exchange rates, and implied volatilities. The Company incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements.



In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, the Company has considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

**Deferred Compensation** Fair values are based on quoted market prices or dealer quotes.

**Securities sold not yet purchased** Fair values are based on quoted market prices or dealer quotes, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities. Prices are provided by third-party pricing services and are based on observable market inputs.

*Assets measured at fair value on a non-recurring basis as of December 31, 2017 and 2016 (in thousands):*

<b>Fair Value Measurement at December 31, 2017 Using</b>					
<b>Description</b>	<b>December 31, 2017</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	<b>Total Gains Recognized During the Twelve Months Ended December 31</b>
Impaired loans	\$ 15,186	\$ —	\$ —	\$ 15,186	\$ 1,251
Other real estate owned	1,488	—	—	1,488	13
Total	<u>\$ 16,674</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 16,674</u>	<u>\$ 1,264</u>

<b>Fair Value Measurement at December 31, 2016 Using</b>					
<b>Description</b>	<b>December 31, 2016</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	<b>Total (Losses) Recognized During the Twelve Months Ended December 31</b>
Impaired loans	\$ 23,757	\$ —	\$ —	\$ 23,757	\$ (2,070)
Other real estate owned	89	—	—	89	—
Total	<u>\$ 23,846</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 23,846</u>	<u>\$ (2,070)</u>

#### **Valuation methods for instruments measured at fair value on a nonrecurring basis**

The following methods and assumptions were used to estimate the fair value of each class of financial instruments measured on a non-recurring basis:

**Impaired loans** While the overall loan portfolio is not carried at fair value, adjustments are recorded on certain loans to reflect write-downs that are based on the external appraisal value of the underlying collateral. The external appraisals are generally based on recent sales of comparable properties which are then adjusted for the unique characteristics of the property being valued. In the case of non-real estate collateral, reliance is placed on a variety of sources, including external estimates of value and judgments based on the experience and expertise of internal specialists within the Company's property management group and the Company's credit department. The valuation of the impaired loans is reviewed on a quarterly basis. Because many of these inputs are not observable, the measurements are classified as Level 3.

**Other real estate owned** Other real estate owned consists of loan collateral which has been repossessed through foreclosure. This collateral is comprised of commercial and residential real estate and other non-real estate property, including auto, recreational and marine vehicles. Other real estate owned is recorded as held for sale initially at the lower of the loan balance or fair value of the collateral. The initial valuation of the foreclosed property is obtained through an appraisal process similar to the process described in the impaired loans paragraph above. Subsequent to foreclosure, valuations are reviewed quarterly and updated periodically, and the assets may be marked down further, reflecting a new cost basis. Fair value measurements may be based upon appraisals, third-party price opinions, or internally developed pricing methods and those measurements are classified as Level 3.

**Goodwill** Valuation of goodwill to determine impairment is performed annually, or more frequently if there is an event or circumstance that would indicate impairment may have occurred. The process involves calculations to

determine the fair value of each reporting unit on a stand-alone basis. A combination of formulas using current market multiples, based on recent sales of financial institutions within the Company's geographic marketplace, is used to estimate the fair value of each reporting unit. That fair value is compared to the carrying amount of the reporting unit, including its recorded goodwill. Impairment is considered to have occurred if the fair value of the reporting unit is lower than the carrying amount of the reporting unit. The fair value of the Company's common stock relative to its computed book value per share is also considered as part of the overall evaluation. These measurements are classified as Level 3.

Fair value disclosures require disclosure of the fair value of financial assets and financial liabilities, including those financial assets and financial liabilities that are not measured and reported at fair value on a recurring basis or non-recurring basis.

*The estimated fair value of the Company's financial instruments at December 31, 2017 and 2016 are as follows (in thousands):*

	Fair Value Measurement at December 31, 2017 Using				Total Estimated Fair Value
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>FINANCIAL ASSETS</b>					
Cash and short-term investments	\$ 1,936,084	\$ 1,749,618	\$ 186,466	—	\$ 1,936,084
Securities available for sale	6,258,577	51,909	6,206,668	—	6,258,577
Securities held to maturity	1,261,014	—	1,207,447	—	1,207,447
Trading securities	54,055	14,337	39,718	—	54,055
Other securities	65,897	—	65,897	—	65,897
Loans (exclusive of allowance for loan loss)	11,281,973	—	11,318,764	—	11,318,764
Derivatives	10,149	—	10,149	—	10,149
<b>FINANCIAL LIABILITIES</b>					
Demand and savings deposits	16,742,736	16,742,736	—	—	16,742,736
Time deposits	1,280,264	—	1,280,264	—	1,280,264
Other borrowings	1,260,704	11,334	1,249,370	—	1,260,704
Long-term debt	79,281	—	79,496	—	79,496
Derivatives	8,906	—	8,906	—	8,906
<b>OFF-BALANCE SHEET ARRANGEMENTS</b>					
Commitments to extend credit for loans					6,654
Commercial letters of credit					136
Standby letters of credit					2,514

**Fair Value Measurement at December 31, 2016 Using**

	<b>Carrying Amount</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	<b>Total Estimated Fair Value</b>
<b>FINANCIAL ASSETS</b>					
Cash and short-term investments	\$ 1,462,267	\$ 1,138,850	\$ 323,417	—	\$ 1,462,267
Securities available for sale	6,466,334	160,701	6,305,633	—	6,466,334
Securities held to maturity	1,115,932	—	1,106,068	—	1,106,068
Trading securities	39,536	28,495	11,041	—	39,536
Other securities	68,306	—	68,306	—	68,306
Loans (exclusive of allowance for loan loss)	10,545,662	—	10,572,292	—	10,572,292
Derivatives	10,873	—	10,873	—	10,873
<b>FINANCIAL LIABILITIES</b>					
Demand and savings deposits	15,434,893	15,434,893	—	—	15,434,893
Time deposits	1,135,721	—	1,135,721	—	1,135,721
Other borrowings	1,856,937	419,843	1,437,094	—	1,856,937
Long-term debt	76,772	—	77,025	—	77,025
Derivatives	11,329	—	11,329	—	11,329
<b>OFF-BALANCE SHEET ARRANGEMENTS</b>					
Commitments to extend credit for loans					5,604
Commercial letters of credit					142
Standby letters of credit					2,527

**Cash and short-term investments** The carrying amounts of cash and due from banks, federal funds sold and resell agreements are reasonable estimates of their fair values.

**Securities held to maturity** Fair value of held-to-maturity securities are estimated by discounting the future cash flows using current market rates.

**Other securities** Amount consists of FRB and FHLB stock held by the Company, PCM equity-method investments, and other miscellaneous investments. The fair value of FRB and FHLB stock is considered to be the carrying value as no readily determinable market exists for these investments because they can only be redeemed with the FRB or FHLB. The fair value of PCM marketable equity-method investments are based on quoted market prices used to estimate the value of the underlying investment. For non-marketable equity-method investments, the Company's proportionate share of the income or loss is recognized on a one-quarter lag based on the valuation of the underlying investments.

**Loans** Fair values are estimated for portfolios with similar financial characteristics. Loans are segregated by type, such as commercial, real estate, consumer, and credit card. Each loan category is further segmented into fixed and variable interest rate categories. The fair value of loans are based on quoted market prices for similar instruments or estimated using discounting the future cash flow analysis. The discount rates used are estimated using comparable market rates for similar types of instruments adjusted to be commensurate with the credit risk, overhead costs, and optionality of such instruments.

**Demand and savings deposits** The fair value of demand deposits and savings accounts is the amount payable on demand at December 31, 2017 and 2016.

**Time deposits** The fair value of fixed-maturity certificates of deposit is estimated by discounting the future cash flows using the rates that are currently offered for deposits of similar remaining maturities.

**Other borrowings** The carrying amounts of federal funds purchased, repurchase agreements and other short-term debt are reasonable estimates of their fair value because of the short-term nature of their maturities.

**Long-term debt** Rates currently available to the Company for debt with similar terms and remaining maturities are used to estimate fair value of existing debt.

**Other off-balance sheet instruments** The fair value of loan commitments and letters of credit are determined based on the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreement and the present creditworthiness of the counterparties. Neither the fees earned during the year on these instruments nor their fair value at year-end are significant to the Company's consolidated financial position.

**19. PARENT COMPANY FINANCIAL INFORMATION**

**UMB FINANCIAL CORPORATION**

**BALANCE SHEETS (in thousands)**

	<b>December 31,</b>	
	<b>2017</b>	<b>2016</b>
<b>ASSETS</b>		
Investment in subsidiaries:		
Banks	\$ 1,815,953	\$ 1,662,326
Non-banks	149,145	214,633
Total investment in subsidiaries	1,965,098	1,876,959
Goodwill on purchased affiliates	5,011	5,011
Cash	260,621	65,254
Securities available for sale and other	68,550	90,759
Total assets	<u>\$ 2,299,280</u>	<u>\$ 2,037,983</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Long-term debt	\$ 68,285	\$ 67,256
Accrued expenses and other	49,464	8,343
Total liabilities	117,749	75,599
Shareholders' equity	2,181,531	1,962,384
Total liabilities and shareholders' equity	<u>\$ 2,299,280</u>	<u>\$ 2,037,983</u>

**STATEMENTS OF INCOME AND COMPREHENSIVE INCOME (in thousands)**

	<b>Year Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
<b>INCOME</b>			
Dividends and income received from subsidiaries	\$ 55,000	\$ 47,000	\$ 27,913
Service fees from subsidiaries	43,691	40,579	42,212
Other	10,390	4,207	891
Total income	<u>109,081</u>	<u>91,786</u>	<u>71,016</u>
<b>EXPENSE</b>			
Salaries and employee benefits	43,716	38,198	41,019
Other	18,652	20,436	22,051
Total expense	<u>62,368</u>	<u>58,634</u>	<u>63,070</u>
Income before income taxes and equity in undistributed earnings of subsidiaries	46,713	33,152	7,946
Income tax benefit	<u>(1,202)</u>	<u>(3,903)</u>	<u>(4,703)</u>
Income before equity in undistributed earnings of subsidiaries	47,915	37,055	12,649
Equity in undistributed earnings of subsidiaries:			
Banks	140,873	119,551	95,942
Non-Banks	<u>(5,812)</u>	<u>(2,972)</u>	<u>(12,033)</u>
Income from continuing operations	<u>182,976</u>	<u>153,634</u>	<u>96,558</u>
Income from discontinued operations	<u>64,129</u>	<u>5,167</u>	<u>19,515</u>
Net income	<u>\$ 247,105</u>	<u>\$ 158,801</u>	<u>\$ 116,073</u>
Other comprehensive income (loss)	<u>12,017</u>	<u>(53,824)</u>	<u>(14,724)</u>
Comprehensive income	<u><u>\$ 259,122</u></u>	<u><u>\$ 104,977</u></u>	<u><u>\$ 101,349</u></u>

**STATEMENTS OF CASH FLOWS (in thousands)**

	<b>Year Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
<b>OPERATING ACTIVITIES</b>			
Net income	\$ 247,105	\$ 158,801	\$ 116,073
Adjustments to reconcile net income to cash provided by operating activities:			
Equity in earnings of subsidiaries	(146,367)	(163,993)	(128,601)
Dividends received from subsidiaries	96,391	54,000	27,913
Depreciation and amortization	424	457	332
Equity based compensation	13,316	11,735	10,751
Net tax benefit related to equity compensation plans	3,612	1,073	944
Gains on sales of assets	(103,715)	—	—
Changes in other assets and liabilities, net	5,424	(11,717)	220
Net cash provided by operating activities	<u>116,190</u>	<u>50,356</u>	<u>27,632</u>
<b>INVESTING ACTIVITIES</b>			
Net capital investment in subsidiaries	(37,474)	(10,006)	(16,513)
Net cash activity from divestitures and acquisitions	168,361	—	24,962
Net (increase) decrease in securities available for sale	<u>1,575</u>	<u>(1,034)</u>	<u>211</u>
Net cash (used in) provided by investing activities	<u>132,462</u>	<u>(11,040)</u>	<u>8,660</u>
<b>FINANCING ACTIVITIES</b>			
Cash dividends paid	(51,876)	(49,038)	(45,967)
Proceeds from exercise of stock options and sales of treasury stock	13,867	16,911	11,606
Purchases of treasury stock	(15,276)	(16,367)	(8,457)
Net cash used in financing activities	<u>(53,285)</u>	<u>(48,494)</u>	<u>(42,818)</u>
Net decrease in cash	<u>195,367</u>	<u>(9,178)</u>	<u>(6,526)</u>
Cash and cash equivalents at beginning of period	<u>65,254</u>	<u>74,432</u>	<u>80,958</u>
Cash and cash equivalents at end of period	<u>\$ 260,621</u>	<u>\$ 65,254</u>	<u>\$ 74,432</u>

**20. SUMMARY OF OPERATING RESULTS BY QUARTER (unaudited) (in thousands except per share data)**

<b>2017</b>	<b>Three Months Ended</b>			
	<b>March 31</b>	<b>June 30</b>	<b>Sept 30</b>	<b>Dec 31</b>
Interest income	\$ 144,690	\$ 151,211	\$ 157,895	\$ 163,116
Interest expense	<u>10,375</u>	<u>13,817</u>	<u>17,037</u>	<u>16,770</u>
Net interest income	134,315	137,394	140,858	146,346
Provision for loan losses	9,000	14,500	11,500	6,000
Noninterest income	102,917	110,306	104,306	106,033
Noninterest expense	173,810	176,939	171,821	182,559
Income tax expense	<u>12,446</u>	<u>11,490</u>	<u>12,971</u>	<u>16,463</u>
Net income from continuing operations	<u>\$ 41,976</u>	<u>\$ 44,771</u>	<u>\$ 48,872</u>	<u>\$ 47,357</u>

<u>2016</u>	<u>March 31</u> <sup>(1)</sup>	<u>June 30</u> <sup>(1)</sup>	<u>Sept 30</u>	<u>Dec 31</u>
Interest income	\$ 124,086	\$ 127,897	\$ 132,038	\$ 139,010
Interest expense	6,194	6,687	7,273	7,554
Net interest income	117,892	121,210	124,765	131,456
Provision for loan losses	5,000	7,000	13,000	7,500
Noninterest income	97,965	102,774	103,542	98,230
Noninterest expense	165,268	168,419	165,211	167,847
Income tax expense	11,240	12,102	10,674	10,939
Net income from continuing operations	<u>\$ 34,349</u>	<u>\$ 36,463</u>	<u>\$ 39,422</u>	<u>\$ 43,400</u>

<u>Per Share</u>	<u>Three Months Ended</u>			
<u>2017</u>	<u>March 31</u>	<u>June 30</u>	<u>Sept 30</u>	<u>Dec 31</u>
Net income from continuing operations - basic	\$ 0.85	\$ 0.91	\$ 0.99	\$ 0.96
Net income from continuing operations - diluted	0.84	0.90	0.98	0.95
Dividend	0.255	0.255	0.255	0.275
Book value	40.34	41.42	42.15	43.72

<u>Per Share</u>	<u>March 31</u> <sup>(1)</sup>	<u>June 30</u> <sup>(1)</sup>	<u>Sept 30</u>	<u>Dec 31</u>
<u>2016</u>				
Net income from continuing operations - basic	\$ 0.70	\$ 0.75	\$ 0.81	\$ 0.89
Net income from continuing operations - diluted	0.70	0.74	0.80	0.87
Dividend	0.245	0.245	0.245	0.255
Book value	39.38	40.44	40.86	39.51

- (1) During the third quarter of 2016, the Company early adopted ASU No. 2016-09 with an effective date of January 1, 2016. As part of the adoption of this standard, the Company made an accounting policy election to account for stock compensation forfeitures on an actual basis and discontinue the use of an estimated forfeiture approach. This change required a modified retrospective adoption, via a cumulative effect adjustment and recasting of first quarter and second quarter 2016 operating results. The impact of this adoption was an increase to net income of \$158 thousand and \$220 thousand for the first and second quarters, respectively. Additionally, basic and diluted net income per share increased \$0.01 for both periods.

#### **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

#### **ITEM 9A. CONTROLS AND PROCEDURES**

**Disclosure Controls and Procedures** At the end of the period covered by this Annual Report on Form 10-K, the Company's Chief Executive Officer and Chief Financial Officer have each evaluated the effectiveness of the Company's "Disclosure Controls and Procedures" (as defined in Rule 13a-15(e) of the Exchange Act) and have concluded that the Company's Disclosure Controls and Procedures were effective as of the end of the period covered by this Annual Report on Form 10-K.

**Management's Report on Internal Control Over Financial Reporting** Management of the Company is responsible for establishing and maintaining adequate "internal control over financial reporting," as such term is defined in Rule 13a-15(f) promulgated under the Exchange Act. Under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer of the Company, and effected by the Board, management and other personnel, an evaluation of the effectiveness of internal control over financial reporting was conducted based on the criteria established by the Committee of Sponsoring Organizations of the Treadway Commission's *Internal Control - Integrated Framework (2013)*. Because this assessment was conducted to meet the reporting requirements of Section 112 of the Federal Deposit Insurance Corporation Improvement Act (FDICIA), it included controls over the preparation of the schedules equivalent to the basic financial statements in accordance with the instructions for the Consolidated Financial Statements for Bank Holding Companies (Form FR Y-9C).

Based on the evaluation under the framework in *Internal Control - Integrated Framework (2013)*, the Company's Chief Executive Officer and Chief Financial Officer have each concluded that internal control over financial reporting was effective at the end of the period covered by this Annual Report on Form 10-K. KPMG LLP, the independent registered public accounting firm that audited the financial statements included within this report, has issued an attestation report on the effectiveness of internal control over financial reporting at the end of the period covered by this report. KPMG LLP's attestation report is set forth below.

**Changes in Internal Control Over Financial Reporting** No change in the Company's internal control over financial reporting occurred during the last quarter of the period covered by this Annual Report on Form 10-K that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders

UMB Financial Corporation:

### *Opinion on Internal Control Over Financial Reporting*

We have audited UMB Financial Corporation's (the Company) internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2017 and 2016, the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2017, and the related notes (collectively, the consolidated financial statements), and our report dated February 22, 2018 expressed an unqualified opinion on those consolidated financial statements.

### *Basis for Opinion*

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### *Definition and Limitation of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Because management's assessment and our audit were conducted to also meet the reporting requirements of Section 112 of the Federal Deposit Insurance Corporation Improvement Act (FDICIA), management's assessment and our audit of the Company's internal control over financial reporting included controls over the preparation of the schedules equivalent to the basic financial statements in accordance with the instructions to the Consolidated Financial Statements for Bank Holding Companies (Form FR Y-9 C). A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

Kansas City, Missouri

February 22, 2018

## **ITEM 9B. OTHER INFORMATION**

None.

## **PART III**

### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by this item relating to executive officers is included in Part I of this Annual Report on Form 10-K (pages 9 and 10) under the caption "Executive Officers of the Registrants."

The information required by this item regarding Directors is incorporated herein by reference to information to be included under the caption "Proposal #1: Election of Directors" of the Company's Proxy Statement for the Annual Meeting of Shareholders to be held on April 24, 2018 (the 2018 Annual Meeting of Shareholders), which will be provided to shareholders within 120 days after December 31, 2017.

The information required by this item regarding the Audit Committee and the Audit Committee financial experts is incorporated herein by reference to information to be included under the caption "Corporate Governance – Committees of the Board of Directors – Audit Committee" of the Company's Proxy Statement for the 2018 Annual Meeting of Shareholders, which will be provided to shareholders within 120 days after December 31, 2017.

The information required by this item concerning Section 16(a) beneficial ownership reporting compliance is incorporated herein by reference to information to be included under the caption "Stock Ownership – Section 16(a) Beneficial Ownership Reporting Compliance" of the Company's Proxy Statement for the 2018 Annual Meeting of Shareholders, which will be provided to shareholders within 120 days after December 31, 2017.

The Company has adopted a code of ethics that applies to all directors, officers and employees, including its chief executive officer, chief financial officer and chief accounting officer. You can find the Company's code of ethics on its website by going to the following address: [www.umb.com/aboutumb/investorrelations](http://www.umb.com/aboutumb/investorrelations). The Company will post on its website any amendments or waivers to its code of ethics that are required to be disclosed under the rules of either the SEC or NASDAQ. A copy of the code of ethics will be provided, at no charge, to any person requesting the same, by written notice sent to the Company's Corporate Secretary, 6<sup>th</sup> floor, 1010 Grand Blvd., Kansas City, Missouri 64106.

### **ITEM 11. EXECUTIVE COMPENSATION**

The information required by this item is incorporated herein by reference to information to be included under the Executive Compensation sections of the Company's Proxy Statement for the 2018 Annual Meeting of Shareholders, which will be provided to shareholders within 120 days after December 31, 2017.

### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

#### *Security Ownership of Certain Beneficial Owners*

The information required by this item is incorporated herein by reference to the Company's 2018 Proxy Statement to information to be included under the caption "Stock Ownership - Principal Shareholders," which will be provided to shareholders within 120 days after December 31, 2017.

#### *Security Ownership of Management*

The information required by this item is incorporated herein by reference to the Company's Proxy Statement for the 2018 Annual Meeting of Shareholders, which will be provided to shareholders within 120 days after December 31, 2017, under the caption "Stock Ownership – Stock Owned by Directors, Nominees, and Executive Officers."

The following table summarizes shares authorized for issuance under the Company's equity compensation plans.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders			
2002 Incentive Stock Option Plan	31,686	\$ 40.93	None
2005 Long Term Incentive Plan	1,047,461	52.13	4,697,966
Equity compensation plans not approved by security holders	None	None	None
Total	<u>1,079,147</u>	<u>\$ 51.81</u>	<u>4,697,966</u>

For additional information concerning the Company's equity compensation plans, see Note 11, "Employee Benefits," in the Notes to the Consolidated Financial Statements provided in Item 8, pages 84 through 87 of this report.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this item is incorporated herein by reference to the information to be provided under the captions "Corporate Governance – Transactions with Related Persons", "Corporate Governance – The Board of Directors – Independent Directors" and "Corporate Governance – Committees of the Board of Directors" of the Company's Proxy Statement for the 2018 Annual Meeting of Shareholders, which will be provided to shareholders within 120 days after December 31, 2017.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by this item is incorporated herein by reference to the information to be provided under the caption "Proposal #3: Ratification of the Corporate Audit Committee's Engagement of KPMG LLP as UMB's Independent Public Accounting Firm for 2018" of the Company's Proxy Statement for the 2018 Annual Meeting of Shareholders, which will be provided to shareholders within 120 days after December 31, 2017.

## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

#### Consolidated Financial Statements and Financial Statement Schedules

The following Consolidated Financial Statements of the Company are included in item 8 of this Annual Report on Form 10-K.

Consolidated Balance Sheets as of December 31, 2017 and 2016 .....	55
Consolidated Statements of Income for the Three Years Ended December 31, 2017 .....	56
Consolidated Statements of Comprehensive Income for the Three Years Ended December 31, 2017....	58
Consolidated Statements of Changes in Shareholders' Equity for the Three Years Ended December 31, 2017 .....	59
Consolidated Statements of Cash Flows for the Three Years Ended December 31, 2017 .....	60
Notes to Consolidated Financial Statements.....	61
Independent Auditors' Report .....	54

Condensed Consolidated Financial Statements for the parent company only may be found in Item 8 above. All other schedules have been omitted because the required information is presented in the Consolidated Financial Statements or in the notes thereto, the amounts involved are not significant or the required subject matter is not applicable.

#### Exhibits

The following Exhibit Index lists the Exhibits to Form 10-K:

- 3.1 Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006 and filed with the Commission on May 9, 2006).
- 3.2 Bylaws, amended as of October 28, 2014 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K and filed with the Commission on November 3, 2014).
- 4 Description of the capital stock included in the Registration Statement on Form S-3 (incorporated by referenced to the Registration Statement on Form S-3 dated April 5, 2016 and filed with the Commission on April 5, 2016).
- 10.1 2002 Incentive Stock Option Plan, amended and restated as of April 22, 2008 (incorporated by reference to Appendix B of the Company's Proxy Statement for the Company's April 22, 2008 Annual Meeting filed with the Commission on March 17, 2008).
- 10.2 UMB Financial Corporation Long-Term Incentive Compensation Plan amended and restated as of April 23, 2013 (incorporated by reference to Appendix A of the Company's Proxy Statement for the Company's April 23, 2013 Annual Meeting filed with the Commission on March 13, 2013).
- 10.3 Deferred Compensation Plan, dated as of December 1, 2008 filed herewith.
- 10.4 UMBF 2005 Short-Term Incentive Plan (incorporated by reference to Exhibit 10.7 to the Company's Form 10-K for December 31, 2004 and filed with the Commission on March 14, 2005).
- 10.5 Scout Investments Retention and Annual Performance Program (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on December 12, 2012).
- 10.6 Annual Variable Pay Plan Scout Investments/Leadership, January 1, 2014 – December 31, 2014 for Andrew Iseman (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on February 14, 2014).
- 10.7 Form of 2016 Performance-Based Restricted Stock Award Agreement for the UMB Financial Corporation Long-Term Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10Q filed with the Commission on August 2, 2016).
- 10.8 Form of 2016 Service-Based Restricted Stock Award Agreement for the UMB Financial Corporation Long-Term Incentive Compensation Plan (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10Q filed with the Commission on August 2, 2016).

- 10.9 Form of 2016 Stock Option Award Agreement for the UMB Financial Corporation Long-Term Incentive Compensation Plan (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10Q filed with the Commission on August 2, 2016).
- 10.10 Employment Offer Letter for Ram Shankar (incorporated by reference to Exhibit 99.3 to the Company's Current Report on Form 8-K filed with the Commission on July 26, 2016).
- 10.11 Relocation Assistance Agreement for Ram Shankar (incorporated by reference to Exhibit 99.4 to the Company's Current Report on Form 8-K filed with the Commission on July 26, 2016).
- 10.12 Retention Agreement dated April 19, 2017, by and between UMB Financial Corporation and Andrew Iseman (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated April 19, 2017 and filed with the Commission on April 20, 2017).
- 21.1 Subsidiaries of the Registrant filed herewith.
- 23.1 Consent of Independent Auditors – KPMG LLP filed herewith.
- 24.1 Power of Attorney filed herewith.
- 31.1 CEO Certification pursuant to Section 302 of the Sarbanes-Oxley Act filed herewith.
- 31.2 CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act filed herewith.
- 32.1 CEO Certification pursuant to Section 906 of the Sarbanes-Oxley Act filed herewith.
- 32.2 CFO Certification pursuant to Section 906 of the Sarbanes-Oxley Act filed herewith.
- 101.INS XBRL Instance filed herewith.
- 101.SCH XBRL Taxonomy Extension Schema filed herewith.
- 101.CAL XBRL Taxonomy Extension Calculation filed herewith.
- 101.DEF XBRL Taxonomy Extension Definition filed herewith.
- 101.LAB XBRL Taxonomy Extension Labels filed herewith.
- 101.PRE XBRL Taxonomy Extension Presentation filed herewith.

**ITEM 16. FORM 10-K SUMMARY**

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, as of February 22, 2018.

### UMB FINANCIAL CORPORATION

/s/ J. Mariner Kemper

J. Mariner Kemper  
Chairman of the Board,  
Chief Executive Officer

/s/ Ram Shankar

Ram Shankar  
Chief Financial Officer

/s/ Brian J. Walker

Brian J. Walker  
Chief Accounting Officer

Date: February 22, 2018

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities on the date indicated.

<u>Robin C. Beery</u> Robin C. Beery	Director	<u>Kevin C. Gallagher</u> Kevin C. Gallagher	Director
<u>Greg M. Graves</u> Greg M. Graves	Director	<u>Alexander C. Kemper</u> Alexander C. Kemper	Director
<u>Gordon E. Lansford</u> Gordon E. Lansford	Director	<u>Timothy R. Murphy</u> Timothy R. Murphy	Director
<u>Kris A. Robbins</u> Kris A. Robbins	Director	<u>L. Joshua Sosland</u> L. Joshua Sosland	Director
<u>Dylan E. Taylor</u> Dylan E. Taylor	Director	<u>Paul Uhlmann III</u> Paul Uhlmann III	Director
<u>Leroy J. Williams</u> Leroy J. Williams	Director	<u>/s/ J. Mariner Kemper</u> J. Mariner Kemper Attorney-in-Fact for each director	Director, Chairman of the Board, Chief Executive Officer

**CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT**

I, J. Mariner Kemper, certify that:

1. I have reviewed this Annual Report on Form 10-K of UMB Financial Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 22, 2018

/s/ J. Mariner Kemper  
J. Mariner Kemper  
Chief Executive Officer

**CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT**

I, Ram Shankar, certify that:

1. I have reviewed this Annual Report on Form 10-K of UMB Financial Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 22, 2018

/s/ Ram Shankar  
Ram Shankar  
Chief Financial Officer



**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of UMB Financial Corporation (the Company) for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, J. Mariner Kemper, Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 22, 2018

/s/ J. Mariner Kemper  
J. Mariner Kemper  
Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to UMB Financial Corporation and will be retained by UMB Financial Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of UMB Financial Corporation (the Company) for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Ram Shankar, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 22, 2018

/s/ Ram Shankar  
Ram Shankar  
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to UMB Financial Corporation and will be retained by UMB Financial Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

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## UMB FINANCIAL CORPORATION BOARD OF DIRECTORS

**Robin C. Beery** <sup>2,4,5</sup>

Consultant,  
Investment Industry Executive

**K.C. Gallagher** <sup>2,5</sup>

Chairman,  
Gallagher Industries, LLC;  
Chief Executive Officer,  
Little Pub Holdings, LLC

**Gregory M. Graves** <sup>3</sup>

Retired,  
Burns and McDonnell  
Engineering Company, Inc.

**Michael D. Hagedorn** <sup>1</sup>

President and  
Chief Executive Officer,  
UMB Bank, n.a.; Vice Chairman,  
UMB Financial Corporation

**Alexander C. Kemper**

Chairman and  
Chief Executive Officer,  
C2FO

**Mariner Kemper**

Chairman, UMB Bank, n.a.;  
Chairman, President and  
Chief Executive Officer,  
UMB Financial Corporation

**Gordon Lansford III** <sup>3,5</sup>

President and  
Chief Executive Officer,  
J.E. Dunn Construction  
Group, Inc.

**Timothy R. Murphy** <sup>3,4</sup>

Chairman and  
Chief Executive Officer,  
Murphy-Hoffman Company

**Kris A. Robbins** <sup>2,5</sup>

Principal,  
KARobbins, LLC

**L. Joshua Sosland** <sup>2,3</sup>

President,  
Sosland Companies, Inc.

**Dylan Taylor** <sup>2,4</sup>

President,  
Colliers International

**Paul Uhlmann III** <sup>3,4</sup>

President and  
Chief Executive Officer,  
The Uhlmann Company

**Leroy J. Williams, Jr.** <sup>2,4</sup>

Chief Executive Officer,  
CyberTek IQ

**Thomas J. Wood III** <sup>1</sup>

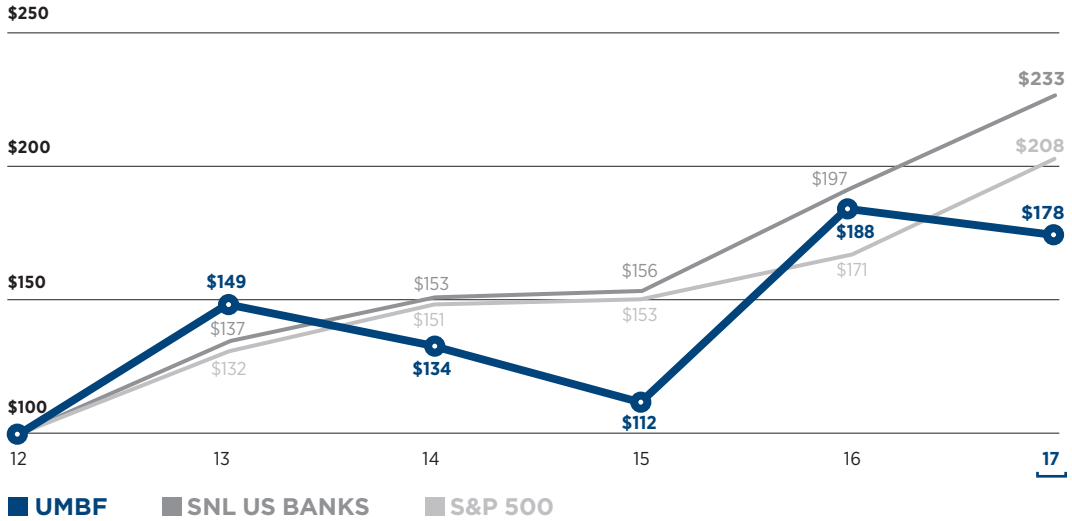
Investor

To view a full list of UMB's advisory  
boards, visit [UMB.com/AdvisoryBoards](http://UMB.com/AdvisoryBoards)

# SELECTED FINANCIAL HIGHLIGHTS

## Five-Year Total Return

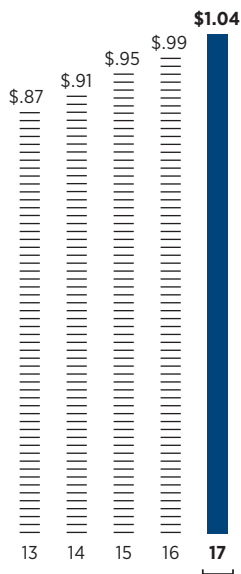
UMBF vs. SNL US Banks Index and S&P 500



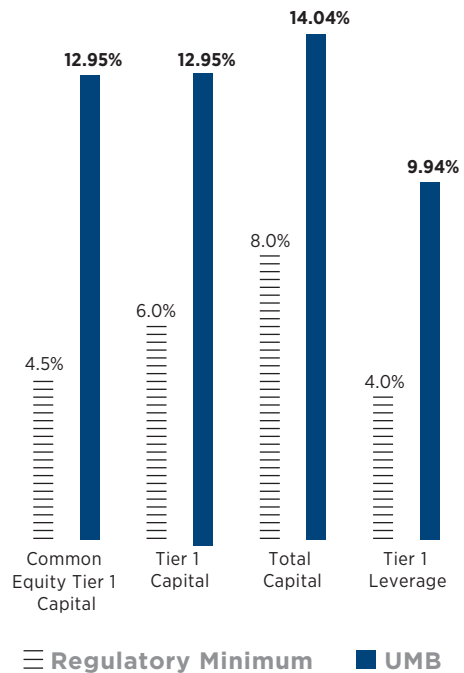
This summarizes the cumulative return experienced by UMBF shareholders for the years 2013 through 2017, compared to the S&P 500 Stock Index and the SNL US Banks Index. In all cases, the return assumes a reinvestment of dividends. *Source: SNL Financial*

## Dividends Paid Per Share

Dollars



## Risk-Based Capital Ratios



## CORPORATE INFORMATION

### UMB Financial Corporation (NASDAQ: UMBF) Credit Ratings as of February 14, 2018

Credit Ratings	S&P	Fitch
Long-term Issuer	A- / Negative	A / Stable
Short-term/Commercial Paper	A-2	F1
Bank Individual	-	a
Bank Support	-	5

Credit Ratings (Subsidiaries)	S&P	Fitch
UMB Bank, National Association		
Certificate of Deposit	-	A+
Bank Individual	-	a
Bank Support	-	5

#### Notice of Annual Meeting

Tuesday, April 24, 2018  
UMB Financial Corporation  
1010 Grand Boulevard  
Kansas City, MO 64106

#### Transfer Agent

Computershare Trust  
Company, n.a.  
P.O. Box 43078  
Providence, RI 02940-3078  
800.884.4225

#### UMB Financial Corporation

1010 Grand Boulevard  
P.O. Box 419226  
Kansas City, MO 64141-6226  
UMBFinancial.com

#### Stock Quotation Symbol

UMBF  
NASDAQ OMX

#### Investor Relations

Kay Gregory  
Senior Vice President,  
Director of Investor Relations

#### Financial Information

Ram Shankar  
Chief Financial Officer,  
UMB Financial Corporation

#### To contact us, please call

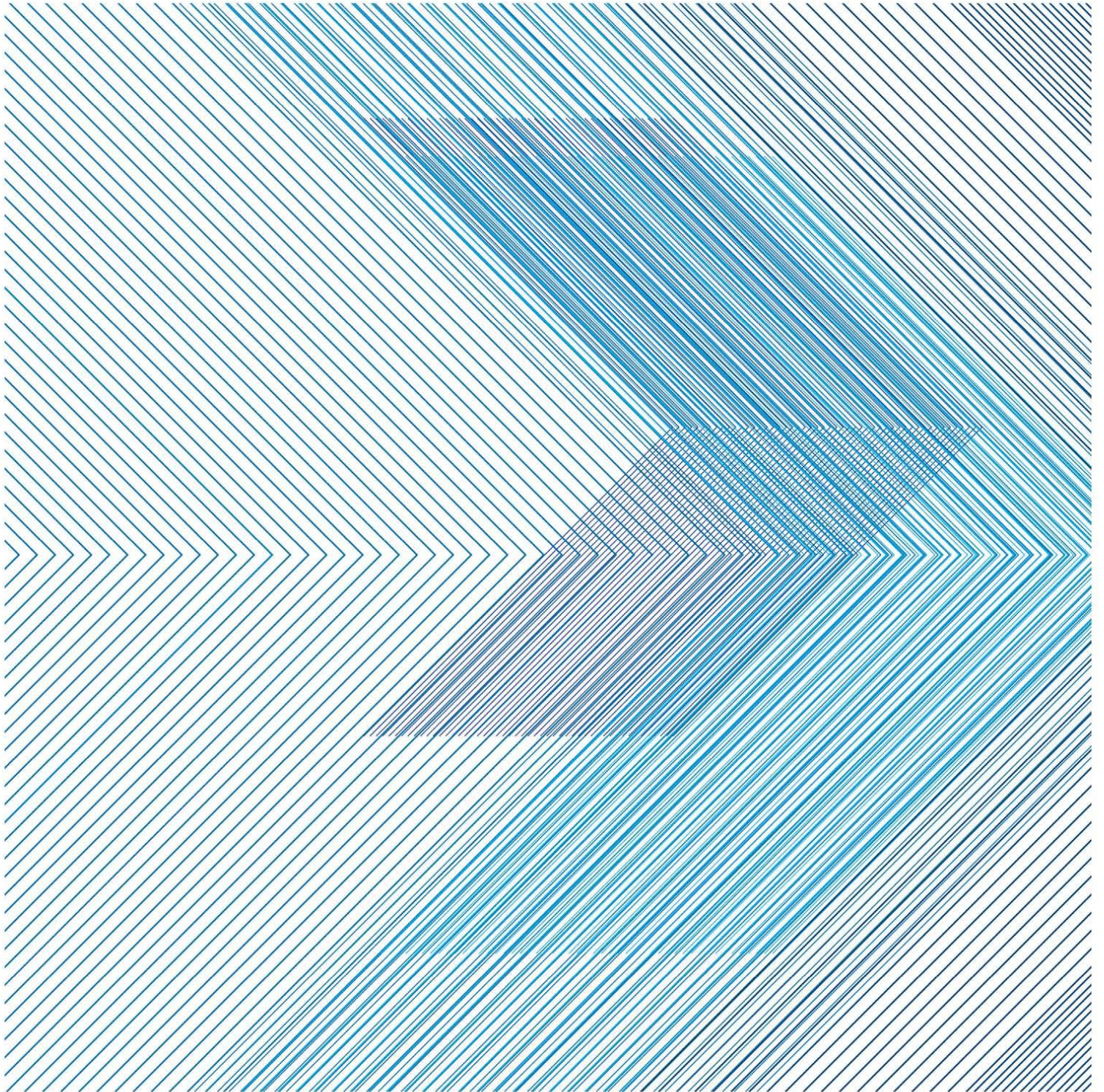
816.860.7000 or 800.821.2171

#### For other inquiries

Marketing Communication  
Marketing@UMB.com

### Cautionary Notice About Forward-Looking Statements

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements can be identified by the fact that they do not relate strictly to historical or current facts. All forward-looking statements are subject to assumptions, risks, and uncertainties, which may change over time and many of which are beyond our control. You should not rely on any forward-looking statement as a prediction or guarantee about the future. Our actual future objectives, strategies, plans, prospects, performance, condition, or results may differ materially from those set forth in any forward-looking statement. Some of the factors that may cause actual results or other future events, circumstances, or aspirations to differ from those in forward-looking statements are described in our Annual Report on Form 10-K for the year ended December 31, 2017, our subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K, or other applicable documents that are filed or furnished with the Securities and Exchange Commission (SEC). Any forward-looking statement made by us or on our behalf speaks only as of the date that it was made. We do not undertake to update any forward-looking statement to reflect the impact of events, circumstances, or results that arise after the date that the statement was made. You, however, should consult further disclosures (including disclosures of a forward-looking nature) that we may make in any subsequent Quarterly Report on Form 10-Q, Current Report on Form 8-K, or other applicable document that is filed or furnished with the SEC.



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