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OCC

September 19, 2016

SEP 20 2016

CONFIDENTIAL TREATMENT REQUEST

Western District

Western District Office
Office of the Comptroller of the Currency
1225 17th Street, Suite 300
Denver, CO 80202

Attention: James A. Bundy, Director for District Licensing

RE: Application for consent to the purchase and assumption by UMB Bank, National Association to purchase certain Health Savings Accounts from The Bancorp Bank

Ladies and Gentlemen:

Enclosed please find the following documents in with the application to the Office of the Comptroller of the Currency (the "OCC"), in connection with UMB Bank, National Association's ("UMB Bank") application to purchase certain Health Savings Accounts of The Bancorp Bank ("Bancorp", and collectively, the "parties"):

- Application to the OCC pursuant to the National Bank Act and the Bank Merger Act (the "Application"); and
- Confidential Exhibits to the Application (the "Exhibits").

We have enclosed one original and four copies of the Application and four copies of the Exhibits.

Public notices with respect to the Application will be published pursuant to 12 C.F.R. § 5.8 in the following newspapers:

- *The Kansas City Star*, Kansas City, Missouri (serving the location of UMB Bank's main office)
- *The News Journal*, Wilmington, Delaware (serving the location of Bancorp's main office)

A copy of the text of the proposed notice is included. An affidavit of publication of such notice will be submitted to the OCC in a supplemental submission.

Certain of the enclosed materials have been marked "Confidential" (the "Confidential Materials"). Pursuant to the Freedom of Information Act, 5 U.S.C. § 552, and the OCC's regulations, 12 C.F.R. Part 4, Subpart B, we hereby respectfully request on behalf of the parties that the Confidential Materials be treated confidentially and not be made available for public inspection or copying. The Confidential Materials constitute nonpublic commercial or financial information that is privileged or confidential within the meaning of Section 4.12(b)(4) of the OCC's regulations or information that is otherwise exempt from disclosure under Section 4.12(b) of the OCC's regulations, the disclosure of which would cause significant harm to the parties and their respective affiliates.

At this time, the Confidential Materials will not be publicly disclosed and are not required to be publicly disclosed. Disclosure of this information would reveal to competitors the internal strategies, future plans and competitive position of the parties and would place the parties at a competitive disadvantage with respect to their competitors who do not publicly reveal such information. For these reasons, the parties believe that the Confidential Materials are privileged or confidential with the meaning of 12 C.F.R. § 4.12(b)(4).

In addition, we request, pursuant to the Freedom of Information Act and the applicable OCC regulations and for reasons including those set forth above, that any memoranda, notes or other writings of any kind whatsoever made by an employee, agent or any person under the control of the OCC (or other governmental agency) that incorporate, include or relate to any of the matters referred to in the Confidential Materials (i) furnished by the parties or their respective employees or agents to the OCC (or any other governmental agency) or (ii) referred to in any conference, meeting, telephone conversation or interview between (a) employees, former employees, representatives, agents or counsel of the parties or their subsidiaries and (b) employees, agents or any persons under the control of the OCC, be maintained in confidence not be made part of any public record and not be disclosed to any persons.

We request that, if the OCC should make a preliminary determination not to comply with the foregoing requests for confidential treatment, the parties be given notice thereof in ample time to permit the parties to make an appropriate submission as to why such information should be preserved in confidence. If any of the Confidential Materials, or any such memoranda, notes or writings, is the subject of a Freedom of Information Act request or a request or demand for disclosure by any governmental agency, Congressional office or committee, court or grand jury, we request, pursuant to the OCC's regulations, that you notify the parties prior to making such disclosure. We further ask that the parties be furnished with a copy of all written materials pertaining to such request (including but not limited to the request itself and any determination with respect to such request) and that the parties be given sufficient advance notice of any intended release so that it may, if deemed necessary or appropriate, pursue and available remedies.

If you have any questions with respect to any of the matters discussed in this letter or in the materials include herewith, please feel free to contact me at (816) 860-7460.

Very truly yours,

//s//

Brian W. Henry
Vice President &
Corporate Legal Counsel

Enclosures

STREAMLINED BUSINESS COMBINATION APPLICATION

General Information and Instructions

Preparation and Use

An "eligible" bank¹ may use this form as an alternative to the "Interagency Bank Merger Application" to apply for a merger, consolidation, or other transfer of deposit liabilities (collectively, combination) that qualifies for streamlined processing. See the Authority To File a Streamlined Submission section on page iv to determine whether a particular combination qualifies for streamlined filing.

An affiliate transaction refers to a merger, consolidation, other combination, or transfer of any deposit liabilities, between depository institutions that are controlled by the same holding company. It includes a business combination between an eligible bank and an affiliated interim bank. Applicants proposing affiliate transactions are not required to complete questions 12 through 14 of this application.

The questions in the form are posed to solicit "yes" or "no" answers. Applicants should explain completely and accurately any "yes" answers. The questions in the application are not intended to limit the applicant's presentation nor are they designed to duplicate information supplied on another form or in an exhibit. For such information, a cross reference to the information is acceptable. Any such cross reference must be made to a specific cite or location in the documents, so that the information can be located easily. Supporting information for all relevant factors, setting forth the basis for applicant's conclusions, should accompany the application. The OCC may request additional information.

For additional information on the processing procedures and guidelines and any supplemental information that may be required, refer to the "Business Combinations" booklet of the *Comptroller's Licensing Manual (Manual)* or contact the appropriate OCC District Licensing Office directly for specific instruction or visit the OCC's web site.

Interim Charters and Federal Deposit Insurance

An interim national bank may be used to facilitate a merger or consolidation when the resultant institution will be a national bank. An interim national bank is one that does not operate independently, but exists, usually for a short period of time, solely as a vehicle to accomplish a combination (for example, to facilitate the acquisition of 100 percent of the voting shares of an existing depository institution). The processing procedures and guidelines for chartering an interim institution may be found in the "Business Combinations" booklet of the *Manual*.

Interim national banks that will combine with existing FDIC-insured depository institutions are deemed to be insured depository institutions under 12 USC 1815(a)(2) upon being granted a charter by the OCC. Therefore, applicants need not apply to the FDIC for insurance for an interim national bank that will be used in a combination transaction with another insured depository institution, including when the resultant institution will operate under the charter of the interim national bank.

Question 11)

In response to question 11(d), provide the following financial information for the applicant, target, and resultant bank as of the most quarter:

¹ An eligible bank is a national bank that: (1) is well capitalized as defined in 12 CFR 6.4(b); (2) has a composite CAMELS rating of "1" or "2;" (3) has a CRA rating of "Outstanding" or "Satisfactory," and, (4) is not subject to a cease and desist order, consent order, formal written agreement, or prompt corrective action directive (12 CFR 5.3(g)).

Balance sheet including: (1) each principal group of assets, liabilities, and capital accounts and (2) debit and credit adjustments (explained by footnotes) reflecting the proposed acquisition. Also indicate amortization period and method used for any intangible asset and the accretion period for any purchase discount on the balance sheet.

Regulatory capital schedule should including: (1) each component item for Tier 1 and Tier 2 capital, subtotal for Tier 1 and Tier 2 capital (less any investment in unconsolidated or non-includable subsidiaries), total capital (include Tier 3, if applicable); (2) total risk weighted assets; and (3) the following capital ratios: (i) Tier 1 capital to total risk-weighted assets; (ii) Total capital to total risk-weighted assets; and (iii) Tier 1 capital to average total consolidated assets (leverage ratio).

Establishment of Branches and Branch Closings

This application will be deemed to constitute an application pursuant to 12 CFR 5.30 and 12 USC 36 to establish and maintain the branches listed in the application. If a branch is closed as a result of a merger, consolidation, or other combination, refer to the Joint Policy Statement on Branch Closing Notices and Policies, that can be found in the Appendix of the "Branch Closings" booklet of the *Manual*, and applicable law for branch closure notice requirements (12 USC 1831r-1).

Notice of Publication

An applicant must publish notice of the proposed acquisition in a newspaper of general circulation in the community or communities in which the main office of each of the parties to the transaction is located (refer to 12 USC 1828(c)(3), 12 USC 215 or 215a).

Confidentiality

Any applicant desiring confidential treatment of specific portions of the application must submit a request in writing with the application. The request must discuss the justification for the requested treatment. The applicant's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 USC 552). Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the application (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." The applicant should follow the same procedure when requesting confidential treatment for the subsequent filing of supplemental information to the application.

The applicant should contact the appropriate OCC District Licensing office for specific instructions regarding requests for confidential treatment. The OCC will determine whether the information will be treated as confidential and will advise the applicant of any decision to make available to the public information labeled as "Confidential."

STREAMLINES BUSINESS COMBINATION APPLICATION

Checklist

Authority To File a Streamlined Submission

Check the following to certify the appropriateness of a streamlined submission. [NOTE: One or more must be checked to qualify for a streamlined submission. Otherwise, a complete "Interagency Bank Merger Act Application" is required.]

- 1. The transaction is a business combination between eligible banks, or between an eligible bank and an eligible depository institution, that are controlled by the same holding company, or that will be controlled by the same holding company prior to the combination.
- 2. The transaction is a business combination between an eligible bank and an interim bank chartered in a transaction in which a person or group of persons exchanges its shares of the eligible bank for shares of a newly formed holding company and receives after the transaction substantially the same proportional share interest in the holding company as it held in the eligible bank (except for changes in interests resulting from the exercise of dissenters' rights), and the reorganization involves no other transactions involving the bank.
- 3. At least one party to the transaction is an eligible bank, and all other parties to the transaction are eligible banks or eligible depository institutions, the resultant national bank will be well capitalized immediately following consummation of the transaction, and the total assets of the target institutions combined are no more than 50 percent of the total assets of the acquiring bank, as reported in each institution's Consolidated Report of Condition and Income filed for the quarter immediately preceding the filing of the application.
- 4. The acquiring bank is an eligible bank, the target is not an eligible bank or an eligible depository institution, the resultant national bank will be well capitalized immediately following consummation of the transaction, and the applicants in a pre-filing communication request and obtain approval from the appropriate district office to use the streamlined application.²
- 5. The acquiring bank is an eligible bank, the target bank is not an eligible bank or an eligible depository institution, the resultant bank will be well capitalized immediately following consummation of the transaction, and the total assets acquired do not exceed 10 percent of the total assets of the acquiring national bank, as reported in each institution's Consolidated Report of Condition and Income filed for the quarter immediately preceding the filing of the application.

² Approval of the use of the streamlined process by the district office under standard 4 may not be used for a transaction that exceeds the size test in standard 3.

Checklist of Attached Information

- Format of Submission
 - Complete paper submission or
 - Combination paper and compact disk (CD) submission along with (1) a cover letter identifying the filer, the filing, the filename on the CD, and the word processing program used; and (2) any original page(s) of the application or attachments requiring signatures.
- Request for confidentiality, if applicable
- Other corporate requests
- Filing fee

Specific Information for Streamlined Application (as appropriate)

- Copy of the following documents:
 - Draft or, if available, executed merger or transaction agreement, including any amendments
 - Any board of directors' resolutions related to the transaction
 - Interim charter's Articles of Association, names of organizers, and related documents, if applicable
- Financial Information as of the end of the most recent quarter for the applicant, target, and resultant institution:
 - Balance sheet
 - Regulatory capital schedule
- Confirmation of the public notice publication, including a statement containing the name and address of the newspaper in which the notice was published and dates of publication.
- Merger Screen for combinations where the acquiring national bank and target depository institution compete in any relevant geographic banking market.

Desired Action Date: *As soon as permitted under applicable banking regulations, on or about November 3, 2016*

STREAMLINED BUSINESS COMBINATION APPLICATION

Check all that apply:

Type of Filing	Form of Transaction	Filed Pursuant To
<input type="checkbox"/> Affiliate/Business Reorganization	<input type="checkbox"/> Merger	<input checked="" type="checkbox"/> 12 USC 1828(c)
<input type="checkbox"/> Combination with Interim Depository Institution	<input type="checkbox"/> Consolidation	<input type="checkbox"/> 12 USC 1815(d)(2)
<input checked="" type="checkbox"/> Nonaffiliate Combination	<input checked="" type="checkbox"/> Purchase and Assumption	<input type="checkbox"/> 12 USC 1815(d)(3)
<input type="checkbox"/> Other _____	<input type="checkbox"/> Purchase of Assets Only	<input type="checkbox"/> 12 USC 215, 215a
	<input type="checkbox"/> Other _____	<input type="checkbox"/> 12 USC 215a-1
		<input type="checkbox"/> 12 USC 215a-3
		<input checked="" type="checkbox"/> 12 USC 215c
		<input type="checkbox"/> Other

Applicant Depository Institution

UMB Bank, N.A. 23920 (OCC Charter)
Name Charter/Docket Number

1010 Grand Boulevard, Mail Stop 1020309
Street

Kansas City Missouri 64106
City State ZIP Code

Target Institution

The Bancorp Bank Delaware Charter
Name Charter/Docket Number

409 Silverside Road, Suite 105
Street

Wilmington Delaware 19809
City State ZIP Code

Resultant Institution (if different than applicant)

N/A
Name Charter/Docket Number

Street

City State ZIP Code

Contact Person

Brian Henry Vice President and Corporate Legal Counsel, UMB Financial Corp
Name Title/Employer

1010 Grand Blvd.
Street

Kansas City Missouri 64106
City State ZIP Code

Telephone Number: (816) 860-7460 Fax Number:

STREAMLINED BUSINESS COMBINATION APPLICATION

1. Are there any material aspects of the transaction (for example, financing arrangements) that are not reflected in the agreement, or any features (for example, structure and significant terms and conditions) that are not customary or usual in the agreement?

Yes No

If the answer is yes, explain.

2. Are there any issues regarding the permissibility under applicable state or federal laws or regulations of the proposed transaction (for example, nonbank activities, branching, qualified thrift lender's test, investment in bank premises)?

Yes No

If the answer is yes, describe the issues.

3. Will the applicant or resultant bank retain any nonconforming or impermissible assets or activities?

Yes No

If the answer is yes, describe them, including the method of and anticipated time period for divestiture or disposal.

4. Does the applicant anticipate any significant changes in products or services, including fee increases or branch closings, that would result from the consummation of the proposed transaction?

Yes No

If the answer is yes, list those changes, including the anticipated effect on the community to be served. If any products or services will be discontinued, branches will be closed, or fees increased, describe and explain reasons.

Applicant will become the custodian of the Health Savings Accounts (each, an "HSA") contemplated in the asset purchase agreement between the Applicant and The Bancorp Bank. The account terms and conditions for the transferred HSAs will be amended to the Applicant's form. The changes will generally not be material.

The accountholders will be provided with a seamless transition between the custodians and be able to obtain balance information, statements, and customer service supported by a dedicated Healthcare Services call center that can handle tier 1 and 2 customer service calls specific to HSAs.

For these HSAs, Applicant has worked to create a fee structure that is in line with the account holders' current offering and competitive with the marketplace, while maintaining a high level of product feature functionality.

To the extent an existing HSA contains investment funds, those investments will need to be liquidated prior to the transaction. The accountholder will need to enter into a new agreement with Applicant after the transaction if that accountholder wishes to continue to invest a portion of their HSA funds. Applicant anticipates that the investment options available to most accountholders will be similar to, but different than, those options available prior to the transaction. For a small subset of the accountholders, the investment options offered by Applicant are materially different than those currently offered through Target Institution. Despite these changes Applicant believes that after the completion of this transaction all the HSA accountholders will have a variety of investment options that keep their expense low and allow them to get the most out of their HSA dollars. Investment funds represent 4.6% of total HSA portfolio contemplated in the transaction.

- 5a. Will the proposed transaction affect the applicant's ability to meet the existing or anticipated needs of its community(ies) under the applicable criteria of the Community Reinvestment Act (CRA), including the needs of low- and moderate-income geographies and individuals? Yes No

If the answer is yes, discuss the effect.

- 5b. Will the applicant's assessment area change? Yes No

If the answer is yes, describe the change.

- 5c. At its most recent federal regulatory examination, did any of the combining institutions receive a CRA rating of "needs to improve" or "substantial noncompliance" institution-wide, or where applicable in a state or a multi-state MSA, or receive an evaluation of less than satisfactory performance in an MSA or in the non-MSA portion of a state in which the acquiring bank is expanding as a result of the consolidation? Yes No

If the answer is yes, describe what actions, if any, have been taken to redress deficiencies in the institution's CRA record of performance since the examination.

The Target Institution currently has a "needs to improve" CRA composite rating. On July 18, 2016, the Federal Deposit Insurance Corporation ("FDIC") approved the Target Institution's CRA Strategic Plan submitted by the Target Institution pursuant to 12 C.F.R 345.27. The Target Institution designed the Strategic Plan to address its CRA compliance performance deficiencies and restore a "satisfactory" CRA composite rating. Since the FDIC's approval, the Target Institution has begun to implement the Strategic Plan.

6. Is the transaction subject to the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994? Yes No

If the answer is yes, discuss authority; compliance with state age limits and host state(s) filing requirements; and applicability of nationwide and statewide concentration limits. In addition, discuss any other restrictions that the states seek to apply (including state antitrust restrictions).

7. Will any banking offices that have not been certified as banking offices by the OCC: (a) be established or retained as branches, including the main office, and branches of the target institution; (b) be approved, but unopened branch(es) of the target institution, including the date the current federal and state agencies granted approval(s); and (c) be retained as branches in the applicant's original home state in the event the applicant is relocating its main office to another state. Yes No

If the answer is yes, provide the popular name, street address, city, county, state, and ZIP Code for each location being established or retained, approved and unopened, retained in the applicant's original home state in the event the applicant is relocating its main office to another state.

8. Will the resultant national bank acquire any subsidiaries with activities or investments not previously approved by the OCC for either the acquiring or target banks? Yes No

If the answer is yes, provide the information and analysis for the activities of each subsidiary or investment that would be required if it were established pursuant to 12 CFR 5.34 or 5.39.

9. Will the resultant bank avoid any commitments entered into by any of the combining institutions with community organizations, civic associations, or similar entities to provide banking services to the community? Yes No

If the answer is yes, describe the commitment, explain the reasons for not assuming the commitment, and the effect on the relevant community.

10. Will the applicant be or become affiliated with a company engaged in insurance activities that is subject to supervision by a state insurance regulator as a result of the transaction? Yes No

If the answer is yes, provide:

- a. The name of company.
 - b. A description of the insurance activity in which the company is engaged and 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.
11. Provide a copy of (a) the draft or, if available, executed merger or transaction agreement, including any amendments; (b) any board of directors' resolutions related to the transaction; and (c) interim charter, names of organizers, and related documents, if applicable; and (d) a copy of the pro forma balance sheet and regulatory capital schedule. (See instructions for explanation of the information to include.)

(a) A copy of the executed Asset Purchase Agreement is attached hereto as Confidential Exhibit 1.

(b) A copy of the board resolutions of UMB Bank, N.A. is attached hereto as Confidential Exhibit 2. A copy of the board resolutions of The Bancorp Bank is attached hereto as Confidential Exhibit 3.

(c) Not applicable.

(d) A copy of the pro forma balance sheet and regulatory capital schedule of UMB Bank, N.A. is attached hereto as Confidential Exhibit 4. A copy of the pro forma balance sheet and regulatory capital schedule of The Bancorp Bank is attached hereto as Confidential Exhibit 5.

Applicants for a nonaffiliate transaction also must complete items 12 through 14.

12. Do the acquiring bank and target compete in any relevant geographic market (see Bank Merger Screen)? Yes No

If the answer is yes,

- a. Does the HHI for any relevant banking market increase by more than 200 points with a post-acquisition HHI of at least 1800? Yes No

- b. Excluding markets in which the acquiring bank has 35 percent or more of the deposits, will the resultant bank have greater than 35 percent of the deposits in a relevant market?
Yes No

A "yes" answer for either question will result in the application being removed from expedited processing for additional competitive review. In such circumstances, the applicant may consult the Competitive Review Appendix in the "Business Combinations" booklet of the *Comptroller's Licensing Manual* for guidance on addressing competitive issues or contact the appropriate OCC District Licensing office directly for specific instructions.

13. Does the proposed transaction involve a branch sale or any other divestiture of all or any portion of the bank, savings association, or nonbank company, or any other action to mitigate competitive effects?
Yes No

If the answer is yes, discuss the timing of the branch sale or divestiture, purchaser, and other specific information.

14. Will any management interlocking relationships (12 USC 3201-3208) exist following consummation?
Yes No

If the answer is yes, describe the management interlocking relationship, including a discussion of the permissibility of the interlock for relevant laws and regulations.

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 agency if the facts described in the filing materially change prior to receiving a decision or prior to consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject us to legal sanctions provided by 18 USC 1001 and 1007.

We acknowledge that approval of this application is in the discretion of the appropriate federal banking 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 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 19th day of September, 2016.

UMB Bank, N.A. by
(Applicant)


(Signature of Authorized Officer)¹

John C. Pauls
(Typed Name)

Secretary, EVP & General Counsel
(Title)

The Bancorp Bank by
(Target)

(Signature of Authorized Officer)¹

(Typed Name)

(Title)

¹ In multiple-step combinations, applicants should ensure that authorized officers of the combining institutions sign.

CERTIFICATION

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Signed this _____ day of _____, 2016.

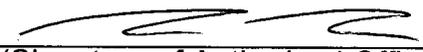
UMB Bank, N.A.
(Applicant) _____ by

(Signature of Authorized Officer)

(Typed Name)

(Title)

The Bancorp Bank
(Target) _____ by


(Signature of Authorized Officer)

Damian Kozlowski
(Typed Name)

President
(Title)

**NOTICE OF PROPOSED PURCHASE OF ASSETS AND ASSUMPTION OF
LIABILITIES**

*To be published in The News Journal, Wilmington, Delaware and the Kansas City Star, Kansas
City, Missouri:*

September 20, 2016

September 27, 2016

October 15, 2016

Only publish what is below the following line

Notice is hereby given that application has been made to the Comptroller of the Currency, 1225 17th Street, Suite 300, Denver, CO 80202, for consent to the purchase and assumption by UMB Bank, N.A., Kansas City, Missouri, from The Bancorp Bank, Wilmington, Delaware, of certain Health Savings Accounts for which The Bancorp Bank is custodian and certain other related assets and deposit liabilities. It is contemplated that the main office and branch offices of each above-named bank will continue to be operated by such bank after the completion of the transaction.

This notice is published pursuant to 12 USC 1828(c) and 12 CFR 5. Any person desiring to comment on the application may do so by submitting written comments by October 20, 2016, to: Director of District Licensing, Office of the Comptroller of the Currency, 1225 17th Street, Suite 300, Denver, CO 80202.

The public file is available for inspection in the district office during regular business hours. Written requests for a copy of the public file on the application should be sent to the Director of District Licensing.

September 20, 2016

*UMB Bank, N.A.
The Bancorp Bank*

*Kansas City, Missouri
Wilmington, Delaware*
