UMB FINANCIAL CORP
Form 10-K
February 25, 2013
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark one)

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended: December 31, 2012

¨ 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: 0-4887

UMB FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Missouri	**43-0903811**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
1010 Grand Boulevard, Kansas City, Missouri	**64106**
(Address of principal executive offices)	**(ZIP Code)**

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

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

Title of each class	Name of each exchange on which registered
Common Stock, $1.00 Par Value	**The NASDAQ Global Select Market**

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. x 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 x 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. x 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). x 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, or a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

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

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

As of June 30, 2012 the aggregate market value of common stock outstanding held by nonaffiliates of the registrant was approximately $1,764,827,239 based on the NASDAQ Global Select Market closing price of that date.

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

Class	Outstanding at February 14, 2013
Common Stock, $1.00 Par Value	40,518,987

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company s definitive Proxy Statement to be delivered to shareholders in connection with the Annual Meeting of Shareholders to be held on April 24, 2013, are incorporated by reference into Part III of this Form 10-K.

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PART I

ITEM 1. *BUSINESS*

General

UMB Financial Corporation (the Company) was organized as a corporation in 1967 under Missouri law for the purpose of becoming a bank holding company registered under the Bank Holding Company Act of 1956 (BHCA). In 2001, the Company elected to become a financial holding company under the Gramm-Leach-Bliley Act of 1999 (GLB Act). The Company owns all of the outstanding stock of one commercial bank and 21 other subsidiaries.

The commercial bank is engaged in general commercial banking business. The subsidiary bank, UMB Bank, n.a. (the Bank), whose principal office is in Missouri, also has branches in Arizona, Colorado, Illinois, Kansas, Nebraska and Oklahoma. The bank offers a full range of banking services to commercial, retail, government and correspondent bank customers. In addition to standard banking functions the Bank provides commercial and retail banking services including investment and cash management services and a full range of trust activities for individuals, estates, business corporations, governmental bodies and public authorities. The Company formerly had four subsidiary banks, UMB Bank, n.a., UMB Bank Colorado, n.a., UMB National Bank of America, n.a., and UMB Bank Arizona, n.a. These subsidiary banks were merged into the lead subsidiary bank UMB Bank, n.a. effective with the close of business on December 31, 2012.

The significant non-banking subsidiaries of the Company include mutual fund and alternative investment services groups, single-purpose companies that deal with brokerage services and insurance and registered investment advisors, offering equity and fixed income investment strategies for institutions and individual investors. The Company s products and services are grouped into four segments, Bank, Payment Solutions, Institutional Investment Management, and Asset Servicing. These segments are described in detail with their related financial results in Note 12 to the Consolidated Financial Statements provided in Item 8, pages 83 through 84 of this report. The primary non-bank subsidiaries of the Company are described below.

UMB Fund Services, Inc., located in Milwaukee, Wisconsin, Kansas City, Missouri and Boston, Massachusetts, provides fund accounting, transfer agent, and other services to mutual fund groups representing funds and managed account services to asset management groups. In addition, JD Clark & Co., Inc., a subsidiary of UMB Fund Services, Inc., located in Ogden, Utah and Media, Pennsylvania provides similar services to alternative investment groups.

Scout Investments, Inc. is an institutional asset management company located in Kansas City, Missouri. Scout Investments, Inc. offers domestic and international equity investments through its Scout Asset Management Division and fixed income investments through its Reams Asset Management Division.

Prairie Capital Management, LLC, headquartered in Kansas City, Missouri, is a wealth management consulting firm and serves as investment manager to proprietary pooled investment vehicles, including traditional diversified equity funds, hedge funds, and private equity funds. Prairie Capital has branch offices in Illinois, Colorado, and Pennsylvania.

On a full-time equivalent basis at December 31, 2012, the Company and its subsidiaries employed 3,448 persons.

Segment Information. Financial information regarding the Company s four segments is included in Note 12 to the Consolidated Financial Statements provided in Item 8, pages 83 through 84 of this report.

Competition. The Company faces intense competition from hundreds of financial service providers in each of its business segments in the various markets served. The Company competes with other traditional and non-traditional financial service providers including banks, thrifts, finance companies, mutual funds, mortgage banking companies, brokerage companies, insurance companies, investment managers and credit unions. Banking customers are generally influenced by convenience of location, quality of service, personal contact, price of services, and availability of products. Investment advisory services compete primarily on returns, expenses, ratings by outside rating services, and continuity of management. Fund Services competes based on price and quality of services. The impact from competition is critical not only to pricing, but also to transaction execution, products and services offered, innovation and reputation. Within the Kansas City banking market, the Company ranks first based on the amount of deposits at June 30, 2012, the most recent date for which deposit information is available from the Federal Deposit Insurance Corporation (FDIC). At June 30, 2012, the Company had 13.8 percent of the deposits in its primary market, the Kansas City metropolitan area, compared to 13.4 percent at June 30, 2011.

Monetary Policy and Economic Conditions. The Company s business and earnings are affected significantly by the fiscal and monetary policies of the federal government and its agencies. It is particularly affected by the policies of the Board of Governors of the Federal Reserve System (the Federal Reserve Board or FRB), which regulates the supply of money and credit in the United States. Among the instruments of monetary policy available to the FRB are: conducting open market operations in United States government securities; changing the discount rates of borrowings of depository institutions; imposing or changing reserve requirements against depository institutions deposits; and imposing or changing reserve requirements against certain borrowings by banks and their affiliates. These methods are used in varying degrees and combinations to directly affect the availability of bank loans and deposits, as well as the interest rates charged on loans and paid on deposits. Monetary policy and economic conditions also greatly affect the equity and fixed income markets. The Company s investment advisory and investment servicing business derive their income based on the pricing for both investment advisory and fixed income investments. The policies of the FRB have a material effect on the Company s business, results of operations and financial condition.

Supervision and Regulation. As a bank holding company and a financial holding company, the Company (and its subsidiaries) is subject to extensive regulation and is affected by numerous federal and state laws and regulations.

Supervision. The Company is subject to regulation and examination by the FRB. The Bank is subject to regulation and examination by the Office of the Comptroller of the Currency (OCC). UMB Insurance, Inc. is regulated by state agencies in the states in which it operates. Scout Investments, Inc., Scout Distributors, LLC, Prairie Capital Management, LLC and UMB Fund Services, Inc. are subject to the rules and regulations of the Securities and Exchange Commission (SEC) and the Financial Industry Regulatory Authority (FINRA). The FRB possesses cease and desist powers over bank holding companies if their actions represent unsafe or unsound practices or violations of law. In addition, the FRB is empowered to impose civil monetary penalties for violations of banking statutes and regulations. Regulation by the FRB is intended to protect depositors of the Company s bank, not the Company s shareholders. The Company is subject to a number of restrictions and requirements imposed by the Sarbanes-Oxley Act of 2002 relating to internal controls over financial reporting, disclosure controls and procedures, loans to directors or executive officers of the Company and its subsidiaries, the preparation and certification of the Company s consolidated financial statements, the duties of the Company s audit committee, relations with and functions performed by the Company s independent auditors, and various accounting and corporate governance matters. The Company s brokerage affiliate, UMB Financial Services, Inc., is regulated by the SEC, FINRA, and is also subject to certain regulations of the various states in which it transacts business. It is subject to regulations covering all aspects of the securities business, including sales methods, trade practices among broker/dealers, capital structure, uses and safekeeping of customers funds and securities, recordkeeping, and the conduct of directors, officers and employees. The SEC and the organizations to which it has delegated certain regulatory authority may conduct administrative proceedings that can result in censure, fines, suspension or expulsion of a broker/dealer, its directors, officers and employees. The principal purpose of regulation of securities broker/dealers is the protection of customers and the securities market, rather than the protection of stockholders of broker/dealers.

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Limitation on Acquisitions and Activities. The Company is subject to the BHCA, which requires the Company to obtain the prior approval of the Federal Reserve Board to (i) acquire substantially all the assets of any bank, (ii) acquire more than 5% of any class of voting stock of a bank or bank holding company which is not already majority owned, or (iii) merge or consolidate with another bank holding company. The BHCA also imposes significant limitations on the scope and type of activities in which the Company and its subsidiaries may engage. The activities of bank holding companies are generally limited to the business of banking, managing or controlling banks, and other activities that the FRB has determined to be so closely related to banking or managing or controlling banks as to be a proper incident thereto. In addition, under the GLB Act, a bank holding company, all of whose controlled depository institutions are well-capitalized and well-managed (as defined in federal banking regulations) and which obtains satisfactory Community Reinvestment Act (CRA) ratings, may declare itself to be a financial holding company and engage in a broader range of activities.

A financial holding company may affiliate with securities firms and insurance companies and engage in other activities that are financial in nature or incidental or complementary to activities that are financial in nature. Financial in nature activities include:

- securities underwriting, dealing and market making;
- sponsoring mutual funds and investment companies;
- insurance underwriting and insurance agency activities;
- merchant banking; and
- activities that the FRB determines to be financial in nature or incidental to a financial activity, or which are complementary to a financial activity and do not pose a safety and soundness risk.

A financial holding company that desires to engage in activities that are financial in nature or incidental to a financial activity but not previously authorized by the FRB must obtain approval from the FRB before engaging in such activity. Also, a financial holding company may seek FRB approval to engage in an activity that is complementary to a financial activity if it shows that the activity does not pose a substantial risk to the safety and soundness of insured depository institutions or the financial system. Under the GLB Act, subsidiaries of financial holding companies engaged in non-bank activities are supervised and regulated by the federal and state agencies which normally supervise and regulate such functions outside of the financial holding company context.

A financial holding company may acquire a company (other than a bank holding company, bank or savings association) engaged in activities that are financial in nature or incidental to activities that are financial in nature, without prior approval from the FRB. Prior FRB approval is required, however, before the financial holding company may acquire control of more than 5% of the voting shares or substantially all of the assets of a bank holding company, bank or savings association. In addition, under the FRB s merchant banking regulations, a financial holding company is authorized to invest in companies that engage in activities that are not financial in nature, as long as the financial holding company makes its investment with the intention of limiting the duration of the investment, does not manage the company on a day-to-day basis, and the company does not cross market its products or services with any of the financial holding company s controlled depository institutions. If any subsidiary bank of a financial holding company receives a rating under the CRA of less than satisfactory , the financial holding company is limited with respect to its engaging in new activities or acquiring other companies, until the rating is raised to at least satisfactory.

Other Regulatory Restrictions & Requirements. A bank holding company and its subsidiaries are prohibited from engaging in certain tying arrangements in connection with the extension of credit, with limited exceptions. There are also various legal restrictions on the extent to which a bank holding company and certain of its non-bank subsidiaries can borrow or otherwise obtain credit from its bank subsidiaries. The Company and its subsidiaries are also subject to certain restrictions on issuance, underwriting and distribution of securities. FRB policy requires a bank holding company to serve as a source of financial and managerial strength to its subsidiary banks. Under this source of strength doctrine, a bank holding company is expected to stand ready to use its

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available resources to provide adequate capital funds to its subsidiary banks during periods of financial stress or adversity, and to maintain resources and the capacity to raise capital that it can commit to its subsidiary banks. Furthermore, the FRB has the right to order a bank holding company to terminate any activity that the FRB believes is a serious risk to the financial safety, soundness or stability of any subsidiary bank. Also, under cross-guaranty provisions of the Federal Deposit Insurance Act (FDIA), bank subsidiaries of a bank holding company are liable for any loss incurred by the FDIC insurance fund in connection with the failure of any other bank subsidiary of the bank holding company.

The Company s bank subsidiary is subject to a number of laws regulating depository institutions, including the Federal Deposit Insurance Corporation Improvement Act of 1991, which expanded the regulatory and enforcement powers of the federal bank regulatory agencies. These laws require that such agencies prescribe standards relating to internal controls, information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth, compensation, fees and benefits, and mandated annual examinations of banks by their primary regulators. The Company s bank subsidiary is also subject to a number of consumer protection laws and regulations of general applicability, as well as the Bank Secrecy Act and USA Patriot Act, which are designed to identify, prevent and deter international money laundering and terrorist financing.

The rate of interest a bank may charge on certain classes of loans is limited by law. At certain times in the past, such limitations have resulted in reductions of net interest margins. Federal laws also impose additional restrictions on the lending activities of banks, including the amount that can be loaned to one borrower or a related group.

The commercial bank owned by the Company is a national bank and is subject to supervision and examination by the OCC and the FRB. The Bank is also a member of and subject to examination by the FDIC.

Payment of dividends by the Bank to the Company is subject to various regulatory restrictions. For national banks, the OCC 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 is subject to the CRA and implementing regulations. CRA regulations establish the framework and criteria by which the bank regulatory agencies assess an institution s record of helping to meet the credit needs of its community, including low and moderate-income neighborhoods. CRA ratings are taken into account by regulators in reviewing certain applications made by the Company and its bank subsidiaries.

Regulatory Capital Requirements Applicable to the Company. The FRB has promulgated capital adequacy guidelines for use in its examination and supervision of bank holding companies. If a bank holding company s capital falls below minimum required levels, then the bank holding company must implement a plan to increase its capital, and its ability to pay dividends and make acquisitions of new bank subsidiaries may be restricted or prohibited. The FRB s capital adequacy guidelines provide for the following types of capital:

Tier 1 capital, also referred to as core capital, calculated as:

- common stockholders equity;
- plus, non-cumulative perpetual preferred stock and any related surplus;
- plus, minority interests in the equity accounts of consolidated subsidiaries;
- less, all intangible assets (other than certain mortgage servicing assets, non-mortgage servicing assets);
- less, certain credit-enhanced interest-only strips and non-financial equity investments required to be deducted from capital; and
- less, certain deferred tax assets.

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Tier 2 capital, also referred to as supplementary capital, calculated as:

- allowances for loan and lease losses (limited to 1.25% of risk-weighted assets);
- plus, unrealized gains on certain equity securities (limited to 45% of pre-tax net unrealized gains);
- plus, cumulative perpetual and long-term preferred stock (original maturity of 20 years or more) and any related surplus;
- plus, auction rate and similar preferred stock (both cumulative and non-cumulative);
- plus, hybrid capital instruments (including mandatory convertible debt securities); and
- plus, term subordinated debt and intermediate-term preferred stock with an original weighted average maturity of five years or more (limited to 50% of Tier 1 capital).

The maximum amount of supplementary capital that qualifies as Tier 2 capital is limited to 100% of Tier 1 capital.

Total capital, calculated as:

- Tier 1 capital;
- plus, qualifying Tier 2 capital;
- less, investments in banking and finance subsidiaries that are not consolidated for regulatory capital purposes;
- less, intentional, reciprocal cross-holdings of capital securities issued by banks; and
- less, other deductions (such as investments in other subsidiaries and joint ventures) as determined by supervising authority.

The Company is required to maintain minimum amounts of capital to various categories of assets, as defined by the banking regulators. See Table 17, Risk-Based Capital, on page 39 for additional detail on the computation of risk-based assets and the related capital ratios.

At December 31, 2012, the Company was required to have minimum Tier 1 capital, Total capital, and leverage ratios of 4.00%, 8.00%, and 4.00% respectively. The Company s actual ratios at that date were 11.05%, 11.92%, and 6.81%, respectively.

Regulatory Capital Requirements Applicable to the Company s Subsidiary Bank. In addition to the minimum capital requirements of the FRB applicable to the Company, there are separate minimum capital requirements applicable to its subsidiary national bank.

Federal banking laws classify an insured financial institution in one of the following five categories, depending upon the amount of its regulatory capital:

well-capitalized if it has a total Tier 1 leverage ratio of 5% or greater, a Tier 1 risk-based capital ratio of 6% or greater and a total risk-based capital ratio of 10% or greater (and is not subject to any order or written directive specifying any higher capital ratio);

adequately capitalized if it has a total Tier 1 leverage ratio of 4% or greater (or a Tier 1 leverage ratio of 3% or greater, if the bank has a Capital adequacy, Asset quality, Management, Liquidity, and Sensitivity to market risk (CAMELS) rating of 1), a Tier 1 risk-based capital ratio of 4% or greater, and a total risk-based capital ratio of 8% or greater;

undercapitalized if it has a total Tier 1 leverage ratio that is less than 4% (or a Tier 1 leverage ratio that is less than 3%, if the bank has a CAMELS rating of 1), a Tier 1 risk-based capital ratio that is less than 4% or a total risk-based capital ratio that is less than 8%;

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significantly undercapitalized if it has a total Tier 1 leverage ratio that is less than 3%, a Tier 1 risk based capital ratio that is less than 3% or a total risk-based capital ratio that is less than 6%; and

critically undercapitalized if it has a Tier 1 leverage ratio that is equal to or less than 2%.

Federal banking laws require the federal regulatory agencies to take prompt corrective action against undercapitalized financial institutions. The capital ratios and classifications for the Company and the Bank as of December 31, 2012, are set forth below:

Bank	Total Tier 1 Leverage Ratio (5% or greater)	Tier 1 Risk Based Capital Ratio (6% or greater)	Total Risk-Based Capital Ratio (10% or greater)
UMB Financial Corporation	6.81	11.05	11.92
UMB Bank, n.a.	7.58	10.54	11.42

The Company is required to maintain minimum balances with the FRB for the Bank. This balance is calculated from reports filed with the FRB. At December 31, 2012, the Company was required to hold $43.3 million at the FRB.

Deposit Insurance and Assessments. The deposits of the Bank are insured by an insurance fund administered by the FDIC, in general up to a maximum of $250,000 per insured deposit. Under federal banking regulations, insured banks are required to pay quarterly assessments to the FDIC for deposit insurance. The FDIC s risk-based assessment system requires members to pay varying assessment rates depending upon the level of the institution s capital and the degree of supervisory concern over the institution. The FDIC assessment is separated into two parts. The first part is the FDIC Insurance, and the second part is the assessment for the Financing Corporation (FICO) to fund interest payments on bonds issued by FICO, an agency of the Federal government established to recapitalize the predecessor to the Savings Association Insurance Fund (SAIF).

In October 2010, the FDIC adopted a new plan to ensure that the fund reserve ratio reaches 1.35% by September 30, 2020, as required by the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act). In November 2010, the FDIC issued a final rule to implement provisions of the Dodd-Frank Act that provide for temporary unlimited coverage for non-interest-bearing transaction accounts. The separate coverage for non interest-bearing transaction accounts became effective on December 31, 2010 and terminated on December 31, 2012. In February 2011, the FDIC issued a final rule to change the deposit insurance assessment base from total domestic deposits to average total assets minus average tangible equity, as required by the Dodd-Frank Act, effective April 1, 2011. The FDIC created a risk based scorecard system to determine an institutions base assessment rate. The scorecards utilize CAMELS ratings and certain financial measures to assess an institution s ability to withstand asset-related stress and funding-related stress. The Company cannot provide any assurance as to the effect of any future proposed change in its deposit insurance premium rate as such changes are dependent upon a variety of factors, some of which are beyond the Company s control.

Limitations on Transactions with Affiliates. The Company and its non-bank subsidiaries are affiliates within the meaning of Sections 23A and 23B of the Federal Reserve Act (FRA). The amount of loans or extensions of credit which a bank may make to non-bank affiliates, or to third parties secured by securities or obligations of the non-bank affiliates, are substantially limited by the FRA and the FDIA. Such acts further restrict the range of permissible transactions between a bank and an affiliated company. A bank and subsidiaries of a bank may engage in certain transactions, including loans and purchases of assets, with an affiliated company, only if the terms and conditions of the transaction, including credit standards, are substantially the same as, or at least as favorable to the bank as, those prevailing at the time for comparable transactions with non-affiliated companies or, in the absence of comparable transactions, on terms and conditions that would be offered to non-affiliated companies.

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Other Banking Activities. The investments and activities of the Bank are also subject to regulation by federal banking agencies regarding; investments in subsidiaries, investments for their own account (including limitations in investments in junk bonds and equity securities), loans to officers, directors and their affiliates, security requirements, anti-tying limitations, anti-money laundering, financial privacy and customer identity verification requirements, truth-in-lending, types of interest bearing deposit accounts offered, trust department operations, brokered deposits, audit requirements, issuance of securities, branching and mergers and acquisitions.

A discussion of past acquisitions is included in Note 15 to the Consolidated Financial Statements provided in Item 8 on page 87 of this report.

Statistical Disclosure. The information required by Guide 3, Statistical Disclosure by Bank Holding Companies, has been included in Items 6, 7, and 7A, pages 17 through 51 of this report.

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

Name	Age	Position with Registrant
Craig Anderson	53	Mr. Anderson joined UMB Bank, n.a. in 1986. In 2011, he was named President of Commercial Banking for UMB Financial Corporation where he is responsible for all areas of commercial banking including treasury management. Prior to his appointment to that position, he served as the President for Regional Banking for the Company from September 2009 through November 2011, and as Chairman and CEO of National Bank of America in Salina, Kansas from May 2004 to September 2009.
Peter J. deSilva	51	Mr. deSilva has served as President and Chief Operating Officer of the Company since January 2004 and Chairman and Chief Executive Officer of UMB Bank, n.a. since May 2004. Mr. deSilva was previously employed by Fidelity Investments from 1987-2004, the last seven years as Senior Vice President with principal responsibility for brokerage operations.
Michael D. Hagedorn	46	Mr. Hagedorn has served as Vice Chairman, Chief Financial Officer, and Chief Administrative Officer of the Company since October 2009. Previously, he served as Executive Vice President and Chief Financial Officer of the Company from March 2005 to October 2009. He previously served as Senior Vice President and Chief Financial Officer of Wells Fargo, Midwest Banking Group from April 2001 to March 2005.
Daryl S. Hunt	56	Mr. Hunt joined UMB Bank, n.a. in November 2007, as Executive Vice President of Operations and Technology Group. Previously, Mr. Hunt worked at Fidelity Investments where he served as Senior Vice President for Transfer Operations from 2006 to 2007, Senior Vice President of Customer Processing Operations from 2003 to 2006, and Senior Vice President of Outbound Mail Operations from 2001 to 2003.
Andrew J. Iseman	48	Mr. Iseman joined Scout Investments, Inc. as Chief Executive Officer in August 2010. From February 2009 to June 2010, he served as Chief Operating Officer of RK Capital Management. He was previously employed by Janus Capital Group from January 2003 to April 2008, most recently serving as the Executive Vice President from January 2008 to April 2008 and Chief Operating Officer from May 2007 to April 2008.

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Name	Age	Position with Registrant
J. Mariner Kemper	40	Mr. Kemper has served as the Chairman and CEO of the Company since May 2004 and has served as Chairman and CEO of UMB Bank Colorado, n.a. (a subsidiary of the Company) since 2000. He was President of UMB Bank Colorado from 1997 to 2000.
David D. Kling	66	Mr. Kling has served as Executive Vice President and Chief Risk Officer of the Company since October 2008. He previously served as the Executive Vice President for Enterprise Services of UMB Bank, n.a. since November 2007. He also served as Executive Vice President of Financial Services and Support of UMB Bank, n.a. from 1997 to 2007.
Christine Pierson	50	Ms. Pierson joined the Company in January 2011 as Executive Vice President of Consumer Banking. Prior to 2011, she served the Vice President of US Sales Animal Health Division for Bayer Healthcare Corporation since 2005.
Dennis R. Rilinger	65	Mr. Rilinger has served as Executive Vice President and General Counsel of the Company and of UMB Bank, n.a. since 1996.
Lawrence G. Smith	65	Mr. Smith has served as Executive Vice President and Chief Organizational Effectiveness Officer of UMB Bank, n.a. since March 2005. Prior to coming to UMB Bank, n.a., Mr. Smith was Vice President Human Resources for Fidelity Investments in Boston, Massachusetts where he was responsible for Fidelity s business group human resource activities.
Brian J. Walker	41	Mr. Walker joined the Company in June 2007 as Senior Vice President and Corporate Controller (Chief Accounting Officer). From July of 2004 to June 2007 he served as a Certified Public Accountant for KPMG where he worked primarily as an auditor for financial institutions. He worked as a Certified Public Accountant for Deloitte & Touche from November 2002 to July of 2004.
Clyde F. Wendel	65	Mr. Wendel has served as Vice Chairman of UMB Bank, n.a. and Chief Executive Officer of Personal Financial Services of UMB Bank, n.a. since October 2009. He previously served as President of the Asset Management Division of UMB Bank, n.a. and Vice Chairman of UMB Bank, n.a. from June 2006 to October 2009. Previously, he served as Regional President, Bank of America Private Bank and Senior Bank Executive for Iowa, Kansas, and Western Missouri from 2000-2006.
John P. Zader	51	Mr. Zader joined UMB Fund Services in December 2006. He serves as Chief Executive Officer of UMB Fund Services. He previously served as a consultant to Jefferson Wells International in 2006 and served as Senior Vice President and Chief Financial Officer of U.S. Bancorp Fund Services, LLC, a mutual and hedge fund service provider from 1988 to 2006.

The Company makes available free of charge on its website at 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.

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

Financial services companies routinely encounter and address risks. Some risks may give rise to occurrences that cause the Company s future results to be materially different than what companies presently anticipate. In the following paragraphs, the Company describes its current view of certain important strategic risks, although the risks below are not the only risks the Company faces. If any such risks actually materialize, the Company s business, results of operations, financial condition and prospects could be affected materially and adversely. These risk factors should be read in conjunction with management s discussion and analysis, beginning on page 19 hereof, and the consolidated financial statements, beginning on page 53 hereof.

Changes in interest rates could affect results of operations. A significant portion of the Company s net income is based on the difference between interest earned on earning assets (such as loans and investments) and interest paid on deposits and borrowings. These rates are sensitive to many factors that are beyond the Company s control, such as general economic conditions and policies of various governmental and regulatory agencies, such as the Federal Reserve Board. For example, policies and regulations of the Federal Reserve Board influence, directly and indirectly, the rate of interest paid by commercial banks on interest-bearing deposits and also may affect the value of financial instruments held by the Company. The actions of the Federal Reserve Board also determine to a significant degree the cost of funds for lending and investing. In addition, these policies and conditions can adversely affect customers and counterparties, which may increase the risk that such customers or counterparties default on their obligations. Changes in interest rates greatly affect the amount of income earned and the amount of interest paid. Changes in interest rates also affect loan demand, the prepayment speed of loans, the purchase and sale of investment bonds and the generation and retention of customer deposits. A rapid increase in interest rates could result in interest expense increasing faster than interest income because of differences in maturities of assets and liabilities. See Quantitative and Qualitative Disclosures About Market Risk Interest Rate Risk in Part II, Item 7A for a discussion of how the Company monitors and manages interest rate risk.

General economic conditions could materially impair customers ability to repay loans, harm operating results and reduce the volume of new loans. The U.S. and the world economies impact how financial instruments are priced. Profitability depends significantly on economic conditions. Economic downturns or recessions, either nationally, internationally or in the states within the Company s footprint, could materially reduce operating results. An economic downturn could negatively impact demand for loan and deposit products, the demand for insurance and brokerage products and the amount of credit related losses due to customers who cannot pay interest or principal on their loans. To the extent loan charge-offs exceed estimates, an increase to the amount of provision expense related to the allowance for loan losses would reduce income. See Quantitative and Qualitative Disclosures About Market Risk Credit Risk in Part II, Item 7A for a discussion of how the Company monitors and manages credit risk.

General economic conditions, such as a stock market decline, could materially impair the number of investors in the equity and bond markets, the level of assets under management and the demand for other fee-based services. Economic downturns or recessions could affect the volume of income from and demand for other fee-based services. The fee revenue from asset management segments including income from Scout Investments, Inc. and UMB Fund Services, Inc. subsidiaries, are largely dependent on both inflows to, and the fair value of, assets invested in the Scout Funds and the fund clients to whom the Company provides services. General economic conditions can affect investor sentiment and confidence in the overall securities markets which could adversely affect asset values, net flows to these funds and other assets under management. Bankcard revenues are dependent on transaction volumes from consumer and corporate spending to generate interchange fees. Depressed economic conditions could negatively affect the amount of such fee income. The Company s banking services group is affected by corporate and consumer demand for debt securities which can be adversely affected by changes in general economic conditions.

The Company is subject to extensive regulation in the jurisdictions in which it conducts business. The Company is subject to extensive state and federal regulation, supervision and legislation that govern most aspects of its operations. Laws and regulations, and in particular banking, securities and tax laws, are under intense scrutiny because of the current economic crisis and may change from time to time. Changes in laws and regulations, lawsuits or actions by regulatory agencies could require the Company to devote significant time and resources to compliance efforts and could lead to fines, penalties, judgments, settlements, withdrawal of certain products or services offered in the market or other adverse results which could affect the Company s business, financial condition or results of operation, or cause serious reputational harm.

Reliance on systems, employees and certain counterparties, and certain failures, including as a result of cyber attacks, could adversely affect operations. The Company is dependent on its ability to process a large number of transactions. If any of the financial, accounting, or other data processing systems fail or have other significant shortcomings, the Company could be adversely affected. The Company is similarly dependent on its employees. The Company could be adversely affected if a significant number of employees are unavailable due to a pandemic, natural disaster, war, act of terrorism, or other reason, or if an employee causes a significant operational break-down or failure, either as a result of human error, purposeful sabotage or fraudulent manipulation of operations or systems. Third parties with which the Company does business could also be sources of operational risk, including break-downs or failures of such parties own systems or employees. Any of these occurrences could result in a diminished ability of the Company to operate, potential liability to clients, reputational damage and regulatory intervention, which could have an adverse impact on the Company. Operational risk also includes the ability to successfully integrate acquisitions into existing charters as an acquired entity will most likely be on a different system. See Quantitative and Qualitative Disclosures About Market Risk Operational Risk in Part II, Item 7A for a discussion of how the Company monitors and manages operational risk.

In the ordinary course of our business, the Company collects and stores sensitive data, including intellectual property, our proprietary business information and that of our customers, and personally identifiable information of our customers and employees, in our data centers and on our networks. The secure processing, maintenance and transmission of this information is critical to our operations. Despite our security measures, our information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise our networks and the information stored could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, regulatory penalties, and damage our reputation which could adversely affect our business. In addition, there is the risk that controls and procedures, as well as business continuity and data security systems, may prove to be inadequate. Any such failure could affect operations and could adversely affect results of operations by requiring the Company to expend significant resources to correct the defect, as well as by exposing the Company to litigation or losses not covered by insurance.

In addition, there is the risk that controls and procedures, as well as business continuity and data security systems, may prove to be inadequate. Any such failure could affect operations and could adversely affect results of operations by requiring the Company to expend significant resources to correct the defect, as well as by exposing the Company to litigation or losses not covered by insurance.

If the Company does not successfully handle issues that may arise in the conduct of its business and operations, the Company s reputation could be damaged, which could in turn negatively affect its business. The Company s ability to attract and retain customers and transact with the Company s counterparties could be adversely affected to the extent its reputation is damaged. The failure of the Company to deal with various issues that could give rise to reputational risk could cause harm to the Company and its business prospects. These issues include, but are not limited to potential conflicts of interest, legal and regulatory requirements, ethical issues, money-laundering, privacy, recordkeeping, sales and trading practices and proper identification of the legal, reputational, credit, liquidity and market risks inherent in its products. The failure to appropriately address these issues could make clients unwilling to do business with the Company, which could adversely affect results.

The Company faces strong competition from other financial services firms, which could lead to pricing pressures that could materially adversely affect revenue and profitability. In addition to the challenge of competing against local, regional and national banks in attracting and retaining customers, the Company s competitors also include brokers, mortgage bankers, mutual fund sponsors, securities dealers, investment advisors and specialty finance and insurance companies. The financial services industry is intensely competitive and is expected to remain so. The Company competes on the basis of several factors, including transaction execution, products and services, innovation, reputation and price. The Company may experience pricing pressures as a result of these factors and as some competitors seek to increase market share by reducing prices on products and services or increasing rates paid on deposits.

The Company s framework for managing risks may not be effective in mitigating risk and loss to the Company. The Company s risk management framework is made up of various processes and strategies to manage risk exposure. Types of risk to which the Company is subject include liquidity risk, credit risk, price risk, interest rate risk, operational risk, compliance and litigation risk, foreign exchange risk, reputation risk, and fiduciary risk, among others. Although management continually monitors, evaluates, and updates the Company s risk management framework and the Board oversees the Company s overall risk management strategy, there can be no assurance that the Company s framework to manage risk, including such framework s underlying assumptions, will be effective under all conditions and circumstances. If the Company s risk management framework proves ineffective, it could suffer unexpected losses and could be materially adversely affected.

Liquidity is essential to the Company s businesses and the Company relies on the securities market and other external sources to finance a significant portion of its operations. Liquidity affects the Company s ability to meet financial commitments. Liquidity could be negatively affected should the need arise to increase deposits or obtain additional funds through borrowing to augment current liquidity sources. Factors beyond the Company s control, such as disruption of the financial markets or negative views about the general financial services industry, could impair the Company s access to funding. If the Company is unable to raise funding using the methods described above, it would likely need to sell assets, such as its investment and trading portfolios, to meet maturing liabilities. The Company may be unable to sell some of its assets on a timely basis, or it may have to sell assets at a discount from market value, either of which could adversely affect its results of operations. Liquidity and funding policies have been designed to ensure that the Company maintains sufficient liquid financial resources to continue to conduct business for an extended period in a stressed liquidity environment. If the liquidity and funding policies are not adequate, the Company may be unable to access sufficient financing to service its financial obligations when they come due, which could have a material adverse franchise or business impact. See Quantitative and Qualitative Disclosures About Market Risk Liquidity Risk in Part II, Item 7A for a discussion of how the Company monitors and manages liquidity risk.

Inability to hire or retain qualified employees could adversely affect the Company s performance. The Company s people are its most important resource and competition for qualified employees is intense. Employee compensation is the Company s greatest expense. The Company relies on key personnel to manage and operate its business, including major revenue generating functions such as its loan and deposit portfolios, investment management function and asset servicing function .The loss of key staff may adversely affect the Company s ability to maintain and manage these portfolios effectively, which could negatively affect its results of operations. If compensation costs required to attract and retain employees become unreasonably expensive, the Company s performance, including its competitive position, could be adversely affected.

Changes in accounting standards could impact reported earnings. The accounting standard setting bodies, including the Financial Accounting Standards Board and other regulatory bodies periodically change the financial accounting and reporting standards affecting the preparation of the consolidated financial statements. These changes are not within the Company s control and could materially impact the consolidated financial statements.

The Company is subject to a variety of litigation which may affect its business, operating results and reputation. The Company and its subsidiaries may be involved from time to time in a variety of litigation. This

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litigation can include class action litigation concerning servicing processes or fees or charges, or employment practices, and potential reductions in fee revenues resulting from such litigation. Past, present and future litigation have included or could include claims for substantial compensatory and/or punitive damages or claims for indeterminate amounts of damages. Substantial legal liability could materially affect its business, financial condition or results of operations and/or cause significant reputational harm to its business.

Future events may be different than those anticipated by management assumptions and estimates, which may cause unexpected losses in the future. Pursuant to current Generally Accepted Accounting Principles, the Company is required to use certain estimates in preparing its financial statements, including accounting estimates to determine allowance for loan losses, and the fair values of certain assets and liabilities, among other items. Should the Company s determined values for such items prove inaccurate, the Company may experience unexpected losses which could be material.

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 Form 10-K.

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 during July 1986. Of the 250,000 square feet, 227,000 square feet is occupied by departments and customer service functions of UMB Bank, n.a. as well as offices of the parent company, UMB Financial Corporation. The remaining 23,000 square feet of space within the building is leased to a law firm.

Other main facilities of UMB Bank, n.a. 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. The 928 Grand building also houses Scout Investments, Inc. Additionally, within the 906 Grand building there is 20,000 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.

UMB Bank, n.a. leases 52,000 square feet in the Hertz Building located 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. UMB Bank, n.a. also leases 30,000 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.

UMB Fund Services, Inc., a subsidiary of the Company, leases 72,000 square feet in Milwaukee, Wisconsin, at which its fund services operation is headquartered. JD Clark & Co., Inc. is headquartered in Ogden, Utah where it leases 37,297 square feet.

As of December 31, 2012, the Bank operated a total of 119 banking centers and two Wealth Management offices.

The Company utilizes all of these properties to support aspects of all of the Company s business segments.

Additional information with respect to premises and equipment is presented in Notes 1 and 8 to the Consolidated Financial Statements in Item 8, pages 58 and 76 of this report.

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ITEM 3. *LEGAL PROCEEDINGS*

In the normal course of business, the Company and its subsidiaries are named defendants in various lawsuits and counter-claims. In the opinion of management, after consultation with legal counsel, none of these lawsuits 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.

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PART II

ITEM 5. *MARKET FOR REGISTRANT S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES*

The Company s stock is traded on the NASDAQ Global Select Stock Market under the symbol UMBF. As of February 14, 2013, the Company had 2,176 shareholders of record. Company stock information for each full quarter period within the two most recent fiscal years is set forth in the table below.

Per Share	Three Months Ended			
2012	**March 31**	**June 30**	**Sept. 30**	**Dec. 31**
Dividend	$ 0.205	$ 0.205	$ 0.205	$ 0.215
Book value	29.90	30.89	31.88	31.71
Market price:				
High	46.33	51.57	52.61	49.17
Low	37.68	42.90	46.80	40.55
Close	44.74	51.23	48.68	43.82

Per Share	Three Months Ended			
2011	**March 31**	**June 30**	**Sept. 30**	**Dec. 31**
Dividend	$ 0.195	$ 0.195	$ 0.195	$ 0.205
Book value	26.62	27.97	28.97	29.46
Market price:				
High	44.21	42.65	45.20	38.53
Low	37.20	37.05	32.08	30.49
Close	37.37	41.88	32.08	37.25

Information concerning restrictions on the ability of the Registrant to pay dividends and the Registrant s subsidiaries to transfer funds to the Registrant is presented in Item 1, page 3 and Note 10 to the Consolidated Financial Statements provided in Item 8, pages 78 and 79 of this report. Information concerning securities the Company issued under equity compensation plans is contained in Item 12, pages 102 and 103 and in Note 11 to the Consolidated Financial Statements provided in Item 8, pages 80 through 83 of this report.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table provides information about share repurchase activity by the Company during the quarter ended December 31, 2012:

ISSUER PURCHASES OF EQUITY SECURITIES

Period	**(a) Total Number of Shares Purchased**	**(b) Average Price Paid per Share**	**(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs**	**(d) Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs**
October 1 October 31, 2012	4,357	$ 45.05	4,357	1,946,708
November 1 November 30, 2012	236,513	42.26	236,513	1,710,195
December 1 December 31, 2012	102,094	43.35	102,094	1,608,101

Total	342,964	$ 42.62	342,964

On April 24, 2012, the Company announced a plan to repurchase up to two million shares of common stock. This plan will terminate on April 23, 2013. All open market share purchases under the share repurchase plans are

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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 this plan.

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 19 through 51, of this report.

FIVE-YEAR FINANCIAL SUMMARY

(in thousands except per share data)

As of and for the years ended December 31

EARNINGS	**2012**	**2011**	**2010**	**2009**	**2008**
Interest income	$ 339,685	$ 343,653	$ 346,507	$ 356,217	$ 387,973
Interest expense	19,629	26,680	35,894	53,232	112,922
Net interest income	320,056	316,973	310,613	302,985	275,051
Provision for loan losses	17,500	22,200	31,510	32,100	17,850
Noninterest income	458,122	414,332	360,370	310,176	312,783
Noninterest expense	590,454	562,746	512,622	460,585	430,153
Net income	122,717	106,472	91,002	89,484	98,075
AVERAGE BALANCES					
Assets	$ 13,389,192	$ 12,417,274	$ 11,108,233	$ 10,110,655	$ 8,897,886
Loans, net of unearned interest	5,251,278	4,756,165	4,490,587	4,383,551	4,193,871
Securities	6,528,523	5,774,217	5,073,839	4,382,179	3,421,213
Interest-bearing due from banks	547,817	837,807	593,518	492,915	66,814
Deposits	10,521,658	9,593,638	8,451,966	7,584,025	6,532,270
Long-term debt	5,879	11,284	19,141	32,067	36,404
Shareholders equity	1,258,284	1,138,625	1,066,872	1,006,591	933,055
YEAR-END BALANCES					
Assets	$ 14,927,196	$ 13,541,398	$ 12,404,932	$ 11,663,355	$ 10,976,596
Loans, net of unearned interest	5,690,626	4,970,558	4,598,097	4,332,228	4,410,034
Securities	7,134,316	6,277,482	5,742,104	5,003,720	4,924,407
Interest-bearing due from banks	720,500	1,164,007	848,598	1,057,195	575,309
Deposits	11,653,365	10,169,911	9,028,741	8,534,488	7,725,326
Long-term debt	5,879	6,529	8,884	25,458	35,925
Shareholders equity	1,279,345	1,191,132	1,060,860	1,015,551	974,811
PER SHARE DATA					
Earnings basic	$ 3.07	$ 2.66	$ 2.27	$ 2.22	$ 2.41
Earnings diluted	3.04	2.64	2.26	2.20	2.38
Cash dividends	0.83	0.79	0.75	0.71	0.66
Dividend payout ratio	27.04%	29.70%	33.04%	31.98%	27.18%
Book value	$ 31.71	$ 29.46	$ 26.24	$ 25.11	$ 23.81
Market price					
High	52.61	45.20	44.51	49.75	69.60
Low	37.68	30.49	31.88	33.65	35.76
Close	43.82	37.25	41.44	39.35	49.14
Return on average assets	0.92%	0.86%	0.82%	0.89%	1.10%
Return on average equity	9.75	9.35	8.53	8.89	10.51
Average equity to average assets	9.40	9.17	9.60	9.96	10.49
Total risk-based capital ratio	11.92	12.20	12.45	14.18	14.09

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

MANAGEMENT S DISCUSSION AND ANALYSIS

The following presents management s discussion and analysis of the Company s consolidated financial condition, changes in condition, and results of operations. This review highlights the major factors affecting results of operations and any significant changes in financial conditions for the three-year period ended December 31, 2012. It should be read in conjunction with the accompanying Consolidated Financial Statements and other financial statistics appearing elsewhere in the report.

SPECIAL CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

The information included or incorporated by reference in this report contains forward-looking statements of expected future developments within the meaning of and pursuant to the safe harbor provisions established by Section 21E of the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995. These forward-looking statements may refer to financial condition, results of operations, plans, objectives, future financial performance and business of the Company, including, without limitation:

- Statements that are not historical in nature; and
- Statements preceded by, followed by or that include the words believes, expects, may, should, could, anticipates, estimates, or similar words or expressions.

Forward-looking statements are not guarantees of future performance or results. You are cautioned not to put undue reliance on any forward-looking statement which speaks only as of the date it was made. Forward-looking statements reflect management s expectations and are based on currently available data; however, they involve risks, uncertainties and assumptions. Actual results may differ materially from those contemplated by the forward-looking statements due to, among others, the following factors:

- Changes in the interest rate environment;
- General economic and political conditions, either nationally, internationally or in the Company s footprint, may be less favorable than expected;
- Legislative or regulatory changes;
- Changes in the securities markets impacting mutual fund performance and flows;
- Changes in operations;
- The ability to successfully and timely integrate acquisitions;
- Competitive pressures among financial services companies may increase significantly;

Changes in technology may be more difficult or expensive than anticipated;

Changes in the ability of customers to repay loans;

Changes in loan demand may adversely affect liquidity needs;

Changes in employee costs; and

Results of litigation claims.

Any forward-looking statements should be read in conjunction with information about risks and uncertainties set forth in this report and in documents incorporated herein by reference. Forward-looking statements speak only as of the date they are made, and the Company does not intend to review or revise any particular forward-looking statement in light of events that occur thereafter or to reflect the occurrence of unanticipated events, except as required by federal securities laws.

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Results of Operations

Overview

The Company continues to focus on the following five strategies which management believes will improve net income and strengthen the balance sheet.

The first strategy is to grow the Company s fee-based businesses. As the industry continues to experience economic uncertainty, the Company has continued to emphasize its fee-based operations. With a diverse source of revenues, this strategy has helped reduce the Company s exposure to sustained low interest rates. During 2012, noninterest income increased $43.8 million, or 10.6 percent, to $458.1 million for the year ended December 31, 2012, compared to the same period in 2011. Trust and securities processing income increased $16.7 million, or 8.0 percent, for year-to-date December 31, 2012 compared to the same period in 2011. Gains from the sale of securities available for sale of $20.2 million were recognized during 2012 compared to $16.1 million for 2011. Other noninterest income increased $14.6 million, or 109.7 percent, primarily driven by an $8.7 million adjustment decreasing the contingent consideration liabilities on acquisitions. These adjustments were due to the adoption of new accounting guidance related to fair value measurements and additional changes in cash flow projections. Fair value adjustments on interest rate swap transactions increased $2.4 million compared to 2011. Gains of $0.6 million were recognized on the sale of two branches during 2012.

The second strategy is a focus on net interest income through loan and deposit growth. During 2012, continued progress on this strategy was illustrated by an increase in net interest income of $3.1 million, or 1.0 percent, from the previous year. The Company has continued to show increased net interest income in a historically low rate environment through the effects of increased volume of average earning assets and a low cost of funds in its balance sheet. Average earning assets increased by $1.0 billion, or 8.4 percent, from 2011. Average loan balances increased $495.1 million, or 10.4 percent, for year-to-date December 31, 2012 compared to the same period in 2011. Earning asset growth was primarily funded with a $86.2 million increase in average interest-bearing deposits, or 1.4 percent, and an $84.8 million increase in average noninterest-bearing deposits, or 24.7 percent, compared to 2011 respectively. Net interest margin, on a tax-equivalent basis, decreased 19 basis points, and net interest spread decreased 18 basis points compared to 2011, respectively.

The third strategy is a focus on improving operating efficiencies. At December 31, 2012, the Company had 119 branches. The Company continues to emphasize increasing its primary retail customer base by providing a broad offering of services through our existing branch network. These efforts have resulted in the total loan and deposits growth previously discussed. The Company continues to invest in technological advances that will help management drive operating efficiencies through improved data analysis and automation. Starting in 2011, the Company has converted to a new financial and human resource software that is integrated and enterprise wide. During 2012, additional systems infrastructure enhancements have been implemented. In addition to the use of automation technology, the Company has merged the subsidiary banks into a single chartered entity. This will enhance regulatory capital and the implementation of strategic initiatives. With the related core systems conversion to be conducted in 2013, operating efficiencies are anticipated. The Company will continue to evaluate its cost structure for opportunities to moderate expense growth without sacrificing growth initiatives.

The fourth strategy is a focus on capital management. The Company places a significant emphasis on the maintenance of 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 business growth 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 properly utilizing a share buy-back strategy. At December 31, 2012, the Company had $1.3 billion in total shareholders equity. This is an increase of $88.2 million, or 7.4 percent, compared to total shareholders equity at December 31, 2011. At December 31, 2012, the Company had a total risk-based capital ratio of 11.92 percent. The Company repurchased 472,956 shares at an average price of $43.17 per share during 2012. Further, the Company paid $33.6 million in dividends during 2012, which represents a 5.2 percent increase compared to 2011.

The fifth strategy is to deliver *the* unparalleled customer experience. The Company delivers products and services through outstanding associates who are focused on a high-touch customer service model. The Company continues to hire key associates within the core segments that are focused on achieving our strategies through a high level of service. The Company s associates exhibit pride, power, and passion each day to enable the Company to retain a strong customer base and focus on growing this base to obtain the financial results noted below.

Earnings Summary

The Company recorded consolidated net income of $122.7 million for the year ended December 31, 2012. This represents a 15.3 percent increase over 2011. Net income for 2011 was $106.5 million, or an increase of 17.0 percent compared to 2010. Basic earnings per share for the year ended December 31, 2012, were $3.07 per share compared to $2.66 per share in 2011 and $2.27 per share in 2010. Basic earnings per share for 2012 increased 15.4 percent over 2011, which increased 17.2 percent over 2010. Fully diluted earnings per share for the year ended December 31, 2012, were $3.04 per share compared to $2.64 per share in 2011 and $2.26 per share in 2010.

The Company s net interest income increased to $320.1 million in 2012 compared to $317.0 million in 2011 and $310.6 million in 2010. In total, a favorable volume variance outpaced the impact from an unfavorable rate variance, resulting in a $3.1 million increase in net interest income in 2012, compared to 2011. Upon further examination, the reduced cost of funding on the volume growth of interest-bearing deposits reduced the impact from an unfavorable rate variance on earning assets, resulting in the net favorable volume variance described. See Table 1 on page 23. The favorable volume variance on earning assets was predominately driven by the increase in average loan balances of $495.1 million, or 10.4 percent, for 2012 compared to the same period in 2011. This was more than offset by an unfavorable rate variance in the same categories. However, a 12 basis points reduction in rate on a volume increase of $86.2 million on interest-bearing deposits drove the resulting increase in net interest income. While decreasing due to the current low rate environment, the Company continues to see benefit from interest-free funds. The impact of this benefit is illustrated on Table 2 on page 24. The $6.4 million increase in net interest income in 2011, compared to 2010, is primarily a result of a favorable volume variance. The favorable volume variance was driven by a 6.6 percent increase in the average balance of taxable securities, a 40.3 percent increase in tax-exempt securities, and a 5.9 percent increase in the average balance of loans and loans held for sale. This was partially offset by an unfavorable rate variance in tax-exempt securities and loans, or a 74 basis points and 34 basis points decrease in yield, respectively. The current credit environment has made it difficult to anticipate the future of the Company s margins. The magnitude and duration of this impact will be largely dependent upon the Federal Reserve s policy decisions and market movements. See Table 19 on page 46 for an illustration of the impact of a rate increase or decrease on net interest income as of December 31, 2012.

The Company had an increase of $43.8 million, or 10.6 percent, in noninterest income in 2012, compared to 2011, and a $54.0 million, or 15.0 percent, increase in 2011, compared to 2010. The increase in 2012 is primarily attributable to higher trust and securities processing income, gains on the sale of securities available for sale, and adjustments of the contingent consideration liabilities on acquisitions. Trust and securities processing income increased $16.7 million, or 8.0 percent, for the year ended December 31, 2012, compared to the same period in 2011. Gains from the sale of securities available for sale of $20.2 million were recognized during 2012 compared to $16.1 million for 2011. Other noninterest income increased $14.6 million, or 109.7 percent, primarily driven by an $8.7 million adjustment decreasing the contingent consideration liabilities on acquisitions. These adjustments were due to the adoption of new accounting guidance related to fair value measurements and additional changes in cash flow projections. The change in noninterest income in 2012 from 2011, and 2011 from 2010 is illustrated on Table 5 on page 27.

Noninterest expense increased in 2012 by $27.7 million, or 4.9 percent, compared to 2011 and increased in 2011 by $50.1 million, or 9.8 percent, compared to 2010. Salary and employee benefit expense increased by $25.1 million, or 8.5 percent, offset by a $7.8 million escrow fund established during the second quarter of 2011 to settle a class action lawsuit. Marketing and business development increased $4.5 million compared to 2011 driven by increased advertising campaigns and business development. Other noninterest expense increased $3.0 million, or 10.2 percent, primarily driven by an increase in contingent consideration liabilities on acquisitions of $3.5 million compared to 2011. The increase in noninterest expense in 2012 from 2011, and 2011 from 2010 is illustrated on Table 6 on page 28.

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 rates paid on each affect net interest income. Table 1 summarizes the change in net interest income resulting from changes in volume and rates for 2012, 2011 and 2010.

Net interest margin is calculated as net interest income on a fully tax equivalent basis (FTE) as a percentage of average earning assets. A critical component of net interest income and related net interest margin is the percentage of earning assets funded by interest-free sources. Table 2 analyzes net interest margin for the three years ended December 31, 2012, 2011 and 2010. Net interest income, average balance sheet amounts and the corresponding yields earned and rates paid for the years 2008 through 2012 are presented in a table following Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operation on pages 44 and 45. 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.

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Table 1

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

This analysis attributes changes in net interest income either to changes in average balances or to changes in average rates for earning assets and interest-bearing liabilities. The change in net interest income is due jointly to both volume and rate and has been allocated to volume and rate in proportion to the relationship of the absolute dollar amount of the change in each. All rates are presented on a tax-equivalent basis and give effect to 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**		**2012 vs. 2011**	**Increase (Decrease)**		
2012	**2011**	**2012**	**2011**		**Volume**	**Rate**	**Total**
				Change in interest earned on:			
$ 5,251,278	$ 4,756,165	4.14%	4.61%	Loans	$ 20,571	$ (22,256)	$ (1,685)
				Securities:			
4,612,510	4,224,456	1.76	2.01	Taxable	6,816	(10,923)	(4,107)
1,862,786	1,497,834	3.11	3.54	Tax-exempt	10,458	(7,001)	3,457
26,459	31,273	0.46	0.32	Federal funds sold and resell agreements	(22)	42	20
547,817	837,807	0.33	0.39	Interest-bearing due from banks	(947)	(548)	(1,495)
53,227	51,927	2.34	2.64	Other	25	(183)	(158)
12,354,077	11,399,462	2.91	3.18	Total	36,901	(40,869)	(3,968)
				Change in interest incurred on:			
6,265,040	6,178,795	0.28	0.40	Interest-bearing deposits	240	(7,452)	(7,212)
1,410,478	1,471,011	0.13	0.12	Federal funds purchased and repurchase agreements	(81)	253	172
11,514	36,580	2.86	0.93	Other	(716)	704	(12)
$ 7,687,032	$ 7,686,386	0.26%	0.35%	Total	(557)	(6,495)	(7,052)
				Net interest income	$ 37,458	$ (34,374)	$ 3,084

Average Volume		**Average Rate**		**2011 vs. 2010**	**Increase (Decrease)**		
2011	**2010**	**2011**	**2010**		**Volume**	**Rate**	**Total**
				Change in interest earned on:			
$ 4,756,165	$ 4,490,587	4.61%	4.95%	Loans	$ 12,228	$ (14,949)	$ (2,721)
				Securities:			
4,224,456	3,964,661	2.01	2.28	Taxable	5,235	(10,524)	(5,289)
1,497,834	1,067,689	3.54	4.28	Tax-exempt	13,908	(8,638)	5,270
31,273	44,383	0.32	0.36	Federal funds sold and resell agreements	(42)	(16)	(58)
837,807	593,518	0.39	0.66	Interest-bearing due from banks	958	(1,588)	(630)
51,927	41,489	2.64	1.91	Other	274	300	574
11,399,462	10,202,327	3.18	3.56	Total	32,561	(35,415)	(2,854)
				Change in interest incurred on:			
6,178,795	5,656,508	0.40	0.59	Interest-bearing deposits	2,082	(10,901)	(8,819)
1,471,011	1,409,349	0.12	0.14	Federal funds purchased and repurchase agreements	72	(377)	(305)
36,580	42,313	0.93	1.02	Other	(53)	(36)	(89)
$ 7,686,386	$ 7,108,170	0.35%	0.50%	Total	2,101	(11,314)	(9,213)

Net interest income	$ 30,460	$ (24,101)	$ 6,359

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Table 2

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

	2012	2011	2010
Average earning assets	$ 12,354,077	$ 11,399,462	$ 10,202,327
Interest-bearing liabilities	7,687,032	7,686,386	7,108,170
Interest-free funds	$ 4,667,045	$ 3,713,076	$ 3,094,157
Free funds ratio (free funds to earning assets)	37.78%	32.57%	30.33%
Tax-equivalent yield on earning assets	2.91%	3.18%	3.56%
Cost of interest-bearing liabilities	0.26	0.35	0.50
Net interest spread	2.65%	2.83%	3.06%
Benefit of interest-free funds	0.10	0.11	0.15
Net interest margin	2.75%	2.94%	3.21%

The Company experienced an increase in net interest income of $3.1 million, or 1.0 percent, for the year 2012, compared to 2011. This follows an increase of $6.4 million, or 2.1 percent, for the year 2011, compared to 2010. As illustrated in Table 1, the 2011 increase is due to a favorable volume variance. The most significant portion of this favorable volume variance is associated with higher loan balances in 2012 and the higher security balances in 2011, respectively. In 2012, the favorable volume variances for earning assets were outpaced by the rate variances. However, the Company reduced the average cost of interest-bearing liabilities by 12 basis points during 2012 and 19 basis points in 2011, resulting in the positive increase in net interest income.

The decrease in the cost of funds has led to a declining beneficial impact from interest-free funds. However, the Company still maintains a significant portion of its deposit funding with noninterest-bearing demand deposits. Noninterest-bearing demand deposits represented 42.2 percent, 38.8 percent and 32.0 percent of total outstanding deposits at December 31, 2012, 2011 and 2010, respectively. As illustrated in Table 2, the impact from these interest-free funds was 10 basis points in 2012, compared to 11 basis points in 2011 and 15 basis points in 2010.

The Company has experienced a repricing of its earning assets and interest-bearing liabilities during the 2012 interest rate cycle. The average rate on earning assets during 2012 has decreased by 27 basis points, while the average rate on interest-bearing liabilities decreased by 9 basis points, resulting in a 18 basis point decline in spread. The volume of loans has increased from an average of $4.8 billion in 2011 to an average of $5.3 billion in 2012. 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 relatively short in duration and liquid in its composition of assets. If the Federal Reserve s Open Market Committee maintains rates at current levels, the Company anticipates a negative impact to interest income as a result. The magnitude of this impact will be largely dependent upon the Federal Reserve s policy decisions, market movements and the duration of this rate environment.

During 2013, approximately $1.5 billion of securities are expected to have principal repayments and be reinvested. This includes approximately $421 million which will have principal repayments during the first quarter of 2013. The total investment portfolio had an average life of 40.0 months and 32.8 months as of December 31, 2012 and 2011, respectively. It should be noted that the Company also had a portfolio of short-term investments as of the end of both 2012 and 2011. At December 31, 2012, the amount of such investments was approximately $215 million, and without these investments, the average life of the investment portfolio would have been 41.2 months. At December 31, 2011, the amount of such short-term investments was approximately $157 million, and without these short-term investments, the average life of the investment portfolio would have been 33.6 months.

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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. This analysis considers items such as historical loss trends, a review of individual loans, migration analysis, current economic conditions, loan growth and characteristics, industry or segment concentration and 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 3 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 to the Consolidated Financial Statements.

Table 3

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

This table presents an allocation of the allowance for loan losses by loan portfolio segment. The breakdown is based on a number of qualitative factors; therefore, the amounts presented are not necessarily indicative of actual future charge-offs in any particular category.

			December 31		
Loan Category	**2012**	**2011**	**2010**	**2009**	**2008**
Commercial	$ 43,390	$ 37,927	$ 39,138	$ 40,420	$ 31,617
Real estate	15,506	20,486	18,557	13,321	9,737
Consumer	12,470	13,593	16,243	10,128	10,893
Leases	60	11	14	270	50
Total allowance	$ 71,426	$ 72,017	$ 73,952	$ 64,139	$ 52,297

Table 4 presents a five-year summary of the Company s ALL. Also, please see Quantitative and Qualitative Disclosures About Market Risk Credit Risk on pages 48 and 49 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 of the Consolidated Financial Statements.

As illustrated in Table 4 below, the ALL decreased as a percentage of total loans to 1.26 percent as of December 31, 2012, compared to 1.45 percent as of December 31, 2011. Based on the factors above, management of the Company had a reduction of expense of $4.7 million, or 21.2 percent, related to the provision for loan losses in 2012, compared to 2011. This decrease is primarily attributable to improvements in the credit characteristics of the loan portfolio. This compares to a $9.3 million, or 29.6 percent, decrease in the provision for loan losses in 2011, compared to 2010.

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Table 4

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

	2012	2011	2010	2009	2008
Allowance-beginning of year	$ 72,017	$ 73,952	$ 64,139	$ 52,297	$ 45,986
Provision for loan losses	17,500	22,200	31,510	32,100	17,850
Allowance of banks and loans acquired					216
Charge-offs:					
Commercial	(8,446)	(12,693)	(6,644)	(5,532)	(4,281)
Consumer					
Credit card	(11,148)	(13,493)	(15,606)	(13,625)	(8,092)
Other	(1,530)	(1,945)	(2,979)	(4,911)	(4,147)
Real estate	(932)	(532)	(258)	(881)	(61)
Total charge-offs	(22,056)	(28,663)	(25,487)	(24,949)	(16,581)
Recoveries:					
Commercial	1,136	813	637	1,419	1,338
Consumer					
Credit card	1,766	2,366	1,327	1,334	1,253
Other	1,035	1,317	1,797	1,936	2,220
Real estate	28	32	29	2	15
Total recoveries	3,965	4,528	3,790	4,691	4,826
Net charge-offs	(18,091)	(24,135)	(21,697)	(20,258)	(11,755)
Allowance-end of year	$ 71,426	$ 72,017	$ 73,952	$ 64,139	$ 52,297
Average loans, net of unearned interest	$ 5,243,264	$ 4,748,909	$ 4,478,377	$ 4,356,187	$ 4,175,658
Loans at end of year, net of unearned interest	5,686,749	4,960,343	4,583,683	4,314,705	4,388,148
Allowance to loans at year-end	1.26%	1.45%	1.61%	1.49%	1.19%
Allowance as a multiple of net charge-offs	3.95x	2.98x	3.41x	3.17x	4.45x
Net charge-offs to:					
Provision for loan losses	103.38%	108.71%	68.86%	63.11%	65.86%
Average loans	0.35	0.51	0.48	0.47	0.28

Noninterest Income

A key objective of the Company is the growth of noninterest income to enhance profitability and provide steady income, as fee-based services are typically non-credit related and are not generally affected by fluctuations in interest rates. Noninterest income increased $43.8 million, or 10.6 percent, to $458.1 million for the year ended December 31, 2012, compared to the same period in 2011. The increase in 2012 is primarily attributable to higher trust and securities processing income, gains on the sale of securities available for sale, and adjustments of the contingent consideration liabilities on acquisitions. The increase in 2011 is primarily attributed to higher trust and securities processing income and higher bankcard fees.

The Company s fee-based services provide the opportunity to offer multiple products and services to customers which management believes will more closely align the customer s product demand with the Company. The Company s ongoing focus is to continue to develop and offer multiple products and services to its customers. 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.

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Table 5

SUMMARY OF NONINTEREST INCOME *(in thousands)*

	Year Ended December 31						
				Dollar Change		Percent Change	
	2012	2011	2010	12-11	11-10	12-11	11-10
Trust and securities processing	$ 225,094	$ 208,392	$ 160,356	$ 16,702	$ 48,036	8.0%	30.0%
Trading and investment banking	30,359	27,720	29,211	2,639	(1,491)	9.5	(5.1)
Service charges on deposit accounts	78,694	74,659	77,617	4,035	(2,958)	5.4	(3.8)
Insurance fees and commissions	4,095	4,375	5,565	(280)	(1,190)	(6.4)	(21.4)
Brokerage fees	11,105	9,950	6,345	1,155	3,605	11.6	56.8
Bankcard fees	60,567	59,767	54,804	800	4,963	1.3	9.1
Gains on sales of securities available for sale, net	20,232	16,125	8,315	4,107	7,810	25.5	93.9
Other	27,976	13,344	18,157	14,632	(4,813)	>100.0	(26.5)
Total noninterest income	$ 458,122	$ 414,332	$ 360,370	$ 43,790	$ 53,962	10.6%	15.0%

Noninterest income and the year-over-year changes in noninterest income are summarized in Table 5 above. The dollar change and percent change columns highlight the respective net increase or decrease in the categories of noninterest income in 2012 compared to 2011, and in 2011 compared to 2010.

Trust and securities processing income consists of fees earned on personal and corporate trust accounts, custody of securities services, trust investments and money management services, and mutual fund assets servicing. This income category increased by $16.7 million, or 8.0 percent in 2012, compared to 2011, and increased by $48.0 million, or 30.0 percent in 2011, compared to 2010. The Company increased fund administration and custody services fee income by $4.6 million and $6.8 million in 2012 and 2011, respectively. Advisory fee income from the Scout Funds increased $9.0 million in 2012 compared to 2011 and $14.4 million in 2011 compared to 2010. Fee income from institutional and personal investment management services increased $3.4 million in 2012 and $23.2 million in 2011. Management continues to emphasize sales of services to both new and existing clients as well as increasing and improving the distribution channels.

Gains on sales of securities available for sale increased $4.1 million in 2012 compared to 2011 and increased by $7.8 million in 2011 compared to 2010.

Other noninterest income increased in 2012 by $14.6 million, or 109.7 percent, primarily driven by $8.7 million in adjustments decreasing the contingent consideration liabilities on acquisitions. These adjustments were due to the adoption of new accounting guidance related to fair value measurements and additional changes in cash flow projections.

Noninterest Expense

Noninterest expense increased in both 2012 and 2011 compared to the respective prior years. Noninterest expense increased in 2012 by $27.7 million, or 4.9 percent, compared to 2011 and increased in 2011 by $50.1 million, or 9.8 percent, compared to 2010. The main drivers of this increase in 2012 were salaries and employee benefits expense, marketing and business development, a legal settlement, and increases in the contingent consideration liability on acquisitions. Table 6 below summarizes the components of noninterest expense and the respective year-over-year changes for each category.

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Table 6

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

	Year Ended December 31						
				Dollar Change		Percent Change	
	2012	2011	2010	12-11	11-10	12-11	11-10
Salaries and employee benefits	$ 319,852	$ 294,756	$ 267,213	$ 25,096	$ 27,543	8.5%	10.3%
Occupancy, net	37,927	38,406	36,251	(479)	2,155	(1.2)	5.9
Equipment	43,465	42,728	44,934	737	(2,206)	1.7	(4.9)
Supplies and services	21,045	22,166	18,841	(1,121)	3,325	(5.1)	17.6
Marketing and business development	24,604	20,150	18,348	4,454	1,802	22.1	9.8
Processing fees	51,191	49,985	45,502	1,206	4,483	2.4	9.9
Legal and consulting	17,980	15,601	14,046	2,379	1,555	15.2	11.1
Bankcard	18,154	15,600	16,714	2,554	(1,114)	16.4	(6.7)
Amortization of other intangible assets	14,775	16,100	11,142	(1,325)	4,958	(8.2)	44.5
Regulatory fees	9,447	10,395	13,448	(948)	(3,053)	(9.1)	(22.7)
Class action litigation settlement		7,800		(7,800)	7,800	>100.0	>100.0
Other	32,014	29,059	26,183	2,955	2,876	10.2	11.0
Total noninterest expense	$ 590,454	$ 562,746	$ 512,622	$ 27,708	$ 50,124	4.9%	9.8%

Salaries and employee benefits expense increased $25.1 million, or 8.5 percent, and $27.5 million, or 10.3 percent, in 2012 and 2011, respectively. The increase in both 2012 and 2011 is primarily due to higher employee base salaries, higher commissions and bonuses and higher cost of benefits. Base salaries increased by $15.1 million, or 8.2 percent, in 2012, compared to the same period in 2011. Commissions and bonuses increased by $2.5 million, or 4.1 percent, in 2012, compared to the same period in 2011. Employee benefits increased by $7.4 million, or 15.8 percent, in 2012, compared to the same period in 2011.

Marketing and business development increased $4.5 million, or 22.1 percent, in 2012. This increase is driven by increased advertising campaigns and business development.

During the second quarter of 2011, the Company and its subsidiaries, UMB Bank, n.a., UMB Bank Colorado, n.a., UMB Bank Arizona, n.a., and UMB National Bank of America entered into an agreement to settle a class action lawsuit. While admitting no wrongdoing, in order to fully and finally resolve the litigation and avoid any further expense and distraction caused by the litigation, the Company established a $7.8 million escrow fund in accordance with this agreement.

Other noninterest expense increased $3.0 million, or 10.2 percent, primarily driven by an increase in contingent consideration liabilities on acquisitions of $3.5 million compared to 2011.

Income Taxes

Income tax expense totaled $47.5 million, $39.9 million, and $35.8 million in 2012, 2011 and 2010, respectively. These amounts equate to effective rates of 27.9 percent, 27.3 percent, and 28.3 percent for 2012, 2011 and 2010, respectively. The decrease in the effective tax rate from 2010 to 2011 is primarily attributable to an increase in the valuation allowance recorded during 2010. The increase in the effective tax rate from 2011 to 2012 results from changes in the portion of income earned from tax-exempt municipal securities and an increase in the state marginal tax rate.

For further information on income taxes refer to Note 16 of the Notes to Consolidated Financial Statements.

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Business Segments

The Company has strategically aligned its operations into the following four reportable segments (collectively, Business Segments): Bank, Payment Solutions, Institutional Investment Management, and Asset Servicing. Business segment financial results produced by the Company s internal management accounting system are evaluated regularly by the Executive Committee in deciding how to allocate resources and assess performance for individual Business Segments. The Business Segments were redefined during the first quarter of 2012 to reflect the Executive Committee s changes in executive management responsibilities for each of the core businesses, the products and services provided and the types of customers served, and how financial information is currently evaluated by management. The management accounting system assigns balance sheet and income statement items to each business segment using methodologies that are refined on an ongoing basis. In 2011, the Business Segments were Commercial Financial Services, Institutional Financial Services, and Personal Financial Services. For comparability purposes, amounts in all periods presented are based on methodologies in effect at December 31, 2012. Previously reported results have been reclassified to conform to the current organizational structure.

Table 7

Bank Operating Results

	Year Ended December 31, 2012	Year Ended December 31, 2011	Dollar Change 12-11	Percent Change 12-11
Net interest income	$ 275,178	$ 273,481	$ 1,697	0.62%
Provision for loan losses	8,098	11,060	(2,962)	(26.78)
Noninterest income	216,688	205,877	10,811	5.25
Noninterest expense	383,034	378,065	4,969	1.31
Income before taxes	100,734	90,233	10,501	11.64
Income tax expense	26,533	23,085	3,448	14.94
Net income	$ 74,201	$ 67,148	$ 7,053	10.50%

Bank s net income increased by $7.1 million, or 10.5 percent, to $74.2 million compared to the same period for the prior year. This increase was driven by increased noninterest income, increased net interest income, a decrease in provision for loan losses offset by a slight increase in noninterest expense. Noninterest income increased $10.8 million, or 5.3 percent, over the same period in 2011. The noninterest income growth compared to 2011 was driven by increased securities gains of $4.1 million, increased bond trading income of $2.6 million and increased miscellaneous income of $8.6 million. The increase in miscellaneous income was attributable to a $3.0 million increase related to an adjustment in contingent consideration liabilities on acquisitions due to new accounting guidance, a $2.4 million increase in fair value adjustments on interest rate swap transactions and $0.6 million in gains on the sale of two branches during 2012. These increases were offset by a decrease in card services income of $6.7 million primarily driven by the impact of the Durbin amendment on interchange income. Provision decreased by $3.0 million, or 26.8 percent, due to improvements in the credit characteristics of the loan portfolio in this segment. Noninterest expense increased $5.0 million, or 1.3 percent, to $383.0 million as compared to 2011. The growth in noninterest expense is attributable to an increase in marketing expense of $2.5 million and a $10.4 million increase in support services. These increases are offset by the $7.8 million overdraft class action lawsuit settlement recorded in 2011.

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Table 8

Payment Solutions Operating Results

	Year Ended December 31, 2012	Year Ended December 31, 2011	Dollar Change 12-11	Percent Change 12-11
Net interest income	$ 43,351	$ 42,101	$ 1,250	2.97%
Provision for loan losses	9,402	11,140	(1,738)	(15.60)
Noninterest income	65,723	54,702	11,021	20.15
Noninterest expense	68,903	56,367	12,536	22.24
Income before taxes	30,769	29,296	1,473	5.03
Income tax expense	9,430	9,002	428	4.75
Net income	$ 21,339	$ 20,294	$ 1,045	5.15%

Payments Solutions net income increased $1.0 million, or 5.2 percent, to $21.3 million from the prior year. Net interest margin increased by $1.3 million, or 3.0 percent, due to growth in earning assets, but offset by a reduction in funds transfer pricing credit on deposits. Provision expense decreased by $1.7 million, or 15.6 percent, due to lower charge offs and enhanced credit quality in the card portfolio. Noninterest income increased $11.0 million, or 20.2 percent, driven by a $7.5 million increase in cards services income due to increased sales volume for commercial card, retail credit card, and healthcare services. There was also an additional $3.4 million increase in deposit service charge income from institutional cash management and healthcare services customers driven from new business growth as well as an acquisition of customers. Noninterest expense increased by $12.5 million, or 22.2 percent, primarily from increased staffing, advertising, consulting and legal fees, and in bankcard processing fees associated with the increase in sales volume. Salaries and benefits expense increased $3.8 million, bankcard processing fees increased $2.4 million, advertising expense increased $2.0 million, legal and consulting increased $0.7 million, and support services increased $2.9 million compared to 2011.

Table 9

Institutional Investment Management Operating Results

	Year Ended December 31, 2012	Year Ended December 31, 2011	Dollar Change 12-11	Percent Change 12-11
Net interest income	$ 2	$ 45	$ (43)	(95.56)%
Provision for loan losses				
Noninterest income	100,093	83,955	16,138	19.22
Noninterest expense	70,527	64,050	6,477	10.11
Income before taxes	29,568	19,950	9,618	48.21
Income tax expense	8,269	5,534	2,735	49.42
Net income	$ 21,299	$ 14,416	$ 6,883	47.75%

Institutional Investment Management net income increased $6.9 million, or 47.8 percent, to $21.3 million for the 2012 compared to the prior year. This increase is due to a large increase in noninterest income offset by an increase in noninterest expense. Noninterest income increased $16.1 million, or 19.2 percent, to $100.1 million primarily due to an $11.2 million increase in advisory fees due to increased asset values year-to-date compared to the prior year and the addition of a new administrative fee added in early 2012. Another driver was a $4.3 million adjustment decreasing the contingent consideration liabilities on acquisitions in this segment related to new accounting guidance to fair value measurements. Noninterest expense increased $6.5 million, or 10.1 percent, to $70.5 million compared to a year ago. This increase was due to a

$1.1 million increase in salaries

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and benefits, a $0.9 million increase in third party distribution expense and a $3.1 million increase in contingent consideration liabilities on acquisitions related to cash flow estimate changes on acquisitions compared to last year.

Table 10

Asset Servicing Operating Results

	Year Ended December 31, 2012	2011	Dollar Change 12-11	Percent Change 12-11
Net interest income	$ 1,525	$ 1,346	$ 179	13.30%
Provision for loan losses				
Noninterest income	75,618	69,798	5,820	8.34
Noninterest expense	67,990	64,264	3,726	5.80
Income before taxes	9,153	6,880	2,273	33.04
Income tax expense	3,275	2,266	1,009	44.53
Net income	$ 5,878	$ 4,614	$ 1,264	27.39%

Asset Servicing net income increased $1.3 million, or 27.4 percent, to $5.9 million compared to the prior year. Noninterest income increased $5.8 million, or 8.3 percent, driven primarily by new business added in transfer agent, alternative investment, and fund administration services. Net interest margin increased by $0.2 million, or 13.3 percent, due to an increase in deposits in the last quarter, offset by an overall decrease in deposit funds transfer credit. Noninterest expense increased $3.7 million, or 5.8 percent, due primarily to staffing added to support new business, increasing salary and benefit expense by $4.7 million, or 17.7 percent, compared to 2011. This increase was offset by a decrease in processing fees of $0.9 million and amortization expense of intangibles of $0.5 million compared to last year.

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 $726.4 million, or 14.6 percent, in 2012. Commercial loans had the most significant growth in outstanding balances in 2012, compared to 2011. Commercial real estate and home equity loans had smaller increases compared to 2011. These increases were offset by small decreases in consumer loans and construction real estate.

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Table 11

ANALYSIS OF LOANS BY TYPE *(in thousands)*

	December 31				
	2012	2011	2010	2009	2008
Commercial	$ 2,873,694	$ 2,234,817	$ 1,937,052	$ 1,963,533	$ 2,128,512
Commercial credit card	104,320	95,339	84,544	65,273	59,196
Real estate construction	78,486	84,590	128,520	106,914	89,960
Real estate commercial	1,435,811	1,394,555	1,294,897	1,141,447	1,030,227
Leases	19,084	3,834	7,055	7,510	9,895
Total business-related	4,511,395	3,813,135	3,452,068	3,284,677	3,317,790
Real estate residential	212,363	185,886	193,157	218,081	181,935
Real estate HELOC	573,923	533,032	476,057	435,814	377,740
Consumer credit card	334,518	333,646	322,208	231,254	194,958
Consumer other	54,550	94,644	140,193	144,879	315,725
Total consumer-related	1,175,354	1,147,208	1,131,615	1,030,028	1,070,358
Loans before allowance and loans held for sale	5,686,749	4,960,343	4,583,683	4,314,705	4,388,148
Allowance for loan losses	(71,426)	(72,017)	(73,952)	(64,139)	(52,297)
Net loans before loans held for sale	5,615,323	4,888,326	4,509,731	4,250,566	4,335,851
Loans held for sale	3,877	10,215	14,414	17,523	21,886
Net loans and loans held for sale	$ 5,619,200	$ 4,898,541	$ 4,524,145	$ 4,268,089	$ 4,357,737
As a % of total loans and loans held for sale					
Commercial	50.49%	44.96%	42.13%	45.32%	48.27%
Commercial credit card	1.83	1.92	1.84	1.51	1.34
Real estate construction	1.38	1.70	2.80	2.47	2.04
Real estate commercial	25.23	28.06	28.16	26.35	23.36
Leases	0.34	0.08	0.15	0.17	0.22
Total business-related	79.27	76.72	75.08	75.82	75.23
Real estate residential	3.73	3.74	4.20	5.03	4.13
Real estate HELOC	10.09	10.72	10.35	10.06	8.57
Consumer credit card	5.88	6.71	7.01	5.34	4.42
Consumer other	0.96	1.90	3.05	3.35	7.15
Total consumer-related	20.66	23.07	24.61	23.78	24.27
Loans held for sale	0.07	0.21	0.31	0.40	0.50
Total loans and loans held for sale	100.0%	100.0%	100.0%	100.0%	100.0%

Included in Table 11 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 79.3 percent and 76.7 percent of total loans and loans held for sale at the end of 2012 and 2011, respectively.

Commercial loans represent the largest percent of total loans. Commercial loans have increased $638.9 million, or 28.6 percent, compared to 2011. Commercial loans have also increased to 50.5 percent of total loans compared to 45.0 percent in 2011. The Company has also increased its capacity to lend through increased commitments over 2011. Commercial line utilization has remained lower compared to prior years due to the current economic conditions.

As a percentage of total loans, commercial real estate and real estate construction loans now comprise 26.6 percent of total loans, compared to 29.8 percent at the end of 2011. Commercial real estate increased

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41.3 million, or 3.0 percent, compared to 2011. This increase was offset by a $6.1 million, or 7.2 percent, decrease in construction real estate. 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.

Bankcard loans including both commercial and consumer categories have increased $9.9 million, or 2.3 percent in 2012, compared to 2011. The increase in bankcard loans is due primarily to continued promotional activity and rewards programs associated with the various card products.

Other consumer loans continued to decrease in total amount outstanding and as a percentage of loans. These loans decreased $40.1 million, or 42.4 percent, compared to 2011 and decreased to 1.0 percent of total loans in 2012 compared to 1.9 percent in 2011. This decrease was driven by a reduction in auto loans with reduced demand for other consumer credit as well.

Real estate home equity loans (HELOC) have increased $40.9 million, or 7.7 percent, compared to 2011, but decreased slightly to 10.1 percent of total loans compared to 2011. The HELOC growth was a result of the success of multiple promotions, as well as market penetration within the Company s current customer base through its current distribution channels.

Nonaccrual, past due and restructured loans are discussed under Credit Risk within the Quantitative and Qualitative Disclosure about Market Risk in Item 7A on pages 48 and 49 of this report.

Investment Securities

The Company s security 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. In addition to providing a potential source of liquidity, the security portfolio can be used as a tool to manage interest rate sensitivity. The Company s goal in the management of its securities portfolio is to maximize return within the Company s parameters of liquidity goals, interest rate risk and credit risk. The Company maintains high liquidity levels while investing in only high-grade securities. The security portfolio generates the Company s second largest component of interest income.

Securities available for sale and securities held to maturity comprised 52.0 percent and 50.0 percent of earning assets as of December 31, 2012 and 2011, respectively. Total investment securities totaled $7.1 billion at December 31, 2012, compared to $6.3 billion at year-end 2011. Management expects deposit balance changes, loan demand, and collateral pledging requirements for public funds to be the primary factors impacting changes in the level of security holdings.

Securities available for sale comprised 97.2 percent of the Company s investment securities portfolio at December 31, 2012, compared to 97.3 percent at year-end 2011. Securities available for sale had a net unrealized gain of $134.8 million at year-end, compared to a net unrealized gain of $128.0 million the preceding year. These amounts are reflected, on an after-tax basis, in the Company s other comprehensive income in shareholders equity, as an unrealized gain of $85.6 million at year-end 2012, compared to an unrealized gain of $81.1 million for 2011.

The securities portfolio achieved an average yield on a tax-equivalent basis of 2.1 percent for 2012, compared to 2.4 percent in 2011, and 2.7 percent in 2010. The decrease in yield is due to the replacement of higher yielding securities with lower yielding securities as the investment portfolio is reinvested. The average life of the securities portfolio was 40.0 months at December 31, 2012, compared to 32.8 months at year-end 2011. The increase in average life from December 31, 2012 and December 31, 2011 was related to a strategy of buying longer-term investments in order to increase the average life of the portfolio.

Included in Tables 12 and 13 are analyses of the cost, fair value and average yield (tax-equivalent basis) of securities available for sale and securities held to maturity.

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The 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 to the Consolidated Financial Statements on page 72 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. Because the Company does not have the intent to sell these securities, it is more likely than not that the Company will not 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, 2012.

Table 12

SECURITIES AVAILABLE FOR SALE *(in thousands)*

December 31, 2012	Amortized Cost	Fair Value
U.S. Treasury	$ 116,856	$ 117,851
U.S. Agencies	1,019,640	1,026,115
Mortgage-backed	3,480,006	3,556,193
State and political subdivisions	1,842,715	1,892,684
Corporates	337,706	338,887
Commercial Paper	5,733	5,733
Total	$ 6,802,656	$ 6,937,463

December 31, 2011	Amortized Cost	Fair Value
U.S. Treasury	$ 184,523	$ 189,325
U.S. Agencies	1,615,637	1,632,009
Mortgage-backed	2,437,282	2,492,348
State and political subdivisions	1,642,844	1,694,036
Corporates	99,620	100,164
Commercial Paper		
Total	$ 5,979,906	$ 6,107,882

	U.S. Treasury Securities		U.S. Agency Securities	
December 31, 2012	Fair Value	Weighted Average Yield	Fair Value	Weighted Average Yield
Due in one year or less	$ 2,005	0.98%	$ 252,983	1.03%
Due after 1 year through 5 years	96,026	0.89	773,132	0.87
Due after 5 years through 10 years	19,820	1.67		
Due after 10 years				
Total	$ 117,851	1.02%	$ 1,026,115	0.91%

	Mortgage-backed Securities		State and Political Subdivisions	
December 31, 2012	Fair Value	Weighted Average Yield	Fair Value	Weighted Average Yield
Due in one year or less	$ 56,799	3.04%	$ 217,581	2.96%
Due after 1 year through 5 years	3,325,225	2.11	826,808	2.84

Due after 5 years through 10 years	171,013	1.89	692,953	3.23
Due after 10 years	3,156	3.34	155,342	3.25
Total	$ 3,556,193	2.11%	$ 1,892,684	3.03%

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December 31, 2012	Corporates Fair Value	Corporates Weighted Average Yield	Commercial Paper Fair Value	Commercial Paper Weighted Average Yield	Total Fair Value
Due in one year or less	$ 37,723	1.06%	$ 5,733	0.40%	$ 572,824
Due after 1 year through 5 years	301,164	1.09			5,322,355
Due after 5 years through 10 years					883,786
Due after 10 years					158,498
Total	$ 338,887	1.09%	$ 5,733	0.40%	$ 6,937,463

December 31, 2011	U.S. Treasury Securities Fair Value	U.S. Treasury Securities Weighted Average Yield	U.S. Agency Securities Fair Value	U.S. Agency Securities Weighted Average Yield
Due in one year or less	$	%	$ 525,045	1.41%
Due after 1 year through 5 years	184,265	1.32	1,106,964	1.17
Due after 5 years through 10 years	5,060	1.98		
Due after 10 years				
Total	$ 189,325	1.34%	$ 1,632,009	1.25%

December 31, 2011	Mortgage-backed Securities Fair Value	Mortgage-backed Securities Weighted Average Yield	State and Political Subdivisions Fair Value	State and Political Subdivisions Weighted Average Yield
Due in one year or less	$ 66,084	4.62%	$ 271,922	3.17%
Due after 1 year through 5 years	2,140,763	2.55	815,473	3.12
Due after 5 years through 10 years	267,696	2.78	515,414	3.75
Due after 10 years	17,805	4.12	91,227	3.61
Total	$ 2,492,348	2.65%	$ 1,694,036	3.34%

December 31, 2011	Corporates Fair Value	Corporates Weighted Average Yield	Commercial Paper Fair Value	Commercial Paper Weighted Average Yield	Total Fair Value
Due in one year or less	$	%	$	%	$ 863,051
Due after 1 year through 5 years	100,164	1.34			4,347,629
Due after 5 years through 10 years					788,170
Due after 10 years					109,032
Total	$ 100,164	1.51%	$	%	$ 6,107,882

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Table 13

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

December 31, 2012	Amortized Cost	Fair Value	Weighted Average Yield/Average Maturity
Due in one year or less	$ 1,751	$ 1,976	4.81%
Due after 1 year through 5 years	31,802	35,887	3.06%
Due after 5 years through 10 years	28,084	31,691	3.21%
Due over 10 years	53,119	59,941	3.14%
Total	$ 114,756	$ 129,495	10 yr. 8 mo.
December 31, 2011			
Due in one year or less	$ 256	$ 293	1.55%
Due after 1 year through 5 years	30,154	34,560	3.28%
Due after 5 years through 10 years	17,562	20,128	4.38%
Due over 10 years	41,274	47,306	3.46%
Total	$ 89,246	$ 102,287	11 yr. 0 mo.

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 sold position was $32.7 million at December 31, 2012, and $13.1 million at December 31, 2011.

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 $348.6 million in 2012 and $408.9 million in 2011.

At December 31, 2012, the Company held securities bought under agreements to resell of $57.2 million compared to $53.0 million at year end 2011. The Company used these instruments as short-term secured investments, in lieu of selling federal funds, or to acquire securities required for collateral purposes. These investments averaged $22.0 million in 2012 and $27.5 million in 2011.

The Company also maintains an active securities trading inventory. The average holdings in the securities trading inventory in 2012 were $53.2 million, compared to $51.9 million in 2011, and were recorded at market value. As discussed in the Quantitative and Qualitative Disclosures About Market Risk Trading Account in Part II, Item 7A on page 48, 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 $720.5 million as of December 31, 2012 compared to $1.16 billion as of December 31, 2011 and includes amounts due from the Federal Reserve Bank and from certificates of deposits held at other financial institutions. The amount due from the Federal Reserve Bank totaled $698.6 million and $1,013.1 million at December 31, 2012 and 2011, respectively. The amounts due from certificates of deposit totaled $21.9 million and $151.0 million at December 31, 2012 and 2011, 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 segments in order to attract and retain additional core deposits. Deposits totaled $11.7 billion at December 31, 2012, and $10.2 billion at year end 2011. Deposits averaged $10.5 billion in 2012 and $9.6 billion in 2011. The Company continually strives to expand, improve and promote its cash management services in order to attract and retain commercial funding customers.

Noninterest bearing demand deposits averaged $4.3 billion in 2012 and $3.4 billion in 2011. These deposits represented 40.5 percent of average deposits in 2012, compared to 35.6 percent in 2011. 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 14

MATURITIES OF TIME DEPOSITS OF $100,000 OR MORE ***(in thousands)***

	December 31	
	2012	**2011**
Maturing within 3 months	$ 364,449	$ 462,992
After 3 months but within 6 months	99,700	142,852
After 6 months but within 12 months	122,514	135,225
After 12 months	155,402	191,870
Total	$ 742,065	$ 932,939

Table 15

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

	2012	**2011**	**2010**	**2009**	**2008**
Amount					
Noninterest-bearing demand	$ 4,256,618	$ 3,414,843	$ 2,795,458	$ 2,372,456	$ 1,936,170
Interest-bearing demand and savings	5,021,526	4,731,300	4,059,615	3,631,486	3,162,015
Time deposits under $100,000	577,656	661,957	728,804	782,469	833,033
Total core deposits	9,855,800	8,808,100	7,583,877	6,786,411	5,931,218
Time deposits of $100,000 or more	665,858	785,537	868,089	797,614	601,052
Total deposits	$ 10,521,658	$ 9,593,637	$ 8,451,966	$ 7,584,025	$ 6,532,270
As a % of total deposits					
Noninterest-bearing demand	40.46%	35.59%	33.07%	31.28%	29.64%
Interest-bearing demand and savings	47.72	49.32	48.03	47.88	48.41
Time deposits under $100,000	5.49	6.90	8.63	10.32	12.75
Total core deposits	93.67	91.81	89.73	89.48	90.80
Time deposits of $100,000 or more	6.33	8.19	10.27	10.52	9.20
Total deposits	100.00%	100.00%	100.00%	100.00%	100.00%

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 $1.8 billion at December 31, 2012, and $1.9 billion at December 31, 2011. These agreements averaged $1.4 and $1.5 billion in

2012 and 2011, respectively. The Company enters into these transactions with its downstream correspondent banks, commercial customers, and various trust, mutual fund and local government relationships.

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Table 16

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

	2012		2011	
	Amount	**Rate**	**Amount**	**Rate**
At December 31:				
Federal funds purchased	$	0.00%	$ 2,796	0.02%
Repurchase agreements	1,787,270	0.33	1,948,031	0.11
Other		0.00	12,000	1.10
Total	$ 1,787,270	0.33%	$ 1,962,827	0.12%
Average for year:				
Federal funds purchased	$ 35,589	0.06%	$ 32,804	0.05%
Repurchase agreements	1,374,888	0.14	1,438,207	0.12
Other	5,656	1.17	25,296	0.12
Total	$ 1,416,133	0.14%	$ 1,496,307	0.12%
Maximum month-end balance:				
Federal funds purchased	$ 65,343		$ 46,208	
Repurchase agreements	1,787,270		1,948,031	
Other			26,798	

The Company had two fixed-rate advances at December 31, 2012, from the Federal Home Loan Banks at rates of 5.89 percent. These advances, collateralized by the Company s securities, are used to offset interest rate risk of longer-term fixed-rate loans.

Capital Resources and Liquidity

The Company places a significant emphasis on the maintenance of a strong capital position, which 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. The Company is not aware of any trends, demands, commitments, events or uncertainties that would materially change its capital position or affect its liquidity in the foreseeable future. Capital is managed for each subsidiary based upon its respective risks and growth opportunities as well as regulatory requirements.

Total shareholders equity was $1.3 billion at December 31, 2012, compared to $1.2 billion one year earlier. During each year, management has the opportunity to repurchase shares of the Company s stock if it concludes that the repurchases would enhance overall shareholder value. During 2012 and 2011, the Company acquired 472,956 shares and 238,834 shares of its common stock, respectively.

Risk-based capital guidelines established by regulatory agencies establish minimum capital standards based on the level of risk associated with a financial institution s assets. A financial institution s total capital is required to equal at least 8% of risk-weighted assets. At least half of that 8% must consist of Tier 1 core capital, and the remainder may be Tier 2 supplementary capital. 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. Due to the Company s high level of core capital and substantial portion of earning assets invested in government securities, the Tier 1 capital ratio of 11.05 percent and total capital ratio of 11.92 percent substantially exceed the regulatory minimums.

For further discussion of capital and liquidity, see the Liquidity Risk section of Item 7A, Quantitative and Qualitative Disclosures about Market Risk on page 46 of this report.

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Table 17

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

This table computes risk-based capital in accordance with current regulatory guidelines. These guidelines as of December 31, 2012, excluded net unrealized gains or losses on securities available for sale from the computation of regulatory capital and the related risk-based capital ratios.

	Risk-Weighted Category				
	0%	20%	50%	100%	Total
Risk-Weighted Assets					
Loans held for sale	$	$ 839	$ 2,939	$ 99	$ 3,877
Loans and leases		44,886	221,925	5,419,938	5,686,749
Securities available for sale	2,079,107	4,356,945	23,166	343,440	6,802,658
Securities held to maturity		114,756			114,756
Federal funds and resell agreements		89,868			89,868
Trading securities	400	11,793	12,914	30,657	55,764
Cash and due from banks	782,452	605,822			1,388,274
All other assets	11,779			431,532	443,311
Category totals	2,873,738	5,224,909	260,944	6,225,666	14,585,257
Risk-weighted totals		1,044,982	130,472	6,225,666	7,401,120
Off-balance-sheet items (risk-weighted)		825	1,017	983,268	985,110
Total risk-weighted assets	$	$ 1,045,807	$ 131,489	$ 7,208,934	$ 8,386,230

	Tier1	Tier2	Total
Regulatory Capital			
Shareholders equity	$ 1,279,345	$	$ 1,279,345
Accumulated other comprehensive gains	(85,588)		(85,588)
Goodwill and intangibles	(267,291)		(267,291)
Allowance for loan losses		73,292	73,292
Total capital	$ 926,466	$ 73,292	$ 999,758

	Company
Capital ratios	
Tier 1 capital to risk-weighted assets	11.05%
Total capital to risk-weighted assets	11.92%
Leverage ratio (Tier 1 to total average assets less goodwill and intangibles)	6.81%

For further discussion of regulatory capital requirements, see Note 10, Regulatory Requirements with the Notes to Consolidated Financial Statements under Item 8 on pages 78 and 79.

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 18 below, as well as Note 14, Commitments, Contingencies and Guarantees in the Notes to Consolidated

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Financial Statements under Item 8 on pages 85 through 87 for detailed information and further discussion of these arrangements. Management does not anticipate any material losses from its off-balance sheet arrangements.

Table 18

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

The table below details the contractual obligations for the Company as of December 31, 2012. The Company has no capital leases or long-term purchase obligations. Includes principal payments only.

	Payments due by Period				
	Total	**Less than 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
Contractual Obligations					
Fed funds purchased and repurchase agreements	$ 1,787,270	$ 1,787,270	$	$	$
Short-term debt obligations					
Long-term debt obligations	5,879	1,773	2,616	1,186	304
Operating lease obligations	65,396	8,215	14,487	12,698	29,996
Time open and C.D. s	1,282,334	992,595	196,661	87,013	6,065
Total	$ 3,140,879	$ 2,789,853	$ 213,764	$ 100,897	$ 36,365

As of December 31, 2012, the total liabilities for unrecognized tax benefits were $4.3 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 to the consolidated financial statements for information regarding the liabilities associated with unrecognized tax benefits.

The table below (a continuation of Table 18 above) details the commitments, contingencies and guarantees for the Company as of December 31, 2012.

	Maturities due by Period				
	Total	**Less than 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
Commitments, Contingencies and Guarantees					
Commitments to extend credit for loans (excluding credit card loans)	$ 2,458,444	$ 414,158	$ 354,934	$ 1,010,126	$ 679,226
Commitments to extend credit under credit card loans	2,184,415	2,184,415			
Commercial letters of credit	1,041	1,041			
Standby letters of credit	343,503	217,864	84,335	41,304	
Futures contracts	7,500	7,500			
Forward foreign exchange contracts	2,005	2,005			
Spot foreign exchange contracts	2,910	2,910			
Total	$ 4,999,818	$ 2,829,893	$ 439,269	$ 1,051,430	$ 679,226

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. The preparation of these Consolidated Financial Statements requires management to make estimates and assumptions that affect the reported amounts of assets

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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 stock-based compensation, 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 to the Consolidated Financial Statements.

Goodwill and Other Intangibles

Goodwill is tested for impairment annually 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. During the quarter ended December 31, 2012, the Company changed its goodwill testing date from November 30 to October 1. The selection of October 1 as the annual testing date is preferable as the Company will have more time and greater availability of accounting resources because the new testing date is two months earlier relative to the fiscal year-end close and reporting process. As a result of the change in the annual goodwill impairment testing date, the Company completed a test as of October 1, 2012 and no more than 12 months elapsed between annual tests. The change in accounting principle related to changing the annual goodwill impairment testing date did not accelerate, delay, or cause an impairment charge. Due to the significant judgments and estimates that are utilized in the goodwill impairment test, the Company determined it was impracticable to objectively determine, without the use of hindsight, the assumptions that would have been used as of each October 1 for periods before October 1, 2012. As such, the Company prospectively applied the change in the annual goodwill impairment testing date from October 1, 2012.

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 two-step 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 is indicated. If an impairment is indicated, the implied fair value of the reporting unit s goodwill is compared to its carrying amount. An impairment loss is measured as the excess of the carrying value of a reporting unit s goodwill over its implied fair value. As a result of such impairment tests, the Company has not recognized an impairment charge.

For customer-based identifiable intangibles, the Company amortizes the intangibles over their estimated useful lives of up to seventeen 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.

Accounting for Stock-Based Compensation

The amount of compensation recognized is based primarily on the value of the awards on the grant date. To value stock options, the Company uses the Black-Scholes model, which requires the input of several variables. 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 a combination of historical and implied volatilities of the Company s stock. The 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 fair value of the stock on the grant date is used to value awards of restricted stock. Forfeitures are estimated at the grant date and reduce the expense recognized. The forfeiture rate is adjusted annually based on experience. The value of the awards, adjusted for forfeitures, is amortized using the straight-line method over the requisite service period. Management of the Company believes that it is probable that all current performance-based awards will achieve the performance target. Please see the discussion of the Accounting for Stock-Based Compensation under Note 1 and Note 11 in the Notes to the Consolidated Financial Statements under Item 8 on pages 58 and 80.

Accounting for Uncertainty in Income Taxes

The Company is subject to income taxes in the U.S. federal and various states 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 that the position will be sustained on the basis of the technical merits. We recognize the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority. The measurement of any unrecognized tax benefit is based on management s best judgment. These liabilities 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 U.S. 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.

U.S. 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 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.

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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.

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

	2012			2011		
	Average Balance	Interest Income/ Expense (1)	Rate Earned/ Paid (1)	Average Balance	Interest Income/ Expense (1)	Rate Earned/ Paid (1)
ASSETS						
Loans, net of unearned interest (FTE) (2) (3)	$ 5,251.3	$ 217.6	41.4%	$ 4,756.2	$ 219.4	4.61%
Securities:						
Taxable	4,612.5	81.0	1.76	4,224.5	85.1	2.01
Tax-exempt (FTE)	1,862.8	57.9	3.11	1,497.8	53.0	3.54
Total securities	6,475.3	138.9	2.14	5,722.3	138.1	2.41
Federal funds sold and resell agreements	26.5	0.1	0.46	31.3	0.1	0.32
Interest-bearing	547.8	1.8	0.33	837.8	3.3	0.39
Other earning assets (FTE)	53.2	1.2	2.34	51.9	1.4	2.64
Total earning assets (FTE)	12,354.1	359.6	2.91	11,399.5	362.3	3.18
Allowance for loan losses	(73.0)			(73.0)		
Cash and due from banks	402.1			396.9		
Other assets	706.0			693.9		
Total assets	$ 13,389.2			$ 12,417.3		
LIABILITIES AND SHAREHOLDERS EQUITY						
Interest-bearing demand and savings deposits	$ 5,021.5	$ 6.5	0.13%	$ 4,731.3	$ 8.0	0.17%
Time deposits under $100,000	577.6	4.9	0.85	662.0	7.8	1.18
Time deposits of $100,000 or more	665.9	6.0	0.90	785.5	8.8	1.12
Total interest bearing deposits	6,265.0	17.4	0.28	6,178.8	24.6	0.40
Short-term debt	5.6	0.1	1.75	25.3	0.2	0.79
Long-term debt	5.9	0.3	5.08	11.3	0.2	1.77
Federal funds purchased and repurchase agreements	1,410.5	1.9	0.13	1,471.0	1.7	0.12
Total interest bearing liabilities	7,687.0	19.7	0.26	7,686.4	26.7	0.35
Noninterest bearing demand deposits	4,256.6			3,414.8		
Other	187.3			177.4		
Total	12,130.9			11,278.6		
Total shareholders equity	1,258.3			1,138.7		
Total liabilities and shareholders equity	$ 13,389.2			$ 12,417.3		
Net interest income (FTE)		$ 339.9			$ 335.6	
Net interest spread			2.65%			2.83%
Net interest margin			2.75%			2.94%

(1) Interest income and yields are stated on a fully tax-equivalent (FTE) basis, using a rate of 35%. The tax-equivalent interest income and yields give effect to 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 $19.9 million $18.6 million, $16.6 million, $16.7 million, and $13.9 million in 2012, 2011, 2010, 2009, and 2008, respectively.

(2) Loan fees are included in interest income. Such fees totaled $11.0 million $11.6 million, $13.0 million, $13.8 million, and $13.2 million in 2012, 2011, 2010, 2009, and 2008, 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.

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FIVE YEAR AVERAGE BALANCE SHEETS/YIELDS AND RATES ***(in millions) (continued)***

2010			2009			2008			
Average Balance	Interest Income/ Expense (1)	Rate Earned/ Paid (1)	Average Balance	Interest Income/ Expense (1)	Rate Earned/ Paid (1)	Average Balance	Interest Income/ Expense (1)	Rate Earned/ Paid (1)	Average Balance Five-Year Compound Growth Rate
$ 4,490.6	$ 222.1	4.95%	$ 4,383.6	$ 215.6	4.92%	$ 4,193.9	$ 242.0	5.77%	5.85%
3,964.7	90.4	2.28	3,432.4	106.5	3.10	2,616.5	110.4	4.22	15.45
1,067.7	45.7	4.28	916.3	45.7	4.98	764.1	39.8	5.20	17.03
5,032.4	136.1	2.71	4,348.7	152.2	3.50	3,380.6	150.2	4.44	15.85
44.4	0.2	0.36	54.1	0.3	0.49	321.8	7.8	2.42	(39.25)
593.5	3.9	0.66	492.9	4.1	0.83	66.8	0.4	0.68	100.00
41.4	0.8	1.91	33.5	0.8	2.39	40.6	1.5	3.69	(1.71)
10,202.3	363.1	3.56	9,312.8	373.0	4.00	8,003.7	401.9	5.02	11.03
(69.1)			(57.3)			(49.5)			11.58
388.9			345.2			487.6			(2.98)
586.1			510.0			456.2			11.26
$ 11,108.2			$ 10,110.7			$ 8,897.9			10.37%
$ 4,059.6	$ 10.1	0.25%	$ 3,631.4	$ 16.1	0.45%	$ 3,162.0	$ 37.8	1.20%	14.02%
728.8	11.8	1.62	782.5	18.4	2.35	833.0	30.7	3.69	(3.32)
868.1	11.5	1.32	797.6	15.4	1.93	601.1	21.2	3.53	13.90
5,656.5	33.4	0.59	5,211.5	49.9	0.96	4,596.1	89.7	1.95	11.11
23.2		0.00	19.8		1.28	17.4	0.6	1.28	13.39
19.1	0.4	0.03	32.1	1.3	4.53	36.3	1.7	4.53	(21.33)
1,409.3	2.0	0.14	1,351.2	2.0	0.15	1,288.9	21.3	1.65	5.07
7,108.1	35.8	0.50	6,614.6	53.2	0.80	5,938.7	113.3	1.90	9.66
2,795.5			2,372.5			1,936.2			13.16
137.7			117.0			89.9			27.92
10,041.3			9,104.1			7,964.8			10.85
1,066.9			1,006.6			933.1			6.20
$ 11,108.2			$ 10,110.7			$ 8,897.9			10.37%
	$ 327.3			$ 319.7			$ 288.6		
		3.06%			3.20%			3.12%	
		3.21%			3.43%			3.60%	

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 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.

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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 Funds Management Committee (FMC) and approved by the Company s Board of Directors. The FMC 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. The Company does not use hedges or swaps to manage interest rate risk except for limited use of futures contracts to offset interest rate risk on certain securities held in its trading portfolio.

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 forecasted changes in the balance sheet and 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) of market interest rates over a one year period. 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 19 shows the expected net interest income increase or decrease over the next twelve months as of December 31, 2012 and 2011.

Table 19

MARKET RISK ***(in thousands)***

	Net Interest Income	
Rate Change in Basis Points	**December 31, 2012 Amount of Change**	**December 31, 2011 Amount of Change**
300	$ 20,471	$ 20,555
200	13,576	12,176
100	6,501	6,679
Static		
(100)	N/A	N/A

The Company is positioned close to neutral with respect to interest rate changes and slightly positive in rising rate environments at December 31, 2012. Large increases in interest rates are projected to cause increases in net interest income with smaller changes having little impact. Due to the already low interest rate environment interest rates on liabilities are so low that there is little room for further rate reductions. The Company did not include a 100 basis point falling scenario. For projected increases in rates, net interest income is projected to

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increase due to the Company being positioned to adjust yields on assets with changes in market rates more than the cost of paying liabilities is projected to increase.

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.

Management attempts to structure the balance sheet to provide for the repricing of approximately equal amounts of assets and liabilities within specific time intervals. Table 20 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 21 presents the break-out of fixed and variable rate loans by repricing or maturity characteristics for each loan class.

Table 20

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

December 31, 2012	**1-90 Days**	**91-180 Days**	**181-365 Days**	**Total**	**1-5 Years**	**Over 5 Years**	**Total**
Earning assets							
Loans	$ 3,381.3	$ 249.4	$ 408.2	$ 4,038.9	$ 1,547.6	$ 104.1	$ 5,690.6
Securities	627.7	412.5	707.7	1,747.9	3,710.1	1,620.6	7,078.6
Federal funds sold and resell agreements	89.9			89.9			89.9
Other	756.6	4.9	3.5	765.0	11.2		776.2
Total earning assets	$ 4,855.5	$ 666.8	$ 1,119.4	$ 6,641.7	$ 5,268.9	$ 1,724.7	$ 13,635.3
% of total earning assets	35.6%	4.9%	8.2%	48.7%	38.6%	12.7%	100.0%
Funding sources							
Interest-bearing demand and savings	$ 957.6	$ 718.1	$ 1,436.3	$ 3,112.0	$ 190.9	$ 2,147.6	$ 5,450.5
Time deposits	507.4	221.2	264.0	992.6	283.6	6.1	1,282.3
Federal funds purchased and repurchase agreements	1,787.3			1,787.3			1,787.3
Borrowed funds	5.9			5.9			5.9
Noninterest-bearing sources	3,040.5	72.3	132.2	3,245.0	749.7	1,114.6	5,109.3
Total funding sources	$ 6,298.7	$ 1,011.6	$ 1,832.5	$ 9,142.8	$ 1,224.2	$ 3,268.3	$ 13,635.3
% of total earning assets	46.2%	7.4%	13.5%	67.1%	9.0%	23.9%	100.0%
Interest sensitivity gap	$ (1,443.2)	$ (344.8)	$ (713.1)	$ (2,501.1)	$ 4,044.7	$ (1,543.6)	
Cumulative gap	(1,443.2)	(1,788.0)	(2,501.1)	(2,501.1)	1,543.6		
As a % of total earning assets	(10.6)%	(13.1)	(18.4)	(18.4)	11.2		
Ratio of earning assets to funding sources	0.77	0.66	0.61	0.73	4.30	0.53	
Cumulative ratio of Earning Assets 2012	0.77	0.76	0.73	0.73	1.15	1.00	
to Funding Sources 2011	0.80	0.80	0.77	0.77	1.21	1.00	

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Table 21

Maturities and Sensitivities to Changes in Interest Rates

This table details loan maturities by variable and fixed rates as of December 31, 2012 (in thousands):

	Due in one year or less	Due after one year through five years	Due after five years	Total
Variable Rate				
Commercial	$ 1,984,141	$ 21,511	$	$ 2,005,652
Commercial Credit Card	104,320			104,320
Real Estate Construction	43,443	8,156		51,599
Real Estate Commercial	299,762	104,006	2,148	405,916
Real Estate Residential	37,842	42,186	14,981	95,009
Real Estate HELOC	14,090			14,090
Consumer Credit Card	334,518			334,518
Consumer Other	17,834	13		17,847
Leases	19,084			19,084
Total variable rate loans	2,855,034	175,872	17,129	3,048,035
Fixed Rate				
Commercial	$ 350,526	$ 489,441	$ 28,075	$ 868,042
Commercial Credit Card				
Real Estate Construction	13,883	12,345	659	26,887
Real Estate Commercial	365,693	622,962	41,240	1,029,895
Real Estate Residential	44,666	59,955	16,610	121,231
Real Estate HELOC	386,094	173,723	16	559,833
Consumer Credit Card				
Consumer Other	23,046	13,298	359	36,703
Leases				
Total fixed rate loans	1,183,908	1,371,724	86,959	2,642,591
Total loans and loans held for sale	$ 4,038,942	1,547,596	104,088	5,690,626

Trading Account

The Company s subsidiary, UMB Bank, n.a. carries taxable governmental securities in a trading account that is maintained according to 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 $55.8 million as of December 31, 2012, compared to $58.1 million as of December 31, 2011.

Other Market Risk

The Company does not have material commodity price risks or derivative risks.

Credit Risk

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.

Another means of ensuring loan quality is diversification of the portfolio. By keeping its loan portfolio diversified, the Company has avoided problems associated with undue concentrations of loans within particular industries. Commercial real estate loans comprise only 25.2 percent of total loans at December 31, 2012, with no history of significant losses. The Company has no significant exposure to highly-leveraged transactions and has no foreign credits in its loan portfolio.

The allowance for loan losses (ALL) is discussed on pages 25 and 26. Also, please see Table 4 for a five-year analysis of the ALL. The adequacy of the ALL is reviewed quarterly, considering such items as historical loss trends including a migration analysis, a review of individual loans, current economic conditions, loan growth and characteristics, industry or segment concentration and other factors. A primary indicator of credit quality and risk management is the level of non-performing loans. Non-performing loans include both nonaccrual loans and restructured loans. The Company s non-performing loans increased $2.5 million from December 31, 2011, and increased $0.4 million compared to December 31, 2010. While the Company plans to increase its loan portfolio, management does not intend to compromise the Company s high credit standards as it grows its loan portfolio. The impact of future loan growth on the allowance for loan losses is uncertain as it is dependent on many factors including asset quality and changes in the overall economy.

The Company had $3.5 million in other real estate owned as of December 31, 2012. There was $6.0 million of other real estate owned at December 31, 2011. Loans past due more than 90 days totaled $3.6 million at December 31, 2012, compared to $6.0 million at December 31, 2011.

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 $12.5 million of restructured loans at December 31, 2012, and $6.0 million at December 31, 2011.

Table 22 summarizes the various aspects of credit quality discussed above.

Table 22

LOAN QUALITY (in thousands)

	December 31				
	2012	**2011**	**2010**	**2009**	**2008**
Nonaccrual loans	$ 16,376	$ 22,650	$ 24,925	$ 21,263	$ 8,675
Restructured loans on nonaccrual	11,727	2,931	217	2,000	141
Total non-performing loans	28,103	25,581	25,142	23,263	8,816
Other real estate owned	3,524	5,959	4,387	5,203	1,558
Total non-performing assets	$ 31,627	$ 31,540	$ 29,529	$ 28,466	$ 10,374
Loans past due 90 days or more	$ 3,554	$ 5,998	$ 5,480	$ 8,319	$ 6,923
Restructured loans accruing	752	3,089			
Allowance for loans losses	71,426	72,017	73,952	64,139	52,297
Ratios					
Non-performing loans as a % of loans	0.49%	0.52%	0.55%	0.54%	0.20%
Non-performing assets as a % of loans plus other real estate owned	0.56	0.64	0.64	0.66	0.24
Non-performing assets as a % of total assets	0.21	0.23	0.24	0.24	0.09
Loans past due 90 days or more as a % of loans	0.06	0.12	0.12	0.18	0.16
Allowance for Loan Losses as a % of loans	1.26	1.45	1.61	1.48	1.19
Allowance for Loan Losses as a multiple of non-performing loans	2.54x	2.82x	2.94x	2.76x	5.93x

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, 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 $6.9 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.

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, 2012, approximately 81.2 percent of the securities available-for-sale were pledged or used as collateral; compared to 89.1 percent at December 31, 2011.

The Company also has other commercial commitments that may impact liquidity. These commitments include unused commitments to extend credit, standby letters of credit, and commercial letters of credit. The total amount of these commercial commitments at December 31, 2012, was $5.0 billion. The Company believes that 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.

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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.

To enhance general working capital needs, the Company has a revolving line of credit with Wells Fargo, N.A. which allows the Company to borrow up to $25.0 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 Prime on the date of an advance. The Company will also pay a 0.2 percent unused commitment fee for unused portions of the line of credit. As shown above, the Company had no advances outstanding at December 31, 2012.

Operational Risk

The Company is exposed to numerous types of operational risk. Operational risk generally refers to the risk of loss resulting from the Company s operations, including, but 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 and systems, and breaches of the internal control system and compliance requirements. 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.

The Company operates in many markets and places reliance on the ability of its employees and systems to properly process a high number of transactions. In the event of a breakdown in the 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 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.

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

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of

UMB Financial Corporation and Subsidiaries

Kansas City, Missouri

We have audited the accompanying statements of financial condition of UMB Financial Corporation and subsidiaries (the Company) as of December 31, 2012 and 2011, and the related statements of income, comprehensive income, stockholders equity, and cash flows for each of the three years in the period ended December 31, 2012. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the financial position of UMB Financial Corporation and subsidiaries as of December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company s internal control over financial reporting as of December 31, 2012, based on the criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 25, 2013 expressed an unqualified opinion on the Company s internal control over financial reporting.

/s/ Deloitte & Touche LLP

Kansas City, Missouri

February 25, 2013

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CONSOLIDATED BALANCE SHEETS

UMB FINANCIAL CORPORATION AND SUBSIDIARIES

(in thousands, except share data)

	December 31	
	2012	**2011**
ASSETS		
Loans	$ 5,686,749	$ 4,960,343
Allowance for loan losses	(71,426)	(72,017)
Net loans	5,615,323	4,888,326
Loans held for sale	3,877	10,215
Investment securities:		
Available for sale	6,937,463	6,107,882
Held to maturity (market value of $129,495 and $102,287, respectively)	114,756	89,246
Trading	55,764	58,142
Federal Reserve Bank stock and other	26,333	22,212
Total investment securities	7,134,316	6,277,482
Federal funds sold and securities purchased under agreements to resell	89,868	66,078
Interest-bearing due from banks	720,500	1,164,007
Cash and due from banks	667,774	446,580
Bank premises and equipment, net	244,600	227,936
Accrued income	69,749	75,997
Goodwill	209,758	211,114
Other intangibles	68,803	84,331
Other assets	102,628	89,332
Total assets	$ 14,927,196	$ 13,541,398
LIABILITIES		
Deposits:		
Noninterest-bearing demand	$ 4,920,581	$ 3,941,372
Interest-bearing demand and savings	5,450,450	4,680,125
Time deposits under $100,000	540,269	615,475
Time deposits of $100,000 or more	742,065	932,939
Total deposits	11,653,365	10,169,911
Federal funds purchased and repurchase agreements	1,787,270	1,950,827
Short-term debt		12,000
Long-term debt	5,879	6,529
Accrued expenses and taxes	182,468	186,380
Other liabilities	18,869	24,619
Total liabilities	13,647,851	12,350,266
SHAREHOLDERS EQUITY		
Common stock, $1.00 par value; 80,000,000 shares authorized, 55,056,730 shares issued and 40,340,878 and 40,426,342 shares outstanding, respectively	55,057	55,057
Capital surplus	732,069	723,299
Retained earnings	787,015	697,923
Accumulated other comprehensive income	85,588	81,099

Treasury stock, 14,715,852 and 14,630,388 shares, at cost, respectively	(380,384)	(366,246)
Total shareholders equity	1,279,345	1,191,132
Total liabilities and shareholders equity	$ 14,927,196	$ 13,541,398

See Notes to Consolidated Financial Statements.

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CONSOLIDATED STATEMENTS OF INCOME

UMB FINANCIAL CORPORATION AND SUBSIDIARIES

(in thousands, except share and per share data)

	Year Ended December 31		
	2012	2011	2010
INTEREST INCOME			
Loans	$ 217,391	$ 219,076	$ 221,797
Securities:			
Available for sale taxable interest	81,013	85,120	90,409
Available for sale tax exempt interest	35,960	33,079	27,998
Held to maturity tax exempt interest	2,264	1,687	1,499
Total securities income	119,237	119,886	119,906
Federal funds sold and resell agreements	121	102	159
Interest-bearing due from banks	1,789	3,284	3,914
Trading securities	1,147	1,305	731
Total interest income	339,685	343,653	346,507
INTEREST EXPENSE			
Deposits	17,416	24,628	33,447
Federal funds purchased and repurchase agreements	1,884	1,712	2,017
Other	329	340	430
Total interest expense	19,629	26,680	35,894
Net interest income	320,056	316,973	310,613
Provision for loan losses	17,500	22,200	31,510
Net interest income after provision for loan losses	302,556	294,773	279,103
NONINTEREST INCOME			
Trust and securities processing	225,094	208,392	160,356
Trading and investment banking	30,359	27,720	29,211
Service charges on deposit accounts	78,694	74,659	77,617
Insurance fees and commissions	4,095	4,375	5,565
Brokerage fees	11,105	9,950	6,345
Bankcard fees	60,567	59,767	54,804
Gains on sales of securities available for sale, net	20,232	16,125	8,315
Other	27,976	13,344	18,157
Total noninterest income	458,122	414,332	360,370
NONINTEREST EXPENSE			
Salaries and employee benefits	319,852	294,756	267,213
Occupancy, net	37,927	38,406	36,251
Equipment	43,465	42,728	44,934
Supplies and services	21,045	22,166	18,841
Marketing and business development	24,604	20,150	18,348

Processing fees	51,191	49,985	45,502
Legal and consulting	17,980	15,601	14,046
Bankcard	18,154	15,600	16,714
Amortization of other intangible assets	14,775	16,100	11,142
Regulatory fees	9,447	10,395	13,448
Class action litigation settlement		7,800	
Other	32,014	29,059	26,183
Total noninterest expense	590,454	562,746	512,622
Income before income taxes	170,224	146,359	126,851
Income tax expense	47,507	39,887	35,849
Net income	$ 122,717	$ 106,472	$ 91,002
PER SHARE DATA			
Net income basic	$ 3.07	$ 2.66	$ 2.27
Net income diluted	3.04	2.64	2.26
Weighted average shares outstanding	40,034,428	40,034,435	40,071,751

See Notes to Consolidated Financial Statements.

UMB FINANCIAL CORPORATION

STATEMENTS OF CONSOLIDATED COMPREHENSIVE INCOME (LOSS)

(in thousands)

	Year Ended December 31		
	2012	**2011**	**2010**
Net Income	$ 122,717	$ 106,472	$ 91,002
Other comprehensive income, net of tax:			
Unrealized gains on securities:			
Change in unrealized holding gains, net	27,164	104,204	(15,601)
Less: Reclassifications adjustment for gains included in net income	(20,232)	(16,125)	(8,315)
Change in unrealized gains on securities during the period	6,932	88,079	(23,916)
Income tax (expense) benefit	(2,443)	(32,445)	8,927
Other comprehensive income (loss)	4,489	55,634	(14,989)
Comprehensive income	$ 127,206	$ 162,106	$ 76,013

See Notes to Consolidated Financial Statements.

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STATEMENTS OF CHANGES IN CONSOLIDATED SHAREHOLDERS EQUITY

UMB FINANCIAL CORPORATION AND SUBSIDIARIES

(dollars in thousands, except per share data)

	Common Stock	Capital Surplus	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total
Balance January 1, 2010	$ 55,057	$ 712,774	$ 562,748	$ 40,454	$ (355,482)	$ 1,015,551
Total comprehensive income			91,002	(14,989)		76,013
Cash Dividends ($0.75 per share)			(30,335)			(30,335)
Purchase of treasury stock					(8,879)	(8,879)
Issuance of equity awards		(1,673)			1,798	125
Recognition of equity based compensation		5,953				5,953
Net tax benefit related to equity compensation plans		152				152
Sale of treasury stock		540			298	838
Exercise of stock options		560			882	1,442
Balance December 31, 2010	$ 55,057	$ 718,306	$ 623,415	$ 25,465	$ (361,383)	$ 1,060,860
Total comprehensive income			106,472	55,634		162,106
Cash Dividends ($0.79 per share)			(31,964)			(31,964)
Purchase of treasury stock					(9,142)	(9,142)
Issuance of equity awards		(2,244)			2,484	240
Recognition of equity based compensation		6,510				6,510
Net tax benefit related to equity compensation plans		79				79
Sale of treasury stock		295			315	610
Exercise of stock options		353			1,480	1,833
Balance December 31, 2011	$ 55,057	$ 723,299	$ 697,923	$ 81,099	$ (366,246)	$ 1,191,132
Total comprehensive income			122,717	4,489		127,206
Cash Dividends ($0.83 per share)			(33,625)			(33,625)
Purchase of treasury stock					(20,419)	(20,419)
Issuance of equity awards		(1,911)			2,156	245
Recognition of equity based compensation		6,917				6,917
Net tax benefit related to equity compensation plans		359				359
Sale of treasury stock		587			389	976
Exercise of stock options		2,818			3,736	6,554
Balance December 31, 2012	$ 55,057	$ 732,069	$ 787,015	$ 85,588	$ (380,384)	$ 1,279,345

See Notes to Consolidated Financial Statements.

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CONSOLIDATED STATEMENTS OF CASH FLOWS

UMB FINANCIAL CORPORATION AND SUBSIDIARIES

(in thousands)

	Year Ended December 31		
	2012	**2011**	**2010**
OPERATING ACTIVITIES			
Net income	$ 122,717	$ 106,472	$ 91,002
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan losses	17,500	22,200	31,510
Depreciation and amortization	40,847	42,931	39,376
Deferred income tax expense (benefit)	3,675	(197)	(13,226)
Net decrease (increase) in trading securities and other earning assets	2,378	(15,662)	(4,266)
Gains on sales of securities available for sale	(20,232)	(16,125)	(8,315)
(Gains) losses on sales of assets	(904)	175	(368)
Amortization of securities premiums, net of discount accretion	50,435	44,909	32,088
Originations of loans held for sale	(237,997)	(204,099)	(217,965)
Net gains on sales of loans held for sale	(2,010)	(1,598)	(1,379)
Proceeds from sales of loans held for sale	246,345	209,896	222,453
Issuance of equity awards	245	240	125
Equity based compensation	6,917	6,510	5,953
Changes in:			
Accrued income	6,248	656	(11,704)
Accrued expenses and taxes	8,376	16,990	246
Other assets and liabilities, net	(20,796)	(255)	14,464
Net cash provided by operating activities	223,744	213,043	179,994
INVESTING ACTIVITIES			
Proceeds from maturities of securities held to maturity	9,756	8,814	9,574
Proceeds from sales of securities available for sale	1,016,129	1,012,068	649,083
Proceeds from maturities of securities available for sale	1,691,293	1,561,960	1,994,810
Purchases of securities held to maturity	(39,642)	(34,788)	(16,193)
Purchases of securities available for sale	(3,561,042)	(3,008,900)	(3,421,255)
Net increase in loans	(738,343)	(407,232)	(215,442)
Net (increase) decrease in fed funds sold and resell agreements	(23,790)	169,098	94,589
Net decrease in interest bearing balances due from other financial institutions	129,076	20,117	114,570
Purchases of bank premises and equipment	(44,038)	(35,557)	(32,592)
Net cash received (paid) for acquisitions	17,597	(8,134)	(159,154)
Proceeds from sales of bank premises and equipment	1,473	182	2,793
Net cash used in investing activities	(1,541,531)	(722,372)	(979,217)
FINANCING ACTIVITIES			
Net increase in demand and savings deposits	1,737,072	1,286,818	655,039
Net decrease in time deposits	(272,627)	(145,648)	(160,936)
Net (decrease) increase in fed funds purchased and repurchase			
Agreements	(163,557)	(133,515)	156,735
Net change in short-term debt	(12,000)	(22,020)	4,548
Proceeds from long-term debt	1,029	500	
Repayment of long-term debt	(1,679)	(4,055)	(15,416)
Payment of contingent consideration on acquisitions	(17,371)	(8,316)	
Cash dividends paid	(33,787)	(31,801)	(30,328)
Net tax benefit related to equity compensation plans	359	79	152
Proceeds from exercise of stock options and sales of treasury shares	7,530	2,443	2,280
Purchases of treasury stock	(20,419)	(9,142)	(8,879)

Net cash provided by financing activities	1,224,550	935,343	603,195
(Decrease) increase in cash and due from banks	(93,237)	426,014	(196,028)
Cash and due from banks at beginning of year	1,459,631	1,033,617	1,229,645
Cash and due from banks at end of year	$ 1,366,394	$ 1,459,631	$ 1,033,617
Supplemental disclosures:			
Income taxes paid	$ 44,074	$ 41,041	$ 48,116
Total interest paid	20,975	28,148	40,128

See Notes to Consolidated Financial Statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. *SUMMARY OF ACCOUNTING POLICIES*

UMB Financial Corporation (the Company) 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, Arizona, Nebraska, Pennsylvania, South Dakota, Indiana, Wisconsin, Utah, New Jersey, and Massachusetts. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 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.

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 Due From Banks

Cash on hand, cash items in the process of collection, and amounts due from correspondent banks are included in cash and due from banks.

Interest-bearing Due From Banks

Amounts due from the Federal Reserve Bank which are interest-bearing for all periods presented, and amounts due from certificates of deposits held at other financial institutions are included in interest-bearing due from banks. The amounts due from the Federal Reserve Bank presented in the table below are considered cash and cash equivalents. The amounts due from certificates of deposit totaled $21.9 million and $151.0 million at December 31, 2012 and 2011, respectively.

This table provides a summary of cash and due from banks as presented on the Consolidated Statement of Cash Flows as of December 31, 2012 and 2011 (in thousands):

	Year Ended December 31	
	2012	2011
Due from the Federal Reserve	$ 698,620	$ 1,013,051
Cash and due from banks	667,774	446,580
Cash and due from banks at end of year	$ 1,366,394	$ 1,459,631

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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, 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 Sheet. 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 Statement 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.

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, 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) 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 market 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.

Goodwill and Other Intangibles

Goodwill is tested for impairment annually 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. During the quarter ended December 31, 2012, the Company changed its goodwill testing date from November 30 to October 1. The selection of October 1 as the annual testing date is preferable as the Company will have more time and greater availability of accounting resources because the new testing date is two months earlier relative to the fiscal year-end close and reporting process. As a result of the change in the annual goodwill impairment testing date, the Company completed a test as of October 1, 2012 and no more than 12 months elapsed between annual tests. The change in accounting principle related to changing the annual goodwill impairment testing date did not accelerate, delay, or cause an impairment charge. Due to the significant judgments and estimates that are utilized in the goodwill impairment test, the Company determined it was impracticable to objectively determine, without the use of hindsight, the assumptions that would have been used as of each October 1 for periods before October 1, 2012. As such, the Company prospectively applied the change in the annual goodwill impairment testing date from October 1, 2012.

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 two-step 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 is indicated. If an impairment is indicated, the implied fair value of the reporting unit s goodwill is compared to its carrying amount. An impairment loss is measured as the excess of the carrying value of a reporting unit s goodwill over its implied fair value. As a result of such impairment tests, the Company has not recognized an impairment charge.

No goodwill impairments were recognized in 2012, 2011, or 2010. 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 2012, 2011, or 2010. The Company does not have any indefinite lived intangible assets.

Bank Premises and Equipment

Bank premises and equipment are stated at cost less accumulated depreciation, which is computed primarily on the straight line method. Bank 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 bank premises and equipment are included in other noninterest income.

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.

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 benefits 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 reporting 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 sheet. During 2012, the Company accrued an immaterial amount in interest and penalties, and as of December 31, 2012, has recognized an immaterial liability for interest and penalties related to the unrecognized tax benefits.

Derivatives

The Company records all derivatives on the balance sheet 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, none of the Company s derivatives are designated in qualifying hedging relationships, as the derivatives are not used to manage risks within the Company s assets or liabilities. As such, all changes in fair value of the Company s derivatives are recognized directly in earnings.

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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 398,939; 275,522; and 240,673 shares issuable upon the exercise of stock options granted by the Company at December 31, 2012, 2011, and 2010, respectively.

Options issued under employee benefit plans to purchase 504,938; 879,588, and 1,081,564 shares of common stock were outstanding at December 31, 2012, 2011, and 2010, 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 also estimates the number of instruments that will ultimately be issued by applying a forfeiture rate to each grant.

2. *NEW ACCOUNTING PRONOUNCEMENTS*

Fair Value Measurements and Disclosure Requirements In May 2011, the FASB issued ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs (ASU 2011-04), which amends the FASB Standards Codification to change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. The Company adopted this standard for the quarter ended March 31, 2012 which resulted in a $6.9 million ($4.7 million, net of tax) reduction of the contingent consideration liabilities and a corresponding increase to other non-interest income due to the Company changing its fair value methodology. The adoption of this accounting pronouncement also resulted in additional fair value financial statement disclosures.

Presentation of Comprehensive Income In June 2011, the FASB issued ASU No. 2011-05, Comprehensive Income: Presentation of Comprehensive Income (ASU 2011-05), which amends the FASB Standards Codification to allow the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders equity. These amendments do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. ASU 2011-05 was effective for the Company for the period ended March 31, 2012; however, certain provisions related to the presentation of reclassification adjustments have been deferred by ASU No. 2011-12 (ASU 2011-12) Comprehensive Income (Topic 220) Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05. ASU 2011-12 allows entities to continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect before ASU 2011-05. All other requirements in ASU 2011-05 are not affected by ASU 2011-12. The Company adopted ASU 2011-05 for the quarter ended March 31, 2012 with no material impact on its financial statements except for a change in presentation. In February 2013, the FASB issued ASU No. 2013-02, Comprehensive Income: Reporting of Amounts Reclassified out of Accumulated Other Comprehensive Income, which adds new disclosure requirements for items reclassified out of accumulated other comprehensive income. The new disclosure requirements are effective for fiscal years beginning after December 15, 2012. The adoption of this accounting pronouncement will have no impact on the Company s financial statements except for additional financial statement disclosures.

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Disclosures about Offsetting Assets and Liabilities In December 2011, the FASB issued ASU No. 2011-11, Disclosures about Offsetting Assets and Liabilities (ASU 2011-11), regarding the offset of certain assets & liabilities within the balance sheet. This ASU created new disclosure requirements about the nature of an entity s rights of setoff and related arrangements associated with its financial instruments and derivative instruments. The disclosure requirements are effective for annual reporting periods beginning on or after January 1, 2013, and interim periods therein, with retrospective application required. The adoption of this accounting pronouncement will have no impact on the Company s financial statement disclosures.

Testing Indefinite-Lived Intangible Assets for Impairment In July 2012, the FASB issued ASU No. 2012-02, Testing Indefinite-Lived Intangible Assets for Impairment (ASU 2012-02), which amends the guidance in Accounting Standards Codification (ASC) 350-30 on testing indefinite-lived assets, other than goodwill, for impairment. An entity testing an indefinite-lived intangible asset for impairment has the option of performing a qualitative assessment before calculating the fair value of the asset. If the entity 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 two-step impairment test would not be required. The amendments are effective for interim and annual impairment tests performed for fiscal years beginning after September 15, 2012 with early adoption permitted. The adoption of this accounting pronouncement will have no impact on the Company s financial statements.

Subsequent Accounting for an Indemnification Asset In October 2012, the FASB issued ASU No. 2012-06, Subsequent Accounting for an Indemnification Asset Recognized at the Acquisition Date as a Result of a Government-Assisted Acquisition of a Financial Institution (ASU 2012-06), which addresses diversity in practice regarding the subsequent measurement of an indemnification asset in a government-assisted acquisition of a financial institution that includes a loss-sharing agreement. The amendments are effective for interim and annual reporting periods beginning on or after December 15, 2012 with early adoption permitted. The adoption of this accounting pronouncement will have no impact on the Company s 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. 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.

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 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 from approved long-term borrowers, 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.

This table provides a summary of loan classes and an aging of past due loans as of December 31, 2012 (in thousands):

	Year Ended December 31, 2012					
	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	$ 5,170	$ 93	$ 14,122	$ 19,385	$ 2,854,309	$ 2,873,694
Commercial credit card	561	43	61	665	103,655	104,320
Real estate:						
Real estate construction	3,750		1,263	5,013	73,473	78,486
Real estate commercial	3,590	113	8,170	11,873	1,423,938	1,435,811
Real estate residential	1,371	49	666	2,086	210,277	212,363
Real estate HELOC	1,324	50	225	1,599	572,324	573,923
Consumer:						
Consumer credit card	2,989	2,955	2,285	8,229	326,289	334,518
Consumer other	1,116	251	1,311	2,678	51,872	54,550
Leases					19,084	19,084
Total loans	$ 19,871	$ 3,554	$ 28,103	$ 51,528	$ 5,635,221	$ 5,686,749

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This table provides a summary of loan classes and an aging of past due loans as of December 31, 2011 (in thousands):

	Year Ended December 31, 2011					
	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	$ 2,986	$ 767	$ 9,234	$ 12,987	$ 2,221,830	$ 2,234,817
Commercial credit card	896	284		1,180	94,159	95,339
Real estate:						
Real estate construction	430		642	1,072	83,518	84,590
Real estate commercial	2,368	313	7,218	9,899	1,384,656	1,394,555
Real estate residential	1,713	247	1,660	3,620	182,266	185,886
Real estate HELOC	819	41	696	1,556	531,476	533,032
Consumer:						
Consumer credit card	2,858	3,394	4,638	10,890	322,756	333,646
Consumer other	1,260	952	1,493	3,705	90,939	94,644
Leases					3,834	3,834
Total loans	$ 13,330	$ 5,998	$ 25,581	$ 44,909	$ 4,915,434	$ 4,960,343

The Company sold $246.3 million, $209.9 million, and $222.5 million of residential real estate and student loans during the periods ended December 31, 2012, 2011, and 2010 respectively.

The Company has ceased the recognition of interest on loans with a carrying value of $28.1 million and $25.6 million at December 31, 2012 and 2011, respectively. Restructured loans totaled $12.5 million and $6.0 million at December 31, 2012 and 2011, respectively. Loans 90 days past due and still accruing interest amounted to $3.6 million and $6.0 million at December 31, 2012 and 2011, respectively. There was an insignificant amount of interest recognized on impaired loans during 2012, 2011, and 2010.

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.

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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 as of December 31, 2012 (in thousands):

Credit Exposure

Credit Risk Profile by Risk Rating

	Commercial 2012	Real estate-construction 2012	Real estate-commercial 2012
Non-watch list	$ 2,670,925	$ 75,631	$ 1,325,460
Watch	98,636	518	63,278
Special Mention	29,462	14	11,613
Substandard	74,671	2,323	35,460
Total	$ 2,873,694	$ 78,486	$ 1,435,811

Credit Exposure

Credit Risk Profile Based on Payment Activity

	Commercial credit card 2012	Real estate-residential 2012	Real estate-HELOC 2012
Performing	$ 104,259	$ 211,697	$ 573,698
Non-performing	61	666	225
Total	$ 104,320	$ 212,363	$ 573,923

	Consumer-credit card 2012	Consumer-other 2012	Leases 2012
Performing	$ 332,233	$ 53,239	$ 19,084
Non-performing	2,285	1,311	
Total	$ 334,518	$ 54,550	$ 19,084

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This table provides an analysis of the credit risk profile of each loan class as of December 31, 2011 (in thousands):

Credit Exposure

Credit Risk Profile by Risk Rating

	Commercial 2011	Real estate-construction 2011	Real estate-commercial 2011
Non-watch list	$ 2,064,658	$ 83,100	$ 1,275,280
Watch	100,499	355	27,777
Special Mention	16,688		35,019
Substandard	52,972	1,135	56,479
Total	$ 2,234,817	$ 84,590	$ 1,394,555

Credit Exposure

Credit Risk Profile Based on Payment Activity

	Commercial credit card 2011	Real estate-residential 2011	Real estate-HELOC 2011
Performing	$ 95,339	$ 184,226	$ 532,336
Non-performing		1,660	696
Total	$ 95,339	$ 185,886	$ 533,032

	Consumer-credit card 2011	Consumer-other 2011	Leases 2011
Performing	$ 329,008	$ 93,151	$ 3,834
Non-performing	4,638	1,493	
Total	$ 333,646	$ 94,644	$ 3,834

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 problem 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.

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, 2012 (in thousands):

	Year Ended December 31, 2012				
	Commercial	**Real estate**	**Consumer**	**Leases**	**Total**
Allowance for loan losses:					
Beginning balance	$ 37,927	$ 20,486	$ 13,593	$ 11	$ 72,017
Charge-offs	(8,446)	(932)	(12,678)		(22,056)
Recoveries	1,136	28	2,801		3,965
Provision	12,773	(4,076)	8,754	49	17,500
Ending Balance	$ 43,390	$ 15,506	$ 12,470	$ 60	$ 71,426
Ending Balance: individually evaluated for impairment	$ 1,393	$ 781	$	$	$ 2,174
Ending Balance: collectively evaluated for impairment	41,997	14,725	12,470	60	69,252
Loans:					
Ending Balance: loans	$ 2,978,014	$ 2,300,583	$ 389,068	$ 19,084	$ 5,686,749
Ending Balance: individually evaluated for impairment	15,057	11,203	49		26,309
Ending Balance: collectively evaluated for impairment	2,962,957	2,289,380	389,019	19,084	5,660,440

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This table provides a rollforward of the allowance for loan losses by portfolio segment for the year ended December 31, 2011 (in thousands):

	Year Ended December 31, 2011				
	Commercial	**Real estate**	**Consumer**	**Leases**	**Total**
Allowance for loan losses:					
Beginning balance	$ 39,138	$ 18,557	$ 16,243	$ 14	$ 73,952
Charge-offs	(12,693)	(532)	(15,438)		(28,663)
Recoveries	813	32	3,683		4,528
Provision	10,669	2,429	9,105	(3)	22,200
Ending Balance	$ 37,927	$ 20,486	$ 13,593	$ 11	$ 72,017
Ending Balance: individually evaluated for impairment	$ 3,662	$ 268	$	$	$ 3,930
Ending Balance: collectively evaluated for impairment	34,266	20,217	13,593	11	68,087
Loans:					
Ending Balance: loans	$ 2,330,156	$ 2,198,063	$ 428,290	$ 3,834	$ 4,960,343
Ending Balance: individually evaluated for impairment	11,061	12,468	23		23,552
Ending Balance: collectively evaluated for impairment	2,319,095	2,185,595	428,267	3,834	4,936,791

This table provides a rollforward of the allowance for loan losses by portfolio segment for the year ended December 31, 2010 (in thousands):

	Year Ended December 31, 2010				
	Commercial	**Real estate**	**Consumer**	**Leases**	**Total**
Allowance for loan losses:					
Beginning balance	$ 40,430	$ 13,311	$ 10,128	$ 270	$ 64,139
Charge-offs	(6,644)	(258)	(18,585)		(25,487)
Recoveries	637	29	3,124		3,790
Provision	4,715	5,475	21,576	(256)	31,510
Ending Balance	$ 39,138	$ 18,557	$ 16,243	$ 14	$ 73,952
Ending Balance: individually evaluated for impairment	$ 798	$ 1,762	$	$	$ 2,560
Ending Balance: collectively evaluated for impairment	38,340	16,795	16,243	14	71,392
Loans:					
Ending Balance: loans	$ 2,021,597	$ 2,092,630	$ 462,401	$ 7,055	$ 4,583,683
Ending Balance: individually evaluated for impairment	11,913	8,886	15		20,814
Ending Balance: collectively evaluated for impairment	2,009,684	2,083,744	462,386	7,055	4,562,869

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Impaired Loans

This table provides an analysis of impaired loans by class for the year ended December 31, 2012 (in thousands):

	Year Ended December 31, 2012					
	Unpaid Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
Commercial:						
Commercial	$ 22,453	$ 12,119	$ 2,938	$ 15,057	$ 1,393	$ 13,287
Commercial credit card						
Real estate:						
Real estate construction	276	276		276		118
Real estate commercial	9,334	6,777	2,213	8,990	733	9,925
Real estate residential	2,357	1,714	223	1,937	48	2,622
Real estate HELOC						
Consumer:						
Consumer credit card						
Consumer other	51	49		49		43
Leases						
Total	$ 34,471	$ 20,935	$ 5,374	$ 26,309	$ 2,174	$ 25,995

This table provides an analysis of impaired loans by class for the year ended December 31, 2011 (in thousands):

	Year Ended December 31, 2011					
	Unpaid Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
Commercial:						
Commercial	$ 14,368	$ 2,940	$ 8,121	$ 11,061	$ 3,662	$ 8,038
Commercial credit card						
Real estate:						
Real estate construction	90	50		50		15
Real estate commercial	9,323	7,983	1,247	9,230	226	7,000
Real estate residential	3,568	2,329	859	3,188	42	2,312
Real estate HELOC						
Consumer:						
Consumer credit card						
Consumer other	23	23		23		28
Leases						
Total	$ 27,372	$ 13,325	$ 10,227	$ 23,552	$ 3,930	$ 17,393

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This table provides an analysis of impaired loans by class for the year ended December 31, 2010 (in thousands):

	Year Ended December 31, 2010					
	Unpaid Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
Commercial:						
Commercial	$ 13,497	$ 10,180	$ 1,733	$ 11,913	$ 798	$ 15,426
Commercial credit card						
Real estate:						
Real estate construction						121
Real estate commercial	7,415	439	6,612	7,051	1,475	4,092
Real estate residential	2,071	612	1,223	1,835	287	2,535
Real estate HELOC						
Consumer:						
Consumer credit card						
Consumer other	15	15		15		6
Leases						
Total	$ 22,998	$ 11,246	$ 9,568	$ 20,814	$ 2,560	$ 22,180

Troubled Debt Restructurings

The Company adopted ASU No. 2011-02, A Creditor s Determination of Whether a Restructuring is a Troubled Debt Restructuring, as of July 1, 2011. This update provides additional guidance on evaluating whether a modification or restructuring of a receivable is a TDR. A loan modification is considered a TDR when a concession had been granted to a debtor experiencing financial difficulties. The Company assessed loan modifications made to borrowers experiencing financial distress occurring after January 1, 2011. 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 $534 thousand in commitments to lend to borrowers with loan modifications classified as TDR s.

The Company made no TDR s in the last 12 months that had payment defaults for the year ended December 31, 2012.

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This table provides a summary of loans restructured by class for the years ended December 31, 2012 and 2011 (in thousands):

	Year Ended December 31, 2012			Year Ended December 31, 2011		
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings						
Commercial:						
Commercial	7	$ 9,800	$ 9,775	3	$ 1,750	$ 1,750
Commercial credit card						
Real estate:						
Real estate construction						
Real estate commercial	1	54	54	2	2,806	2,866
Real estate residential				3	1,462	1,462
Real estate HELOC						
Consumer:						
Consumer credit card						
Consumer other						
Leases						
Total	8	$ 9,854	$ 9,829	8	$ 6,018	$ 6,078

4. *SECURITIES*

Securities Available for Sale

This table provides detailed information about securities available for sale at December 31, 2012 and 2011 (in thousands):

2012	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury	$ 116,856	$ 1,166	$ (171)	$ 117,851
U.S. Agencies	1,019,640	6,597	(122)	1,026,115
Mortgage-backed	3,480,006	78,600	(2,413)	3,556,193
State and political subdivisions	1,842,715	51,341	(1,372)	1,892,684
Corporates	337,706	1,945	(764)	338,887
Commercial Paper	5,733			5,733
Total	$ 6,802,656	$ 139,649	$ (4,842)	$ 6,937,463

2011	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury	$ 184,523	$ 4,802	$ -	$ 189,325
U.S. Agencies	1,615,637	16,434	(62)	1,632,009
Mortgage-backed	2,437,282	55,985	(919)	2,492,348
State and political subdivisions	1,642,844	51,336	(144)	1,694,036
Corporates	99,620	566	(22)	100,164
Commercial Paper				

Total	$ 5,979,906	$ 129,123	$ (1,147)	$ 6,107,882

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The following table presents contractual maturity information for securities available for sale at December 31, 2012 (in thousands):

	Amortized Cost	Fair Value
Due in 1 year or less	$ 513,241	$ 516,025
Due after 1 year through 5 years	1,969,083	1,997,130
Due after 5 years through 10 years	686,760	712,773
Due after 10 years	153,566	155,342
Total	3,322,650	3,381,270
Mortgage-backed securities	3,480,006	3,556,193
Total securities available for sale	$ 6,802,656	$ 6,937,463

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 $1.0 billion for both 2012 and 2011. Securities transactions resulted in gross realized gains of $20.2 million for 2012, $16.2 million for 2011, and $8.5 million for 2010. The gross realized losses were $30 thousand for 2012, $70 thousand for 2011, and $229 thousand for 2010.

Trading Securities

The net unrealized gains on trading securities at December 31, 2012 were $403 thousand, net unrealized gains on trading securities were $571 thousand for 2011, and net unrealized losses on trading securities were $10 thousand for 2010. Net unrealized gains/losses were included in trading and investment banking income on the consolidated statements of income.

Securities Held to Maturity

The table below provides detailed information for securities held to maturity at December 31, 2012 and 2011 (in thousands):

2012	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
State and political subdivisions	$ 114,756	$ 14,739	$	$ 129,495
2011				
State and political subdivisions	$ 89,246	$ 13,041	$	$ 102,287

The following table presents contractual maturity information for securities held to maturity at December 31, 2012 (in thousands):

	Amortized Cost	Fair Value
Due in 1 year or less	$ 1,751	$ 1,976
Due after 1 year through 5 years	31,802	35,887
Due after 5 years through 10 years	28,084	31,691
Due after 10 years	53,119	59,941

Total securities held to maturity	$ 114,756	$ 129,495

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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 2012, 2011, or 2010.

Securities available for sale and held to maturity with a market value of $5.9 billion at December 31, 2012, and $5.4 billion at December 31, 2011, were pledged to secure U.S. Government deposits, other public deposits and certain trust deposits as required by law.

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, 2012 and 2011 (in thousands).

2012	**Less than 12 months**		**12 months or more**		**Total**	
Description of Securities	**Fair Value**	**Unrealized Losses**	**Fair Value**	**Unrealized Losses**	**Fair Value**	**Unrealized Losses**
U.S. Treasury	$ 29,747	$ (171)	$	$	$ 29,747	$ (171)
U.S. Agencies	295,747	(122)			295,747	(122)
Mortgage-backed	398,384	(2,413)			398,384	(2,413)
State and political subdivisions	132,951	(1,358)	2,604	(14)	135,555	(1,372)
Corporates	178,564	(764)			178,564	(764)
Commercial Paper	5,733				5,733	
Total temporarily-impaired debt securities available for sale	$ 1,041,126	$ (4,828)	$ 2,604	$ (14)	$ 1,043,730	$ (4,842)

2011	**Less than 12 months**		**12 months or more**		**Total**	
Description of Securities	**Fair Value**	**Unrealized Losses**	**Fair Value**	**Unrealized Losses**	**Fair Value**	**Unrealized Losses**
U.S. Treasury	$	$	$	$	$	$
U.S. Agencies	66,992	(62)			66,992	(62)
Mortgage-backed	226,081	(919)			226,081	(919)
State and political subdivisions	45,918	(139)	2,571	(5)	48,489	(144)
Corporates	12,471	(22)			12,471	(22)
Commercial Paper						
Total temporarily-impaired debt securities available for sale	$ 351,462	$ (1,142)	$ 2,571	$ (5)	$ 354,033	$ (1,147)

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, 2012.

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 $57.2 million and $53.0 million at December 31, 2012 and 2011, respectively. The Company obtains possession of collateral with a market value equal to or in excess of the principal amount loaned under resell agreements.

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6. *LOANS TO OFFICERS AND DIRECTORS*

Certain Company and principal Bank executive officers and directors, 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 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.

For the years 2012 and 2011, an analysis of activity with respect to such aggregate loans to related parties appears below (in thousands):

	Year Ended December 31	
	2012	2011
Balance beginning of year	$ 266,869	$ 302,894
New loans	487,455	212,800
Repayments	(274,033)	(248,825)
Balance end of year	$ 480,291	$ 266,869

7. *GOODWILL AND OTHER INTANGIBLES*

Changes in the carrying amount of goodwill for the periods ended December 31, 2012 and December 31, 2011 by operating segment are as follows (in thousands):

	Bank	Institutional Investment Management	Asset Servicing	Total
Balances as of January 1, 2011	$ 144,109	$ 47,529	$ 19,476	$ 211,114
Balances as of December 31, 2011	$ 144,109	$ 47,529	$ 19,476	$ 211,114
Balances as of January 1, 2012	$ 144,109	$ 47,529	$ 19,476	$ 211,114
Goodwill disposals during period	$ (1,356)			$ (1,356)
Balances as of December 31, 2012	$ 142,753	$ 47,529	$ 19,476	$ 209,758

Following are the intangible assets that continue to be subject to amortization as of December 31, 2012 and 2011 (in thousands):

	As of December 31, 2012		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Core deposit intangible assets	$ 36,497	$ 30,403	$ 6,094
Customer relationships	103,960	42,399	61,561
Other intangible assets	3,247	2,099	1,148
Total intangible assets	$ 143,704	$ 74,901	$ 68,803

	As of December 31, 2011		
Core deposit intangible assets	$ 36,497	$ 28,629	$ 7,868
Customer relationships	105,544	30,645	74,899

Other intangible assets	3,247	1,683	1,564
Total intangible assets	$ 145,288	$ 60,957	$ 84,331

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Amortization expense for the years ended December 31, 2012, 2011, and 2010 was $14.8 million, $16.1 million and $11.1 million, respectively. The following table discloses the estimated amortization expense of intangible assets in future years (in thousands):

For the year ending December 31, 2013	$ 13,219
For the year ending December 31, 2014	12,146
For the year ending December 31, 2015	9,550
For the year ending December 31, 2016	8,342
For the year ending December 31, 2017	7,098

8. *BANK PREMISES AND EQUIPMENT*

Bank premises and equipment consisted of the following (in thousands):

	December 31	
	2012	**2011**
Land	$ 45,578	$ 44,855
Buildings and leasehold improvements	295,147	284,843
Equipment	121,979	105,244
Software	105,284	96,047
	567,988	530,989
Accumulated depreciation	(237,054)	(223,884)
Accumulated amortization	(86,334)	(79,169)
Bank premises and equipment, net	$ 244,600	$ 227,936

Consolidated rental and operating lease expenses were $10.8 million in 2012, $10.1 million in 2011, and $8.7 million in 2010. Consolidated bank premises and equipment depreciation and amortization expenses were $26.1 million in 2012, $26.8 million in 2011, and $28.2 million in 2010.

Minimum future rental commitments as of December 31, 2012, for all non-cancelable operating leases are as follows (in thousands):

2013	$ 8,215
2014	7,487
2015	7,000
2016	6,396
2017	6,302
Thereafter	29,996
Total	$ 65,396

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9. ***BORROWED FUNDS***

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

	December 31	
	2012	**2011**
Short-term debt:		
Federal Home Loan Bank Repo Advance 0.35% due 2012		2,000
Wells Fargo Bank 1.25% due 2012		10,000
Total short-term debt		12,000
Long-term debt:		
Federal Home Loan Bank 5.89% due 2014	514	893
Kansas Equity Fund IV, L.P. 0% due 2017	297	420
Kansas Equity Fund V, L.P. 0% due 2017	232	288
Kansas Equity Fund VI, L.P. 0% due 2017	499	629
Kansas Equity Fund IX, L.P. 0% due 2022	462	483
Kansas Equity Fund X, L.P. 0% due 2018	495	
Kansas City Equity Fund 2007, L.L.C. 0% due 2016	308	531
Kansas City Equity Fund 2008, L.L.C. 0% due 2016	431	497
Kansas City Equity Fund 2009, L.L.C. 0% due 2017	637	770
St. Louis Equity Fund 2005 L.L.C. 0% due 2013	10	10
St. Louis Equity Fund 2006 L.L.C. 0% due 2013	32	67
St. Louis Equity Fund 2007 L.L.C. 0% due 2015	325	484
St. Louis Equity Fund 2008 L.L.C. 0% due 2016	460	610
St. Louis Equity Fund 2009 L.L.C. 0% due 2017	695	847
St. Louis Equity Fund 2012 L.L.C. 0% due 2019	482	
Total long-term debt	5,879	6,529
Total borrowed funds	$ 5,879	$ 18,529

Aggregate annual repayments of long-term debt at December 31, 2012, are as follows (in thousands):

2013	$ 1,773
2014	1,431
2015	1,185
2016	725
2017	461
Thereafter	304
Total	$ 5,879

All of the Federal Home Loan Bank notes are secured by investment securities of the Company. Federal Home Loan Bank notes require monthly principal and interest payments and may require a penalty for payoff prior to the maturity date.

The Company has a revolving line of credit with Wells Fargo, N.A. which allows the Company to borrow up to $25.0 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 Prime on the date of an advance. The Company will also pay a 0.2 percent unused commitment fee for unused portions of the line of credit. As shown above, the Company had a $10.0 million advance outstanding at December 31, 2011. The Company subsequently paid off the $10.0 million advance in July 2012 and currently has no outstanding balance on this line of credit.

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The Company enters into sales of securities with simultaneous agreements to repurchase (repurchase agreements). The amounts received under these agreements represent short-term borrowings. The amount outstanding at December 31, 2012, was $1.8 billion (with accrued interest payable of $16 thousand). The amount outstanding at December 31, 2011, was $1.9 billion (with accrued interest payable of $18 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, 2012 (in thousands):

Maturity of the Repurchase Liabilities	Securities Market Value	Repurchase Liabilities	Weighted Average Interest Rate
On Demand	$ 4,209	$ 4,201	0.01%
2 to 30 days	1,774,086	1,783,069	0.33
Total	$ 1,778,295	$ 1,787,270	0.33%

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 Federal Reserve Bank as required by law. During 2012, this amount averaged $467.6 million, compared to $696.5 million in 2011.

The Company formerly had four subsidiary banks, UMB Bank, n.a., UMB Bank Colorado, n.a., UMB National Bank of America, n.a., and UMB Bank Arizona, n.a. These subsidiary banks were merged into the lead subsidiary bank UMB Bank, n.a. effective with the close of business on December 31, 2012.

The Company is required to maintain minimum amounts of capital to total risk weighted assets, as defined by the banking regulators. At December 31, 2012, the Company is required to have minimum Tier 1 and Total capital ratios of 4.0% and 8.0%, respectively. The Company s actual ratios at that date were 11.05% and 11.92%, respectively. The Company is required to have a minimum leverage ratio of 4.0%, and the leverage ratio at December 31, 2012, was 6.81%.

As of December 31, 2012, the most recent notification from the Office of Comptroller of the Currency 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 and Tier 1 leverage ratios of 10.0%, 6.0% and 5.0%, respectively. There are no conditions or events since that notification that management believes have changed the Bank s category.

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Actual capital amounts as well as required and well-capitalized Tier 1, Total and Tier 1 Leverage ratios as of December 31, for the Company and its banks are as follows (in thousands):

	2012					
	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Tier 1 Capital:						
UMB Financial Corporation	$ 926,465	11.05%	$ 335,449	4.00%	$ N/A	N/A%
UMB Bank, n. a.	875,645	10.54	332,363	4.00	498,544	6.00
Total Capital:						
UMB Financial Corporation	999,757	11.92	670,898	8.00	N/A	N/A
UMB Bank, n. a.	948,937	11.42	664,726	8.00	830,907	10.00
Tier 1 Leverage:						
UMB Financial Corporation	926,465	6.81	544,564	4.00	N/A	N/A
UMB Bank, n. a.	875,645	7.58	462,152	4.00	577,690	5.00
	2011					
Tier 1 Capital:						
UMB Financial Corporation	$ 823,187	11.20%	$ 294,029	4.00%	$ N/A	N/A%
UMB Bank, n. a.	643,972	10.68	241,188	4.00	361,782	6.00
UMB National Bank of America, n.a.	58,620	18.85	12,442	4.00	18,663	6.00
UMB Bank Colorado, n.a.	103,867	11.74	35,393	4.00	53,089	6.00
UMB Bank Arizona, n.a.	15,303	9.83	6,229	4.00	9,344	6.00
Total Capital:						
UMB Financial Corporation	896,924	12.20	588,058	8.00	N/A	N/A
UMB Bank, n. a.	707,010	11.73	482,376	8.00	602,971	10.00
UMB National Bank of America, n.a.	60,579	19.48	24,884	8.00	31,105	10.00
UMB Bank Colorado, n.a.	110,291	12.46	70,785	8.00	88,482	10.00
UMB Bank Arizona, n.a.	17,254	11.08	12,459	8.00	15,574	10.00
Tier 1 Leverage:						
UMB Financial Corporation	823,187	6.71	490,374	4.00	N/A	N/A
UMB Bank, n. a.	643,972	6.32	407,693	4.00	509,616	5.00
UMB National Bank of America, n.a.	58,620	9.02	26,006	4.00	32,507	5.00
UMB Bank Colorado, n.a.	103,867	7.00	59,352	4.00	74,190	5.00
UMB Bank Arizona, n.a.	15,303	10.87	5,633	4.00	7,041	5.00

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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 $2.5 million in March 2013, for 2012. A $2.0 million contribution was paid in 2012, for 2011. A $2.0 million contribution was paid in 2011, for 2010.

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 $4.5 million in 2012, for 2011 and $3.2 million in 2011, for 2010. The Company anticipates making a matching contribution of $5.1 million in March 2013, for 2012.

The Company recognized $2.3 million, $2.1 million, and $2.1 million in expense related to outstanding stock options and $4.6 million, $4.4 million, and $4.0 million in expense related to outstanding restricted stock grants for the years ended December 31, 2012, 2011, and 2010, respectively. The Company has $4.3 million of unrecognized compensation expense related to the outstanding options and $10.4 million of unrecognized compensation expense related to outstanding restricted stock grants at December 31, 2012.

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 2,000,000 common shares of the Company. All options that are issued under the 2002 Plan are in effect for 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 is in effect for five years). All options issued prior to 2005, under the 2002 Plan, could not be exercised until at least four years 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 eleven 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. Prior to 2006, the Company made no recognition in the balance sheet of the options until such options were exercised and no amounts applicable thereto were reflected in net income as all options were granted at strike prices at the then current fair value of the underlying shares. For options granted after January 1, 2006, compensation expense is recognized on unvested options outstanding. 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 of Directors 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 plan expired without modification on April 17, 2012.

The table below discloses the information relating to option activity in 2012, under the 2002 Plan:

Stock Options Under the 2002 Plan	Number of Shares	Weighted Average Price Per Share	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding December 31, 2011	630,509	33.16		
Granted				
Canceled	(33,688)	32.40		
Exercised	(103,972)	26.76		
Outstanding December 31, 2012	492,849	34.71	3.6	4,490,431
Exercisable December 31, 2012	469,493	34.40		
Exercisable and expected to be exercisable December 31, 2012	490,774	34.68	3.6	4,484,435

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No options were granted under the 2002 Plan during 2010, 2011 or 2012. The total intrinsic value of options exercised during the year ended December 31, 2012, 2011, and 2010 was $2.0 million, $1.1 million, and $1.2 million, respectively. As of December 31, 2012, there was $147 thousand of unrecognized compensation cost related to the nonvested shares. The cost is expected to be recognized over a period of 0.9 years.

At the April 26, 2005, shareholders meeting, the shareholders 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 options contains a service requirement.

The LTIP reserves up to 5,250,000 shares of the Company s stock. Of the total, no more than 1,200,000 shares can be issued as restricted stock. No one eligible employee may receive more than $1.0 million in benefits under the LTIP during any one fiscal year taking into account the value of all stock options and restricted stock received during such fiscal year.

The service-based restricted stock grants contain a service requirement. In general the vesting schedule is 50 percent of the shares after three years of service, 75 percent after four years of service and 100 percent after five years of service. Some service-based restricted stock grants 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 executives 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 2012:

Service Based Restricted Stock	**Number of Shares**	**Weighted Average Grant Date Fair Value**
Nonvested December 31, 2011	309,015	$ 40.18
Granted	146,215	41.40
Canceled	(29,326)	40.71
Vested	(53,608)	40.76
Nonvested December 31, 2012	372,296	$ 40.55

As of December 31, 2012, there was $8.9 million of unrecognized compensation cost related to the nonvested shares. The cost is expected to be recognized over a period of 3.0 years. Total fair value of shares vested during the year ended December 31, 2012, 2011, and 2010 was $2.3 million, $2.0 million, and $2.7 million respectively.

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The table below discloses the status of the performance-based restricted shares during 2012:

Performance Based Restricted Stock	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested December 31, 2011	111,528	$ 40.31
Granted	43,861	40.43
Canceled	(9,196)	40.76
Vested	(32,053)	41.37
Nonvested December 31, 2012	114,140	$ 40.02

As of December 31, 2012, there was $1.5 million of unrecognized compensation cost related to the nonvested shares. The cost is expected to be recognized over a period of 1.6 years. Total fair value of shares vested during the years ended December 31, 2012, 2011 and 2010, was $1.3 million, $1.5 million and $1.2 million, respectively.

The non-qualified stock options carry a service requirement and will vest 50 percent after three years, 75 percent after four years and 100 percent after five years.

The table below discloses the information relating to non-qualified option activity in 2012 under the LTIP:

Stock Options Under the LTIP	Number of Shares	Weighted Average Price Per Share	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding December 31, 2011	1,128,825	$ 38.30		
Granted	303,421	40.48		
Canceled	(79,609)	40.36		
Exercised	(106,526)	35.23		
Outstanding December 31, 2012	1,246,111	38.97	6.6	$ 6,053,900
Exercisable December 31, 2012	416,117	36.73		
Exercisable and expected to be exercisable December 31, 2012	1,242,358	$ 38.57	6.3	$ 6,521,888

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.

Black-Scholes pricing model:	2012	2011	2010
Weighted average fair value of the granted options	$ 8.83	$ 9.73	$ 8.32
Weighted average risk-free interest rate	1.14%	2.65%	2.77%
Expected option life in years	6.25	6.25	6.25
Expected volatility	27.02%	24.54%	23.25%
Expected dividend yield	1.95%	1.80%	1.96%

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 2012, 2011, and 2010 was $8.83, $9.73, and $8.32. The total intrinsic value of options exercised during the years ended December 31, 2012, 2011 and 2010, was $1.3 million, $476 thousand and $178 thousand, respectively. As of December 31, 2012, there was $4.2 million of unrecognized compensation cost related to the nonvested shares. The cost is expected to be recognized over a period of 3.2 years.

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Cash received from options exercised under all share based compensation plans was $6.6 million, $1.8 million, and $1.4 million for the years ended December 31, 2012, 2011, and 2010, respectively. The tax benefit realized for stock options exercised was $359 thousand in 2012, $79 thousand in 2011 and $152 thousand in 2010.

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 purchases to satisfy stock option exercise activity. See a description of the Company s share repurchase plan in Note 13 to the Consolidated Financial Statements provided in Item 8, page 85 of this report.

12. *BUSINESS SEGMENT REPORTING*

The Company has strategically aligned its operations into the following four reportable segments (collectively, Business Segments): Bank, Payment Solutions, Institutional Investment Management, and Asset Servicing. Business segment financial results produced by the Company s internal management accounting system are evaluated regularly by the Executive Committee in deciding how to allocate resources and assess performance for individual Business Segments. The Business Segments were redefined during the first quarter of 2012 to reflect the Executive Committee s changes in executive management responsibilities for each of the core businesses, the products and services provided and the types of customers served, and how financial information is currently evaluated by management. The management accounting system assigns balance sheet and income statement items to each business segment using methodologies that are refined on an ongoing basis. In 2011, the Business Segments were Commercial Financial Services, Institutional Financial Services, and Personal Financial Services. For comparability purposes, amounts in all periods presented are based on methodologies in effect at December 31, 2012. Previously reported results have been reclassified 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, merchant bankcard, wealth management, brokerage, insurance, capital markets, investment banking, corporate trust, and correspondent banking.

Payment Solutions provides consumer and commercial credit and debit card, prepaid debit card solutions, healthcare services, and institutional cash management. Healthcare services include health savings account and flexible savings account products for healthcare providers, third-party administrators and large employers.

Institutional Investment Management provides equity and fixed income investment strategies in the intermediary and institutional markets via mutual funds, traditional separate accounts and sub-advisory relationships.

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, managed account services, and collective and multiple-series trust services.

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BUSINESS SEGMENT INFORMATION

Line of business/segment financial results were as follows (in thousands):

	Year Ended December 31, 2012				
	Bank	Payment Solutions	Institutional Investment Management	Asset Servicing	Total
Net interest income	$ 275,178	$ 43,351	$ 2	$ 1,525	$ 320,056
Provision for loan losses	8,098	9,402			17,500
Noninterest income	216,688	65,723	100,093	75,618	458,122
Noninterest expense	383,034	68,903	70,527	67,990	590,454
Income before taxes	100,734	30,769	29,568	9,153	170,224
Income tax expense	26,533	9,430	8,269	3,275	47,507
Net income	$ 74,201	$ 21,339	$ 21,299	$ 5,878	$ 122,717
Average assets	$ 10,949,000	$ 876,000	$ 82,000	$ 1,482,000	$ 13,389,000

	Year Ended December 31, 2011				
	Bank	Payment Solutions	Institutional Investment Management	Asset Servicing	Total
Net interest income	$ 273,481	$ 42,101	$ 45	$ 1,346	$ 316,973
Provision for loan losses	11,060	11,140			22,200
Noninterest income	205,877	54,702	83,955	69,798	414,332
Noninterest expense	378,065	56,367	64,050	64,264	562,746
Income before taxes	90,233	29,296	19,950	6,880	146,359
Income tax expense	23,085	9,002	5,534	2,266	39,887
Net income	$ 67,148	$ 20,294	$ 14,416	$ 4,614	$ 106,472
Average assets	$ 10,336,000	$ 717,000	$ 90,000	$ 1,274,000	$ 12,417,000

	Year Ended December 31, 2010				
	Bank	Payment Solutions	Institutional Investment Management	Asset Servicing	Total
Net interest income	$ 269,318	$ 39,856	$	$ 1,439	$ 310,613
Provision for loan losses	17,229	14,281			31,510
Noninterest income	187,304	47,481	60,987	64,598	360,370
Noninterest expense	352,512	50,554	50,034	59,522	512,622
Income before taxes	86,881	22,502	10,953	6,515	126,851
Income tax expense	24,937	5,682	2,888	2,342	35,849
Net income	$ 61,944	$ 16,820	$ 8,065	$ 4,173	$ 91,002

Average assets	$ 9,410,000	$ 554,000	$ 51,000	$ 1,093,000	$ 11,108,000

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13. *COMMON STOCK AND EARNINGS PER SHARE*

The following table summarizes the share transactions for the three years ended December 31, 2012:

	Shares Issued	Shares in Treasury
Balance December 31, 2009	55,056,730	(14,617,123)
Purchase of Treasury Stock		(242,383)
Sale of Treasury Stock		21,735
Issued for stock options & restricted stock		211,122
Balance December 31, 2010	55,056,730	(14,626,649)
Purchase of Treasury Stock		(254,274)
Sale of Treasury Stock		16,218
Issued for stock options & restricted stock		234,317
Balance December 31, 2011	55,056,730	(14,630,388)
Purchase of Treasury Stock		(514,824)
Sale of Treasury Stock		21,950
Issued for stock options & restricted stock		407,410
Balance December 31, 2012	55,056,730	(14,715,852)

The Company s Board of Directors approved a plan to repurchase up to 2,000,000 shares of common stock annually at its 2009, 2010, 2011 and 2012 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:

	For the Years Ended December 31		
	2012	2011	2010
Weighted average basic common shares outstanding	40,034,428	40,034,435	40,071,751
Dilutive effect of stock options and restricted stock	398,939	275,522	239,924
Weighted average diluted common shares outstanding	40,433,367	40,309,957	40,311,675

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 sheet. 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 held 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 three 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, 2012 and 2011, was $343.5 million and $320.1 million, respectively. As of December 31, 2012 and 2011, standby letters of credit totaling $62.5 million and $55.9 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. Open futures contract positions average notional amount was $22.9 million and $34.7 million during the years ended December 31, 2012 and 2011, respectively. Net futures activity resulted in losses of $0.6 million, $1.1 million and $0.8 million for 2012, 2011, and 2010, 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 2012, contracts to purchase and to sell foreign currency averaged approximately $68.2 million compared to $39.9 million during 2011. The net gains on these foreign exchange contracts for 2012, 2011 and 2010 were $2.3 million, $2.2 million and $1.9 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, and Illinois. At December 31, 2012, the Company did not have any significant credit concentrations in any particular industry.

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

(in thousands)	Contract or Notional Amount December 31 2012	2011
Commitments to extend credit for loans (excluding credit card loans)	$ 2,458,444	$ 2,202,838
Commitments to extend credit under credit card loans	2,184,415	2,059,193
Commercial letters of credit	1,041	19,564
Standby letters of credit	343,503	320,119
Futures contracts	7,500	30,600
Forward foreign exchange contracts	2,005	119,200
Spot foreign exchange contracts	2,910	3,040

15. *ACQUISITIONS*

The following acquisitions were completed during the third and fourth quarters of 2010 and the second quarter of 2009. The pro-forma impact of these transactions was not material. Each of these acquisitions has a contingent consideration liability which has had payments and valuation adjustments applied since the acquisition date. A rollforward of these changes is included in Note 18 in the Notes to the Consolidated Financial Statements under Item 8 on pages 91 through 96.

On July 30, 2010, UMB Advisors, LLC (UMB Advisors) and UMB Merchant Banc, LLC (UMBMB , together with UMB Advisors, the Buyers), a subsidiary of UMB Financial Corporation, completed the purchase of substantially all of the assets of Prairie Capital Management LLC (Prairie Capital) and PCM LLC (PCM) for cash of $25.9 million and future consideration. After the completion of the transaction, UMB Advisors name was changed to Prairie Capital Management, LLC. Prairie Capital is in the business of providing investment management services, and PCM is the general partner of various investment funds and associated with Prairie Capital s business. UMB Advisors purchased substantially all of the assets of Prairie Capital s business, and UMBMB purchased substantially all of the assets of PCM s business. This acquisition increased the Company s assets under management base by $2.2 billion and increased the Company s servicing assets by $2.6 billion. Goodwill amounted to $32.2 million with the remaining purchase price allocated to cash, furniture, fixtures, prepaid assets, and unearned income. Identifiable intangible assets amounted to $19.4 million. Total goodwill and intangible assets are inclusive of contingent earn-out payments based on revenue targets over five years. This earn-out liability was estimated to be $26.0 million at the purchase date. Earn-out payments and valuation adjustments have been made resulting in a contingent earn-out liability of $21.3 million at December 31, 2012.

On September 1, 2010, Scout Investment Advisors, Inc. (Scout), a wholly-owned subsidiary of UMB Financial Corporation, completed the purchase of substantially all of the assets of Reams Asset Management Company, LLC (Reams) for cash of $44.7 million and future consideration. Reams is a provider of investment management services to institutional clients and a manager of over $9.8 billion in fixed income assets. Reams is now operated as a division of Scout Investments, Inc. Goodwill amounted to $47.5 million with the remaining purchase price allocated to cash, furniture, fixtures, prepaid assets, and unearned income. Identifiable intangible assets totaled $26.0 million. Total goodwill and intangible assets are inclusive of contingent earn-out payments based on revenue and expense targets over five years. This earn-out liability was estimated to be $32.5 million at the purchase date. Earn-out payments and valuation adjustments were made resulting in a contingent earn-out liability of $21.4 million at December 31, 2012.

On May 7, 2009, UMB Fund Services, Inc., a subsidiary of UMB Financial Corporation, completed the purchase of 100 percent of the outstanding equity interests of J.D. Clark & Co., Inc. (J.D. Clark), a privately held, third-party fund service provider to alternative investment firms in a cash transaction of $23.1 million and future consideration. J.D. Clark, with $18 billion in assets under administration operates as a wholly-owned subsidiary of UMB Fund Services, Inc. J.D. Clark retained its name and continues its operations from Ogden, Utah.

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Goodwill amounted to $19.5 million with the remaining purchase price allocated to $2.0 million in furniture, fixtures, and software and $1.2 million in accounts receivable. Identifiable intangible assets amounted to $24.8 million. Total goodwill and intangible assets are inclusive of contingent earn-out payments of approximately $23.7 million based on revenue and expense targets over four years. Earn-out payments and valuation adjustments have been made resulting in a contingent earn-out liability of $8.4 million at December 31, 2012.

16. *INCOME TAXES*

Income taxes as set forth below produce effective income tax rates of 27.9 percent in 2012, 27.3 percent in 2011, and 28.3 percent in 2010. These percentages are computed by dividing total income tax by the sum of such tax and net income.

Income tax expense includes the following components (in thousands):

	Year Ended December 31		
	2012	**2011**	**2010**
Current tax expense			
Federal	$ 40,837	$ 37,669	$ 46,127
State	2,995	2,415	2,948
Total current tax provision	43,832	40,084	49,075
Deferred tax expense			
Federal	2,862	(178)	(13,836)
State	813	(19)	610
Total deferred tax benefit	3,675	(197)	(13,226)
Total tax expense	$ 47,507	$ 39,887	$ 35,849

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

	Year Ended December 31		
	2012	**2011**	**2010**
Statutory federal income tax expense	$ 59,578	$ 51,226	$ 44,398
Tax-exempt interest income	(13,480)	(12,301)	(10,365)
State and local income taxes, net of federal tax benefits	2,475	1,193	431
Federal tax credits	(1,090)	(687)	(564)
Other	24	456	1,949
Total tax expense	$ 47,507	$ 39,887	$ 35,849

In preparing its tax returns, the Company is required to interpret complex 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 complex laws. 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. The Company is currently not under federal audit by the Internal Revenue Service. The Company is in the examination process with one state taxing authority for tax years 2009 and 2010.

Deferred income tax expense (benefit) results 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.

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

	December 31, 2012	December 31, 2011
Deferred tax assets:		
Loans, principally due to allowance for loan losses	$ 27,148	$ 29,301
Stock-based compensation	5,486	4,637
Accrued expenses	12,813	8,968
Miscellaneous	5,369	4,257
Total deferred tax assets before valuation allowance	50,816	47,163
Valuation allowance	(2,775)	(2,605)
Total deferred tax assets	48,041	44,558
Deferred tax liabilities:		
Net unrealized gain on securities available for sale	(49,319)	(46,877)
Land, buildings and equipment	(26,049)	(25,448)
Original issue discount	(4,505)	
Intangibles	(3,430)	(2,771)
Miscellaneous	(4,802)	(3,409)
Total deferred tax liabilities	(88,105)	(78,505)
Net deferred tax liability	$ (40,064)	$ (33,947)

The Company has various state net operating loss carryforwards of approximately $0.9 million as of December 31, 2012. These net operating losses expire at various times between 2013 and 2032. The Company has a full valuation allowance for these state net operating losses as they are not expected to be fully realized. In addition, the Company has a valuation allowance of $1.9 million to reduce certain 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, 2012 and December 31, 2011 is included in accrued expenses and taxes.

Liabilities Associated With Unrecognized Tax Benefits

The Company, or one of its subsidiaries, files 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 2009 in the jurisdictions in which it files.

The gross amount of unrecognized tax benefits totaled $4.3 million and $4.1 million at December 31, 2012 and 2011, respectively. The total amount of unrecognized tax benefits that would impact the effective tax rate, if recognized, would be $2.8 million and $2.7 million at December 31, 2012 and December 31, 2011, respectively. The unrecognized tax benefit relates 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 impact on the results of operations or the financial position of the Company.

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

	December 31, 2012	2011
Unrecognized tax benefits opening balance	$ 4,101	$ 3,898
Gross increases tax positions in prior period		
Gross decreases tax positions in prior period	(141)	(374)
Gross increases current-period tax positions	1,057	1,045
Settlements		
Lapse of statute of limitations	(670)	(468)
Unrecognized tax benefits ending balance	$ 4,347	$ 4,101

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. The Company s existing interest rate derivatives 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 Balance Sheet

The table below presents the fair value of the Company s derivative financial instruments as of December 31, 2012 and 2011. The Company s derivative asset and derivative liability are located within the Other Assets and Other Liabilities, respectively, on the Company s Consolidated Balance Sheet.

This table provides a summary of the fair value of the Company s derivative assets and liabilities as of December 31, 2012 and December 31, 2011*(in thousands)*:

	Asset Derivatives		Liability Derivatives	
	December 31, 2012	December 31, 2011	December 31, 2012	December 31, 2011
Fair value				
Derivatives not designated as hedging instruments				
Interest Rate Products	$ 3,503	$ 1,230	$ 3,625	$ 1,273
Total	$ 3,503	$ 1,230	$ 3,625	$ 1,273

Non-designated Hedges

None of the Company s derivatives are 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 during the first quarter of 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

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with this program do not meet the strict 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, 2012, the Company had twenty interest rate swaps with an aggregate notional amount of $196.1 million related to this program. During the years ended December 31, 2012 and 2011, the Company recognized net losses of $79 thousand and $13 thousand, respectively, related to changes in the fair value of these swaps.

Effect of Derivative Instruments on the Income Statement

This table provides a summary of the amount of loss recognized in other non-interest expense in the Consolidated Statements of Income related to the Company s derivative asset and liability as of December 31, 2012 and December 31, 2011*(in thousands)*:

	Amount of Loss Recognized For the Year Ended	
	December 31, 2012	December 31, 2011
Derivatives not designated as hedging instruments		
Interest Rate Products	$ (79)	$ (13)
Total	$ (79)	$ (13)

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, 2012 the termination value of derivatives in a net liability position, which includes accrued interest, related to these agreements was $3.6 million. The Company has minimum collateral posting thresholds with certain of its derivative counterparties and has not yet reached its minimum collateral posting threshold under these agreements. If the Company had breached any of these provisions at December 31, 2012, 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, 2012, 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.

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Assets and liabilities measured at fair value on a recurring basis as of December 31, 2012 and 2011 (in thousands):

		Fair Value Measurement at Reporting Date Using		
Description	**December 31, 2012**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Assets				
U.S. Treasury	$ 400	$ 400	$	$
U.S. Agencies	506		506	
Mortgage-backed	11,288		11,288	
State and political subdivisions	12,913		12,913	
Trading other	30,657	30,657		
Trading securities	55,764	31,057	24,707	
U.S. Treasury	117,851	117,851		
U.S. Agencies	1,026,115		1,026,115	
Mortgage-backed	3,556,193		3,556,193	
State and political subdivisions	1,892,684		1,892,684	
Corporates	338,887	338,887		
Commercial paper	5,733		5,733	
Available for sale securities	6,937,463	456,738	6,480,725	
Company-owned life insurance	10,539		10,539	
Derivatives	3,503		3,503	
Total	$ 7,007,269	$ 487,795	$ 6,519,474	$
Liabilities				
Deferred compensation	$ 13,705	$ 13,705	$	$
Contingent consideration liability	51,163			51,163
Derivatives	3,625		3,625	
Total	$ 68,493	$ 13,705	$ 3,625	$ 51,163

Due to the lack of identical securities trading on or near December 31, 2012, market data for identical securities was no longer readily available for certain U.S. Agency securities to support classification as a Level 1 investment. Based on this, U.S Agency securities ceased being a Level 1 investment and were transferred to a Level 2 investment as of December 31, 2012.

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Description	December 31, 2011	Fair Value Measurement at Reporting Date Using: Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
U.S. Treasury	$ 400	$ 400	$	$
U.S. Agencies	1,517	1,517		
Mortgage-backed	29,641		29,641	
State and political subdivisions	7,252		7,252	
Trading other	19,332	19,317	15	
Trading securities	58,142	21,234	36,908	
U.S. Treasury	189,325	189,325		
U.S. Agencies	1,632,009	1,632,009		
Mortgage-backed	2,492,348		2,492,348	
State and political subdivisions	1,694,036		1,694,036	
Corporates	100,164	100,164		
Available for sale securities	6,107,882	1,921,498	4,186,384	
Total	$ 6,166,024	$ 1,942,732	$ 4,223,292	$
Liabilities				
Contingent consideration liability	$ 72,046	$	$	$ 72,046
Total	$ 72,046	$	$	$ 72,046

The following table reconciles the beginning and ending balances of the contingent consideration liability:

	December 31, 2012	2011
Beginning balance	$ 72,046	$ 77,719
Payment of contingent consideration on acquisitions	(17,371)	(8,316)
Expense(Income) from fair value adjustments	(3,512)	2,643
Ending balance	$ 51,163	$ 72,046

The following table presents certain quantitative information about the significant unobservable input used in the fair value measurement for the contingent consideration liability measured at fair value on a recurring basis using significant unobservable inputs (Level 3):

Description	Valuation Techniques	Significant Unobservable Inputs	Range (Weighted Average)
Liabilities			
Contingent consideration liability	Discounted cash flows	Revenue and expense growth percentage	6% -31%

An increase in the revenue growth percentage may result in a significantly higher estimated fair value of the contingent consideration liability. Alternatively, a decrease in the revenue growth percentage may result in a significantly lower estimated fair value of the contingent consideration liability.

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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:

Securities Available for Sale and Investment Securities 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.

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 values are based on quoted market prices for similar securities.

Company-owned Life Insurance Fair values are based on quoted market prices or dealer quotes with adjustments for dividends, capital gains, and administrative charges.

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.

Contingent Consideration The fair value of contingent consideration liabilities are derived from a discounted cash flow model of future contingent payments. The valuation of these liabilities are estimated by a collaborative effort of the Company s mergers and acquisitions group, business unit management, and the corporate accounting group. These groups report primarily to the Company s Chief Financial Officer. These future contingent payments are calculated based on estimates of future income and expense from each acquisition. These estimated cash flows are projected by the business unit management and reviewed by the mergers and acquisitions group. To obtain a current valuation of these projected cash flows, a discount rate is applied to determine the present value. The cash flow projections and discount rates are reviewed quarterly and updated as market conditions necessitate. Potential valuation adjustments are made as future income and expense projections for each acquisition are made which affect the calculation of the related contingent consideration payment. These adjustments are recorded through noninterest income and expense.

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Assets measured at fair value on a non-recurring basis as of December 31, 2012 and 2011 (in thousands):

		Fair Value Measurement at December 31, 2012 Using			
Description	**December 31, 2012**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total Gains (Losses) Recognized During the Twelve Months Ended December 31**
Impaired loans	$ 5,178	$	$	$ 5,178	$ 1,756
Other real estate owned	924			924	$ (455)
Total	$ 4,124	$	$	$ 4,124	$ 1,301

		Fair Value Measurement at December 31, 2011 Using			
Description	**December 31, 2011**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total Gains (Losses) Recognized During the Twelve Months Ended December 31**
Impaired loans	$ 6,296	$	$	$ 6,296	$ (1,370)
Other real estate owned	5,909			5,909	$ (1,065)
Total	$ 12,505	$	$	$ 12,505	$ (2,435)

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 partial write-downs that are based on the value of the underlying collateral. In determining the value of real estate collateral, the Director of Property Management, who reports to the Chief Risk Officer, obtains external appraisals. 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. Upon receiving the external appraisal, the Director of Property Management in collaboration with the Company s credit department led by the Chief Credit Officer review the appraisal to determine if the appraisal is a reasonable basis for the value of the property based upon historical experience and detailed knowledge of the specific property and location. 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 or third-party price opinions and, accordingly, those measurements may be classified as Level 2. Other fair value measurements may be based on internally developed pricing methods, and those measurements may be classified as Level 3.

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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, 2012 and 2011 are as follows *(in millions):*

		Fair Value Measurement at December 31, 2012 Using			
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Estimated Fair Value
FINANCIAL ASSETS					
Securities held to maturity	$ 114.8	$	$ 129.5	$	$ 129.5
Federal Reserve Bank and other stock	26.3		26.3		26.3
Loans (exclusive of allowance for loan loss)	5,690.6		5,754.1		5,754.1
FINANCIAL LIABILITIES					
Time deposits	1,282.3				1,287.9
Long-term debt	5.9				6.1
OFF-BALANCE SHEET ARRANGEMENTS					
Commitments to extend credit for loans					5.6
Commercial letters of credit					0.2
Standby letters of credit					2.1

		Fair Value Measurement at December 31, 2011 Using			
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Estimated Fair Value
FINANCIAL ASSETS					
Securities held to maturity	$ 89.2	$	$ 102.3	$	$ 102.3
Federal Reserve Bank and other stock	22.2		22.2		22.2
Loans (exclusive of allowance for loan loss)	4,898.5		5,042.0		5,042.0
FINANCIAL LIABILITIES					
Time deposits	1,548.4		1,557.8		1,557.8
Long-term debt	6.5		6.8		6.8
OFF-BALANCE SHEET ARRANGEMENTS					
Commitments to extend credit for loans					5.8
Commercial letters of credit					0.3
Standby letters of credit					2.2

The fair values of cash and short-term investments, demand and savings deposits, federal funds and repurchase agreements, and short-term debt approximate the carrying values.

Securities Held to Maturity Fair value of held-to-maturity securities are estimated by discounting the future cash flows using the current rates at which similar investments would be made to borrowers with similar credit ratings and for the same remaining maturities.

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Federal Reserve Bank and Other Stock Amount consists of Federal Reserve Bank stock held by the Bank and other miscellaneous investments. The fair value 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.

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 is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

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.

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.

The fair value estimates presented herein are based on pertinent information available to management as of December 31, 2012 and 2011. Although management is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been comprehensively revalued for purposes of these consolidated financial statements since those dates and, therefore, current estimates of fair value may differ significantly from the amount presented herein.

19. *PARENT COMPANY FINANCIAL INFORMATION*

UMB FINANCIAL CORPORATION

	December 31	
	2012	**2011**
BALANCE SHEETS *(in thousands)*		
ASSETS:		
Investment in subsidiaries:		
Banks	$ 1,062,651	$ 1,011,776
Non-banks	151,825	143,463
Total investment in subsidiaries	1,214,476	1,155,239
Goodwill on purchased affiliates	5,011	5,011
Cash	6,993	5,904
Securities available for sale and other	58,567	39,790
Total assets	$ 1,285,047	$ 1,205,944
LIABILITIES AND SHAREHOLDERS EQUITY		
Short-term debt	$	$ 10,000
Accrued expenses and other	5,702	4,812
Total liabilities	5,702	14,812
Shareholders equity	1,279,345	1,191,132
Total liabilities and shareholders equity	$ 1,285,047	$ 1,205,944

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	Year Ended December 31		
	2012	2011	2010
STATEMENTS OF INCOME AND CONPREHENSIVE INCOME ***(in thousands)***			
INCOME:			
Dividends and income received from subsidiary banks	$ 78,000	$ 41,000	$ 56,750
Service fees from subsidiaries	27,821	30,422	20,402
Other	1,012	694	1,873
Total income	106,833	72,116	79,025
EXPENSE:			
Salaries and employee benefits	30,683	33,194	24,470
Other	9,428	14,974	14,649
Total expense	40,111	48,168	39,119
Income before income taxes and equity in undistributed earnings of subsidiaries	66,722	23,948	39,906
Income tax benefit	(4,248)	(6,458)	(6,621)
Income before equity in undistributed earnings of subsidiaries	70,970	30,406	46,527
Equity in undistributed earnings of subsidiaries:			
Banks	44,797	65,885	58,926
Non-Banks	6,950	10,181	(14,451)
Net income and comprehensive income	$ 122,717	$ 106,472	$ 91,002

	Year Ended December 31		
	2012	2011	2010
STATEMENTS OF CASH FLOWS ***(in thousands)***			
OPERATING ACTIVITIES:			
Adjustments to reconcile net income to cash used in operating activities:			
Net income	$ 122,717	$ 106,472	$ 91,002
Equity in earnings of subsidiaries	(129,747)	(117,066)	(101,225)
Net (increase) decrease in trading securities	(11,380)	(6,629)	1,325
Other	(16,812)	(6,567)	3,683
Net cash used in operating activities	(35,222)	(23,790)	(5,215)
INVESTING ACTIVITIES:			
Net capital investment in subsidiaries	(3,000)	(6,900)	(35,701)
Dividends received from subsidiaries	78,000	41,000	56,750
Net capital expenditures for premises and equipment	466	(538)	51
Net cash provided by investing activities	75,466	33,562	21,100
FINANCING ACTIVITIES:			
Proceeds from short-term debt		10,000	
Cash dividends paid	(33,787)	(31,801)	(30,460)
Net purchase of treasury stock	(5,368)	129	(369)
Net cash used in financing activities	(39,155)	(21,672)	(30,829)

Net increase (decrease) in cash	1,089	(11,900)	(14,944)
Cash at beginning of period	5,904	17,804	32,748
Cash at end of period	$ 6,993	$ 5,904	$ 17,804

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

	Three Months Ended 2012			
2012	**March 31**	**June 30**	**Sept 30**	**Dec 31**
Interest income	$ 84,733	$ 85,350	$ 84,979	$ 84,623
Interest expense	5,644	4,977	4,614	4,394
Net interest income	79,089	80,373	80,365	80,229
Provision for loan losses	4,500	4,500	4,500	4,000
Noninterest income	132,301	110,226	106,321	109,274
Noninterest expense	141,904	144,686	145,905	157,959
Income tax expense	18,619	12,248	10,156	6,484
Net income	$ 46,367	$ 29,165	$ 26,125	$ 21,060

2011	**March 31**	**June 30**	**Sept 30**	**Dec 31**
Interest income	$ 85,973	$ 86,551	$ 85,624	$ 85,505
Interest expense	7,525	6,633	6,550	5,972
Net interest income	78,448	79,918	79,074	79,533
Provision for loan losses	7,100	5,600	4,500	5,000
Noninterest income	107,750	107,856	100,957	97,769
Noninterest expense	135,516	145,581	139,428	142,221
Income tax expense	12,712	10,272	10,088	6,815
Net income	$ 30,870	$ 26,321	$ 26,015	$ 23,266

Per Share	Three Months Ended			
2012	**March 31**	**June 30**	**Sept 30**	**Dec 31**
Net income basic	$ 1.16	$ 0.73	$ 0.65	$ 0.53
Net income diluted	1.15	0.72	0.64	0.52
Dividend	0.205	0.205	0.205	0.215
Book value	29.9	30.89	31.88	31.71
Per Share				

Per Share				
2011	**March 31**	**June 30**	**Sept 30**	**Dec 31**
Net income basic	$ 0.77	$ 0.66	$ 0.65	$ 0.58
Net income diluted	0.76	0.65	0.64	0.58
Dividend	0.195	0.195	0.195	0.205
Book value	26.62	27.97	28.97	29.46

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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 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) or 15d-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 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 Rules 13a-15(f) and 15d-15(f) promulgated under the Securities Exchange Act of 1934. 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 Company s Board of Directors, management and other personnel, an evaluation of the effectiveness of internal control over financial reporting was conducted based on the Committee of Sponsoring Organizations of the Treadway Commission s *Internal Control Integrated Framework*. 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*, 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 report on Form 10-K. Deloitte & Touche 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. Deloitte & Touche LLP s attestation report is set forth below.

Changes in Internal Control Over Financial Reporting No changes in the Company s internal control over financial reporting occurred that has materially affected, or is reasonably likely to materially affect, such controls during the last quarter of the period covered by this report.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of

UMB Financial Corporation and Subsidiaries

Kansas City, Missouri

We have audited the internal control over financial reporting of UMB Financial Corporation and subsidiaries (the Company) as of December 31, 2012, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Because management s assessment and our audit were conducted to 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 for the Consolidated Financial Statements for Bank Holding Companies (Form FR Y-9C). 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 conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). 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 included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed by, or under the supervision of, the company s principal executive and principal financial officers, or persons performing similar functions, and effected by the company s board of directors, management, and other personnel 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. 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 the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on the criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended December 31, 2012 of the Company, and our report dated February 25, 2013 expressed an unqualified opinion on those financial statements.

/s/ Deloitte & Touche LLP

Kansas City, Missouri

February 25, 2013

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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 Form 10-K (pages 9 through 10) under the caption Executive Officers of the Registrants.

The information required by this item regarding Directors is incorporated herein by reference 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, 2013 (the 2013 Annual Meeting of Shareholders).

The information required by this item regarding the Audit Committee and the Audit Committee financial experts is incorporated herein by reference under the caption Corporate Governance Committees of the Board of Directors Audit Committee of the Company s Proxy Statement for the 2013 Annual Meeting of Shareholders.

The information required by this item concerning Section 16(a) beneficial ownership reporting compliance is incorporated herein by reference under the caption Section 16(a) Beneficial Ownership Reporting Compliance of the Company s Proxy Statement for the 2013 Annual Meeting of Shareholders.

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. The Company will post any amendments to the code of ethics, as well as any waivers 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 same, by written notice sent to the Company s Corporate Secretary, 6th floor, 1010 Grand Blvd., Kansas City, Missouri 64106.

ITEM 11. ***EXECUTIVE COMPENSATION***

The information required by this item is incorporated herein by reference under the Executive Compensation section of the Company s Proxy Statement for the 2013 Annual Meeting of Shareholders.

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

Security Ownership of Certain Beneficial Owners

This information required by this item is incorporated herein by reference to the Company s 2012 Proxy Statement under the caption Stock Ownership Principal Shareholders.

Security Ownership of Management

The information required by this item is incorporated herein by reference to the Company s Proxy Statement for the 2013 Annual Meeting of Shareholders under the caption Stock Beneficially Owned by Directors and Nominees and Executive Officers.

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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	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plan
Equity compensation plans approved by security holders			
2002 Incentive Stock Option Plan	492,849	$ 34.71	None
2005 Long-term Incentive Plan Non-Qualified Stock Options	1,246,111	38.97	2,496,306
Equity compensation plans not approved by security holders	None	None	None
Total	1,738,960	$ 37.76	2,496,306

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

The information required by this item is incorporated herein by reference to the information provided under the captions Corporate Governance Certain Transactions and Corporate Governance Director Independence of the Company s Proxy Statement for the 2013 Annual Meeting of Shareholders.

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

The information required by this item is incorporated herein by reference to the information provided under the caption Proposal #2: Ratification of Selection of Independent Public Accountants of the Company s Proxy Statement for the 2013 Annual Meeting of Shareholders.

PART IV

ITEM 15. ***EXHIBITS, 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 report.

Consolidated Balance Sheets as of December 31, 2012 and 2011

Consolidated Statements of Income for the Three Years Ended December 31, 2012

Consolidated Statements of Comprehensive Income for the Three Years Ended December 31, 2012

Consolidated Statements of Cash Flows for the Three Years Ended December 31, 2012

Consolidated Statements of Shareholders Equity for the Three Years Ended December 31, 2012

Notes to Consolidated Financial Statements

Independent Auditors   Report

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.

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Exhibits

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

3.1	Articles of Incorporation restated as of April 25, 2006. Amended Article III was filed with the Missouri Secretary of State on May 18, 2006 and 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 and restated as of July 26, 2011 incorporated by reference to Exhibit 3 (ii).2 to the Company s Current Report on Form 8-K and filed with the Commission on August 4, 2011.
4	Description of the Registrant s common stock in Amendment No. 1 on Form 8 to its General Form for Registration of Securities on Form 10 dated March 5, 1993. The following portions of those documents define some of the rights of the holders of the Registrant s common stock, par value $1.00 per share: Articles III (authorized shares), X (amendment of the Bylaws) and XI (amendment of the Articles of Incorporation) of the Articles of Incorporation and Articles II (shareholder meetings), Sections 2 (number and classes of directors) and 3 (election and removal of directors) of Article III, Section 1(stock certificates) of Article VII and Section 4 (indemnification) of Article IX of the By-laws. Note: No long-term debt instrument issued by the Registrant exceeds 10% of the consolidated total assets of the Registrant and its subsidiaries. In accordance with paragraph 4 (iii) of Item 601 of Regulation S-K, the Registrant will furnish to the Commission, upon request, copies of long-term debt instruments and related agreements.
10.1	1992 Incentive Stock Option Plan incorporated by reference to Exhibit 2.8 to Form S-8 Registration Statement filed on February 17, 1993.
10.2	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.
10.3	UMB Financial Corporation Long-Term Incentive Compensation Plan amended and restated as of April 26, 2011 incorporated by reference to Appendix A of the Company s Proxy Statement for the Company s April 26, 2011 Annual Meeting filed with the Commission on March 17, 2011.
10.4	Deferred Compensation Plan, dated as of April 20, 1995 and incorporated by reference to Exhibit 10.6 to Company s Form 10-K filed on March 12, 2003.
10.5	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	Consulting Agreement between the Company and R. Crosby Kemper, Jr. dated November 1, 2004 incorporated by reference to Exhibit 10.11 to the Company s Form 10-K for December 31, 2004 and filed with the Commission on March 14, 2005.
10.6	Stock purchase agreement between the Company and Jeffrey D. Clark, Bonnie J. Clark, Michelle Jenson, Chad J. Allen, Jerry A. Wright, and Jill L. Calton dated May 7, 2009 incorporated by reference to Exhibit 10.1 to the Company s Quarterly Report on Form 10Q for the quarter ended June 30, 2009 and filed with the Commission on August 5, 2009.
10.7	Stock purchase agreement between the Company and Prairie Capital Management, LLC dated June 27, 2010 incorporated by reference to Exhibit 10.1 to the Company s Quarterly Report on Form 10Q for the quarter ended June 30, 2010 and filed with the Commission on August 4, 2010.

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10.8	Asset purchase agreement between the Company and Reams Asset Management Company, LLC, MME Investments, LLC, Mark M. Egan, David B. McKinney, Hilltop Capital, LLC, Thomas M. Fink, Stephen T. Vincent, Todd C. Thompson, Deanne B. Olson, Daniel P. Spurgeon dated September 1, 2010 incorporated by reference to Exhibit 10.1 to the Company s Quarterly Report on Form 10Q for the quarter ended September 30, 2010 and filed with the Commission on November 4, 2010.
10.9	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.
10.10	Annual Variable Pay Plan Scout Investments/Leadership, January 1, 2013- December 31, 2013 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 15, 2013.
10.11	Annual Variable Pay Plan UMB Fund Services/Leadership, January 1, 2013-December 31, 2013 for John Zader.
18.1	Accounting preferability letter regarding the date change of goodwill impairment testing dated February 25, 2013.
21	Subsidiaries of the Registrant
23	Consent of Independent Auditors
24	Powers of Attorney
31.1	CEO Certification pursuant to Section 302 of the Sarbanes-Oxley Act
31.2	CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act
32.1	CEO Certification pursuant to Section 906 of the Sarbanes-Oxley Act
32.2	CFO Certification pursuant to Section 906 of the Sarbanes-Oxley Act
101.INS*	XBRL Instance
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation
101.DEF*	XBRL Taxonomy Extension Definition
101.LAB*	XBRL Taxonomy Extension Labels
101.PRE*	XBRL Taxonomy Extension Presentation

* XBRL information will be considered to be furnished, not filed, for the first two years of a company s submission of XBRL information.

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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.

UMB FINANCIAL CORPORATION

/s/ J. Mariner Kemper

J. Mariner Kemper

Chairman of the Board,

Chief Executive Officer

/s/ Michael D. Hagedorn

Michael D. Hagedorn

Chief Financial Officer

/s/ Brian J. Walker

Brian J. Walker

Senior Vice President, Controller

(Chief Accounting Officer)

Date: February 25, 2013

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.

DAVID R. BRADLEY, JR. **David R. Bradley, Jr.**	Director	NANCY K. BUESE **Nancy K. Buese**	Director
PETER J. DESILVA **Peter J. deSilva**	Director, President, and Chief Operating Officer	TERRENCE P. DUNN **Terrence P. Dunn**	Director
KEVIN C. GALLAGHER **Kevin C. Gallagher**	Director	GREGORY M. GRAVES **Gregory M. Graves**	Director
ALEXANDER C. KEMPER	Director	KRIS A. ROBBINS	Director

Alexander C. Kemper		**Kris A. Robbins**	
THOMAS D. SANDERS	Director	L. JOSHUA SOSLAND	Director
Thomas D. Sanders		**L. Joshua Sosland**	
PAUL UHLMANN III	Director	THOMAS J. WOOD III	Director
Paul Uhlmann III		**Thomas J. Wood III**	
		/s/ J. MARINER KEMPER	Director, Chairman of the Board, Chief Executive Officer
		J. Mariner Kemper	
		Attorney-in-Fact for each director	

Date: February 25, 2013