

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

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

Smaller reporting company

Emerging growth company

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

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

As of July 27, 2018, UMB Financial Corporation had 50,096,718 shares of common stock outstanding.

UMB FINANCIAL CORPORATION

FORM 10-Q

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

UMB FINANCIAL CORPORATION

CONSOLIDATED BALANCE SHEETS

(unaudited, dollars in thousands, except share and per share data)

	June 30, 2018	December 31, 2017
ASSETS		
Loans	\$ 11,631,628	\$ 11,280,513
Allowance for loan losses	(98,298)	(100,604)
Net loans	11,533,330	11,179,909
Loans held for sale	3,482	1,460
Securities:		
Available for sale	6,011,684	6,258,577
Held to maturity (fair value of \$1,103,937 and \$1,207,447, respectively)	1,204,582	1,261,014
Trading securities	67,091	54,055
Other securities	66,547	65,897
Total investment securities	7,349,904	7,639,543
Federal funds sold and securities purchased under agreements to resell	70,346	191,601
Interest-bearing due from banks	113,875	1,351,760
Cash and due from banks	379,433	392,723
Premises and equipment, net	274,408	275,942
Accrued income	100,133	98,863
Goodwill	180,867	180,867
Other intangibles, net	17,210	20,257
Other assets	508,482	438,658
Total assets	\$20,531,470	\$ 21,771,583
LIABILITIES		
Deposits:		
Noninterest-bearing demand	\$ 5,994,426	\$ 6,839,171
Interest-bearing demand and savings	9,471,698	9,903,565
Time deposits under \$250,000	512,446	547,990
Time deposits of \$250,000 or more	407,508	732,274
Total deposits	16,386,078	18,023,000
Federal funds purchased and repurchase agreements	1,666,158	1,260,704
Long-term debt	78,692	79,281
Accrued expenses and taxes	147,608	191,464
Other liabilities	51,122	35,603
Total liabilities	18,329,658	19,590,052
SHAREHOLDERS' EQUITY		

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Common stock, \$1.00 par value; 80,000,000 shares authorized; 55,056,730

shares issued; and 50,086,844 and 49,894,990 shares outstanding, respectively	55,057	55,057
Capital surplus	1,050,660	1,046,095
Retained earnings	1,434,342	1,338,110
Accumulated other comprehensive loss, net	(128,959)	(45,525)
Treasury stock, 4,969,886 and 5,161,740 shares, at cost, respectively	(209,288)	(212,206)
Total shareholders' equity	2,201,812	2,181,531
Total liabilities and shareholders' equity	\$20,531,470	\$21,771,583

See Notes to Consolidated Financial Statements.

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UMB FINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF INCOME

(unaudited, dollars in thousands, except share and per share data)

	Three Months Ended		Six Months Ended	
	June 30,	2017	June 30,	2017
	2018		2018	
INTEREST INCOME				
Loans	\$ 135,150	\$ 112,724	\$ 261,284	\$ 219,284
Securities:				
Taxable interest	20,523	18,441	40,303	37,631
Tax-exempt interest	18,290	18,296	36,993	35,479
Total securities income	38,813	36,737	77,296	73,110
Federal funds and resell agreements	752	711	1,790	1,630
Interest-bearing due from banks	1,056	580	2,636	1,131
Trading securities	709	459	1,139	746
Total interest income	176,480	151,211	344,145	295,901
INTEREST EXPENSE				
Deposits	18,334	7,835	32,169	13,801
Federal funds and repurchase agreements	6,666	4,994	11,398	8,463
Other	1,254	988	2,430	1,928
Total interest expense	26,254	13,817	45,997	24,192
Net interest income	150,226	137,394	298,148	271,709
Provision for loan losses	7,000	14,500	17,000	23,500
Net interest income after provision for loan losses	143,226	122,894	281,148	248,209
NONINTEREST INCOME				
Trust and securities processing	42,845	44,811	86,847	87,352
Trading and investment banking	4,653	6,173	8,754	13,715
Service charges on deposit accounts	20,722	22,731	42,627	44,806
Insurance fees and commissions	340	513	641	1,159
Brokerage fees	6,291	5,889	12,644	11,266
Bankcard fees	17,184	20,234	35,307	37,986
Gain on sales of securities available for sale, net	228	1,280	367	1,748
Other	8,026	8,675	18,627	15,191
Total noninterest income	100,289	110,306	205,814	213,223
NONINTEREST EXPENSE				
Salaries and employee benefits	104,175	102,773	212,143	206,425
Occupancy, net	10,813	11,061	21,766	22,029
Equipment	18,842	17,956	37,668	35,438
Supplies and services	4,146	4,792	7,906	8,886
Marketing and business development	6,184	5,732	11,218	9,873
Processing fees	11,537	10,743	22,698	19,942
Legal and consulting	6,460	6,467	10,304	11,517
Bankcard	4,165	5,033	8,791	9,936
Amortization of other intangible assets	1,485	1,924	3,047	3,970

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Regulatory fees	3,772	4,071	6,677	7,904
Other	5,639	6,387	10,876	14,829
Total noninterest expense	177,218	176,939	353,094	350,749
Income before income taxes	66,297	56,261	133,868	110,683
Income tax expense	10,873	11,490	20,911	23,936
Income from continuing operations	55,424	44,771	112,957	86,747
Discontinued Operations				
(Loss) income from discontinued operations before income taxes	—	(2,599)	(917)	308
Income tax (benefit) expense	—	(649)	(170)	53
(Loss) income from discontinued operations	—	(1,950)	(747)	255
NET INCOME	\$55,424	\$42,821	\$112,210	\$87,002

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PER SHARE DATA

Basic:				
Income from continuing operations	\$1.12	\$0.91	\$2.28	\$1.76
(Loss) income from discontinued operations	—	(0.04)	(0.01)	0.01
Net income – basic	1.12	0.87	2.27	1.77
Diluted:				
Income from continuing operations	1.11	0.90	2.26	1.74
(Loss) income from discontinued operations	—	(0.04)	(0.01)	0.01
Net income - diluted	1.11	0.86	2.25	1.75
Dividends	0.290	0.255	0.580	0.510
Weighted average shares outstanding - basic	49,551,920	49,269,786	49,486,626	49,190,271
Weighted average shares outstanding - diluted	50,007,022	49,848,903	49,973,992	49,829,193

See Notes to Consolidated Financial Statements.

UMB FINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(unaudited, dollars in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Net income	\$55,424	\$42,821	\$112,210	\$87,002
Other comprehensive (loss) income, net of tax:				
Unrealized gains and losses on debt securities:				
Change in unrealized holding gains and losses, net	(16,020)	35,311	(96,682)	57,582
Less: Reclassification adjustment for gains included in net income	(228)	(1,280)	(367)	(1,748)
Change in unrealized gains and losses on debt securities during the period	(16,248)	34,031	(97,049)	55,834
Change in unrealized gains and losses on derivative hedges	910	(1,157)	3,112	(911)
Income tax benefit (expense)	3,770	(12,340)	23,552	(21,006)
Other comprehensive (loss) income before reclassifications	(11,568)	20,534	(70,385)	33,917
Amounts reclassified from accumulated other comprehensive income ⁽¹⁾⁽²⁾	—	—	(13,049)	—
Net current-period other comprehensive (loss) income	(11,568)	20,534	(83,434)	33,917
Comprehensive income	\$43,856	\$63,355	\$28,776	\$120,919

(1) See Note 3, "New Accounting Pronouncements," for discussion of the Company's adoption of Accounting Standards Update (ASU) No. 2016-01.

(2) See Note 3, "New Accounting Pronouncements," for discussion of the Company's adoption of ASU No. 2018-02.

See Notes to Consolidated Financial Statements.

UMB FINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(unaudited, dollars in thousands, except per share data)

	Common Stock	Capital Surplus	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total
Balance - January 1, 2017	\$ 55,057	\$ 1,033,419	\$ 1,142,887	\$ (57,542)	\$(211,437)	\$ 1,962,384
Total comprehensive income	—	—	87,002	33,917	—	120,919
Dividends (\$0.510 per share)	—	—	(25,453)	—	—	(25,453)
Purchase of treasury stock	—	—	—	—	(4,279)	(4,279)
Issuance of equity awards	—	(3,929)	—	—	4,401	472
Recognition of equity-based compensation	—	6,243	—	—	—	6,243
Sale of treasury stock	—	321	—	—	244	565
Exercise of stock options	—	1,844	—	—	8,424	10,268
Balance - June 30, 2017	\$ 55,057	\$ 1,037,898	\$ 1,204,436	\$ (23,625)	\$(202,647)	\$ 2,071,119
Balance - January 1, 2018	\$ 55,057	\$ 1,046,095	\$ 1,338,110	\$ (45,525)	\$(212,206)	\$ 2,181,531
Total comprehensive income (loss)	—	—	112,210	(83,434)	—	28,776
Reclassification of certain tax effects ⁽¹⁾	—	—	12,917	—	—	12,917
Dividends (\$0.580 per share)	—	—	(29,040)	—	—	(29,040)
Purchase of treasury stock	—	—	—	—	(6,211)	(6,211)
Issuance of equity awards	—	(2,457)	—	—	2,951	494
Recognition of equity-based compensation	—	5,201	—	—	—	5,201
Sale of treasury stock	—	278	—	—	275	553
Exercise of stock options	—	1,543	—	—	5,903	7,446
Cumulative effect adjustments ⁽²⁾	—	—	145	—	—	145
Balance - June 30, 2018	\$ 55,057	\$ 1,050,660	\$ 1,434,342	\$ (128,959)	\$(209,288)	\$ 2,201,812

(1) Related to the adoption of ASU No. 2018-02. See Note 3, "New Accounting Pronouncements," for further detail.

(2) Related to the adoption of ASU Nos. 2016-01 and 2017-12. See Note 3, "New Accounting Pronouncements," for further detail.

See Notes to Consolidated Financial Statements.

UMB FINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited, dollars in thousands)

	For the Six Months Ended June 30,	
	2018	2017
OPERATING ACTIVITIES		
Net income	\$ 112,210	\$ 87,002
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	17,000	23,500
Net accretion of premiums and discounts from acquisition	(184)	(1,691)
Depreciation and amortization	26,544	28,535
Deferred income tax benefit	(34,703)	(1,737)
Net increase in trading securities and other earning assets	(14,742)	(19,209)
Gains on sales of securities available for sale, net	(367)	(1,748)
Losses on sales of assets	212	19
Amortization of securities premiums, net of discount accretion	22,647	24,139
Originations of loans held for sale	(25,502)	(32,809)
Gains on sales of loans held for sale, net	(550)	(745)
Proceeds from sales of loans held for sale	24,030	35,390
Equity-based compensation	5,695	6,715
Net tax benefit related to equity compensation plans	2,059	3,100
Changes in:		
Accrued income	(1,270)	(77)
Accrued expenses and taxes	(43,856)	(11,497)
Other assets and liabilities, net	9,592	(19,640)
Net cash provided by operating activities	98,815	119,247
INVESTING ACTIVITIES		
Proceeds from maturities of securities held to maturity	66,253	32,812
Proceeds from sales of securities available for sale	41,272	271,824
Proceeds from maturities of securities available for sale	599,647	741,395
Purchases of securities held to maturity	(10,307)	(197,425)
Purchases of securities available for sale	(515,636)	(733,530)
Net increase in loans	(373,358)	(322,944)
Net decrease in fed funds sold and resell agreements	121,255	139,806
Net cash activity from acquisitions and divestitures	2,874	(1,954)
Net decrease in interest bearing balances due from other financial institutions	7,336	24,285
Purchases of premises and equipment	(22,152)	(11,323)
Proceeds from sales of premises and equipment	26	33
Proceeds from bank-owned life insurance death benefit	16	—
Net cash used in investing activities	(82,774)	(57,021)
FINANCING ACTIVITIES		
Net decrease in demand and savings deposits	(1,276,612)	(572,374)

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Net (decrease) increase in time deposits	(360,310)	98,426
Net increase in fed funds purchased and repurchase agreements	405,454	29,433
Repayment of long-term debt	(1,138)	(1,226)
Cash dividends paid	(29,062)	(25,456)
Proceeds from exercise of stock options and sales of treasury shares	7,999	10,833
Purchases of treasury stock	(6,211)	(4,279)
Net cash used in financing activities	(1,259,880)	(464,643)
Decrease in cash and cash equivalents	(1,243,839)	(402,417)
Cash and cash equivalents at beginning of period	1,716,262	1,063,967
Cash and cash equivalents at end of period	\$472,423	\$661,550
Supplemental Disclosures:		
Income taxes paid	\$51,701	\$20,679
Total interest paid	43,901	23,633

See Notes to Consolidated Financial Statements.

UMB FINANCIAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED JUNE 30, 2018 (UNAUDITED)

1. Financial Statement Presentation

The Consolidated Financial Statements include the accounts of UMB Financial Corporation and its subsidiaries (collectively, the Company) after the elimination of all intercompany transactions. In the opinion of management of the Company, all adjustments relating to items that are of a normal recurring nature and necessary for a fair presentation of the financial position and results of operations have been made. The results of operations and cash flows for the interim periods presented may not be indicative of the results of the full year ending December 31, 2018. The financial statements should be read in conjunction with “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations” within this Quarterly Report on Form 10-Q (the Form 10-Q) and in conjunction with the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017 filed with the Securities and Exchange Commission (SEC) on February 22, 2018 (the Form 10-K).

The Company is a financial holding company, which offers a wide range of banking and other financial services to its customers through its branches and offices. The Company’s national bank, UMB Bank, National Association (the Bank), has its principal office in Missouri and also has branches in Arizona, Colorado, Illinois, Kansas, Nebraska, Oklahoma, and Texas. The Company also has offices in Pennsylvania, South Dakota, Indiana, Utah, Minnesota, California, and Wisconsin.

Until November 17, 2017, the Company owned Scout Investments, Inc. (Scout), an institutional asset-management company that offered domestic and international equity strategies. On November 17, 2017, the Company closed on the sale of Scout to Carillon Tower Advisers, Inc., a Florida corporation, for a purchase price of approximately \$172.5 million, after giving effect to customary purchase price adjustments. In accordance with Accounting Standards Codification (ASC) Topic 205-20, Discontinued Operations, the results of Scout have been presented separately as (Loss) income from discontinued operations in the Company’s Consolidated Statements of Income.

2. Summary of Significant Accounting Policies

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the 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. A summary of the significant accounting policies to assist the reader in understanding the financial presentation is provided in the Notes to Consolidated Financial Statements in the Form 10-K.

Cash and cash equivalents

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

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This table provides a summary of cash and cash equivalents as presented on the Consolidated Statements of Cash Flows as of June 30, 2018 and June 30, 2017 (in thousands):

	June 30,	
	2018	2017
Due from the FRB	\$92,990	\$282,402
Cash and due from banks	379,433	379,148
Cash and cash equivalents at end of period	\$472,423	\$661,550

Also included in the Interest-bearing due from banks, but not considered cash and cash equivalents, are interest-bearing accounts held at other financial institutions, which totaled \$20.9 million and \$49.7 million at June 30, 2018 and June 30, 2017, respectively.

Per Share Data

Basic net income per share is computed based on the weighted average number of shares of common stock outstanding during each period. Diluted quarter-to-date net income per share includes the dilutive effect of 455,102 and 579,116 shares issuable upon the exercise of options granted by the Company and outstanding at June 30, 2018 and 2017, respectively. Diluted year-to-date net income per share includes the dilutive effect of 487,366 and 638,922 shares issuable upon the exercise of options granted by the Company and outstanding at June 30, 2018 and 2017, respectively.

Options issued under employee benefits plans to purchase 137,630 and 150,739 shares of common stock were outstanding at June 30, 2018 and 2017, respectively, but were not included in the computation of quarter-to-date and year-to-date diluted earnings per share because the options were anti-dilutive.

Derivatives

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

3. New Accounting Pronouncements

Revenue Recognition In May 2014, the Financial Accounting Standards Board (FASB) issued ASU No. 2014-09, "Revenue from Contracts with Customers." The ASU replaced most existing revenue recognition guidance in U.S. GAAP when it became effective. In August 2015, the FASB issued ASU No. 2015-14, which deferred the effective date of ASU No. 2014-09 to annual reporting periods that begin after December 15, 2017. In March, April, and May 2016, the FASB issued implementation amendments to the May 2014 ASU (collectively, the amended guidance). The amended guidance affects any entity that enters into contracts with customers to transfer goods and services, unless those contracts are within the scope of other standards. The amended guidance specifically excludes interest income, as well as other revenues associated with financial assets and liabilities, including loans, leases, securities, and derivatives. The amended guidance permits the use of either the full retrospective approach or a modified retrospective approach. The Company adopted the amended guidance using the modified retrospective approach on January 1, 2018. The adoption of this guidance had no impact on the Company's Consolidated Financial Statements, except for additional financial statement disclosures. See Note 9, "Revenue Recognition" for related disclosures.

Financial Instruments In January 2016, the FASB issued ASU No. 2016-01, "Recognition and Measurement of Financial Assets and Financial Liabilities." The amendment is intended to address certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The amendments in this update were adopted on January 1, 2018. Upon adoption, the Company recorded a cumulative effect adjustment to the Company's Consolidated Balance Sheets of \$132 thousand as an increase to the opening balance of total shareholders' equity.

Leases In February 2016, the FASB issued ASU No. 2016-02, "Leases." The amendment changes the accounting treatment of leases, in that lessees will recognize most leases on-balance sheet. This will increase reported assets and liabilities, as lessees will be required to recognize a right-of-use asset along with a lease liability, measured on a

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discounted basis. Lessees are allowed to account for short-term leases (those with a term of twelve months or less) off-balance sheet. The amendments in this update are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The standard requires the use of the modified retrospective transition method. Early adoption is permitted. The Company is currently evaluating the impact that this standard will have on its Consolidated Financial Statements.

Extinguishments of Liabilities In March 2016, the FASB issued ASU No. 2016-04, “Recognition of Breakage for Certain Prepaid Stored-Value Products.” The amendment is intended to reduce the diversity in practice related to the recognition of breakage. Breakage refers to the portion of a prepaid stored-value product, such as a gift card, that goes unused wholly or partially for an indefinite period of time. This amendment requires that breakage be accounted for consistent with the breakage guidance within ASU No. 2014-09, “Revenue from Contracts with Customers.” The amendments in this update were adopted January 1, 2018 in conjunction with the adoption of ASU 2014-09, and the adoption had no impact on the Company’s Consolidated Financial Statements.

Credit Losses In September 2016, the FASB issued ASU 2016-13, “Measurement of Credit Losses on Financial Instruments.” This update replaces the current incurred loss methodology for recognizing credit losses with a current expected credit loss model, which requires the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. This amendment broadens the information that an entity must consider in developing its expected credit loss estimates. Additionally, the update amends the accounting for credit losses for available-for-sale debt securities and purchased financial assets with a more-than-insignificant amount of credit deterioration since origination. This update requires enhanced disclosures to help investors and other financial statement users better understand significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of a company’s loan portfolio. The amendments in this update are effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption in fiscal years beginning after December 15, 2018 is permitted. The amendment requires the use of the modified retrospective approach for adoption. The Company is currently evaluating the impact that this standard will have on its Consolidated Financial Statements.

Statement of Cash Flows In August 2016, the FASB issued ASU 2016-15, “Classification of Certain Receipts and Cash Payments.” This amendment adds to and clarifies existing guidance regarding the classification of certain cash receipts and payments in the statement of cash flows with the intent of reducing diversity in practice with respect to eight types of cash flows. The amendments in this update require full retrospective adoption. The amendments in this update were adopted on January 1, 2018 and did not have an impact on the Company’s Consolidated Financial Statements.

Derivatives and Hedging In August 2017, the FASB issued ASU No. 2017-12, “Targeted Improvements to Accounting for Hedging Activities.” The purpose of this updated guidance is to better align financial reporting for hedging activities with the economic objectives of those activities. The amendments in this update are effective for fiscal years beginning after December 15, 2018, with early adoption, including adoption in an interim period, permitted, and require the modified retrospective transition approach as of the date of adoption. The Company early adopted ASU 2017-12 with an effective date of January 1, 2018. Upon adoption, the Company recorded a cumulative effect adjustment to the Company’s Consolidated Balance Sheets of \$13 thousand as an increase to the opening balance of total shareholders’ equity.

Comprehensive Income In February 2018, the FASB issued ASU No. 2018-02, "Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income." Under existing U.S. GAAP, the effects of changes in tax rates and laws on deferred tax balances are recorded as a component of income tax expense in the period in which the law was enacted. When deferred tax balances related to items originally recorded in AOCI are adjusted, certain tax effects become stranded in AOCI. This amendment allows a reclassification from AOCI to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act (the Tax Act), and requires certain disclosures about stranded tax effects. The amendments in this update are effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption, including adoption in any interim period, is permitted. The Company early adopted ASU 2018-02 using a security-by-security approach with an effective date of January 1, 2018. Upon adoption, the Company reclassified stranded tax effects totaling \$12.9 million from AOCI to retained earnings.

4. Loans and Allowance for Loan Losses

Loan Origination/Risk Management

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

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

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

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

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

Construction loans are underwritten using feasibility studies, independent appraisal reviews, sensitivity analysis or absorption and lease rates and financial analysis of the developers and property owners. Construction loans are based upon estimates of costs and value associated with the complete project. Construction loans often involve the disbursement of substantial funds with repayment substantially dependent on the success of the ultimate project. Sources of repayment for these types of loans may be pre-committed permanent loans, sales of developed property or an interim loan commitment from the Company until permanent financing is obtained. These loans are

closely monitored by on-site inspections and are considered to have higher risks than other real estate loans due to their repayment being sensitive to interest rate changes, governmental regulation of real property, economic conditions, and the availability of long-term financing.

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

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

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

Loan Aging Analysis

This table provides a summary of loan classes and an aging of past due loans at June 30, 2018 and December 31, 2017 (in thousands):

	June 30, 2018					
	30-89	Greater than				
	Days Past	90 Days Past	Non-	Total		
	Due and	Due and	Accrual	Past	Current	Total Loans
	Accruing	Accruing	Loans	Due		
Loans						
Commercial:						
Commercial	\$5,709	\$ 819	\$37,568	\$44,096	\$4,592,913	\$4,637,009
Asset-based	—	—	—	—	368,328	368,328
Factoring	—	—	—	—	249,351	249,351
Commercial – credit card	676	36	—	712	186,379	187,091
Real estate:						
Real estate – construction	—	—	—	—	789,458	789,458
Real estate – commercial	3,335	—	14,245	17,580	3,731,046	3,748,626
Real estate – residential	331	—	683	1,014	686,250	687,264
Real estate – HELOC	791	—	3,089	3,880	575,024	578,904
Consumer:						
Consumer – credit card	1,875	1,856	407	4,138	223,187	227,325
Consumer – other	151	172	38	361	137,913	138,274
Leases	—	—	—	—	19,998	19,998
Total loans	\$12,868	\$ 2,883	\$56,030	\$71,781	\$11,559,847	\$11,631,628

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

The Company sold residential real estate loans with proceeds of \$24.0 million and \$35.4 million in the secondary market without recourse during the six months ended June 30, 2018 and June 30, 2017, respectively.

The Company has ceased the recognition of interest on loans with a carrying value of \$56.0 million and \$59.1 million at June 30, 2018 and December 31, 2017, respectively. Restructured loans totaled \$21.1 million and \$41.0 million at June 30, 2018 and December 31, 2017, respectively. Loans 90 days past due and still accruing interest amounted to \$2.9 million and \$3.1 million at June 30, 2018 and December 31, 2017, respectively. There was an insignificant amount of interest recognized on impaired loans during 2018 and 2017.

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 ratings 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 rating 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 borrower’s credit position at some future date. The rating

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is not adversely classified and does not expose an institution to sufficient risk to warrant adverse classification. **Substandard** – This rating represents an asset inadequately protected by the current sound worth and paying capacity of the borrower or of the collateral pledged, if any. Assets so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. Loans in this category are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of substandard assets, does not have to exist in individual assets classified substandard. This category may include loans where the collection of full principal is doubtful or remote. All other classes of loans are generally evaluated and monitored based on payment activity. Non-performing loans include restructured loans on non-accrual and all other non-accrual loans.

This table provides an analysis of the credit risk profile of each loan class excluded from ASC 310-30, Loans and Debt Securities Purchased with Deteriorated Credit Quality, at June 30, 2018 and December 31, 2017 (in thousands):

Credit Exposure

Credit Risk Profile by Risk Rating

	Commercial		Asset-based		Factoring	
	June 30, 2018	December 31, 2017	June 30, 2018	December 31, 2017	June 30, 2018	December 31, 2017
Non-watch list	\$4,142,433	\$4,048,238	\$291,213	\$306,899	\$249,163	\$220,795
Watch	161,466	162,788	—	—	—	—
Special Mention	117,253	106,638	77,115	29,715	188	47
Substandard	215,857	235,376	—	—	—	830
Total	\$4,637,009	\$4,553,040	\$368,328	\$336,614	\$249,351	\$221,672

	Real estate – construction		Real estate – commercial	
	June 30, 2018	December 31, 2017	June 30, 2018	December 31, 2017
Non-watch list	\$787,424	\$716,830	\$3,594,253	\$3,434,982
Watch	1,841	631	55,776	50,715
Special Mention	—	—	34,051	35,940
Substandard	193	388	64,546	41,993
Total	\$789,458	\$717,849	\$3,748,626	\$3,563,630

Credit Exposure

Credit Risk Profile Based on Payment Activity

	Commercial – credit card		Real estate – residential		Real estate – HELOC	
	June 30, 2018	December 31, 2017	June 30, 2018	December 31, 2017	June 30, 2018	December 31, 2017
Performing	\$187,091	\$172,291	\$686,581	\$637,662	\$575,815	\$645,366

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Non-performing	—	—	683	929	3,089	3,013
Total	\$187,091	\$172,291	\$687,264	\$638,591	\$578,904	\$648,379

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	Consumer – credit card		Consumer – other		Leases	
	June 30, 2018	December 31, 2017	June 30, 2018	December 31, 2017	June 30, 2018	December 31, 2017
Performing	\$226,918	\$ 252,385	\$138,236	\$ 151,747	\$19,998	\$ 23,967
Non-performing	407	312	38	36	—	—
Total	\$227,325	\$ 252,697	\$138,274	\$ 151,783	\$19,998	\$ 23,967

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 estimated 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 at the time, the adequacy of the allowance is dependent upon a variety of factors beyond the Company's control, including, among other things, the performance of the Company's loan portfolio, the economy, changes in interest rates and changes in the regulatory environment.

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

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

General valuation allowances are calculated based on the historical loss experience of specific types of loans including an evaluation of the time span and volume of the actual charge-off. The Company calculates historical loss ratios for pools of similar loans with similar characteristics based on the proportion of actual charge-offs experienced to the total population of loans in the pool. The historical loss ratios are updated based on actual charge-off experience. A valuation allowance is established for each pool of similar loans based upon the product of the historical loss ratio, time span to charge-off, and the total dollar amount of the loans in the pool. The Company's pools of similar loans include similarly risk-graded groups of commercial loans, commercial real estate loans, commercial credit card, home equity loans, consumer real estate loans and consumer and other loans. The Company also considers a loan migration

analysis for criticized loans. This analysis includes an assessment of the probability that a loan will move to a loss position based on its risk rating. The consumer credit card pool is evaluated based on delinquencies and credit scores. In addition, a portion of the allowance is determined by a review of qualitative factors by management.

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

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

ALLOWANCE FOR LOAN LOSSES AND RECORDED INVESTMENT IN LOANS

This table provides a rollforward of the allowance for loan losses by portfolio segment for the three and six months ended June 30, 2018 (in thousands):

	Three Months Ended June 30, 2018				
	Commercial	Real estate	Consumer	Leases	Total
Allowance for loan losses:					
Beginning balance	\$81,057	\$9,738	\$9,460	\$47	\$100,302
Charge-offs	(6,616)	(1,108)	(2,553)	—	(10,277)
Recoveries	479	73	721	—	1,273
Provision	2,171	3,523	1,312	(6)	7,000
Ending balance	\$77,091	\$12,226	\$8,940	\$41	\$98,298
	Six Months Ended June 30, 2018				
	Commercial	Real estate	Consumer	Leases	Total
Allowance for loan losses:					
Beginning balance	\$81,156	\$9,312	\$10,083	\$53	\$100,604
Charge-offs	(13,934)	(2,850)	(5,253)	—	(22,037)
Recoveries	950	303	1,478	—	2,731
Provision	8,919	5,461	2,632	(12)	17,000
Ending balance	\$77,091	\$12,226	\$8,940	\$41	\$98,298
Ending balance: individually evaluated for impairment	\$4,340	\$121	\$—	\$—	\$4,461
Ending balance: collectively evaluated for impairment	72,751	12,105	8,940	41	93,837
Loans:					
Ending balance: loans	\$5,441,779	\$5,804,252	\$365,599	\$19,998	\$11,631,628
Ending balance: individually evaluated for impairment	41,556	10,791	—	—	52,347

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Ending balance: collectively evaluated for
impairment
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5,400,223	5,793,461	365,599	19,998	11,579,281
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This table provides a rollforward of the allowance for loan losses by portfolio segment for the three and six months ended June 30, 2017 (in thousands):

	Three Months Ended June 30, 2017				
	Commercial	Real estate	Consumer	Leases	Total
Allowance for loan losses:					
Beginning balance	\$73,197	\$10,512	\$9,510	\$104	\$93,323
Charge-offs	(9,602)	(263)	(2,624)	—	(12,489)
Recoveries	1,631	358	474	—	2,463
Provision	11,632	1,298	1,601	(31)	14,500
Ending balance	\$76,858	\$11,905	\$8,961	\$73	\$97,797
Six Months Ended June 30, 2017					
	Commercial	Real estate	Consumer	Leases	Total
Allowance for loan losses:					
Beginning balance	\$71,657	\$10,569	\$9,311	\$112	\$91,649
Charge-offs	(15,583)	(449)	(5,161)	—	(21,193)
Recoveries	2,329	419	1,093	—	3,841
Provision	18,455	1,366	3,718	(39)	23,500
Ending balance	\$76,858	\$11,905	\$8,961	\$73	\$97,797
Ending balance: individually evaluated for impairment	\$8,362	\$74	\$—	\$—	\$8,436
Ending balance: collectively evaluated for impairment	68,496	11,831	8,961	73	89,361
Loans:					
Ending balance: loans	\$5,208,864	\$5,243,881	\$368,029	\$27,804	\$10,848,578
Ending balance: individually evaluated for impairment	68,359	9,086	—	—	77,445
Ending balance: collectively evaluated for impairment	5,140,505	5,234,795	368,029	27,804	10,771,133
Impaired Loans					

This table provides an analysis of impaired loans by class at June 30, 2018 and December 31, 2017 (in thousands):

	As of June 30, 2018					
	Unpaid Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
Commercial:						
Commercial	\$76,063	\$27,143	\$14,413	\$41,556	\$4,340	\$50,064
Asset-based	—	—	—	—	—	—
Factoring	—	—	—	—	—	458

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Commercial – credit card	—	—	—	—	—	—
Real estate:						
Real estate – construction	108	93	—	93	—	93
Real estate – commercial	17,261	10,183	216	10,399	45	12,628
Real estate – residential	311	203	96	299	76	309
Real estate – HELOC	—	—	—	—	—	—
Consumer:						
Consumer – credit card	—	—	—	—	—	—
Consumer – other	—	—	—	—	—	—
Leases	—	—	—	—	—	—
Total	\$93,743	\$ 37,622	\$ 14,725	\$ 52,347	\$ 4,461	\$ 63,552

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

Troubled Debt Restructurings

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

The Company had no outstanding commitments to lend to borrowers with loan modifications classified as TDRs as of June 30, 2018. As of June 30, 2017 the Company had \$1.6 million in commitments to lend to borrowers with loan modifications classified as TDRs. The Company monitors loan payments on an on-going basis to determine if a loan is considered to have a payment default. Determination of payment default involves analyzing the economic conditions that exist for each customer and their ability to generate positive cash flows during the loan term.

For the three and six month periods ended June 30, 2018, the Company had one commercial TDR with a pre-modification loan balance of \$6.2 million and a post-modification loan balance of \$6.1 million, and one residential real estate TDR with a pre-modification loan balance of \$93 thousand and a post-modification loan balance of \$92 thousand. For the three month period ended June 30, 2017, the Company had no new TDRs. For the six month period ended June 30, 2017, the Company had one commercial TDR with a pre- and post-modification loan balance of \$7.2 million.

5. Securities

Securities Available for Sale

This table provides detailed information about securities available for sale at June 30, 2018 and December 31, 2017 (in thousands):

	Amortized	Gross Unrealized	Gross Unrealized	Fair
June 30, 2018	Cost	Gains	Losses	Value
U.S. Treasury	\$40,098	\$ —	\$(2,008)	\$38,090
U.S. Agencies	200	—	(2)	198
Mortgage-backed	3,809,164	819	(137,027)	3,672,956
State and political subdivisions	2,333,242	3,291	(37,561)	2,298,972
Corporates	1,470	—	(2)	1,468
Total	\$6,184,174	\$ 4,110	\$(176,600)	\$6,011,684

	Amortized	Gross Unrealized	Gross Unrealized	Fair
December 31, 2017	Cost	Gains	Losses	Value
U.S. Treasury	\$40,092	\$ —	\$(1,449)	\$38,643
U.S. Agencies	14,762	—	(10)	14,752
Mortgage-backed	3,719,369	1,914	(72,040)	3,649,243
State and political subdivisions	2,546,517	11,965	(15,809)	2,542,673
Corporates	13,278	—	(12)	13,266
Total	\$6,334,018	\$ 13,879	\$(89,320)	\$6,258,577

The following table presents contractual maturity information for securities available for sale at June 30, 2018 (in thousands):

	Amortized Cost	Fair Value
Due in 1 year or less	\$325,043	\$324,844
Due after 1 year through 5 years	999,207	992,435
Due after 5 years through 10 years	750,393	730,715
Due after 10 years	300,367	290,734
Total	2,375,010	2,338,728

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Mortgage-backed securities	3,809,164	3,672,956
Total securities available for sale	\$6,184,174	\$6,011,684

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.

For the six months ended June 30, 2018, proceeds from the sales of securities available for sale were \$41.3 million compared to \$271.8 million for the same period in 2017. Securities transactions resulted in gross realized gains of \$370 thousand and \$1.7 million for the six months ended June 30, 2018 and 2017, respectively. Securities transactions resulted in gross realized losses of \$3 thousand for the six months ended June 30, 2018 and there were no gross realized losses for the six months ended June 30, 2017.

Securities available for sale with a fair value of \$5.0 billion at June 30, 2018 and \$5.7 billion at December 31, 2017 were pledged to secure U.S. Government deposits, other public deposits, certain trust deposits, derivative transactions, and repurchase agreements. Of this amount, securities with a market value of \$1.6 billion and \$1.8 billion at June 30, 2018 and December 31, 2017, respectively, were pledged at the Federal Reserve Discount Window but were unencumbered as of those dates.

The following table shows the Company's available for sale investments' gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at June 30, 2018 and December 31, 2017 (in thousands):

June 30, 2018 Description of Securities	Less than 12 months Unrealized		12 months or more Unrealized		Total Unrealized	
	Fair Value	Losses	Fair Value	Losses	Fair Value	Losses
U.S. Treasury	\$9,802	\$(134)	\$28,288	\$(1,874)	\$38,090	\$(2,008)
U.S. Agencies	198	(2)	—	—	198	(2)
Mortgage-backed	2,143,258	(57,180)	1,407,240	(79,847)	3,550,498	(137,027)
State and political subdivisions	1,488,089	(20,901)	341,027	(16,660)	1,829,116	(37,561)
Corporates	1,468	(2)	—	—	1,468	(2)
Total temporarily-impaired debt						
securities available for sale	\$3,642,815	\$(78,219)	\$1,776,555	\$(98,381)	\$5,419,370	\$(176,600)

December 31, 2017 Description of Securities	Less than 12 months Unrealized		12 months or more Unrealized		Total Unrealized	
	Fair Value	Losses	Fair Value	Losses	Fair Value	Losses
U.S. Treasury	\$9,851	\$(64)	\$28,792	\$(1,385)	\$38,643	\$(1,449)
U.S. Agencies	14,553	(10)	—	—	14,553	(10)
Mortgage-backed	1,990,006	(19,980)	1,562,333	(52,060)	3,552,339	(72,040)
State and political subdivisions	1,076,930	(7,325)	376,560	(8,484)	1,453,490	(15,809)
Corporates	13,266	(12)	—	—	13,266	(12)
Total temporarily-impaired debt						
securities available for sale	\$3,104,606	\$(27,391)	\$1,967,685	\$(61,929)	\$5,072,291	\$(89,320)

The unrealized losses in the Company's investments in U.S. Treasury obligations, U.S. government agencies, Government Sponsored Entity (GSE) 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 amortized cost. The Company expects to recover its cost basis in the securities and does not consider these investments to be other-than-temporarily impaired at June 30, 2018.

Securities Held to Maturity

The following table shows the Company's held-to-maturity investments' amortized cost, fair value, and gross unrealized gains and losses at June 30, 2018 and December 31, 2017, respectively (in thousands):

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June 30, 2018	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
State and political subdivisions:				
Due in 1 year or less	\$6,919	\$ —	\$(52)	\$6,867
Due after 1 year through 5 years	106,654	226	(9,188)	97,692
Due after 5 years through 10 years	349,733	3,376	(20,134)	332,975
Due after 10 years	741,276	5,280	(80,153)	666,403
Total state and political subdivisions	\$1,204,582	\$ 8,882	\$(109,527)	\$1,103,937

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December 31, 2017	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
State and political subdivisions:				
Due in 1 year or less	\$2,275	\$ 3	\$ (24)	\$2,254
Due after 1 year through 5 years	100,648	3,111	(2,834)	100,925
Due after 5 years through 10 years	372,234	5,006	(14,117)	363,123
Due after 10 years	785,857	6,952	(51,664)	741,145
Total state and political subdivisions	\$1,261,014	\$ 15,072	\$ (68,639)	\$1,207,447

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 the six months ended June 30, 2018 or 2017.

Trading Securities

There were net unrealized gains on trading securities of \$36 thousand at June 30, 2018, and net unrealized losses on trading securities of \$67 thousand at June 30, 2017. Net unrealized gains/losses are included in Trading and investment banking income on the Consolidated Statements of Income. Securities sold not yet purchased totaled \$16.8 million and \$4.1 million at June 30, 2018 and December 31, 2017, respectively, and are classified within the Other liabilities line of the Company's Consolidated Balance Sheets.

Other Securities

The table below provides detailed information for FRB stock and Federal Home Loan Bank (FHLB) stock and other securities at June 30, 2018 and December 31, 2017 (in thousands):

June 30, 2018	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
FRB and FHLB stock	\$ 33,262	\$ —	\$ —	\$33,262
Other securities – marketable	—	5,018	—	5,018
Other securities – non-marketable	25,532	3,187	(452)	28,267
Total Other securities	\$ 58,794	\$ 8,205	\$ (452)	\$66,547

December 31, 2017	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
FRB and FHLB stock	\$ 33,262	\$ —	\$ —	\$33,262
Other securities – marketable	3	4,637	—	4,640
Other securities – non-marketable	26,606	1,389	—	27,995
Total Other securities	\$ 59,871	\$ 6,026	\$ —	\$65,897

Investment in FRB stock is based on the capital structure of the investing bank, and investment in FHLB stock is mainly tied to the level of borrowings from the FHLB. These holdings are carried at cost. Other marketable and non-marketable securities include Prairie Capital Management (PCM) alternative investments in hedge funds and private equity funds, which are accounted for as equity-method investments. The fair value of other marketable securities includes alternative investment securities of \$5.0 million at June 30, 2018 and \$4.6 million at December 31, 2017. The fair value of other non-marketable securities includes alternative investment securities of \$4.8 million at June 30, 2018 and \$3.4 million at December 31, 2017. Unrealized gains or losses on alternative investments are recognized in the Other noninterest income line on the Company's Consolidated Statements of Income.

6. Goodwill and Other Intangibles

Changes in the carrying amount of goodwill for the periods ended June 30, 2018 and December 31, 2017 by reportable segment are as follows (in thousands):

	Commercial Banking	Institutional Banking	Personal Banking	Healthcare Services	Total
Balances as of January 1, 2018	\$ 59,419	\$ 51,332	\$ 70,116	\$ —	\$ 180,867
Balances as of June 30, 2018	\$ 59,419	\$ 51,332	\$ 70,116	\$ —	\$ 180,867
Balances as of January 1, 2017	\$ 59,419	\$ 98,861	\$ 70,116	\$ —	\$ 228,396
Discontinued assets goodwill and other intangibles, net	—	(47,529)	—	—	(47,529)
Balances as of December 31, 2017	\$ 59,419	\$ 51,332	\$ 70,116	\$ —	\$ 180,867

The following table lists the finite-lived intangible assets that continue to be subject to amortization as of June 30, 2018 and December 31, 2017 (in thousands):

	As of June 30, 2018			
	Core Deposit		Other	
	Intangible		Intangible	
	Assets	Customer Relationships	Assets	Total
Gross carrying amount	\$50,059	\$ 71,342	\$ 3,254	\$ 124,655
Accumulated amortization	43,728	60,463	3,254	107,445
Net carrying amount	\$6,331	\$ 10,879	\$ —	\$ 17,210
	As of December 31, 2017			
	Core Deposit		Other	
	Intangible		Intangible	
	Assets	Customer Relationships	Assets	Total
Gross carrying amount	\$50,059	\$ 71,342	\$ 3,254	\$ 124,655
Accumulated amortization	42,209	58,935	3,254	104,398
Net carrying amount	\$7,850	\$ 12,407	\$ —	\$ 20,257

The following table has the aggregate amortization expense recognized in each period (in thousands):

	Three Months		Six Months	
	Ended June 30,		Ended June 30,	
	2018	2017	2018	2017
Aggregate amortization expense	\$1,485	\$1,924	\$3,047	\$3,970

The following table lists estimated amortization expense of intangible assets in future periods (in thousands):

For the six months ending December 31, 2018	\$2,666
For the year ending December 31, 2019	4,714
For the year ending December 31, 2020	3,759
For the year ending December 31, 2021	2,755
For the year ending December 31, 2022	1,815
For the year ending December 31, 2023	1,097

7. Securities Sold Under Agreements to Repurchase

The Company utilizes repurchase agreements to facilitate the needs of customers and to facilitate secured short-term funding needs. Repurchase agreements are stated at the amount of cash received in connection with the transaction. The Company monitors collateral levels on a continuous basis and may be required to provide additional collateral based on the fair value of the underlying securities. Securities pledged as collateral under repurchase agreements are maintained with the Company's safekeeping agents.

The table below presents the remaining contractual maturities of repurchase agreements outstanding at June 30, 2018, in addition to the various types of marketable securities that have been pledged as collateral for these borrowings (in thousands):

	As of June 30, 2018		
	Remaining Contractual Maturities of the Agreements		
	On		
Repurchase agreements, secured by:	Demanded	Over 90 Days	Total
U.S. Treasury	\$—	\$15,755	\$ 15,755
U.S. Agencies	—	1,267,219	4,500
Total repurchase agreements	\$—	\$1,282,974	\$ 4,500
			\$ 1,287,474

8. Business Segment Reporting

The Company has strategically aligned its operations into the following four reportable segments: Commercial Banking, Institutional Banking, Personal Banking, and Healthcare Services (collectively, the Business Segments). Senior executive officers regularly evaluate Business Segment financial results produced by the Company's internal reporting system in deciding how to allocate resources and assess performance for individual Business Segments. Previously, the Company had the following three Business Segments: Bank, Institutional Investment Management, and Asset Servicing. During 2017, the Company sold all of the outstanding stock of Scout, its institutional investment management subsidiary. As the operations of Scout are included in discontinued operations, the Company no longer presents such operations as one of its business segments. The Company's reportable Business Segments include certain corporate overhead, technology and service costs that are allocated based on methodologies that are applied consistently between periods. For comparability purposes, amounts in all periods are based on methodologies in effect at June 30, 2018. Previously reported results have been reclassified in this filing to conform to the current organizational structure.

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

Commercial Banking serves the commercial lending and leasing, capital markets, and treasury management needs of the Company's mid-market businesses and governmental entities by offering various products and services. Such services include commercial loans, commercial credit cards, letters of credit, loan syndication services, consultative services, and a variety of financial options for companies that need non-traditional banking services. Capital markets services include asset-based financing, asset securitization, equity and mezzanine financing, factoring, private and public placement of senior debt, as well as merger and acquisition consulting. Treasury management services include depository services, account reconciliation services, electronic fund transfer services, controlled disbursements, lockbox services, and remote deposit capture services.

Institutional Banking is a combination of banking services, fund services, and asset management services provided to institutional clients. This segment also provides mutual fund cash management, international payments, corporate trust and escrow services, as well as correspondent banking and investment banking. Products and services include bond trading transactions, cash letter collections, investment portfolio accounting and safekeeping, reporting for asset/liability management, and Federal funds transactions. Institutional Banking also includes UMB Fund Services, which provides fund administration and accounting, investor services and transfer agency, marketing and distribution, custody and alternative investment services.

Personal Banking combines consumer services and asset management provided to personal clients. This segment combines the Company's consumer bank with the individual investment and wealth management solutions. The range of services offered to UMB clients extends from a basic checking account to estate planning and trust services. Products and services include the Company's bank branches, call center, internet banking and ATM network, deposit accounts, retail credit cards, private banking, installment loans, home equity lines of credit, residential mortgages, small business loans, brokerage services, and insurance services in addition to a full spectrum of investment advisory, trust, and custody services.

Healthcare Services provides healthcare payment solutions including custodial services for health savings accounts (HSAs) and private label, multipurpose debit cards to insurance carriers, third-party administrators, software companies, employers and financial institutions.

Business Segment Information

Business Segment financial results for the three and six months ended June 30, 2018 and June 30, 2017 were as follows (in thousands):

	Three Months Ended June 30, 2018				Total
	Commercial Banking	Institutional Banking	Personal Banking	Healthcare Services	
Net interest income	\$93,011	\$16,279	\$31,111	\$9,825	\$150,226
Provision for loan losses	5,139	322	1,539	—	7,000
Noninterest income	19,178	43,411	28,720	8,980	100,289
Noninterest expense	62,859	47,551	54,259	12,549	177,218
Income before taxes	44,191	11,817	4,033	6,256	66,297
Income tax expense	7,246	1,939	662	1,026	10,873
Income from continuing operations	\$36,945	\$9,878	\$3,371	\$5,230	\$55,424
Average assets	\$9,740,000	\$3,934,000	\$4,799,000	\$2,147,000	\$20,620,000

	Three Months Ended June 30, 2017				Total
	Commercial Banking	Institutional Banking	Personal Banking	Healthcare Services	
Net interest income	\$86,810	\$12,415	\$30,615	\$7,554	\$137,394
Provision for loan losses	12,114	320	2,066	—	14,500
Noninterest income	21,714	48,161	31,135	9,296	110,306
Noninterest expense	62,545	46,610	56,516	11,268	176,939
Income before taxes	33,865	13,646	3,168	5,582	56,261
Income tax expense	7,188	3,137	106	1,059	11,490
Income from continuing operations	\$26,677	\$10,509	\$3,062	\$4,523	\$44,771
Average assets	\$9,842,000	\$3,316,000	\$5,293,000	\$1,864,000	\$20,315,000

	Six Months Ended June 30, 2018				Total
	Commercial Banking	Institutional Banking	Personal Banking	Healthcare Services	
Net interest income	\$185,006	\$32,023	\$62,003	\$19,116	\$298,148

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Provision for loan losses	13,117	672	3,211	—	17,000
Noninterest income	39,775	88,830	59,434	17,775	205,814
Noninterest expense	125,131	94,383	109,225	24,355	353,094
Income before taxes	86,533	25,798	9,001	12,536	133,868
Income tax expense	13,516	4,030	1,406	1,959	20,911
Income from continuing operations	\$73,017	\$21,768	\$7,595	\$10,577	\$112,957
Average assets	\$9,765,000	\$3,882,000	\$4,885,000	\$2,151,000	\$20,683,000

	Six Months Ended June 30, 2017				Total
	Commercial Banking	Institutional Banking	Personal Banking	Healthcare Services	
Net interest income	\$ 172,108	\$ 23,971	\$ 60,809	\$ 14,821	\$ 271,709
Provision for loan losses	18,934	789	3,777	—	23,500
Noninterest income	40,919	93,828	59,671	18,805	213,223
Noninterest expense	125,202	91,362	112,632	21,553	350,749
Income before taxes	68,891	25,648	4,071	12,073	110,683
Income tax expense	14,870	5,456	1,015	2,595	23,936
Income from continuing operations	\$ 54,021	\$ 20,192	\$ 3,056	\$ 9,478	\$ 86,747
Average assets	\$ 9,730,000	\$ 3,391,000	\$ 5,317,000	\$ 1,837,000	\$ 20,275,000

9. Revenue Recognition

As of January 1, 2018, the Company adopted ASU No. 2014-09, Revenue from Contracts with Customers – ASC 606 and all subsequent ASUs that modified ASC 606. The Company has elected to apply the ASU and all related ASUs using the modified retrospective approach. The implementation of the guidance had no material impact on the measurement or recognition of revenue of either current or prior periods.

The following is a description of the principal activities from which the Company generates revenue that are within the scope of ASC 606:

Trust and securities processing - Trust and securities processing income consists of fees earned on personal and corporate trust accounts, custody of securities services, trust investments and wealth management services, and mutual fund and alternative asset servicing. The performance obligations related to this revenue include items such as performing full bond trustee service administration, investment advisory services, custody and record-keeping services, and fund administrative and accounting services. These fees are part of long-term contractual agreements and the performance obligations are satisfied upon completion of service and fees are generally a fixed flat monthly rate or based on a percentage of the account's market value per the contract with the customer. These fees are primarily recorded within the Company's Institutional and Personal Banking segments.

Trading and investment banking - Trading and investment banking income consists of income earned related to the Company's trading securities portfolio, including futures hedging, dividends, bond underwriting, and other securities incomes. The vast majority of this revenue is recognized in accordance with ASC 320, Debt and Equity Securities, and is out of the scope of ASC 606. A portion of trading and investment banking represents fees earned for management fees, commissions, and underwriting of corporate bond issuances. The performance obligations related to these fees include reviewing the credit worthiness of the customer, ensuring appropriate regulatory approval and participating in due diligence. The fees are fixed per the bond prospectus and the performance obligations are satisfied upon registration approval of the bonds by the applicable regulatory agencies. Revenue is recognized at the point in time upon completion of service and when approval is granted by the regulators.

Service charges on deposits - Service charges on deposit accounts represent monthly analysis fees recognized for the services related to customer deposit accounts, including account maintenance and depository transactions processing fees. Commercial Banking and Institutional Banking depository accounts charge fees in accordance with the customer's pricing schedule while Personal Banking account holders are generally charged a flat service fee per month. Deposit service charges for the Healthcare Services segment are priced according to either standard pricing schedules with individual account holders or according to service agreements between the Company and employer groups or third party administrators. The Company satisfies the performance obligation related to providing depository accounts monthly as transactions are processed and deposit service charge revenue is recorded monthly. These fees are recognized within all Business Segments.

Insurance fees and commissions – Insurance fees and commissions includes all insurance-related fees earned, including commissions for individual life, variable life, group life, health, group health, fixed annuity, and variable annuity insurance contracts. The performance obligations related to these revenues primarily represent the placement of insurance policies with the insurance company partners. The fees are based on the contracts with

insurance company partners and the performance obligations are satisfied when the terms of the policy have been agreed to and the insurance policy becomes effective.

Brokerage fees – Brokerage fees represent income earned related to providing brokerage transaction services, including commissions on equity and commodity trades, and fees for investment management, advisory and administration. The performance obligations related to transaction services are executing the specified trade and are priced according to the customer's fee schedule. Such income is recognized at a point in time as the trade occurs and the performance obligation is fulfilled. The performance obligations related to investment management, advisory and administration include allocating customer assets across a wide range of mutual funds and other investments, on-going account monitoring and re-balancing of the portfolio. These performance obligations are satisfied over time and the related revenue is calculated monthly based on the assets under management of each customer. All material performance obligations are satisfied as of the end of each accounting period.

Bankcard fees – Bankcard fees primarily represent income earned from interchange revenue from MasterCard and Visa for the Company's processing of debit, credit, HSA, and flexible spending account transactions. Additionally, the Company earns income and incentives related to various referrals of customers to card programs. The performance obligation for interchange revenue is the processing of each transaction through the Company's access to the banking system. This performance obligation is completed for each individual transaction and income is recognized per transaction in accordance with interchange rates established by MasterCard and Visa. The performance obligations for various referral and incentive programs include either referring customers to certain card products or issuing exclusively branded cards for certain customer segments. The pricing of these incentive and referral programs are in accordance with the agreement with the individual card partner. These performance obligations are completed as the referrals are made or over a period of time when the Company is exclusively issuing branded cards. For the three months ended June 30, 2018 and June 30, 2017, the Company also has approximately \$9.0 million and \$5.3 million of expense, respectively, recorded within the Bankcard fees line on the Company's Consolidated Income Statements related to rebates and rewards programs that are outside of the scope of ASC 606. For the six months ended June 30, 2018 and June 30, 2017, the Company also has approximately \$17.1 million and \$12.1 million of expense, respectively, related to these rebates and rewards programs. All material performance obligations are satisfied as of the end of each accounting period.

Gains on sales of securities available for sale, net – In the regular course of business, the Company recognizes gains on the sale of available for sale securities. These gains are recognized in accordance with ASC 320, Debt and Equity Securities, and are outside of the scope of ASC 606.

Other income – The Company recognizes other miscellaneous income through a variety of other revenue streams, the most material of which include letter of credit fees, certain loan origination fees, gains on the sale of assets, gains and losses on equity-method investments, derivative income, and bank-owned and company-owned life insurance income. These revenue streams are outside of the scope of ASC 606 and are recognized in accordance with the applicable U.S. GAAP. The remainder of Other income is primarily earned through transactions with personal banking customers, including wire transfer service charges, stop payment charges, and fees for items like money orders and cashier's checks. The performance obligations of these types of fees are satisfied as transactions are

completed and revenue is recognized upon transaction execution according to established fee schedules with the customers.

The Company had no material contract assets, contract liabilities, or remaining performance obligations as of June 30, 2018. Total receivables from revenue recognized under the scope of ASC 606 were \$54.8 million and \$53.5 million as of June 30, 2018 and December 31, 2017, respectively. These receivables are included as part of the Other assets line on the Company's Consolidated Balance Sheets.

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The following table depicts the disaggregation of revenue according to revenue stream and Business Segment for the three and six months ended June 30, 2018 and June 30, 2017. As stated in Note 8, "Business Segment Reporting," for comparability purposes, amounts in all periods are based on methodologies in effect at June 30, 2018 and previously reported results have been reclassified in this filing to confirm to the current organizational structure. Disaggregated revenue is as follows (in thousands):

	Three Months Ended June 30, 2018				Revenue (Expense) out of	
	Commercial Banking	Institutional Banking	Personal Banking	Healthcare Services	Scope of ASU 606	Total
NONINTEREST INCOME						
Trust and securities processing	\$—	\$ 26,846	\$ 15,999	\$ —	\$ —	\$42,845
Trading and investment banking	—	—	—	—	4,653	4,653
Service charges on deposit accounts	7,624	5,808	2,777	4,478	35	20,722
Insurance fees and commissions	—	—	340	—	—	340
Brokerage fees	49	3,975	2,267	—	—	6,291
Bankcard fees	15,025	1,420	5,584	4,042	(8,887)	17,184
Gains on sales of securities available for sale, net	—	—	—	—	228	228
Other	678	136	879	186	6,147	8,026
Total Noninterest income	\$23,376	\$ 38,185	\$ 27,846	\$ 8,706	\$ 2,176	\$ 100,289

	Three Months Ended June 30, 2017				Revenue (Expense) out of	
	Commercial Banking	Institutional Banking	Personal Banking	Healthcare Services	Scope of ASU 606	Total
NONINTEREST INCOME						
Trust and securities processing	\$—	\$ 27,962	\$ 16,849	\$ —	\$ —	\$44,811
Trading and investment banking	—	169	—	—	6,004	6,173
Service charges on deposit accounts	8,083	7,494	2,864	4,260	30	22,731
Insurance fees and commissions	—	—	513	—	—	513
Brokerage fees	36	3,703	2,147	3	—	5,889
Bankcard fees	13,416	1,583	5,902	4,490	(5,157)	20,234
Gains on sales of securities available for sale, net	—	—	—	—	1,280	1,280
Other	1,507	151	708	93	6,216	8,675
Total Noninterest income	\$23,042	\$ 41,062	\$ 28,983	\$ 8,846	\$ 8,373	\$ 110,306

Six Months Ended June 30, 2018

	Commercial Banking	Institutional Banking	Personal Banking	Healthcare Services	Revenue (Expense) out of Scope of ASU 606	Total
NONINTEREST INCOME						
Trust and securities processing	\$—	\$ 54,542	\$ 32,305	\$ —	\$ —	\$ 86,847
Trading and investment banking	—	—	—	—	8,754	8,754
Service charges on deposit accounts	15,415	13,038	5,589	8,516	69	42,627
Insurance fees and commissions	—	—	641	—	—	641
Brokerage fees	101	8,036	4,507	—	—	12,644
Bankcard fees	29,822	3,055	10,897	8,346	(16,813)	35,307
Gains on sales of securities available for sale, net	—	—	—	—	367	367
Other	1,133	255	1,785	335	15,119	18,627
Total Noninterest income	\$46,471	\$ 78,926	\$ 55,724	\$ 17,197	\$ 7,496	\$ 205,814

Six Months Ended June 30, 2017

	Commercial Banking	Institutional Banking	Personal Banking	Healthcare Services	Revenue (Expense) out of Scope of ASU 606	Total
NONINTEREST INCOME						
Trust and securities processing	\$—	\$ 54,479	\$ 32,873	\$ —	\$ —	\$ 87,352
Trading and investment banking	—	674	—	—	13,041	13,715
Service charges on deposit accounts	16,103	14,849	5,729	8,065	60	44,806
Insurance fees and commissions	—	—	1,159	—	—	1,159
Brokerage fees	76	6,959	4,228	3	—	11,266
Bankcard fees	25,564	3,088	11,340	9,712	(11,718)	37,986
Gains on sales of securities available for sale, net	—	—	—	—	1,748	1,748
Other	1,996	314	1,472	169	11,240	15,191
Total Noninterest income	\$43,739	\$ 80,363	\$ 56,801	\$ 17,949	\$ 14,371	\$ 213,223

10. Commitments, Contingencies and Guarantees

In the normal course of business, the Company is 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, forward foreign exchange contracts and spot foreign exchange contracts. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the Consolidated Balance

Sheets. The contractual or notional amount of those instruments reflects the extent of involvement the Company has in particular classes of financial instruments. Many of the commitments expire without being drawn upon; therefore, the total amount of these commitments does not necessarily represent the future cash requirements of the Company.

The Company's exposure to credit loss in the event of nonperformance by the counterparty 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.

The following table summarizes the Company's off-balance sheet financial instruments (in thousands):

	Contract or Notional Amount	
	June 30, 2018	December 31, 2017
Commitments to extend credit for loans (excluding credit card loans)	\$6,146,143	\$ 6,689,467
Commitments to extend credit under credit card loans	3,053,379	2,975,507
Commercial letters of credit	4,987	813
Standby letters of credit	330,478	316,054
Forward contracts	33,575	29,007
Spot foreign exchange contracts	665	628

11. Derivatives and Hedging Activities

Risk Management Objective of Using Derivatives

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

Fair Values of Derivative Instruments on the Consolidated Balance Sheets

The table below presents the fair value of the Company's derivative financial instruments as of June 30, 2018 and December 31, 2017. The Company's derivative assets and derivative liabilities are located within Other assets and Other liabilities, respectively, on the Company's Consolidated Balance Sheets.

Derivatives fair values are determined using valuation techniques including discounted cash flow analysis on the expected cash flows from 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.

This table provides a summary of the fair value of the Company's derivative assets and liabilities as of June 30, 2018 and December 31, 2017 (in thousands):

Fair Value	Derivative Assets		Derivative Liabilities	
	June 30, 2018	December 31, 2017	June 30, 2018	December 31, 2017
Interest Rate Products:				
Derivatives not designated as hedging instruments	\$2,855	\$ 10,116	\$7,970	\$ 7,326
Derivatives designated as hedging instruments	115	33	—	1,580
Total	\$2,970	\$ 10,149	\$7,970	\$ 8,906

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Fair Value Hedges of Interest Rate Risk

The Company is exposed to changes in the fair value of certain of its fixed-rate assets and liabilities due to changes in the benchmark interest rate, London Interbank Offered Rate (LIBOR). Interest rate swaps designated as fair value hedges involve either making fixed rate payments to a counterparty in exchange for the Company receiving variable rate payments, or making variable rate payments to a counterparty in exchange for the Company receiving fixed rate payments, over the life of the agreements without the exchange of the underlying notional amount. As of June 30, 2018, the Company had one interest rate swap with a notional amount of \$5.7 million that was designated as a fair value hedge of interest rate risk associated with the Company's fixed rate loan assets.

For derivatives designated and that qualify as fair value hedges, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in earnings.

Cash Flow Hedges of Interest Rate Risk

The Company is exposed to changes in the fair value of certain of its variable-rate liabilities due to changes in the benchmark interest rate, LIBOR. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. As of June 30, 2018, the Company had two interest rate swaps with a notional amount of \$51.5 million that were designated as cash flow hedges of interest rate risk associated with the Company's variable-rate subordinated debentures issued by Marquette Capital Trusts III and IV. For derivatives designated and that qualify as cash flow hedges, the change in fair value is recorded in AOCI and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. During the three and six months ended June 30, 2018, the Company recognized net gains of \$910 thousand and \$3.1 million, respectively, in AOCI for the change in fair value of these cash flow hedges. During the three and six months ended June 30, 2017, the Company recognized net losses of \$1.2 million and \$911 thousand, respectively, in AOCI for the change in fair value of these cash flow hedges. Amounts reported in AOCI related to derivatives will be reclassified to Interest expense as interest payments are received or paid on the Company's derivatives. The Company expects to reclassify \$7 thousand from AOCI to Interest expense during the next 12 months. As of June 30, 2018, the Company is hedging its exposure to the variability in future cash flows for forecasted transactions over a maximum period of 18.22 years.

Non-designated Hedges

The remainder of the Company's derivatives are not designated in qualifying hedging relationships. Derivatives not designated as hedges are not speculative and result from a service the Company provides to certain customers. The Company executes interest rate swaps with commercial banking customers to facilitate their respective risk management strategies. Those interest rate swaps are simultaneously offset by interest rate swaps that the Company executes with a third party, such that the Company minimizes its net risk exposure resulting from such transactions. As the interest rate swaps associated with this program do not meet 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 June 30, 2018, the Company had 96 interest rate swaps with an aggregate notional amount of \$1.1 billion related to this program. During the three and six months ended June 30, 2018, the Company recognized net gains of \$137 thousand and \$473 thousand, respectively, related to changes in fair value of these swaps. During the three and six months ended June 30, 2017, the Company recognized net losses of \$168 thousand and \$516 thousand, respectively, related to changes in fair value of these swaps.

Effect of Derivative Instruments on the Consolidated Statements of Income

This table provides a summary of the amount of gain or loss recognized in Other noninterest expense in the Consolidated Statements of Income related to the Company's derivative assets and liabilities for the three and six months ended June 30, 2018 and June 30, 2017 (in thousands):

	Amount of Gain (Loss) Recognized			
	For the Three Months Ended June 30, 2018		For the Six Months Ended June 30, 2017	
Interest Rate Products				
Derivatives not designated as hedging instruments	\$ 137	\$ (168)	\$ 473	\$ (516)
Total	\$ 137	\$ (168)	\$ 473	\$ (516)
Interest Rate Products				
Derivatives designated as hedging instruments:				
Fair value adjustments on derivatives	\$ 53	\$ (86)	\$ 134	\$ (132)
Fair value adjustments on hedged items	(49)	88	(130)	134
Total	\$ 4	\$ 2	\$ 4	\$ 2

This table provides a summary of the amount of gain or loss recognized in AOCI in the Consolidated Statements of Comprehensive Income related to the Company's derivative assets and liabilities for the three and six months ended June 30, 2018 and June 30, 2017 (in thousands):

	Amount of Gain Recognized in Other Comprehensive Income on Derivatives			
	For the Three Months Ended June 30, 2018		For the Six Months Ended June 30, 2017	
Derivatives in Cash Flow Hedging Relationships				
Interest Rate Products				
Derivatives designated as cash flow hedging instruments	\$ 910	\$ (1,157)	\$ 3,112	\$ (911)
Total	\$ 910	\$ (1,157)	\$ 3,112	\$ (911)

Credit-risk-related Contingent Features

The Company has agreements with certain of its derivative counterparties that contain a provision that 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 June 30, 2018, the termination value of derivatives in a net liability position, which includes accrued interest, related to these agreements was \$154 thousand. The Company has minimum collateral posting thresholds with certain of its derivative counterparties. At June 30, 2018, the Company had posted \$1.0 million of collateral. If the Company had breached any of these provisions at June 30, 2018, it could have been required to settle its obligations under the agreements at the termination value.

12. Fair Value Measurements

The following table presents information about the Company's assets measured at fair value on a recurring basis as of June 30, 2018, and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value.

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

Assets measured at fair value on a recurring basis as of June 30, 2018 and December 31, 2017 (in thousands):

Description	Fair Value Measurement at June 30, 2018			
	June 30, 2018	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	\$ 338	\$ 338	\$—	\$ —
U.S. Agencies	2,088	—	2,088	—
State and political subdivisions	41,308	—	41,308	—
Corporates	10,138	10,138	—	—
Trading – other	13,219	12,464	755	—
Trading securities	67,091	22,940	44,151	—
U.S. Treasury	38,090	38,090	—	—
U.S. Agencies	198	—	198	—
Mortgage-backed	3,672,956	—	3,672,956	—
State and political subdivisions	2,298,972	—	2,298,972	—
Corporates	1,468	1,468	—	—
Available for sale securities	6,011,684	39,558	5,972,126	—
Company-owned life insurance	56,770	—	56,770	—
Bank-owned life insurance	269,703	—	269,703	—
Derivatives	2,970	—	2,970	—
Total	\$6,408,218	\$ 62,498	\$6,345,720	\$ —
Liabilities				
Deferred compensation	\$53,084	\$ 53,084	\$—	\$ —
Derivatives	7,970	—	7,970	—
Securities sold not yet purchased	16,834	—	16,834	—
Total	\$77,888	\$ 53,084	\$24,804	\$ —

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

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

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

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

Securities Available for Sale Fair values are based on quoted market prices or dealer quotes, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities. Prices are provided by third-party pricing services and are based on observable market inputs. On an annual basis, the Company compares a sample of these prices to other independent sources for the same securities. Additionally, throughout the

year, if securities are sold, comparisons are made between the pricing services prices and the market prices at which the securities were sold. Variances are analyzed, and, if appropriate, additional research is conducted with the third-party pricing services. Based on this research, the pricing services may affirm or revise their quoted price. No significant adjustments have been made to the prices provided by the pricing services. The pricing services also provide documentation on an ongoing basis that includes reference data, inputs and methodology by asset class, which is reviewed to ensure that security placement within the fair value hierarchy is appropriate.

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

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

Derivatives Fair values are determined using valuation techniques including discounted cash flow analysis on the expected cash flows from each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves, foreign exchange rates, and implied volatilities. The Company incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, the Company has considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

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

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

Assets measured at fair value on a non-recurring basis as of June 30, 2018 and December 31, 2017 (in thousands):

Description	Fair Value Measurement at June 30, 2018 Using					Total Gains Recognized During the Six Months Ended June 30
	June 30, 2018	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	June 30, 2018	
Impaired loans	\$10,264	\$ —	\$ —	\$ 10,264	\$ 10,264	\$ 2,222
Other real estate owned	3,683	—	—	3,683	3,683	—
Total	\$13,947	\$ —	\$ —	\$ 13,947	\$ 13,947	\$ 2,222

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

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

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

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

Other real estate owned Other real estate owned consists of loan collateral which has been repossessed through foreclosure. This collateral is comprised of commercial and residential real estate and other non-real estate

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

Goodwill Valuation of goodwill to determine impairment is performed annually, or more frequently if there is an event or circumstance that would indicate impairment may have occurred. The process involves calculations to determine the fair value of each reporting unit on a stand-alone basis. A combination of formulas using current market multiples, based on recent sales of financial institutions within the Company's geographic marketplace, is used to estimate the fair value of each reporting unit. That fair value is compared to the carrying amount of the reporting unit, including its recorded goodwill. Impairment is considered to have occurred if the fair value of the reporting unit is lower than the carrying amount of the reporting unit. The fair value of the Company's common stock relative to its computed book value per share is also considered as part of the overall evaluation. These measurements are classified as Level 3.

Fair value disclosures require disclosure of the fair value of financial assets and financial liabilities, including those financial assets and financial liabilities that are not measured and reported at fair value on a recurring basis or non-recurring basis. The estimated fair value of the Company's financial instruments at June 30, 2018 and December 31, 2017 are as follows (in thousands):

	Fair Value Measurement at June 30, 2018 Using Significant				
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total Estimated Fair Value
FINANCIAL ASSETS					
Cash and short-term investments	\$563,654	\$ 508,224	\$55,430	\$ —	\$563,654
Securities available for sale	6,011,684	39,558	5,972,126	—	6,011,684
Securities held to maturity	1,204,582	—	1,103,937	—	1,103,937
Trading securities	67,091	22,940	44,151	—	67,091
Other securities	66,547	—	66,547	—	66,547
Loans (exclusive of allowance for loan loss)	11,635,110	—	11,660,240	—	11,660,240
Derivatives	2,970	—	2,970	—	2,970
FINANCIAL LIABILITIES					
Demand and savings deposits	15,466,124	15,466,124	—	—	15,466,124
Time deposits	919,954	—	919,954	—	919,954
Other borrowings	1,666,158	378,684	1,287,474	—	1,666,158
Long-term debt	78,692	—	78,984	—	78,984
Derivatives	7,970	—	7,970	—	7,970
OFF-BALANCE SHEET ARRANGEMENTS					

Commitments to extend credit for loans	2,691
Commercial letters of credit	35
Standby letters of credit	1,291
36	

Fair Value Measurement at December 31, 2017 Using
Significant

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

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

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

Other securities Amount consists of FRB and FHLB stock held by the Company, PCM equity-method investments, and other miscellaneous investments. The carrying amount of the FRB and FHLB stock equals its fair value because the shares can only be redeemed by the FRB and FHLB at their carrying amount. The fair value of PCM marketable equity-method investments are based on quoted market prices used to estimate the value of the underlying investment. For non-marketable equity-method investments, the Company's proportionate share of the income or loss is recognized on a one-quarter lag based on the valuation of the underlying investment(s).

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

for similar types of instruments adjusted to be commensurate with the credit risk, overhead costs, and optionality of such instruments.

Demand and savings deposits The fair value of demand deposits and savings accounts was the amount payable on demand at June 30, 2018 and December 31, 2017.

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

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

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

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

13. Divestitures

On November 17, 2017, the Company closed on the sale of all of the outstanding stock of Scout, an institutional investment management subsidiary, for \$172.5 million in cash. The gain recorded on the disposal of Scout was \$103.6 million.

This table summarizes the components of (loss) income from discontinued operations, net of taxes, for the three and six months ended June 30, 2018 and June 30, 2017 presented in the Consolidated Statements of Income (in thousands):

	For the Three Months Ended		For the Six	
	June 30, 2018	June 30, 2017	June 30, 2018	June 30, 2017
Total noninterest income	\$ —	\$ 17,856	\$—	\$35,719
Total noninterest expense	—	20,455	917	35,411
(Loss) income from discontinued operations	—	(2,599)	(917)	308
Income tax (benefit) expense	—	(649)	(170)	53
Net (loss) income on discontinued operations	\$ —	\$ (1,950)	\$(747)	\$255

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

	For the Six	Months Ended
	June 30,	June 30,
	2018	2017
(Loss) income from discontinued operations	\$(747)	\$255
Depreciation and amortization	—	1,647
Net cash provided by operating activities of discontinued operations	\$(747)	\$1,902

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Management's Discussion and Analysis of Financial Condition and Results of Operations highlights the material changes in the results of operations and changes in financial condition of the Company for the three and six-month periods ended June 30, 2018. It should be read in conjunction with the accompanying Consolidated Financial Statements, Notes to Consolidated Financial Statements and other financial information appearing elsewhere in this Form 10-Q and the Form 10-K. Results of operations for the periods included in this review are not necessarily indicative of results to be attained during any future period.

CAUTIONARY NOTICE ABOUT FORWARD-LOOKING STATEMENTS

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

This Form 10-Q, including any information incorporated by reference in this Form 10-Q, contains forward-looking statements. The Company also may make forward-looking statements in other documents that are filed or furnished with the Securities and Exchange Commission. In addition, the Company may make forward-looking statements orally or in writing to investors, analysts, members of the media, or others.

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

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

the Company's ability to innovate to anticipate the needs of current or future customers, to successfully compete in its chosen business lines, to increase or hold market share in changing competitive environments, or to deal with pricing or other competitive pressures;

changes in the credit, liquidity, or other condition of the Company's customers, counterparties, or competitors;

the Company's ability to effectively deal with economic, business, or market slowdowns or disruptions;

judicial, regulatory, or administrative investigations, proceedings, disputes, or rulings that create uncertainty for, or are adverse to, the Company or the financial-services industry;

the Company's ability to address changing or stricter regulatory or other governmental supervision or requirements;

the Company's ability to maintain secure and functional financial, accounting, technology, data processing, or other operating systems or facilities, including its capacity to withstand cyber-attacks;

the adequacy of the Company's corporate governance, risk-management framework, compliance programs, or internal controls, including its ability to control lapses or deficiencies in financial reporting or to effectively mitigate or manage operational risk;

the efficacy of the Company's methods or models in assessing business strategies or opportunities or in valuing, measuring, monitoring, or managing positions or risk;

the Company's ability to keep pace with changes in technology that affect the Company or its customers, counterparties, or competitors;

mergers, acquisitions, or dispositions, including the Company's ability to integrate acquisitions and divest assets;

the adequacy of the Company's succession planning for key executives or other personnel;

the Company's ability to grow revenue, control expenses, or attract and retain qualified employees;

natural or man-made disasters, calamities, or conflicts, including terrorist events; or

other assumptions, risks, or uncertainties described in the Notes to Consolidated Financial Statements (Item 1) and Management's Discussion and Analysis of Financial Condition and Results of Operations (Item 2) in this Form 10-Q, in the Risk Factors (Item 1A) in the Form 10-K, or in any of the Company's quarterly or current reports.

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

Overview

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

The first strategic objective is to continuously improve operating efficiencies. The Company has focused on identifying efficiencies that simplify our organizational and reporting structures, streamline back office functions and take advantage of synergies and newer technologies among various platforms and distribution networks. The Company has identified and expects to continue identifying ongoing efficiencies through the normal course of business that, when combined with increased revenue, will contribute to improved operating leverage. During the three-month period ended June 30, 2018, total revenue increased 1.1 percent compared to the same period in 2017,

while noninterest expense increased 0.2 percent. As part of this initiative, the Company continues to invest in technological advances that it believes will help management drive operating leverage in the future through improved data analysis and automation. The Company also continues to evaluate core systems and will invest in enhancements that it believes will yield operating efficiencies.

The second strategic objective is to increase net interest income through profitable loan and deposit growth and the optimization of the balance sheet. During the three-month period ended June 30, 2018, the Company continued to make progress on this strategy as illustrated by an increase in net interest income of \$12.8 million, or 9.3 percent, from the same period in 2017. The Company has shown increased net interest income through the effects of increased interest rates, the volume and mix of average earning assets, and a low cost of funds in its Consolidated Balance Sheets. Average loan balances increased \$632.4 million, or 5.8 percent, compared to the same period in 2017. The funding for these assets was driven primarily by a 3.3 percent increase in average interest-bearing liabilities. Net interest margin, on a tax-equivalent basis, increased 12 basis points compared to the same period in 2017. The variance to the same period in 2017 is impacted by a lower tax-equivalent tax rate in 2018 as a result of the Tax Act. This impact was approximately 11 basis points.

The third strategic objective is to grow the Company's revenue from noninterest sources. The Company has continued to emphasize its diverse operations throughout all economic cycles. This strategy has provided revenue diversity, helped to reduce the impact of sustained low interest rates and positioned the Company to benefit in periods of growth. Noninterest income decreased \$10.0 million, or 9.1 percent, to \$100.3 million for the three-month period ended June 30, 2018, compared to the same period in 2017. This decline was driven by a combination of lower market-driven revenues such as bond trading income, customer and contract re-pricings in our institutional and asset servicing businesses, as well as an increase in card-based rewards and rebates expenses recorded as contra-revenues from low levels in the prior year. This change is discussed in greater detail below under Noninterest Income. The Company continues to emphasize its asset management, brokerage, bankcard services, healthcare services, and treasury management businesses. At June 30, 2018, noninterest income represented 40.0 percent of total revenues, compared to 44.5 percent at June 30, 2017.

The fourth strategic objective is effective capital management. The Company places a significant emphasis on maintaining a strong capital position, which management believes promotes investor confidence, provides access to funding sources under favorable terms, and enhances the Company's ability to capitalize on 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 Company's strategies, increasing dividends over time, and appropriately utilizing a share repurchase program. At June 30, 2018, the Company had \$2.2 billion in total shareholders' equity. This is an increase of \$130.7 million, or 6.3 percent, compared to total shareholders' equity at June 30, 2017. At June 30, 2018, the Company had a total risk-based capital ratio of 14.63 percent. The Company repurchased 3,373 shares of common stock at an average price of \$77.04 per share during the three-month period ended June 30, 2018.

Earnings Summary

The following is a summary regarding the Company's earnings for the second quarter of 2018. The changes identified in the summary are explained in greater detail below. The Company recorded income from continuing operations of \$55.4 million for the three-month period ended June 30, 2018, compared to \$44.8 million for the same period a year earlier. This represents a 23.8 percent increase over the three-month period ended June 30, 2017. Basic earnings per share from continuing operations for the three-month period ended June 30, 2018 was \$1.12 per share (\$1.11 per share fully-diluted) compared to \$0.91 per share (\$0.90 per share fully-diluted) for the three-month period ended June 30, 2017. Return on average assets and return on average common shareholders' equity for the three-month period ended June 30, 2018 were 1.08 and 10.18 percent, respectively, compared to 0.88 and 8.69 percent, respectively, for the

three-month period ended June 30, 2017.

The Company recorded net income from continuing operations of \$113.0 million for the six-month period ended June 30, 2018, compared to \$86.7 million for the same period a year earlier. This represents a 30.2 percent increase over the six-month period ended June 30, 2017. Basic earnings per share from continuing operations for the six-month period ended June 30, 2018 were \$2.28 per share (\$2.26 per share fully-diluted) compared to \$1.76 per share (\$1.74 per share fully-diluted) for the same period in 2017. Return on average assets and return on average

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common shareholders' equity for the six-month period ended June 30, 2018 were 1.10 and 10.49 percent, respectively, compared to 0.86 and 8.64 percent for the same period in 2017.

Net interest income for the three and six-month periods ended June 30, 2018 increased \$12.8 million, or 9.3 percent, and \$26.4 million, or 9.7 percent, respectively, compared to the same periods in 2017. For the three-month period ended June 30, 2018, average earning assets increased by \$276.4 million, or 1.5 percent, and for the six-month period ended June 30, 2018, they increased by \$424.4 million, or 2.2 percent, compared to the same periods in 2017. Net interest margin, on a tax-equivalent basis, increased to 3.24 percent and 3.22 percent for the three and six-month periods ended June 30, 2018, respectively, compared to 3.12 percent and 3.10 percent, respectively, for the same periods in 2017. The variance to the same period in 2017 is impacted by a lower tax-equivalent tax rate in 2018 as a result of the Tax Act. This impact is approximately 11 basis points.

The provision for loan losses decreased by \$7.5 million to \$7.0 million for the three-month period ended June 30, 2018, and decreased by \$6.5 million to \$17.0 million for the six-month period ended June 30, 2018, compared to the same periods in 2017. This change is the result of applying the Company's methodology for computing the allowance for loan losses, which considers the inherent risk in the loan portfolio, as well as other qualitative factors, such as macroeconomic conditions, loan growth, loan impairment changes, loan risk grading changes, and net charge-off levels. The Company's nonperforming loans increased \$4.6 million to \$56.0 million at June 30, 2018, compared to June 30, 2017, but decreased \$3.1 million, compared to December 31, 2017. The allowance for loan losses as a percentage of total loans decreased to 0.85 percent as of June 30, 2018, compared to 0.90 percent at June 30, 2017. For a description of the Company's methodology for computing the allowance for loan losses, please see the summary discussion of the Allowance for Loan Losses within the Critical Accounting Policies and Estimates subsection of the "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Form 10-K.

Noninterest income decreased by \$10.0 million, or 9.1 percent, for the three-month period ended June 30, 2018, and decreased by \$7.4 million, or 3.5 percent, for the six-month period ended June 30, 2018, compared to the same periods in 2017. These changes are discussed in greater detail below under Noninterest Income.

Noninterest expense increased by \$0.3 million, or 0.2 percent, for the three-month period ended June 30, 2018, and increased by \$2.3 million, or 0.7 percent, for the six-month period ended June 30, 2018, compared to the same periods in 2017. These changes are discussed in greater detail below under Noninterest Expense.

Net Interest Income

Net interest income is a significant source of the Company's earnings and represents the amount by which interest income on earning assets exceeds the interest expense paid on liabilities. The volume of interest-earning assets and the related funding sources, the overall mix of these assets and liabilities, and the interest rates paid on each affect net interest income. Net interest income for the three and six-month periods ended June 30, 2018 increased \$12.8 million, or 9.3 percent, and \$26.4 million, or 9.7 percent, respectively, compared to the same periods in 2017.

Table 1 shows the impact of earning asset rate changes compared to changes in the cost of interest-bearing liabilities. As illustrated in this table, net interest spread for the three-month period ended June 30, 2018 was flat as compared to the same period in 2017. Net interest margin for the three-month period ended June 30, 2018 increased by 12 basis points compared to the same period in 2017. Net interest spread for the six-month period ended June 30, 2018 was flat as compared to the same period in 2017. Net interest margin for the six-month period ended June 30, 2018 increased by 12 basis points compared to the same period in 2017. As noted above, the variances to the same periods in 2017 are impacted by a lower tax-equivalent tax rate in 2018 as a result of the Tax Act. This impact is approximately 11 basis points. The changes are primarily due to favorable interest rate and volume variances on

loans. These interest rate variances have led to an increase in interest income partially offset by an increase in interest expense, resulting in an increase in the Company's net interest income during 2018 as compared to results for the same period in 2017. For the impact of the contribution from free funds, see the Analysis of Net Interest Margin within Table 2 below. Table 2 also illustrates how the changes in volume and interest rates have resulted in an increase in net interest income.

Table 1

AVERAGE BALANCE SHEETS/YIELDS AND RATES (tax-equivalent basis) (unaudited, dollars in thousands)

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. All average balances are daily average balances. The average yield on earning assets without the tax-equivalent basis adjustment would have been 3.69 percent for the three-month period ended June 30, 2018 and 3.20 percent for the same period in 2017. The average yield on earning assets without the tax-equivalent basis adjustment would have been 3.59 percent for the six-month period ended June 30, 2018 and 3.16 percent for the same period in 2017.

	Three Months Ended June 30,			
	2018		2017	
	Average Balance	Average Yield/Rate	Average Balance	Average Yield/Rate
ASSETS				
Loans, net of unearned interest	\$11,444,448	4.74 %	\$10,812,058	4.18 %
Securities:				
Taxable	3,862,378	2.13	3,997,904	1.85
Tax-exempt	3,492,647	2.66	3,640,336	3.09
Total securities	7,355,025	2.38	7,638,240	2.44
Federal funds and resell agreements	107,343	2.81	150,745	1.89
Interest-bearing due from banks	252,292	1.68	252,169	0.92
Other earning assets	45,538	6.83	75,075	2.96
Total earning assets	19,204,646	3.79	18,928,287	3.41
Allowance for loan losses	(101,801)		(95,410)	
Other assets	1,516,801		1,482,040	
Total assets	\$20,619,646		\$20,314,917	
LIABILITIES AND SHAREHOLDERS' EQUITY				
Interest-bearing deposits	\$10,800,015	0.68 %	\$9,734,166	0.32 %
Federal funds and repurchase agreements	1,737,383	1.54	2,400,181	0.83
Borrowed funds	78,583	6.40	75,953	5.22
Total interest-bearing liabilities	12,615,981	0.83	12,210,300	0.45
Noninterest-bearing demand deposits	5,666,364		5,837,602	
Other liabilities	152,491		199,386	
Shareholders' equity	2,184,810		2,067,629	
Total liabilities and shareholders' equity	\$20,619,646		\$20,314,917	
Net interest spread		2.96 %		2.96 %
Net interest margin		3.24		3.12

	Six Months Ended June 30,			
	2018		2017	
	Average Balance	Average Yield/Rate	Average Balance	Average Yield/Rate
ASSETS				
Loans, net of unearned interest	\$11,365,921	4.64 %	\$10,686,792	4.14 %
Securities:				
Taxable	3,865,660	2.10	4,097,794	1.85
Tax-exempt	3,563,715	2.65	3,564,319	