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## Interagency Bank Merger Application

Type of Filing: Affiliate/Corporate Reorganization  
Form of Transaction: Merger  
Filed Pursuant to 12 U.S.C. 215a-3

### Applicant Depository Institution:

UMB Bank, National Association  
1010 Grand Blvd.  
Kansas City, Missouri 64106

FDIC Certificate Number: 8273

### Target Institutions:

Marquette Transportation Finance, LLC  
1600 West 82<sup>nd</sup> Street, Suite 250  
Bloomington, Minnesota 55431

Marquette Business Credit, LLC  
5910 North Central Expressway, Suite 1900  
Dallas, Texas 75206

### Contact Person:

John Pauls  
EVP, General Counsel and Secretary  
UMB Bank, National Association  
1010 Grand Blvd  
Kansas City, Missouri 64106

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FDIC  
KANSAS CITY REGION

- 1. Describe the transaction's purpose, structure, significant terms, conditions, and termination dates of related contracts or agreement; and financing arrangements, including any plan to raise additional equity or incur debt.**

UMB Bank, National Association ("UMBNA") submits this Application to the Federal Deposit Insurance Corporation (the "FDIC") to merge its wholly-owned operating subsidiaries, Marquette Transportation Finance, LLC ("MTF"), a Missouri Limited Liability Company with its principal office located 1600 W. 82<sup>nd</sup> Street, Suite 250, Bloomington, Minnesota, and Marquette Business Credit, LLC ("MBC"), a Delaware Limited Liability Company with its principal office located at 5910 North Central Expressway, Dallas, Texas, with and into UMB pursuant to the National Bank Act (12 U.S.C. § 215a-3). The purpose of the proposed merger is to create operating efficiencies within the UMB organization and to brand all lending activities by UMBNA and its subsidiaries under the "UMB" name under the brand UMB Capital Finance. Following the merger into UMBNA, the membership interests of MTF and MBC will be cancelled and will cease to be outstanding and the separate existence of MTF and MBC.

MTF provides accounts receivable financing ("Factoring") and MBC provides asset-based lending. MTF and MBC are operating subsidiaries eligible for the notice procedures of 12 C.F.R. 5.34(e)(5)(ii) pursuant to 12 C.F.R. 5.34(e)(5)(v)(C).

Prior to the merger of MTF and MBC into UMBNA, MBC will merge its subsidiary, Marquette Business Credit SPE I, LLC ("SPE"), a Minnesota LLC with its principal office at 1010 Grand Blvd., Kansas City, Missouri, into MBC and ultimately into UMBNA.

- 2. Indicate any other filings related to this transaction with other state and federal regulators.**

UMB electronically filed Merger of a National Bank With a Nonbank Affiliate With a Nonbank Affiliate Resulting in a National Bank Applications with the Office of the Comptroller of the Currency (the "OCC") on November 4, 2019. Copies of the applications are attached hereto as Exhibit A.

- 3. Discuss whether the resultant institution's business strategy and operations will remain the same or change from that of the applicant. Identify new business lines. Provide a copy of the business plan, if available. Discuss the plan for integrating any new businesses into the resultant institution.**

Following the merger, UMBNA will provide accounts receivable financing and asset-based lending under the brand UMB Capital Finance. UMBNA will continue to operate the existing offices of MTF and MBC but will consolidate much of the operations and oversight of the two entities under existing structures within UMBNA.

4. **Provide a copy of (a) the executed merger or transaction agreement, including any amendments, (b) any board or any directors' resolutions related to the transaction, and (c) interim charter, names of organizers, and any other related documents.**

Copies of (a) the executed merger agreements and (b) the UMBNA Board of Directors resolution authorizing the mergers are attached as Exhibit B. Item (c) is not applicable.

5. **Describe any issues regarding the permissibility of the proposal with regard to applicable state or federal laws or regulations (for example, nonbank activities, branching, or qualified thrift lender test).**

The merger of a national bank with one or more of its nonbank subsidiaries is allowed pursuant to 12 U.S.C. § 215a-3. 12 C.F.R 5.33(g)(4) and (5) set out the requirements and procedures for mergers authorized under 215a-3. The nonbank subsidiary must have the authority to enter into the merger under the law of the state under which the nonbank subsidiary is organized.

MTF is organized under the laws of the State of Missouri, and the merger will be completed V.A.M.S § 347.127 and §§ 347.700 through 347.735.

MBC is organized under the laws of the state of Delaware, and the merger will be completed under 6 Del.C § 18-209.

SPE is organized under the laws of the state of Minnesota, and the merger will be completed under M.S.A. §§ 322C.1002 to 322C.1005.

6. **Describe any nonconforming or impermissible assets or activities that the applicant or resultant institution may not be permitted to retain under relevant law or regulation, including the method of and anticipated time period for divestiture or disposal.**

All of the assets and activities of the applicant may be retained.

7. **Provide the following financial information.**

The financial statements for both MTF, MBC, and SPE are already consolidated with UMBNA. A copy of the assets, liabilities and capital for each of these entities is included on the spreadsheet attached hereto as Exhibit C.

8. **List the directors and senior executive officers of the resultant institution and provide the name, address, and position with and shares held in the resultant institution or holding company, and principal occupation (if a director). Indicate any changes to the applicant's current directors and senior executive officers that would occur at the resultant institution. Applicants should consult with the responsible regulatory agency regarding whether any biographical or financial**

information should be submitted with respect to any new principal shareholders, directors and senior executive officers.

The directors and senior executive officers of UMBNA will continue to be the directors and senior executive officers of the resultant institution.

Director Name	Address	Principal Occupation	
Robin C. Beery	[REDACTED]	Retired Mutual Fund Executive	[REDACTED]
Kevin C. Gallagher	[REDACTED]	CEO Little Pub Holdings LLC	[REDACTED]
Greg M. Graves	[REDACTED]	Retired CEO Burns & McDonnell	[REDACTED]
Alexander C. Kemper	[REDACTED]	Chairman of the Collectors Fund	[REDACTED]
J. Mariner Kemper	[REDACTED]	Chairman and CEO of UMB Financial Corporation, Chairman of UMB Bank, n.a.	[REDACTED]
Gordon E. Lansford III	[REDACTED]	President and CEO of JE Dunn Construction	[REDACTED]
Timothy R. Murphy	[REDACTED]	Executive Chairman of Murphy-Hoffman Company	[REDACTED]
Tamara M. Peterman	[REDACTED]	EVP, Chief Operating Officer and Chief Nursing Officer of the University of Kansas Health System	[REDACTED]
James Rine	[REDACTED]	President and CEO of UMB Bank, n.a.	[REDACTED]
Kris A. Robbins	[REDACTED]	CEO of Clearleaf Finance	[REDACTED]
L. Joshua Sosland	[REDACTED]	President of Sosland Publishing Company	[REDACTED]
Paul Uhlmann III	[REDACTED]	President and CEO of the Uhlmann Company	[REDACTED]
Leroy J. Williams, Jr.	[REDACTED]	CEO of CyberTekIQ, LLC	[REDACTED]

Executive Officer	Address	Principal Occupation	
Robert Brian Beard	[REDACTED]	Chief Human Resources Officer	[REDACTED]
James Cornelius	[REDACTED]	President of Institutional Banking	[REDACTED]
Shannon A. Johnson	[REDACTED]	Chief Administrative Officer	[REDACTED]
J. Mariner Kemper	[REDACTED]	Chairman UMB Bank, n.a.	[REDACTED]
Kevin M. Macke	[REDACTED]	EVP of Operations	[REDACTED]
Nikki F. Newton	[REDACTED]	President of Private Wealth	[REDACTED]
John C. Pauls	[REDACTED]	General Counsel and Secretary	[REDACTED]
James Rine	[REDACTED]	President and CEO of UMB Bank, n.a.	[REDACTED]
Ram Shankar	[REDACTED]	Chief Financial Officer	[REDACTED]

Thomas Terry	[REDACTED]	Chief Credit Officer	[REDACTED]
Brian Walker	[REDACTED]	Chief Accounting Officer	[REDACTED]
Abigail Wendel	[REDACTED]	President – Consumer Banking	[REDACTED]

9. Describe any litigation or investigation by local, state, or federal authorities involving the applicant or any of its subsidiaries or the target or any of its subsidiaries that is currently pending or was resolved within the last two years.

Not Applicable

10. Describe how the proposal will assist in meeting the convenience and needs of the community to be served, including, but not limited to, the following:

- a. Summarize efforts undertaken or contemplated by the applicant to ascertain and address the needs of the communities to be served, including community outreach activities, as a result of the proposal.
- b. For the combining institutions, list any significant anticipated changes in services or products that will result from the consummation of the transaction.
- c. To the extent that any products or services would be offered in replacement of any products or services to be discontinued, indicate what these are and how they would assist in meeting the convenience and needs of the communities affected by the transaction.
- d. Discuss any enhancements in products or services expected to result from the transaction.

The proposal should have no net effect on UMB's ability to meet the convenience and needs of the communities to be served. The products that are currently offered through subsidiaries of UMBNA will now be offered to the same communities directly through the bank.

11. Describe how the applicant and resultant institution will assist in meeting the existing or anticipated needs of its community(ies) under the applicable criteria of the Community Reinvestment Act (CRA and its implementing regulation, including the needs of low- and Moderate-income geographies and individuals. This discussion should include, but not necessarily be limited to, a description of the following:

- a. The significant current and anticipated programs, products, and activities, including lending, investments, and services, as appropriate, of the applicant and the resultant institution.
- b. The anticipated CRA assessment areas of the resultant institution. If the resultant institution's CRA assessment area would not include any portion of the current assessment area of the target or the applicant describe the excluded areas.
- c. The plans for administering the CRA program for the resultant institution following the transaction.
- d. For an applicant or target institution that has received a CRA composite rating of "needs to improve" or "substantial noncompliance" institution-wide or, where applicable, in a state or a multistate Metropolitan Statistical Area (MSA), or has received an evaluation of less than satisfactory performance in an MSA or in the non-

**MSA portion of a state in which the applicant is expanding as a result of the transaction, describe the specific actions, if any, that have been taken to address the deficiencies in the institution's CRA performance record since the rating.**

UMBNA has received a "Satisfactory" CRA rating in all MSAs. The proposed merger will not expand UMBNA's CRA assessment area or change UMBNA's products or activities.

- 12. The Dodd-Frank Wall Street Reform and Consumer Protection Act requires regulators to consider the risk to the stability of the United States banking and financial systems when reviewing a merger transaction between financial institutions. Discuss any effect(s) that the proposed transaction may have on the stability of the United States banking and financial systems.**

No effects on the stability of the United States banking and financial systems anticipated

- 13. The Reigle-Neal Interstate Banking and Branching Efficiency Act of 1994 (12 U.S.C. § 1831u)(R-N) imposes additional considerations for certain interstate mergers between insured banks. Savings associations are not subject to R-N.**

Not Applicable

- 14. List all offices of the applicant or target that: (a) will be established or retained as branches, including the main office, of the target institution, (b) are approved but unopened branch(es) of the target institution, including the date the current federal and state agencies granted approval(s), and (c) are existing branches that will be closed or consolidated as a result of the proposal (to the extent the information is available) and indicate the effect on the branch customers served. For each branch, list the popular name, street address, city, county, state, and zip code, specifying any that are in low-and moderate-income geographies.**

All branches of the applicant will remain. The targets have no branches and no new branches are planned to be established.

- 15. As a result of this transaction, if the applicant will be or will become affiliated with a company engaged in insurance activities that is subject to supervision by a state insurance regulator, provide:**

- a. The name of the company.
- b. A description of the insurance activity that the company is engaged in and has plans to conduct.
- c. A list of each state and the lines of business in that state in which the company holds, or will hold, an insurance license. Indicate the state where the company holds a resident license or charter, as applicable.

Not Applicable

## **CERTIFICATION**

We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material facts. In addition, we agree to notify the responsible regulatory agency if the facts described in the filing materially change prior to receiving a decision or prior consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject us to legal sanctions provided by 18 U.S.C. §§ 1001 and 1007.


We acknowledge that approval of this application is in the discretion of the responsible regulatory agency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the responsible regulatory agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Signed this 26<sup>th</sup> day of November, 2019


### **UMB BANK, NATIONAL ASSOCIATION**

 James D. Rine, President

### **MARQUETTE TRANSPORTATION FINANCE, LLC**

 John C. Pauls, Secretary

### **MARQUETTE BUSINESS CREDIT, LLC**

 John C. Pauls, Secretary